

CORPORATE GOVERNANCE REPORT

STOCK CODE : 5878
COMPANY NAME : KPJ Healthcare Berhad
FINANCIAL YEAR : December 31, 2024

OUTLINE:

SECTION A – DISCLOSURE ON MALAYSIAN CODE ON CORPORATE GOVERNANCE

Disclosures in this section are pursuant to Paragraph 15.25 of Bursa Malaysia Listing Requirements.

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Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.1

The Board should set the company's strategic aims, ensure that the necessary resources are in place for the company to meet its objectives and review management performance. The Board should set the company's values and standards, and ensure that its obligations to its shareholders and other stakeholders are understood and met.

Application	:	Applied
Explanation on application of the practice	:	<p>The fiduciary duties of the Board of Directors ("Board") of KPJ Healthcare Berhad ("KPJ" or the "Company") encompass a range of responsibilities, including but not limited to, monitoring and supporting the Company's executive team to ensure effective performance, ensuring compliance with regulatory obligations, mitigating risks associated with the Company and its subsidiary companies ("KPJ Group" or the "Group") and evaluating growth opportunities to drive the Company's success.</p> <p>The Board is guided by its Board Charter to ensure that it effectively discharges its duties and responsibilities which outlined under Paragraph 3, which can be accessed by both internal and external stakeholders on KPJ's website at: https://kpi.listedcompany.com/corporate_governance.html.</p> <p>The Board has clearly demarcated the day-to-day operational functions of the Management and the overall responsibilities of the Board through the Board Charter, Terms of Reference ("TOR") of the respective Board Committees, the Group policies, Limits of Authority and other governance documents.</p> <p>The Board's activities in 2024 are as below:</p> <ul style="list-style-type: none">a) Reviewed and approved the Group's quarterly financial results and audited financial statements;b) Reviewed and approved quarterly interim dividends;c) Reviewed and approved Recurrent Related Party Transactions and Related Party Transactions;d) Reviewed the Group's Balanced Scorecard achieved for the year 2023;e) Deliberated and approved the Group's Balanced Scorecard for the year 2024;f) Reviewed and approved the recommendation to the shareholder for the re-election of Directors for approval at the Annual General Meeting ("AGM") of the Company;

	<p>g) Reviewed the Board Composition and the Board Effectiveness Evaluation;</p> <p>h) Reviewed and approved the appointment of senior management (Chief Financial Officer, Chief Digital Officer, and Chief Medical Director);</p> <p>i) Reviewed and approved the purchase of assets and equipment, as well as hospital renovation, upgrading and expansion to maintain and enhance the service quality of KPJ hospitals;</p> <p>j) Reviewed and approved the strategic investment as well as divestment proposals;</p> <p>k) Deliberated and provided feedback on the Group's Strategic Planning 2025-2029;</p> <p>l) Reviewed and approved the Group's Budget for the year 2025; and</p> <p>m) Deliberated and approved KPJ's rebranding and culture transformation.</p> <p>The Board has put in place a Corporate Governance Model where specific powers of the Board are delegated to the relevant Board Committees and the President and Managing Director ("PMD").</p> <p>The Board is assisted by the following Board Committees during the financial year:</p> <p>a) Audit Committee ("AC");</p> <p>b) Nomination and Remuneration Committee ("NRC");</p> <p>c) Risk, Sustainability and Governance Committee ("RSGC");</p> <p>d) Tender Committee ("TC");</p> <p>e) Investment Committee ("IC"); and</p> <p>f) Whistleblowing Committee ("WBC")</p> <p>The Terms of Reference of the AC, NRC, RSGC, TC and IC are available on the Company's website at: https://kpj.listedcompany.com/corporate_governance.html.</p> <p>The Chairpersons of all Board Committees provide reports to the Board on issues and matters raised at the respective Board Committees' meetings, including those concerning the Group's strategy and performance, for the Board's further consideration and decisions.</p> <p>The Board members have diverse working experience in managerial/executive capacity and experience as directors on the Boards of other publicly listed companies. The Directors understand financial statements and are able to form a view on the information presented.</p> <p>The Board convenes on a quarterly basis, with additional meetings held as necessary to address specific/urgent matters. Meetings are scheduled well in advance to ensure the availability of Directors. For the financial year 2024, the annual meeting schedule was finalised and circulated in September 2023.</p>
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	Throughout the year ended 31 December 2024, the Board members demonstrated their commitment and dedication to their roles, as evidenced by their attendance at Board and Board Committee meetings, as shown below:																																																																																																																																				
	<table><tr><th>Director</th><th>BOD</th><th>AC</th><th>TC</th><th>RSGC</th><th>NRC</th><th>IC</th></tr><tr><td colspan="7">Non-Independent Non-Executive Chairman</td></tr><tr><td>Tan Sri Dato’ Sri Dr. Ismail bin Haji Bakar ^(a)</td><td>9/9</td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>Datuk Md Arif bin Mahmood ^(b)</td><td>3/3</td><td></td><td></td><td></td><td></td><td></td></tr><tr><td colspan="7">Independent Non-Executive Directors</td></tr><tr><td>Dato' Mohd Redza Shah bin Abdul Wahid</td><td>12/12</td><td>10/10</td><td>7/7</td><td></td><td>10/10</td><td>6/6</td></tr><tr><td>Mohamed Ridza bin Mohamed Abdulla</td><td>11/12</td><td></td><td></td><td>4/4</td><td>10/10</td><td>6/6</td></tr><tr><td>Khairuddin bin Jaflus</td><td>11/12</td><td>10/10</td><td>7/7</td><td>4/4</td><td></td><td></td></tr><tr><td>Hisham bin Zainal Mokhtar</td><td>11/12</td><td>10/10</td><td></td><td>4/4</td><td></td><td>6/6</td></tr><tr><td>Lee Lai Fan</td><td>12/12</td><td></td><td>7/7</td><td></td><td>10/10</td><td></td></tr><tr><td colspan="7">Non-Independent Non-Executive Directors</td></tr><tr><td>Rozaini bin Mohd Sani</td><td>12/12</td><td>10/10</td><td>7/7</td><td>4/4</td><td></td><td></td></tr><tr><td>Shamsul Anuar bin Abdul Majid</td><td>12/12</td><td></td><td></td><td></td><td>10/10</td><td>6/6</td></tr><tr><td>Prof. Emeritus Dato' Dr. Azizi bin Haji Omar</td><td>12/12</td><td></td><td></td><td>4/4</td><td>10/10</td><td></td></tr><tr><td>Annie binti Rosle</td><td>11/12</td><td></td><td>5/7</td><td></td><td></td><td>5/6</td></tr><tr><td colspan="7">President and Managing Director</td></tr><tr><td>Chin Keat Chyuan</td><td>11/12</td><td></td><td></td><td></td><td></td><td></td></tr><tr><td>TOTAL NUMBER OF MEETINGS</td><td>12</td><td>10</td><td>7</td><td>4</td><td>10</td><td>6</td></tr></table>							Director	BOD	AC	TC	RSGC	NRC	IC	Non-Independent Non-Executive Chairman							Tan Sri Dato’ Sri Dr. Ismail bin Haji Bakar ^(a)	9/9						Datuk Md Arif bin Mahmood ^(b)	3/3						Independent Non-Executive Directors							Dato' Mohd Redza Shah bin Abdul Wahid	12/12	10/10	7/7		10/10	6/6	Mohamed Ridza bin Mohamed Abdulla	11/12			4/4	10/10	6/6	Khairuddin bin Jaflus	11/12	10/10	7/7	4/4			Hisham bin Zainal Mokhtar	11/12	10/10		4/4		6/6	Lee Lai Fan	12/12		7/7		10/10		Non-Independent Non-Executive Directors							Rozaini bin Mohd Sani	12/12	10/10	7/7	4/4			Shamsul Anuar bin Abdul Majid	12/12				10/10	6/6	Prof. Emeritus Dato' Dr. Azizi bin Haji Omar	12/12			4/4	10/10		Annie binti Rosle	11/12		5/7			5/6	President and Managing Director							Chin Keat Chyuan	11/12						TOTAL NUMBER OF MEETINGS	12	10	7	4	10	6
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	<div><div></div>Chairman</div> <p>Notes:</p> <p>The WBC did not convene any meetings during the financial year ended 31 December 2024.</p> <p>(a) Appointed as Chairman with effect from 2 April 2024.</p> <p>(b) Resigned as Chairman with effect from 1 April 2024.</p>																																																																																																																																				
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Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.2

A Chairman of the Board who is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board is appointed.

Application	:	Applied
Explanation on application of the practice	:	<p>The roles and responsibilities of the Chairman of the Board are stipulated in the Board Charter, which is available on KPJ's corporate website at: https://kpi.listedcompany.com/corporate_governance.html.</p> <p>Key responsibilities of the Chairman include:</p> <ul style="list-style-type: none">• The Chairman leads the Board by setting the tone from the top, and managing the Board's effectiveness by focusing on strategy, governance, and compliance having regard to public interest. In turn, the Board monitors the functions of the Board Committees in accordance with their respective TOR to ensure its own effectiveness.• The Chairman is responsible for instilling good corporate governance ("CG") practices in the organisation. The Chairman of KPJ leads the Board in the adoption and implementation of good governance practices.• Providing leadership for the Board and setting the tone from the top for overall Board and individual Director's performance and effectiveness.• The Chairman with the assistance of the company secretaries sets the Board agenda for each meeting based on the dates of scheduled Board meetings in the annual meeting calendar, and the same is circulated to the Board Members accordingly.• The Chairman ensures that Board is properly briefed on issues arising in the meeting with accurate, clear, complete information in a timely manner.• The Chairman promotes effective relationship and open communication, encourages constructive debates during Board meetings.• The Chairman encourages effective communication with stakeholders and that views are communicated to the Board as a whole.• To promote constructive and positive interactions between the Board and Management as well as between Directors.• Playing a key role in the conduct of general meetings, ensuring the smooth tabling of resolutions and effectively managing all communications throughout the meeting.
	:	-

Explanation for departure		
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.3

The positions of Chairman and CEO are held by different individuals.

Application	:	Applied
Explanation on application of the practice	:	<p>The roles of the Chairman of the Board and the PMD, as well as the Non-Executive Directors ("NEDs") are clearly delineated, ensuring a separation of responsibilities in line with best practices. This segregation of duties, outlined in Paragraph 4.9 of the Board Charter, promotes a balance of power and authority.</p> <p>Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar serves as the Non-Independent Non-Executive Chairman of KPJ's Board, a role he assumed on 2 April 2024, following the resignation of Datuk Md Arif bin Mahmood. As Chairman, he is responsible for leading the Board by providing oversight of the Group's strategies and business affairs.</p> <p>The PMD, Mr. Chin Keat Chyuan, who joined KPJ on 1 September 2023, is tasked with managing the business and operations of the Group and implementing the Board's decisions.</p> <p>This clear distinction between the Chairman's and PMD's role ensures a balance of power and authority, preventing any individual from holding unfettered decision-making powers. This structure supports effective governance and accountability across the organisation.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.4

The Chairman of the Board should not be a member of the Audit Committee, Nomination Committee, or Remuneration Committee

<i>Note: If the Board Chairman is not a member of any of these specified committees, but the Board allows the Chairman to participate in any or all of these committees' meetings, by way of invitation, then the status of this practice should be a 'Departure'.</i>		
Application	:	Applied
Explanation on application of the practice	:	As of 31 December 2024, the Chairman of the Company is not a member of any Board Committee, including the AC or the NRC of KPJ. Each Board Committee has written TOR which outline their authority, duties, and function. These TORs are published on the Company's website at: https://kpj.listedcompany.com/corporate_governance.html .
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.5

The Board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.

Application	:	Applied
Explanation on application of the practice	:	<p>Two (2) company secretaries served the Company in 2024 in accordance with Section 235(2) of the Companies Act 2016 (the "Act").</p> <p>Puan Hana binti Ab Rahim @ Ali was appointed as a Company Secretary of the Company effective 1 February 2013 and continues to serve in this role.</p> <p>Ms. Keh Ching Tyng was appointed as a Company Secretary of the Company effective 1 September 2023 and also continues to serve in this capacity.</p> <p>The Board has unrestricted access to the advice and services of company secretaries.</p> <p>The company secretaries play an essential advisory role to the Board in relation to the Company's Constitution and compliance with relevant regulatory requirements, including codes or guidance and legislation. Additionally, the company secretaries support the Board in managing the Group's Governance Model, ensuring its effectiveness and relevance.</p> <p>The company secretaries safeguard all statutory books and records of the Group, which are maintained in the statutory register. The company secretaries ensure that Board meetings are properly convened; ensuring accurate and proper records of the proceedings and resolutions passed are recorded. They are also responsible for ensuring timely submission of changes in the Group's statutory information in the relevant prescribed forms and lodged with the Companies Commission of Malaysia ("CCM").</p> <p>The company secretaries manage all Board and Board Committees meetings and to ensure the deliberations at Board and Board Committees meetings are well-documented, and that necessary actions are communicated to Management for appropriate actions. The company secretaries also facilitate the onboarding of new Directors, assist with Director training and development and manage processes related to the general meetings.</p>

	<p>To stay current with developments in the capital market, regulatory changes, and corporate governance practices, the company secretaries regularly attend relevant conferences and training programmes. They also fulfil the continuous professional development requirements prescribed by the CCM and the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") for practicing company secretaries.</p> <p>The training programmes attended by the company secretaries in 2024 were as follows:</p> <p>Name: Keh Ching Tyng</p> <table border="1"> <thead> <tr> <th>No</th> <th>Courses/Workshop</th> <th>Date</th> <th>Organiser</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>MAICSA Annual Conference 2024: Sustainability Today For Tomorrow</td> <td>22 – 23 October 2024</td> <td>MAICSA</td> </tr> </tbody> </table> <p>Name: Hana Binti Ab Rahim @ Ali</p> <table border="1"> <thead> <tr> <th>No</th> <th>Courses/Workshop</th> <th>Date</th> <th>Organiser</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>SSM National Conference 2024: Enhancing Corporate Transparency. Building Resilience.</td> <td>27 – 28 August 2024</td> <td>CCM</td> </tr> <tr> <td>2.</td> <td>MAICSA Annual Conference 2024: Sustainability Today For Tomorrow</td> <td>22 – 23 October 2024</td> <td>MAICSA</td> </tr> </tbody> </table>			No	Courses/Workshop	Date	Organiser	1.	MAICSA Annual Conference 2024: Sustainability Today For Tomorrow	22 – 23 October 2024	MAICSA	No	Courses/Workshop	Date	Organiser	1.	SSM National Conference 2024: Enhancing Corporate Transparency. Building Resilience.	27 – 28 August 2024	CCM	2.	MAICSA Annual Conference 2024: Sustainability Today For Tomorrow	22 – 23 October 2024	MAICSA
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Intended Outcome

Every company is headed by a Board, which assumes responsibility for the company's leadership and is collectively responsible for meeting the objectives and goals of the company.

Practice 1.6

Directors receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

Application	:	Applied
Explanation on application of the practice	:	<p>The annual meeting calendar ("Calendar") for the Board and Board Committee meetings is prepared in advance of each new year to enable Directors to plan their schedules effectively and discharge their responsibilities efficiently. The Calendar provides an overview of all meeting dates for the Board and its Committees, including Board Retreats and AGM for the upcoming year.</p> <p>The Board convenes on a quarterly basis, with additional meetings held as necessary to address specific/urgent matters. The company secretaries, along with the secretariat of each Board Committee, consult with the respective Chairmans of the Board and Board Committee to set meeting agendas, facilitating both the Board's and Management's planning in the preparation of matters for discussion and decision-making during the scheduled meetings.</p> <p>To ensure adequate preparation for each meeting, formal notification of Board and Board Committee meeting dates is issued to the Board and Management at least one (1) month in advance. Additionally, the notice of meetings and meeting materials are circulated to all Board and Board Committee members at least five (5) working days before the meeting. This allows members sufficient time to review the materials and make informed decisions at each Board and Board Committee meeting.</p> <p>In line with KPJ's sustainability initiatives, which promote a green environment, the notice and meeting materials are distributed digitally through the convene platform. This secure, efficient, and user-friendly application enables Directors to assess meeting materials securely on their electronic devices, eliminating the need for hard copy distributions.</p> <p>The agenda of the Board meeting includes, but is not limited to, the following items:</p> <ul style="list-style-type: none">• Minutes of previous meeting of the Board;• Any matters arising from previous Board meetings;• Business strategies and corporate proposals;• Review of operational matters and financial report of the Group and quarterly financial report;• Review of clinical and professional services report;• Approval sought for capital expenditure and expansion project reports;

	<ul style="list-style-type: none"> • Report from PMD; • Reports from each Board Committees; and • Report of the Registrar. <p>There is also a schedule of matters reserved specifically for the Board's decision, including the approval of corporate plans and programmes, annual budgets (including major capital commitments), new ventures, material acquisitions, and disposals of undertakings and properties that are material to the Group, and changes to management and control structure of the Group, including key policies and delegated authority limits.</p> <p>The Board remains fully aware of its duties and responsibilities concerning these matters. Decisions and deliberations at Board meetings, including instances where any Director abstained from voting or deliberating on a particular matter, are recorded in the minutes of meeting by the company secretaries. The minutes of Board and Board Committees meetings are subsequently confirmed at the following meeting of the respective Board and Board Committees.</p> <p>The Directors, whether collectively as a Board or in their individual capacities, have full access to all information within the Company and could, where necessary, obtain independent advice at the Group's expense, in furtherance of their duties and responsibilities.</p>
Explanation for departure	: -
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

There is demarcation of responsibilities between the Board, Board Committees and management.

There is clarity in the authority of the Board, its committees and individual directors.

Practice 2.1

The Board has a Board Charter which is periodically reviewed and published on the company's website.

The Board Charter clearly identifies–

- The respective roles and responsibilities of the Board, Board Committees, individual directors and management; and
- Issues and decisions reserved for the Board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has a charter outlines the key values, principles and ethos of the Company, ensuring the Board's effectiveness in discharging its duties and responsibilities. The Board Charter clearly defines the roles, functions, compositions and proceedings of the Board, providing guidance on good governance and compliance practices for Board members.</p> <p>The Board Charter is published on KPJ's corporate website at https://kpj.listedcompany.com/corporate_governance.html.</p> <p>The Board Charter is reviewed periodically or when the need arises, to allow for updates or changes in regulations and best practices.</p> <p>Each Board member contributes significantly to the formulation of strategic direction and policies, performance monitoring and allocation of resources and enhancement of governance controls. The Board's roles are set out in the Board Charter and the key matters reserved for the Board's approval include:</p> <ul style="list-style-type: none">• Approval of corporate plans and programmes;• Approval of annual budgets, including major capital commitments;• Approval of new ventures;• Approval of material acquisitions and disposals of undertakings and properties; and• Changes to the management and control structure within the Company and its subsidiaries, including key policies and delegated authority limit. <p>Additionally, the Board receives ongoing training through the Continuous Education Programme ("CEP"), which focuses on relevant laws, regulations and evolving commercial risks, in compliance with Paragraph 15.08(3) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities").</p>

The Board, through the NRC, annually assesses the training needs of its directors to ensure they remain up to date with the latest requirements. The company secretaries assist in scheduling training sessions for Directors, either as a group or on an ad-hoc basis.

During the year 2024, the Board members attended the following training programmes organised by various parties:

No	Director	Training Title	Organiser	Date
1	Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar	The Dark Pattern: How Big Corporate Scandals Happen and What Boards Can Do to Prevent It	Bank Islam Malaysia Berhad ("BIMB")	5 April 2024
		Tabung Haji Group Summit 2024 - Business Transformation Towards Sustainability	Tabung Haji	7 May 2024
		Mandatory Accreditation Programme II ("MAPII"): Leading for Impact	Institute of Corporate Directors Malaysia ("ICDM")	5 – 6 June 2024
		Bank Negara Malaysia's Hajah and Darrah Policy Document	BIMB	5 July 2024
		Majlis Ikrar Bebas Rasuah	KPJ	29 July 2024
		Anti-Money Laundering/Countering Financing of Terrorism and Countering Proliferation of Financing ("AML/CFT/CPF") and TFS: Key Challenges and Trend Updates 2024	BIMB	9 August 2024
		Sharing Session: Malaysian Communications and Multimedia Commission ("MCMC") & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024

			Directors' Conference Bank Islam Malaysia Berhad and Subsidiaries 2024 "Navigating through the Uncertainties in the Digital Frontier"	BIMB	1 October 2024
			Update on Technology and Cybersecurity Risk	BIMB	18 October 2024
			Malaysia International Healthcare ("MIH") Megatrends 2024	KPJ	25 – 27 October 2024
	2	Dato' Mohd Redza Shah bin Abdul Wahid	MAPII: Leading for Impact	ICDM	23 January 2024
			Educational Work Trip to United States of America ("USA") – Mayo Clinic	KPJ	28 May – 2 June 2024
			Majlis Ikrar Bebas Rasuah	KPJ	29 July 2024
			INCEIF Discourse Series – Wakaf in Malaysia	INCEIF	1 August 2024
			ICDM Group Mentoring Training	ICDM	21 August 2024
			Johor Corporation ("JCorp") Leadership Forum 2024	JCorp	27 August 2024
			Malaysia REIT Forum 2024	Malaysian REIT Managers Association ("MRMA")	10 September 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
	3	Mohamed Ridza bin Mohamed Abdulla	Majlis Ikrar Bebas Rasuah	KPJ	29 July 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Legal Knowledge Sharing Session: Malaysian Federal Court Rules Private Hospital as Jointly Liable for Negligence: Recent Judgement	KPJ	29 August 2024

			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
	4	Khairuddin bin Jaflus	Educational Work Trip to USA – Mayo Clinic	KPJ	29 May – 4 June 2024
			Sustainability Strategies and Green Economy	Singapore Management University (“SMU”)	27 June 2024 – 14 October 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
			International Lecture Series: Collective Leadership for Systems Thinking in Healthcare	KPJ Healthcare University (“KPJU”)	22 November 2024
			Session of MFRS - Visioning Workshop (KPJ Health System (“KPJHS”))	KPJ	27 November 2024
	5	Hisham bin Zainal Mokhtar	Majlis Penyampaian Anugerah Integriti, Governans & Anti Rasuah (AIGA)	Institut Integriti Malaysia	29 February 2024
			Visit to Khazanah Shanghai Office	Khazanah Nasional Berhad	3 June 2024
			Visit to MiniMax China AI startup company	MiniMax	3 June 2024
			Visit to ZTE – China Telecom Exhibition Hall	China Telecom	3 June 2024
			Visit to GDS Data Centre	GDS	4 June 2024
			Visit to ZTE Exhibition Hall and Smart Product Line Centre	ZTE	5 June 2024
			Visit to Huawei Dongguan Research & Development (“R&D”) Centre	Huawei	5 June 2024
			Visit to Huawei Library Visit & Engagement with Industry SME	Huawei	5 June 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024

			Briefing by Pivotus Management Consulting on Top Executive Remuneration Approach	Telekom Malaysia (“TM”)	30 September 2024
			TM: Sustainability Capability Training for Directors and C-Suite: “Boom or Bust “	TM LCD and UN Global Compact Network Malaysia & Brunei (“UNGCMYB”)	4 October 2024
			World Summit AI: We Do AI Different	World Summit AI Limited	9 – 10 October 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
			Telcos Trend and Value Creation	Alix Partner	1 December 2024
	6	Lee Lai Fan	ICDM Pulse Program - Navigating Environmental, Social, and Governance (“ESG”) Risk in The Supply Chain	ICDM	29 July 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			JCorp ExO : Making The DNA Work	JCorp	17 October 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
			Workshop on International Financial Reporting Standards (“IFRS”) Sustainability Standards	Bursa Securities	7 November 2024
			International Lecture Series: Collective Leadership for Systems Thinking in Healthcare	KPJU	22 November 2024
	7	Shamsul Anuar bin Abdul Majid	IFRS Foundation Conference	IFRS Foundation	24 - 25 June 2024
			Educational Work Trip to USA – Mayo Clinic	KPJ	29 May – 4 June 2024
			CEREBRUM Insights – Dato’ Sri Idris Jala	CEREBRUM	16 July 2024

			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Artificial Intelligence in Finance - Delivering Business Value	School of Computing, National University of Singapore	1 July - 31 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
	8	Rozaini bin Mohd Sani	Malaysian Institute of Accountants (“MIA”) Webinar: Sustainability Reporting Forum – The Next Wave in Corporate Disclosure	MIA	23 January 2024
			Forum With The Investment Community, Corporate and SME’s by MIDF Research	MIDF	6 February 2024
			Ernst & Young (“EY”) C-Suite Forum 2024	EY	9 May 2024
			Educational Work Trip to USA – Mayo Clinic	KPJ	29 May – 4 June 2024
			IFRS Foundation Conference 2024 - London	IFRS	24 – 25 June 2024
			Johor – Singapore Special Economic Zone C-Suite Investment Forum	Singapore Business Federation (“SBF”)	10 July 2024
			Sustainable Finance Programme (Executive Education) – University of Cambridge	University of Cambridge	24 July 2024
			SAP NOW Southeast Asia (“SEA”) 2024 - Singapore	SAP	24 – 25 July 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			Knowledge Sharing Session : Milano Innovation District & Federated Innovation	Federated Innovation	30 September 2024

			JCorp ExO : Making The DNA Work	JCorp	17 October 2024
			Real Estate Investment Programme (Executive Education) – University of Oxford	University of Oxford	23 October 2025
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
			Annual Johor Investment Summit 2024 - Singapore	JCorp	7 November 2024
			Session on MFRS – Visioning Workshop (KPJ Health System)	KPJ	27 November 2024
	9	Prof. Emeritus Dato’ Dr. Azizi bin Haji Omar	Clinical Governance Workshop	KPJ	17 – 18 February 2024
			Educational Work Trip to USA – Mayo Clinic	KPJ	29 May – 4 June 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
			Session on MFRS – Visioning Workshop (KPJ Health System)	KPJ	27 November 2024
	10	Annie Binti Rosle	High Performance Leadership (“HPL”) Programme	ILM	25 February 2024 – 1 March 2024
			Board and Leadership Talk	ICDM	18 April 2024
			Directorship Training 2024	CCM	9 July 2024
			JCorp Leadership Forum 2024	JCorp	27 August 2024
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024
			MIH Megatrends 2024	KPJ	25 – 27 October 2024
	11	Chin Keat Chyuan	Platformed - The Evolution of Healthcare 2024 – Mayo Clinic	KPJ	4 – 5 June 2024

			Majlis Ikrar Bebas Rasuah	KPJ	29 July 2024	
			Sharing Session: MCMC & Partners on Innovation Centre & Digital Transformation for Healthcare	MCMC & Partners	26 September 2024	
			MIH Megatrends 2024	KPJ	25 – 27 October 2024	
Explanation for departure	:	-				
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>						
Measure	:					
Timeframe	:					

Intended Outcome

The Board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency, and fairness.

The Board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.1

The Board establishes a Code of Conduct and Ethics for the company and, together with management, implements its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading, and money laundering.

The Code of Conduct and Ethics is published on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>KPJ has implemented a Code of Ethics to direct its employees in maintaining professionalism, integrity, and respect across all aspects of their work. Accordingly, KPJ Directors adhere to the Code of Ethics outlined in paragraph 5.3 of the Board Charter, which defines clear policies to differentiate and allocate responsibilities between the Board and Management, as well as between the Chairman and the PMD, ensuring the efficient operation of the Group's business and activities.</p> <p>The Board Charter is available on the Company's website at: http://kpj.listedcompany.com/Board_charter.html.</p> <p>Among key aspects of the Code of Ethics are as follows:</p> <ul style="list-style-type: none">• Directors must avoid any conflict of interest between the Directors and the Company. In any situation that involves or may be expected to involve a conflict of interest with the Company, Directors should immediately disclose their interest whether direct or indirect to the Company.• Directors must at all times act in the best interest of the Company and not for personal gain or enrichment. Specifically, Directors shall follow the following guidelines:<ul style="list-style-type: none">➤ Avoid placing own interest or any third-party interest above the Company;➤ Do not engage in any outside business that would directly or indirectly materially adversely affect the Company;➤ Do not abuse Board membership by improperly using Board membership for personal or third-party benefit;➤ Prevent corrupt practices which include offering and acceptance of gifts and other form of benefits including, gratuities, honoraria or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donors;

	<ul style="list-style-type: none"> ➤ Encourage the reporting of unlawful or unethical behaviour; and; ➤ Protect and ensure the proper use of the company's assets. <p>KPJ's Work Ethics & Code of Conduct policy ensures that all employees engage in professional activities with honesty, integrity, respect, fairness, and good faith, reflecting positively on the profession. Employees are expected to carry out their responsibilities with integrity, honesty, fairness, and diligence, upholding the highest standards of dignity, respect, and confidentiality. This applies to all individuals they interact with, including patients, families, colleagues, community members, and external providers. The full Work Ethics & Code of Conduct can be accessed at: https://kpj.listedcompany.com/corporate_governance.html</p> <p>KPJ's Anti-Bribery Management System ("ABMS") serves as a robust framework for the Board and Management to oversee Corporate Liability risks while ensuring compliance with Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018). This section mandates KPJ to implement Adequate Procedures to prevent corruption and bribery. To meet these requirements, the company has established a Integrity Unit ("IU") alongside the ABMS.</p> <p>The Group also has specific measures to guide and uphold ethical business behaviour to safeguard KPJ as a business and prevent corrupt practices, including:</p> <p>Integrity Unit</p> <p>A dedicated IU continued to spearhead integrity-focused initiatives. Formed with Board approval in February 2020, the GIU is headed by a Chief Integrity Officer ("CIO"), to meet the requirements of Section 17A of the Malaysian Anti-Corruption Commission Act 2009. The IU's primary roles are to:</p> <ul style="list-style-type: none"> i) Drive and embed integrity as a key factor in governance and ensure all the ABMS policies and procedures are in place. ii) Strengthen KPJ's integrity-and-transparency-centered corporate culture and practices (in line with KPJ's own Core Value of Integrity which has been central to the organization) e.g. training & talks for the management and staff. iii) Advise the management and staff of the Group on matters or queries related to integrity matter. <p>Internal Control Policies & Procedures</p> <p>The Company's internal control policies and procedures are designed to ensure compliance and promote ethical and responsible behaviour. These policies include:</p> <ul style="list-style-type: none"> i) Anti Bribery & Corruption Policy; ii) Whistleblowing Policy & Procedure; iii) ABMS Manual;
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	iv) Gift, Entertainment, Sponsorship & Corporate Hospitality Policy; v) Conflict of Interest Policy; vi) Detection, Investigation & Verification of Bribery Policy; and vii) Anti-Bribery Control & Monitoring Policy. ABMS policy is available at KPJ's Corporate Governance section of the website: https://kpi.listedcompany.com/corporate_governance.html . The Malaysian Code on Corporate Governance ("MCCG") <ul style="list-style-type: none"> • The Company is guided by the practices and step-ups outlined in the MCCG. • As required by Bursa Securities, KPJ submits and uploads its Corporate Governance Report ("CG Report") annually on the website. This report includes references to the initiatives undertaken each year and indicates whether these initiatives comply with or depart from the best practices outlined in the MCCG. The CG Report can be found in https://kpi.listedcompany.com/corporate_governance.html. 	
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The Board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency, and fairness.

The Board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

Practice 3.2

The Board establishes, reviews and together with management implements policies and procedures on whistleblowing.

Application	:	Applied
Explanation on application of the practice	:	<p>KPJ RSGC has overall responsibility for Whistleblowing Policy and oversees its implementation of this policy. KPJ's IU has the day-to-day responsibility of administering and implementing this policy. The use and effectiveness of this policy shall be regularly monitored and reviewed by the IU.</p> <p>Whistleblowing Policy objective is to govern the whistleblowing process, establish a mechanism and encourage everyone who has a relationship with the KPJ Group to voice and raise their concerns, including any act or conduct that violates the code of conduct, actual or suspected misconduct, illegal or unethical behaviour, without fear of retaliation or unfair treatment. This policy applies to KPJ, the Board, and all the employees of KPJ Group, including Management, executives, permanent and contractual employees, seconders temporary staff, workers and interns, and stakeholders i.e. shareholders, consultants, suppliers, customers, and any other parties.</p> <p>Any wrongdoing or improper conduct that is discovered or genuinely suspected by any employee or person shall be reported immediately to the following:</p> <ul style="list-style-type: none">i) Whistleblowing e-mail: integrity@kpjhealth.com.my (This email can only be accessed by the Chairman of the Whistleblowing Committee and Chief Integrity Officer)ii) In writing to: Chairman of Whistleblowing Committee KPJ Healthcare Berhad Integrity Unit, Level 15, Menara KPJ, No 238, Jalan Tun Razak, 50400 Kuala Lumpur (Mark Strictly Confidential & To be Opened by Addressee Only)
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.1

The Board together with management takes responsibility for the governance of sustainability in the company including setting the company's sustainability strategies, priorities, and targets.

The Board takes into account sustainability considerations when exercising its duties, including among others, the development and implementation of company strategies, business plans, major plans of action, and risk management.

Strategic management of material sustainability matters should be driven by senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>KPJ has established a robust sustainability governance structure (<i>refer Exhibit 1</i>) to integrate sustainability across the organisation and to ensure transparency and accountability. This involves significant oversight and strategic direction from the Board, with the following key responsibilities:</p> <ul style="list-style-type: none">• Strategic Oversight – The Board provides strategic direction for the Group's overall sustainability initiatives, ensuring alignment with the Company's long-term goals and values.• Risk Management – The Board is responsible for overseeing sustainability-related risks and opportunities, ensuring that these risks are identified, assessed, and managed effectively.• Compliance & Governance – The Board ensures compliance with the relevant regulations and best practices.• Performance Monitoring – The Board regularly reviews the performance and progress of the Group's Sustainability initiatives based on targets that have been set, while ensuring continuous improvement, and alignment with strategic objectives.• Accountability & Transparent Reporting – The Board ensures transparency in reporting and maintains accountability while addressing stakeholder concerns to build trust and ensure the Group's commitment to sustainability goals. <p>In carrying out its duties pertaining to Sustainability & ESG-related matters, the Board is supported by RSGC. The RSGC is chaired by an Independent Non-Executive Director ("INED") and made up of 5 Directors; 3 INEDs and 2 Non-Independent Non-Executive Directors ("NINED").</p> <p>The Committee provides oversight, recommendations and continuous monitoring of the Group's sustainability targets, strategies, issues, implementation, and results.</p>

RSGC meetings are also attended by Senior Management on a regular basis, i.e. :

- a) PMD;
- b) Chief Operating Officer-Hospital Operations (“COO-HO”);
- c) Chief Financial Officer (“CFO”);
- d) Chief Digital Officer (“CDO”);
- e) Head, Group Risk, Compliance & Integrity; and
- f) Head, Group Sustainability.

This provides a broad representation of Sustainability-related matters at each RSGC meeting, prior to onward submission to the Board.

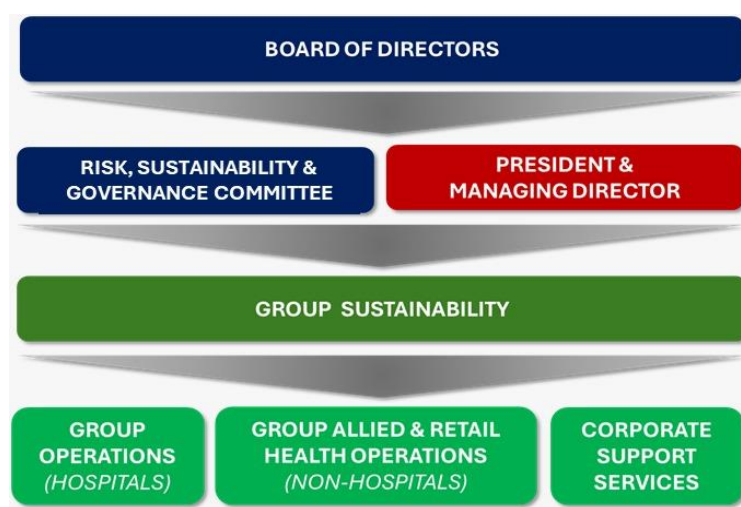


Exhibit 1: KPJ Healthcare Berhad’s Sustainability Governance Structure

Management’s Role in Managing Sustainability Material Matters

KPJ’s Management plays a pivotal role in driving and implementing sustainability initiatives, both at the hospital and non-hospital operations. Here are some key aspects of Management’s role:

- **Implementation of Strategies** – Management is responsible for executing the Group’s sustainability strategies and policies set by the Board, with a key focus on integrating sustainability and ensuring alignment across the Group.
- **Operational Oversight** – Management oversees the day-to-day operations related to sustainability, which includes managing and coordinating key ESG projects.
- **Sustainability Performance & Reporting** – Management regularly monitors and tracks progress of sustainability initiatives and reports on their performance, in compliance with the relevant regulatory requirements and best practices.
- **Risk Management** – Management identifies and manages sustainability-related risks at an operational level, ensuring implementation of the appropriate mitigation measures.

Explanation for departure	:		-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.2

The Board ensures that the company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's sustainability strategies, priorities, targets and performance are effectively communicated to both internal and external stakeholders through the following platforms:</p> <ol style="list-style-type: none">1) Clear Communication Channels – Effective communication channels have been established to disseminate information about sustainability strategies and performance through regular updates in the Integrated Annual Report, Sustainability Report, corporate website, quarterly analyst briefings, townhall sessions, Sustainability Day, and one-on-one/group meetings with the investment community.2) Effective Stakeholder Engagement – Continuous engagements have been held with key stakeholders, including employees, shareholders, analysts, fund managers, customers, suppliers, partners, doctors, and patients. This involves holding meetings, forums, and surveys to gather feedback and address concerns relating to sustainability, particularly on material matters.3) Focused Awareness Programmes – Strategic sustainability awareness programmes, under a Group-wide Sustainability Roadshow called "Jejak Lestari", are conducted at both the hospital and non-hospital operations. This is key to enhance awareness among the Group's workforce and also to effectively cascade down the Sustainability Framework.4) Transparency & Accountability – Detailed and accurate information about Sustainability goals, initiatives, and progress are provided through enhanced disclosure under regulatory standards and best practices, ensuring stakeholders have a comprehensive understanding of the Company's sustainability efforts.5) Use of Technology – Leveraging technology to enhance communication and reporting is crucial. The Group utilizes key digital platforms, social media, and other technologies to reach a broader audience and provide latest updates on the Group's Sustainability performance.
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		

Measure	:		
Timeframe	:		

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.3

The Board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the company and its business, including climate-related risks, and opportunities.

Application	:	Applied
Explanation on application of the practice	:	<p>Sustainability-related topics are addressed at RSGC and Board meetings every quarter.</p> <p>Apart from updates through meetings and reports, Directors attended Sustainability-related programmes, including:</p> <ul style="list-style-type: none">• MAPII: Leading for Impact An initiative under the Securities Commission Malaysia's Corporate Governance Strategic Priorities 2021-2023, which aims to provide directors with the foundation to address sustainability risks and opportunities effectively and have better oversight over their companies' material sustainability matters.• SMU Business Sustainability This program will enable the participants to, amongst others:<ul style="list-style-type: none">✓ Articulate the importance of sustainable production, consumption and operations;✓ Examine the models, frameworks, and strategies that drive organizational decision-making in the face of global issues such as climate change; and✓ Determine sustainability risks and opportunities from a strategic perspective and evaluate their impact on multiple stakeholders.• MIA Webinar : Sustainability Reporting Forum – The Next Wave in Corporate Disclosure Aims to address several key objectives:<ul style="list-style-type: none">✓ Understanding ESG and Climate Change Risks and Opportunities;✓ Sustainability Reporting Requirements;✓ Materiality Assessment; and✓ Audit and Assurance Considerations.
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.4

Performance evaluations of the Board and senior management include a review of the performance of the Board and senior management in addressing the company's material sustainability risks and opportunities.

Application	:	Applied							
Explanation on application of the practice	:	<p>The Group’s Corporate Key Performance Indicators (“KPIs”) measure both financial and non-financial benchmarks and since 2022, KPJ has included Sustainability elements in its annual performance evaluation across all leadership levels:</p> <ul style="list-style-type: none">• Board : As highlighted in Practice 4.1, 2 Sustainability elements are included in the Company’s Corporate Scorecard, which is among the Board’s responsibilities. This sets the tone from the top, regarding Group’s Sustainability themes, targets, framework and agenda.• Management: Top Management is responsible for the implementation and achievement of the Group’s Sustainability targets, with further focus on key ESG pillars according to the respective scope of responsibilities. <p>For example :</p> <table><tr><th>Unit</th><th>Scope of Sustainability</th></tr><tr><td>Group Human Resource Management</td><td>Diversity, Equity, Inclusion</td></tr><tr><td>Group Sustainability</td><td>Decarbonisation, Renewable Energy</td></tr></table> <p>Management is also responsible for breaking down top-level Sustainability objectives into quantifiable and actionable ESG targets for hospitals and companies.</p>		Unit	Scope of Sustainability	Group Human Resource Management	Diversity, Equity, Inclusion	Group Sustainability	Decarbonisation, Renewable Energy
Unit	Scope of Sustainability								
Group Human Resource Management	Diversity, Equity, Inclusion								
Group Sustainability	Decarbonisation, Renewable Energy								
Explanation for departure	:	-							
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.									
Measure	:								
Timeframe	:								

Intended Outcome

The company addresses sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

Practice 4.5 – Step Up

The Board identifies a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

<i>Note: The explanation on adoption of this practice should include a brief description of the responsibilities of the designated person and actions or measures undertaken pursuant to the role in the financial year.</i>	
Application	: Adopted
Explanation on adoption of the practice	: KPJ's Group Sustainability was officially established in January 2023 – to monitor, review and oversee Sustainability / ESG initiatives Group wide. In July 2024, KPJ appointed a dedicated Head of Group Sustainability ("GS"), who is a member of the Senior Management team, with the following key responsibilities: <ul style="list-style-type: none">• Implementation and strategic execution of KPJ's Sustainability and ESG-related projects and initiatives;• Monitoring collation and tracking of sustainability-related data, metrics, and reports;• Oversight unto sustainability-related opportunities and risks (i.e. disclose sustainability-related risks and opportunities that can affect the company's business model, strategy, cash flows, and access to finance in the short, medium, and long terms);• Updating the Board and Management regarding sustainability considerations – to ensure sustainability material matters are integrated into the overall decision-making process;• Carry out strategic Sustainability Stakeholder Engagement;• Keeping abreast of the latest trends and developments in sustainability and ensuring the implications for the organisation are understood and communicated; and• Promote Sustainability Advocacy and lead Sustainability Thought Leadership to position KPJ as a key thought leader in the Healthcare Sustainability space.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.1

The Nomination Committee should ensure that the composition of the Board is refreshed periodically. The tenure of each director should be reviewed by the Nomination Committee and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance, and contribution to the Board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has in place a formal and transparent set of criteria for reference by the NRC and the Board in selecting candidates for Directors, conducting annual evaluations of Directors and recommending Directors for re-election to shareholders at the AGM.</p> <p>The Board established a Fit and Proper Policy, effective 1 July 2022. This policy ensures that all candidates proposed for appointment to the Board or re-election are assessed for their fitness and probity.</p> <p>The NRC has the following prerogatives as stated in its TOR:</p> <p>Composition and size of the Board</p> <p>The NRC ensures that the Board's composition is periodically refreshed, taking into consideration the required mix of skills, experience, and other qualities.</p> <p>The NRC conducts an annual review of the Board's overall structure, size, and composition, including the tenure of each Director, required mix of skills, independence, diversity, experience, and other qualities such as core competencies. The review identifies any gaps in Board composition, and efforts are made to address these gaps to further strengthen the Board.</p> <p>The Board Charter stipulates a nine (9)-year tenure limit for Directorship. Currently, all Independent Directors on the Board have served for less than nine (9) years.</p> <p>Appointment of Directors</p> <p>The appointment of a new Director is a matter for consideration and decision by the Board, upon the recommendation from the NRC. In making these recommendations, the NRC considers the required mix of skills, experience and diversity, including gender, where appropriate, that the candidate would bring to the Board.</p> <p>The proposed Independent Directors must meet the independence criteria of an independent director as defined under Paragraph 1.01 of the MMLR and must demonstrate the ability to act in the best interests</p>

	<p>of the Group, taking into account the candidate's character, integrity and professionalism.</p> <p>As part of the appointment process, the Board through the NRC, ensures that an orientation and education programme is provided to new Board Members to familiarize them with the Company's governance framework, operations, and responsibilities.</p> <p>During the financial year, following the departure of Datuk Md Arif bin Mahmood, the Board upon the recommendation of the NRC, approved the appointment of Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar as KPJ's new Non-Independent Non-Executive Chairman. The appointment took effect on 2 April 2024.</p> <p>Re-election of Directors</p> <p>Rule 95(i) of the Company's Constitution provides that one-third (1/3) of the Directors, or, if their number is not a multiple of three (3), the number nearest to, but not exceeding one-third (1/3), shall retire from office at every AGM. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.</p> <p>Rule 96 of the Company's Constitution provides that any casual vacancy occurring on the Board may be filled up by the Directors, but any person so chosen shall retain his office only until the next following AGM of the Company, at the close of which he shall retire, but at which he shall be eligible for re-election.</p>	
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.2

At least half of the Board comprises independent directors. For large companies, the Board comprises a majority independent directors.

Application	:	Departure
Explanation on application of the practice	:	-
Explanation for departure	:	<p>As of 31 December 2024, KPJ's Board comprises eleven (11) Directors; one (1) Non-Independent Non-Executive Chairman, five (5) Independent Non-Executive Directors, four (4) Non-Independent Non-Executive Directors, and one (1) President and Managing Director.</p> <p>The Independent Non-Executive Directors represent 45.5% of the Board. The Board has complied with Paragraph 15.02 of the MMLR which requires at least two (2) directors or one-third (1/3) of the Board, whichever is higher, to be Independent Directors.</p> <p>The current size and composition of the Board are well-balanced, consisting of professionals with diverse knowledge and experience in business and operations as well as in the areas such as medical, legal, finance and investment. These skills are highly relevant to the strategic direction of a large, expanding group. Detailed profiles of all Board Members, including their qualification, experience and expertise, are disclosed in the Board Profile section of the Integrated Annual Report 2024 under "Board of Directors" section.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	The Company acknowledges the importance of having a majority of independent directors on the Board and will take this into consideration as part of future Board composition review. The Board remains committed to upholding strong governance practices and ensuring transparency in its decision-making process.
Timeframe	:	The Board will continue to assess its composition periodically in line with governance requirements and business needs.

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.3

The tenure of an independent director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the Board as a non-independent director.

If the Board intends to retain an independent director beyond nine years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Application	:	Not applicable - Step Up 5.4 adopted	
Explanation on application of the practice	:	-	
Explanation for departure	:		
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.4 – Step Up

The Board has a policy which limits the tenure of its independent directors to nine years without further extension.

<i>Note: To qualify for adoption of this step-up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years.</i>											
Application	: Adopted										
Explanation on adoption of the practice	: <p>Since 2017, KPJ has put in place the nine (9)-year Directorship tenure as stipulated in paragraph 4.5.1 of the Board Charter which states that <i>"The tenure of an independent director shall not exceed a cumulative term of nine (9) years"</i>.</p> <p>As of 31 December 2024, none of KPJ's Independent Directors had served a cumulative term of nine (9) years on the Board. The Independent Director's years of service as of 31 December 2024 were as follows:</p> <table><tr><th>Tenures</th><th>No. of Independent Directors</th></tr><tr><td>0 – 3 Years</td><td>1</td></tr><tr><td>3 – 6 Years</td><td>4</td></tr><tr><td>6 – 9 Years</td><td>-</td></tr><tr><td>Total</td><td>5</td></tr></table>	Tenures	No. of Independent Directors	0 – 3 Years	1	3 – 6 Years	4	6 – 9 Years	-	Total	5
Tenures	No. of Independent Directors										
0 – 3 Years	1										
3 – 6 Years	4										
6 – 9 Years	-										
Total	5										

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.5

Appointment of Board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background, and gender.

Directors appointed should be able to devote the required time to serve the Board effectively. The Board should consider the existing Board positions held by a director, including on Boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

Application	:	Applied
Explanation on application of the practice	:	<p>Appointment of Directors</p> <p>All nominees to the Board are first considered by the NRC, which evaluates the mix of skills, competencies, experience and other qualities required to oversee a highly regulated healthcare business, before they are recommended to the Board. While the Board is responsible for the appointment of new Directors, the NRC is delegated to the role of screening and conducting an initial selection, which includes an external search, before making a recommendation to the Board. The NRC assesses the candidates' ability to discharge their duties and responsibilities before recommending their appointment as Directors to the Board for approval.</p> <p>The current composition of the Board reflects a well-balance of skills and expertise with vast experience, enabling meaningful contributions to the Board deliberation and decision-making. In seeking potential candidates, the NRC considers the existing diversity of skills, experience and age within the Board.</p> <p>The Board is further guided by KPJ's Diversity, Equity and Inclusion Policy, established on 1 November 2023. The Policy applies to all Board members, Senior Management and employees regardless of their level, including individuals under contract, secondment, apprenticeship, attachment, or any other category working under the supervision of KPJ and the Group, whether compensated or not. The principles outlined in this policy promotes inclusivity and appropriate conduct throughout KPJ's operations.</p> <p>Details of the Board members' qualification, expertise and experience are available in the Board profile section under "Board of Directors" in the Integrated Annual Report 2024.</p>

	The current Board composition and diversity are as follows:																							
	<table><tr><th>Gender Diversity</th><th>No.</th><th>%</th></tr><tr><td>Male</td><td>9</td><td>82</td></tr><tr><td>Female</td><td>2</td><td>18</td></tr><tr><td>Total</td><td>11</td><td>100</td></tr></table>			Gender Diversity	No.	%	Male	9	82	Female	2	18	Total	11	100									
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	Age Profile	No.	%																					
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Appointment of Senior Management																								
The appointment of key senior management was also made based on their skills, expertise, age and gender.																								
The composition and diversity of KPJ Group Management Committee (“KGMC”) are as follows:																								
<table><tr><th>Age profile</th><th>41-45</th><th>46-50</th><th>51-55</th><th>56-60</th></tr><tr><td>No. KGMC</td><td>4</td><td>2</td><td>7</td><td>5</td></tr></table>			Age profile	41-45	46-50	51-55	56-60	No. KGMC	4	2	7	5												
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<table><tr><th>Racial Composition</th><th>Malay</th><th>Chinese</th><th>Indian</th><th>Others</th></tr><tr><td>No. KGMC</td><td>14</td><td>2</td><td>1</td><td>1</td></tr></table>			Racial Composition	Malay	Chinese	Indian	Others	No. KGMC	14	2	1	1												
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Explanation for departure	:	-																						

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.6

In identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing Board members, management, or major shareholders. The Board utilizes independent sources to identify suitably qualified candidates.

If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board established the Fit and Proper Policy to outline a formal and transparent set of criteria for the appointment of new Directors. While the Board holds ultimate responsibility for the appointment of new Directors, the NRC is delegated to the role of screening and conducting an initial selection process, which includes external searches, before making recommendations to the Board. The NRC evaluates the candidates' ability to discharge their duties and responsibilities before recommending their appointment for Board approval.</p> <p>The NRC has the authority to obtain the services of professional recruitment firms or consultants to identify suitably qualified candidates for directorships. Profiles of potential Directors are also obtained from external sources, such as the ICDM, where KPJ holds corporate membership.</p> <p>All Board nominees are first considered and evaluated by the NRC, which assesses the required mix of skills, competencies, experience and other qualities required to oversee a highly regulated healthcare business, before they are recommended to the Board.</p> <p>The proposed Independent Director must also satisfy the test of independence as defined under Paragraph 1.01 of the MMLR. They must demonstrate the ability to act in the best interests of the Company and the Group, taking into account the candidate's character, integrity, and professionalism. The NRC conducts a formal engagement with each candidate as part of its evaluation process before recommending their appointment to the Board for approval.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.7

The Board should ensure shareholders have the information they require to make an informed decision on the appointment and reappointment of a director. This includes details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the listed company as a whole. The Board should also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons why.

Application	:	Applied
Explanation on application of the practice	:	<p>The profiles of Directors are included in the Integrated Annual Report 2024. These include their age, gender, tenure of service, directorships in other companies, working experience and any conflict of interest as well as their shareholdings in KPJ, if applicable.</p> <p>Regarding the proposed re-election of Directors at the forthcoming 32nd AGM of the Company, the NRC has conducted an assessment-based Board Effectiveness Evaluation ("BEE") for year 2024. Upon being satisfied with the individual performance of the Directors, the NRC had put forth its recommendation on the re-election of the Directors to the Board. Subsequently, the Board proposed the re-election of the Directors to the shareholders at the forthcoming 32nd AGM. The notes accompanying the notice of AGM will include the Board's recommendation on the re-election of Directors.</p> <p>Any Director standing for re-election who is a shareholder of KPJ will abstain from voting on the resolution concerning his/her re-election at the AGM.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.8

The Nominating Committee is chaired by an Independent Director or the Senior Independent Director.

Application	:	Applied	
Explanation on application of the practice	:	As of 31 December 2024, the NRC is chaired by Dato' Mohd Redza Shah bin Abdul Wahid, the Senior Independent Non-Executive Director, who also serves as the Chairman of KPJ AC.	
Explanation for departure	:	-	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>			
Measure	:		
Timeframe	:		

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.9

The Board comprises at least 30% women directors.

Application	:	Departure
Explanation on application of the practice	:	-
Explanation for departure	:	<p>The Board comprises two (2) women directors, representing 18% of its total composition. The Company complies with Paragraph 15.02(1)(b) of the MMLR of Bursa Securities.</p> <p>The Board is committed to providing fair and equal opportunities while nurturing diversity within the Group. It recognizes the importance of Boardroom diversity in terms of experience, skills, competence, age, gender, and ethnicity.</p> <p>Through its NRC, the Board has also assessed that the current Board composition is appropriate and effective. Nevertheless, the Board is guided by the principle that the appointment of new Board members should primarily based on gender but rather on the candidate's skill sets, competencies, experience, and knowledge.</p>
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	While Board appointments are based on merit, the Board acknowledges the importance of gender diversity as a consideration in the selection process. Suitably qualified female candidates will be considered as part of future evaluation of Board composition, where appropriate.
Timeframe	:	<p>The Board will continue to review its composition periodically as part of its governance processes.</p>

Intended Outcome

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

Practice 5.10

The Board discloses in its annual report the company's policy on gender diversity for the Board and senior management.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board has disclosed the Group's diversity and inclusiveness policy in the Sustainability Report 2023. It recognizes that diversity at the Board and Senior Management is critical in ensuring their effectiveness, competitiveness and compliance with the best governance practices.</p> <p>The Diversity, Equity, and Inclusion ("DEI") Policy at KPJ underscores the significance of fostering a diverse workforce, ensuring equitable treatment, and promoting inclusion across all levels of the organization. The policy aims to cultivate an environment where every individual feels valued and has equal opportunities for success. With a commitment to regular assessment and continuous improvement, the Company reaffirms its dedication to DEI principles, reinforcing a culture of respect, equality, and inclusivity throughout the organization.</p> <p>The NRC is responsible to review and assess the composition and performance of the Board as well as identifying suitable candidates for Board appointments before recommending to the Board for approval. Among the criteria reviewed and assessed are the appropriate knowledge, skills, competencies, experience, integrity, time commitment, and diversity of the Board composition which include gender, ethnicity, age, etc.</p> <p>The Company also recognizes the importance of diversity and inclusiveness in Senior Management to achieve its strategic objectives and sustainable growth as well as to promote good corporate governance within the Group. The DEI policy is applicable to all employees, including the Senior Management. The Group is committed to diversity and inclusion in the workplace.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to form an opinion on the overall effectiveness of the Board and individual directors.

Practice 6.1

The Board should undertake a formal and objective annual evaluation to determine the effectiveness of the Board, its committees and each individual director. The Board should disclose how the assessment was carried out its outcome, actions taken and how it has or will influence Board composition.

For large companies, the Board engages an independent expert at least every three years, to facilitate objective and candid Board evaluation.

<i>Note: For a large company to qualify for adoption of this practice, it must undertake annual Board evaluation and engage an independent expert at least every three years to facilitate the evaluation.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>The NRC is primarily responsible for ensuring the effectiveness of the Board and Board Committees as well as for implementing an appropriate framework and plan for Board succession.</p> <p>The Board, through the NRC, conducts a rigorous annual evaluation, the BEE to assess the performance of the Board, its Committees, individual Directors and the Chairman. This includes evaluating the independence of Independent Directors, taking into account the individual Director's capability to exercise independent judgement at all times.</p> <p>The evaluation encompasses various aspects, including the Board's composition, skills mix, experience, communication, roles and responsibilities, overall effectiveness and conduct. All Directors are required to complete a questionnaire assessing the processes and effectiveness of the Board and its Committees, where improvements may be considered.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the Board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.1

The Board has remuneration policies and procedures to determine the remuneration of directors and senior management, which takes into account the demands, complexities and performance of the company as well as skills and experience required. The remuneration policies and practices should appropriately reflect the different roles and responsibilities of non-executive directors, executive directors and senior management. The policies and procedures are periodically reviewed and made available on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board believes that the levels of remuneration offered by the Company and the Group are adequate to attract and retain Directors of high calibre, experience and talent, who can contribute meaningfully to the Group's performance.</p> <p>a) Remuneration for Board: The remuneration for the Board is reviewed annually by the Board through the NRC, taking into consideration various factors including fiduciary duties, risks and the time commitments required of Directors.</p> <p>Directors' Remuneration:</p> <ul style="list-style-type: none">• Through the NRC, the Board has set a remuneration to attract and retain qualified Directors. The NRC is responsible for making recommendations and determining the specific remuneration packages for Directors.• NEDs are remunerated based on fixed annual fees and benefits approved by the shareholders during the AGM. The level of remuneration reflects the level of responsibilities undertaken by the Directors.• KPJ complies with Section 230(1) of the Act which provides, among others, that the directors' fees and other benefits shall be presented to shareholders for approval at the AGM.• The Board considers it is fair and equitable for NEDs to receive remuneration (excluding Directors' fees) on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

	<p>b) PMD: The remuneration package for the PMD is aligned with the achievement of corporate targets set by the Board and his individual performance. It is designed to fairly reward performance and ensure the retention of talent, supporting the long-term continuity and sustainability of the Group's business.</p> <p>c) Senior Management: KPJ's Senior Management i.e. the C-Suite executives, are on fixed-term contracts, with their performance evaluated and presented to the NRC.</p> <p>The Company is committed to providing competitive total remuneration against the market to attract, retain, motivate, and reward our employees. Performance is measured based on the relative performance of the Company and individual employees' achievements in meeting business needs and objectives.</p>
Explanation for departure	: -
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the Board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

Practice 7.2

The Board has a Remuneration Committee to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Board and senior management.

The Committee has written Terms of Reference which deals with its authority and duties and these Terms are disclosed on the company's website.

Application	:	Applied
Explanation on application of the practice	:	<p>The role of the NRC in respect of remuneration is to propose to the Board the remuneration package for the PMD, Executive Directors (if any), NEDs (including the Non-Executive Chairman and Independent Directors), Senior Management and key pivotal positions in all forms, with input from external advisors, where necessary.</p> <p>The TOR of the NRC is available on the Company's website at: https://kpi.listedcompany.com/corporate_governance.html.</p> <p>The composition of the NRC complies with the requirements set out in Paragraph 15.08A of the MMLR.</p> <p>The Board believes that the current composition of the NRC can collectively act in the best interests of all shareholders regarding the nomination and remuneration of Board members, Senior Management, and key pivotal positions.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.1

There is detailed disclosure on named basis for the remuneration of individual directors. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind, and other emoluments.

Application	:	Applied
Explanation on application of the practice	:	<p>The details of the disclosure on named basis of all individual directors – broken down by fees, salary, bonus, benefits in-kind, and other emoluments are contained in the Integrated Annual Report – which are available on the Company's website at: https://kpj.listedcompany.com/ar.html</p> <p>The details are as below table.</p> <p>Notes:</p> <p><i>Meeting allowances were paid directly to all NEDs.</i></p> <p><i>* Fees paid under Company comprised of Directors' fees and Committees fees.</i></p> <p><i>** Inclusive of contribution to Employees Provident Fund ("EPF").</i></p> <p><i>(a) Appointed as Non-Independent Non-Executive Chairman on 2 April 2024.</i></p> <p><i>(b) Resigned as Non-Independent Non-Executive Chairman on 1 April 2024.</i></p> <p><i>(c) Payment of Directors' fees for nominee Directors who represent and are employees of JCorp were paid directly to JCorp as Corporate Fee.</i></p> <p><i>(d) 50% of the Directors' fees and Committees' fees for the nominee Director representing EPF were paid directly to EPF as Corporate Fee.</i></p>

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee*	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee*	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
1	Tan Sri Dato' Sri Dr. Ismail bin Haji Bakar – Chairman ^(a)	Non-Executive Non-Independent Director	235.93	36.00	-	-	28.74	-	300.67	235.93	36.00	-	-	28.74	-	300.67
2	Datuk Md Arif bin Mahmood – Chairman ^(b)	Non-Executive Non-Independent Director	55.64	12.00	-	-	7.79	60.00	135.43	55.64	12.00	-	-	7.79	60.00	135.43
3	Prof. Emeritus Dato' Dr. Azizi bin Haji Omar	Non-Executive Non-Independent Director	202.70	80.00	-	-	-	276.00	558.70	242.70	92.5	-	-	-	276.00	611.20
4	Rozaini bin Mohd Sani ^(c)	Non-Executive Non-Independent Director	202.08	88.00	-	-	-	60.00	350.08	202.08	88.00	-	-	-	60.00	350.08
5	Shamsul Anuar bin Abdul Majid ^(c)	Non-Executive Non-Independent Director	174.53	68.00	-	-	-	60.00	302.53	174.53	68.00	-	-	-	60.00	302.53
6	Annie binti Rosle ^(d)	Non-Executive Non-Independent Director	174.53	53.00	-	-	-	60.00	287.53	174.53	53.00	-	-	-	60.00	287.53
7	Mohamed Ridza bin Mohamed Abdulla	Independent Director	202.70	77.00	-	-	-	60.00	339.70	202.70	77.00	-	-	-	60.00	339.70
8	Dato' Mohd Redza Shah bin Abdul Wahid	Independent Director	242.81	132.00	-	-	-	60.00	434.81	282.81	142.50	-	-	-	60.00	485.31
9	Khairuddin bin Jafus	Independent Director	210.66	92.00	-	-	-	60.00	362.66	270.66	117.5	-	-	-	60.00	448.16
10	Hisham bin Zainal Mokhtar	Independent Director	210.66	89.00	-	-	-	60.00	359.66	210.66	89.00	-	-	-	60.00	359.66

No	Name	Directorate	Company ('000)							Group ('000)						
			Fee*	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total	Fee*	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments	Total
11	Lee Lai Fan	Independent Director	174.53	70.00	-	-	-	60.00	304.53	174.53	70.00	-	-	-	60.00	304.53
12	Chin Keat Chyuan	Executive Director	-	-	2,071.20**	509.50**	55.51	420.00	3,056.21	-	-	2,071.20**	509.50**	55.51	420.00	3,056.21

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.2

The Board discloses on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind, and other emoluments in bands of RM50,000.

Application	:	Applied – the company discloses the remuneration of members senior management who are not members of the board	
Explanation on application of the practice	:	The remuneration of the top 5 Senior Management on named basis are disclosed in the table below.	
Explanation for departure	:	-	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

No	Name	Position	Company					
			Salary	Allowance	Bonus	Benefits	Other emoluments	Total
1	Norhaizam Mohammad	Chief Financial Officer	300,001-350,000	0-50,000	Choose an item.	0-50,000	1,400,001-1,450,000	1,750,001-1,800,000
2	Michael Leddin	Chief Strategy Officer	800,001-850,000	50,001-100,000	50,001-100,000	0-50,000	Choose an item.	1,000,000-1,050,000
3	Dato' Mohamad Farid Salim	Chief Operating Officer, Hospital Operations	600,001-650,000	50,001-100,000	250,001-300,000	0-50,000	Choose an item.	950,001-1,000,000
4	Norhamijah Mohd Hanafiah	Chief Human Resource Officer	600,001-650,000	50,001-100,000	250,001-300,000	0-50,000	Choose an item.	950,001-1,000,000
5	Dr. Nik Fawaz Nik Abdul Aziz	Chief Operating Officer, Group Allied and Retail Health Operations	600,001-650,000	50,001-100,000	150,001-200,000	0-50,000	Choose an item.	900,001-950,000

Intended Outcome

Stakeholders are able to assess whether the remuneration of directors and senior management is commensurate with their individual performance, taking into consideration the company's performance.

Practice 8.3 – Step Up

Companies are encouraged to fully disclose the detailed remuneration of each member of senior management on a named basis.

Application	:	Not Adopted
Explanation on adoption of the practice	:	-

Intended Outcome

There is an effective and independent Audit Committee.

The Board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.1

The Chairman of the Audit Committee is not the Chairman of the Board.

Application	:	Applied
Explanation on application of the practice	:	<p>The Chairman of the KPJ Board is not the Chairman of KPJ AC.</p> <p>The current Chairman of the Audit Committee is Dato' Mohd Redza Shah bin Abdul Wahid. Formerly a member of the AC, Dato' Mohd Redza Shah bin Abdul Wahid was appointed as the Chairman of the AC on 23 June 2021.</p> <p>Dato' Mohd Redza Shah bin Abdul Wahid has a long career in accountancy and economics, in addition to hands-on experience in corporate directorship and strategic business management.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The Board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.2

The Audit Committee has a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three years before being appointed as a member of the Audit Committee.

Application	:	Applied
Explanation on application of the practice	:	<p>The TOR of the AC stipulates that former key audit partners and other professionals with prior dealings with the Company must observe a cooling-off period of at least three (3) years before being appointed as members of the AC.</p> <p>Historically, none of the present or past members of the AC were former key audit partners of any external audit firms.</p> <p>The Company will ensure that the cooling-off period of three 3 years is observed if and when we are seriously considering such a person for appointment as a member of the AC.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The Board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.3

The Audit Committee has policies and procedures to assess the suitability, objectivity and independence of the external auditor to safeguard the quality and reliability of audited financial statements.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC annually assesses the independence and objectivity of the external auditors during the year and prior to any appointment of the external auditor and its affiliates for non-audit services. The Committee also received the policies and written confirmation from the external auditors regarding their independence and the measures used to control the quality of their work.</p> <p>The AC was satisfied with the independence of the present external auditor EY based on the quality of audit, performance, competency and sufficiency of the resources that EY provided to the Company.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is an effective and independent Audit Committee.

The Board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.4 – Step Up

The Audit Committee should comprise solely of Independent Directors.

Application	:	Not Adopted
Explanation on adoption of the practice	:	-

Intended Outcome

There is an effective and independent Audit Committee.

The Board is able to objectively review the Audit Committee's findings and recommendations. The company's financial statement is a reliable source of information.

Practice 9.5

Collectively, the Audit Committee should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

Application	:	Applied
Explanation on application of the practice	:	<p>The AC currently consists of one (1) Senior INED, two (2) INEDs, and one (1) NINED. Collectively, they bring substantial experience from related roles in prior employment. Details of the AC Chairman and Committee members are available on the KPJ website and in the Integrated Annual Report.</p> <p>The annual review of the composition and performance of the AC, including members' tenure, performance and effectiveness as well as their accountability and responsibilities, was duly assessed via the BEE.</p> <p>The AC members are highly qualified, possessing the essential skills and expertise to fulfill their duties. Their financial literacy and understanding of the financial reporting process have significantly contributed to maintaining the integrity of the Company's financial reporting and statements.</p> <p>The full details of the AC activities in 2024 are elaborated in the AC Report's section in the KPJ's Integrated Annual Report.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The Board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.1

The Board should establish an effective risk management and internal control framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The Board affirms its overall responsibility for establishing a sound internal controls and risk management framework as well as for reviewing its adequacy and effectiveness. The Board has put in place a sound governance structure, risk management framework and internal control system in the organisation. To this end, the Board is supported by the AC and RSGC.</p> <p>The AC reviews the effectiveness of the internal control structure over the Group's activities focusing on high-risk areas which are determined using a risk-based internal audit approach. The RSGC evaluates and reviews the assessment of identified risks, the effectiveness of the Enterprise Risk Management ("ERM") Framework, as well as the process for accessing and managing the Group's principal risks. Issues raised and actions taken by Management to address these issues are deliberated at the AC and RSGC meetings.</p> <p>KPJ Risk Management Guidelines was updated in October 2023 and continue to serve as the standard reference for all business units across KPJ Group. The 2023 KPJ Risk Management Guidelines, in accordance with ISO 31000:2018 and the COSO framework, represent an enhanced version of prior guidelines, ensuring aligning with industry best practices. The objective of the KPJ Risk Management Guideline is to provide a structured and consistent approach to risk management across the Group for informed decision making.</p> <p>The Group has put in place an ERM Framework for managing risks associated with its business and operations and robust ERM practice have been implemented throughout KPJ to support our organisational business and strategic objectives. Group Risk, Compliance and Integrity ("GRCI") is structured to provide adequate support to business units and subsidiaries in relation to risk management practices and implementation as well as to guide the priorities and direction of group risk management activities.</p>

	1. 1 st Line of Defence: Hospital-level Management & Board 2. 2 nd Line of Defence: Group Clinical & Group Risk, Compliance & Integrity 3. 3 rd Line of Defence: Internal Audit Services at Headquarters (“HQ”)	
	The risk management and internal controls frameworks are disclosed in the Statement on Risk Management and Internal Control (“SORMIC”) Report and the AC Report.	
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The Board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.2

The Board should disclose the features of its risk management and internal control framework, and the adequacy and effectiveness of this framework.

Application	:	Applied
Explanation on application of the practice	:	<p>As outlined in KPJ's SORMIC, there have been several measures undertaken to strengthen risk management and internal control in KPJ:</p> <p>a) The formation of several Committees whose main tasks are to identify, evaluate, monitor and manage the significant risks affecting the Group operations, as listed below:</p> <ul style="list-style-type: none">• RSGC The RSGC is a Board Committee chaired by an Independent Non-Executive Director of the Board. The RSGC is entrusted with evaluating and reviewing the assessment of risk identification, the effectiveness of ERM, as well as the process of assessing and managing Group's Principle risks. In addition, the Committee reviews and evaluates the Group-level risk exposures and manages significant identified clinical and non-clinical risks. The Committee also oversees the overall effectiveness of the Group's strategies, targets, policies and roadmap pertaining to sustainability recommended by the Group Sustainability Services.• Group Medical Advisory & Clinical Governance Committee ("GMACGC") The Committee is chaired by a Senior Medical Professional, who sits on the KPJ Board as a NINED. The GMACGC is the apex Clinical Committee that is responsible for reviewing the Group's clinical governance practices including policies, guidelines, Standard Operating Procedures ("SOPs") and clinical compliance framework for the approval of the Board to inculcate a safe, healing, ethical environment as well as to promulgate good clinical governance practices that are consistent with the Board's business direction and risk tolerance.

	<p>There are six (6) Clinical Governance Committees, outlined as follows:</p> <ol style="list-style-type: none"> 1. Clinical Safety and Risk Management Committee (“CSRMC”); 2. Transformation and Quality Innovation Committee (“TQIC”); 3. Professional Development Committee (“PDC”); 4. Clinical & Research Ethics Committee (“CREC”); 5. Education and Research Committee (“ERC”); and 6. Central Credentialing Committee (“CCC”). <ul style="list-style-type: none"> • AC The AC, one of the Board Committees, assists the Board in the execution of its governance and oversight function as well as ensures transparency, integrity and accountability in the Group’s operations and financial reporting. The AC oversees the financial reporting process and assesses the adequacy and effectiveness of the Group’s internal control system and compliance with the applicable laws and regulations through the Internal Audit Services (“IAS”) function. The AC is also responsible to improve the Group’s business efficiency, the quality of the accounting and audit function as well as strengthening public confidence in the Group’s reported financial results. The AC also ensures the independence of the External and Internal Audit functions within the Group. The AC is also in authority to oversee the scope of work and resources of the IAS, with the IAS activities being governed by the Audit Charter approved by the AC. The AC reviews the audit plans for both internal and external audit, deliberates the IA findings highlighted in the IA reports, and evaluates the responsiveness of Management in making sure action is taken on the findings raised by IAS. Additionally, the AC deliberates on any unresolved findings, ensuring the remedial and corrective actions are taken by Management within the stipulated timeframe. Significant control deficiencies are escalated by the AC to the Board for further deliberation, where necessary. • TC TC is a Board Committee chaired by an INED of the Board. The TC oversees the timeline and costing of each project undertaken by the Group and to address any issues relating to these projects. TC evaluates, deliberates and approves all major procurement contracts within its authority limits set by the Board.
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	<ul style="list-style-type: none"> CSRMC The Chairman of the CSRMC is a Senior Medical Professional who is appointed jointly by the Management and the GMACGC of KPJ. The CSRMC are an amalgamation of the now-defunct Clinical Governance Action Committee and the Clinical Risk Management Committee. Management Tender Committee (“MTC”) The MTC is appointed by the Board and a Management Committee chaired by the PMD together with CFO, COO-HO, Head of GRCl and Head of Group Legal and Advisory services. This Committee is established to oversee the tendering process and monitor the hospital development and expansion projects of the Group, ensuring alignment with good corporate governance practices. Tender Evaluation Committee (“TEC”) The TEC is a Management Committee chaired by COO-HO together with RCEO and Manager from the corporate office. The TEC is responsible for deliberating procurement evaluation report presented to them and gave recommendation to the MTC & TC for their consideration and approval. <p>b) ERM: The Group has put in place an Enterprise-Wide Risk Management framework for managing risks associated with its business and operations.</p> <p>The ERM framework features a risk governance structure that comprises 3 levels of defence with clear lines of responsibilities and accountabilities. Group risk is structured to provide adequate support to business units and subsidiaries in relation to risk management practices and implementation as well as to guide the priorities and direction of Group risk management activities.</p> <p>c) KPJ Risk Management Guidelines was updated in October 2023 and continue to serve as the standard reference for all business unit across KPJ Group. The 2023 KPJ Risk Management Guidelines, in accordance with ISO 31000:2018 and the COSO framework, represent an enhanced version of prior guidelines, ensuring aligning with industry best practices. The objective of the KPJ Risk Management Guideline is to provide structured and consistent approach to risk management across the Group for informed decision making. The updated guidelines provide comprehensive insights into the new risk governance structures, including the efficient reporting of the Risk and Compliance Officer to the GRCl, as well as the processes and delegated authorities implemented across the Group for the execution of risk management activities. Additionally, the document outlines a</p>
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	<p>well-defined process for addressing and prioritizing risks, introduces Key Risk Indicators ("KRI"), and places emphasis on key risk reporting.</p> <p>d) The KPJ Business Continuity Management ("BCM") Framework revised and approved by the PMD on 1 October 2023 continues to be implemented across all business unit. The framework provides a structured and scalable approach to Business Continuity Planning ("BCP"), serving as a comprehensive reference for BCM concepts, expectations, and deliverables. It remains aligned with the ISO 22301 Business Continuity Management standard.</p> <p>e) Governance, Risk Management and Compliance ("GRC") software: As part of its strategy in improving data quality management and streamline the risk governance, practices and reporting across the companies and subsidiaries, since 2021, KPJ has started to embark on a GRC software for a systematic and structured monitoring and reporting of risks within KPJ. In response to KPJ's additional requirements outlined in the revised KPJ Risk Management Framework, GRCI has initiated and completed the customization and enablement of new functionalities for the ERM, BCM, and Compliance modules. These enhancements include the development of three-tier dashboards, improved analytical capabilities, a notification function, and report generation. The system went live on 1 November 2023, continues to be utilized across the Group.</p>	
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The Board is provided with reasonable assurance that the adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

Practice 10.3 – Step Up

The Board establishes a Risk Management Committee, which comprises a majority of independent directors, to oversee the company's risk management framework and policies.

Application	:	Adopted
Explanation on adoption of the practice	:	<p>KPJ RSGC is established as a committee of the Board.</p> <p>The RSGC is entrusted with evaluating and reviewing the assessment of identified risks, the effectiveness of the ERM Framework, as well as the process of assessing and managing the Group's principal risks.</p> <p>The Committee members are appointed by the Board amongst their members. As of 31 December 2024, the RSGC consist of 5 members, with a majority of independent directors.</p>

Intended Outcome

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.1

The Audit Committee should ensure that the internal audit function is effective and able to function independently.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company has established the IAS that carries out KPJ's internal audit function.</p> <p>As the third line of defense, IAS reviews the effectiveness of internal control structures across Group activities, focusing on high-risk areas identified through a risk-based approach. All high-risk activities in each auditable area are audited annually according to the approved Audit Plan. This process provides reasonable assurance that the system continues to operate satisfactorily and effectively within the Group.</p> <p>IAS reports functionally to the AC and administratively to the PMD. IAS is independent of the activities or operations of other operating units.</p> <p>IAS' authority, scope and responsibilities are governed by its Audit Charter and are aligned with the International Professional Practices Framework ("IPPF") of the Institute of Internal Auditors ("IIA").</p> <p>All IAS personnel sign an Independence Statement and a declaration of compliance with the IIA Code of Ethics when carrying out their duties. IAS ensures that internal audit activities conform to the International Standards for the Professional Practice of Internal Auditing (Standards) issued by the IIA. Additionally, IAS functions are assessed by a qualified independent assessor every five (5) years.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Companies have an effective governance, risk management and internal control framework, and stakeholders are able to assess the effectiveness of such a framework.

Practice 11.2

The Board should disclose–

- whether internal audit personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence;
- the number of resources in the internal audit department;
- name and qualification of the person responsible for internal audit; and
- whether the internal audit function is carried out in accordance with a recognised framework.

Application	:	Applied
Explanation on application of the practice	:	<p>The in-house IAS carries out KPJ's internal audit function in assisting the Board to oversee that Management has in place sound risk management, internal control and governance systems.</p> <p>All IAS personnel sign an Independence Statement and a declaration of compliance with the IIA Code of Ethics when carrying out their duties. The IAS is led by the Head of IAS. As of 31 December 2024, there are 21 internal auditors performing audits across the KPJ Group. These auditors are divided into two (2) teams; Financial and Operational auditors, and Information Technology ("IT") auditors.</p> <p>The adequacy of internal audit resources will be evaluated during the preparation of the Audit Plan and presented for approval by the AC. Any additional resources must also be approved by the AC.</p> <p>The name and qualification of the Head of IAS were mentioned in the Integrated Annual Report 2024 under the AC Report section.</p> <p>Various physical and in-house training programs, along with external courses, were provided to staff members to enhance their competency levels in auditing skills, technical skills, leadership, data analytics, and personal development.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.1

The Board ensures there is effective, transparent and regular communication with its stakeholders.

Application	:	Applied
Explanation on application of the practice	:	<p>As a corporate entity, KPJ emphasizes transparency, fairness, timeliness, and accuracy of information, along with constant interaction, respect, and a commitment to mutual support, in line with good corporate governance practices. Maintaining transparency is imperative as it sustains trust and understanding in relationships.</p> <p>As part of the Group's commitment to promoting a high level of communication and transparency with the investment community, several measures are practiced:</p> <p>a) The Senior Management participates in investor briefing sessions periodically, particularly every quarter following the announcement of the Group's results and performance. Presentations are made, where appropriate, to explain the Group's strategies, performance, and major developments. However, any information that may be considered privileged material about the Group will be safeguarded until it has been announced to Bursa Malaysia Securities Berhad, as required by the MMLR.</p> <p>The Senior Management personnel involved in Investor Relations ("IR") activities during the period under review were:</p> <ul style="list-style-type: none">• Chin Keat Chyuan – PMD• Mohd Khairul Izzad Bin Mohammed Shamsudin – CFO• Michael Leddin – Chief Strategy Officer ("CSO") <p>b) Shareholders and corporate investors engage directly with our Board and Senior Management during the AGM. At the meeting, the PMD presented a report on KPJ's performance for the year under review. Shareholders are provided ample time to raise their questions and concerns with the Chairman, PMD, and other Directors.</p>

	<p>c) In addition, the Group has established a website at http://www.kpjhealth.com.my, accessible to shareholders and stakeholders. The website features the Group's quarterly and annual results announcements, as well as mandatory announcements pursuant to MMLR, on the IR webpage. These announcements are posted immediately after being made on Bursa Securities' website.</p> <p>d) This website also sends out free alerts to investors who opt for this service, notifying them of any announcements by the Company to Bursa Securities. Shareholders and stakeholders are encouraged to channel their concerns to the IR team, whose contact and email address can be found at http://kpj.listedcompany.com/contact.html.</p> <p>e) To facilitate stakeholders' understanding of the Company's policies and governance, information about the Board of Directors, Executive Committee Members, and other corporate details are available under the "Corporate Profile" section. Additionally, documents related to Corporate Governance, Board Charter, and TOR of the respective Board Committees can be found under the "Corporate Governance" section for easy reference.</p>
Explanation for departure	: -
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>	
Measure	:
Timeframe	:

Intended Outcome

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

Practice 12.2

Large companies are encouraged to adopt integrated reporting based on a globally recognized framework.

Application	:	Applied	
Explanation on application of the practice	:	Since financial year 2018, the Company has been publishing its Integrated Annual Report in accordance with the International Integrated Reporting Council (“IIRC”) framework.	
Explanation for departure	:	-	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.1

Notice for an Annual General Meeting should be given to the shareholders at least 28 days prior to the meeting.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company dispatches the notice of its 31st AGM to its shareholders more than 28 days before the AGM, which exceeds 21-day requirement under the Act. The notice for KPJ's 31st AGM was issued on 10 May 2024, with the AGM scheduled for 26 June 2024.</p> <p>The additional time provides shareholders with the opportunity to make the necessary arrangements to attend and participate in person or through corporate representatives or proxies. It also allows shareholders to read the Integrated Annual Report, consider the proposed resolutions and make an informed decision in exercising their voting rights at the AGM.</p> <p>The notice was also published in a nationally circulated newspaper as required under the MMLR and is made available on the Company's website. The notice of AGM was published in English language.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.2

All directors attend General Meetings. The Chair of the Audit, Nominating, Risk Management and other committees provide meaningful response to questions addressed to them.

Application	:	Applied
Explanation on application of the practice	:	<p>The Company's 31st AGM was held on 26 June 2024 at Ballroom 1 and 2, Level 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia. All KPJ Directors were present at the AGM, including the Chairpersons of the Board Committees, namely:</p> <ul style="list-style-type: none"> • Dato' Mohd Redza Shah bin Abdul Wahid, Chairman of AC, NRC and WBC. • Encik Mohamed Ridza bin Mohamed Abdulla, Chairman of RSGC. • Encik Khairuddin bin Jaflus, Chairman of TC. • Encik Hisham bin Zainal Mokhtar, Chairman of IC. <p>In addition to the Directors, Senior Management and the auditor were also present at the meeting to provide necessary support during the AGM.</p> <p>The proceedings of the 31st AGM included an overview of KPJ's achievements and strategic initiatives by the Chairman, followed by a presentation from the PMD covering KPJ's financial performance, growth plans, value-creation activities and the Company's commitment to ESG practices. The PMD also shared the Company's responses to questions submitted in advance by the Minority Shareholders Watch Group ("MSWG").</p> <p>Shareholders were given the opportunity to pose questions to the Board and Management during the AGM. In accordance with Paragraph 8.29A(1) of the MMLR, all resolutions in the AGM Notice were put to vote by poll using the Remote Participation and Voting facility provided by Tricor Investor & Issuing House Sdn Bhd ("Tricor"). The online voting was open from the start and remained available until the close of voting.</p> <p>For the benefit of shareholders who could not attend the AGM, the presentation deck on KPJ's performance slides and the results of the voting on all the resolutions tables at the AGM were posted on the Company's website.</p>
Explanation for departure	:	-

Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.

Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.3

Listed companies should leverage technology to facilitate–

- Voting, including voting in absentia; and
- Remote shareholders’ participation at general meetings.

Listed companies should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

Application	:	Applied
Explanation on application of the practice	:	The AGM in 2024 reverted to a physical format after reviewing the experience with a live streaming and online formats over the previous three (3) years, as well as shareholders participation. Nonetheless, shareholders were able to submit questions electronically before the AGM, which were addressed alongside on-site questions from attendees. Shareholders were able to exercise their votes in person or appoint a representative or proxy to attend and vote on their behalf. Electronic submission of proxy forms was facilitated through Tricor’s TIIH Online platform at https://tiih.online . Detailed instructions and procedures for both physical participation and e-voting were provided in the Administrative Guide for the AGM.
Explanation for departure	:	
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.4

The Chairman of the Board should ensure that general meetings support meaningful engagement between the Board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the company's financial and non-financial performance as well as the company's long-term strategies. Shareholders should also be provided with sufficient opportunity to pose questions during the general meeting and all the questions should receive a meaningful response.

<i>Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to.</i>		
Application	:	Applied
Explanation on application of the practice	:	<p>At the commencement of the 31st AGM of the Company, the Chairman briefed the shareholders, corporate representatives and proxies present of their right to exercise their rights to vote and pose questions on the resolutions set out in the Notice of the 31st AGM dated 10 May 2024.</p> <p>The Chairman provided an overview of KPJ's achievements and strategic initiatives, followed by a presentation from the PMD covering KPJ's financial performance, growth plans, value-creation activities and the Company's commitment to ESG practices. The PMD also shared the Company's responses to questions submitted in advance by the MSWG.</p> <p>All KPJ Directors, including Senior Management and auditors of the Company, were present at the AGM to provide responses to questions posed by the shareholders. During the AGM, shareholders participated actively, and all the questions were addressed by the PMD and the CFO.</p>
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.5

The Board must ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the Board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself.

Note: The explanation of adoption of this practice should include a discussion on measures undertaken to ensure the general meeting is interactive, shareholders are provided with sufficient opportunity to pose questions and the questions are responded to. Further, a listed issuer should also provide brief reasons on the choice of the meeting platform.

Application	:	Not applicable – only physical general meetings were conducted in the financial year	
Explanation on application of the practice	:		
Explanation for departure	:	-	
Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.			
Measure	:		
Timeframe	:		

Intended Outcome

Shareholders are able to participate, engage the Board and senior management effectively and make informed voting decisions at General Meetings.

Practice 13.6

Minutes of the general meeting should be circulated to shareholders no later than 30 business days after the general meeting.

<i>Note: The publication of Key Matters Discussed is not a substitute for the circulation of minutes of general meeting.</i>		
Application	:	Applied
Explanation on application of the practice	:	The Minutes of the 31 st AGM was uploaded to KPJ's website within thirty (30) business days after the AGM.
Explanation for departure	:	-
<i>Large companies are required to complete the columns below. Non-large companies are encouraged to complete the columns below.</i>		
Measure	:	
Timeframe	:	