



# BOARD OF

**From Left :**

Rozaini bin Mohd Sani  
Dato' Dr. Sivamohan a/l S. Namasivayam  
Prof Dato' Dr. Azizi bin Haji Omar  
Datuk Mohd Radzif bin Mohd Yunus  
Dato' Amiruddin bin Abdul Satar  
Mohamed Ridza bin Mohamed Abdulla



# DIRECTORS

From Left :

Christina Foo  
Dato' Yusli bin Mohamed Yusoff  
Dato' Mohd Redza Shah bin Abdul Wahid  
Dato' Seri (Dr.) Mohamed Azahari bin Mohamed Kamil  
Dato' Dr. Ngun Kok Weng  
Khairuddin bin Jaflus  
Shamsul Anuar bin Abdul Majid

ABOUT US

CREATING  
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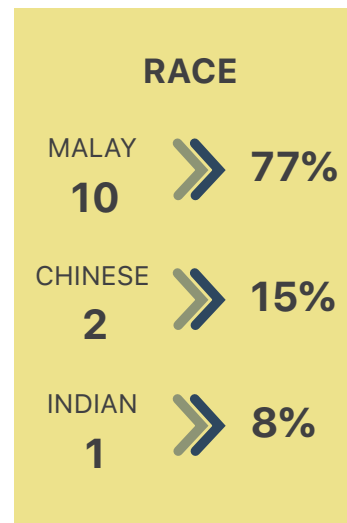
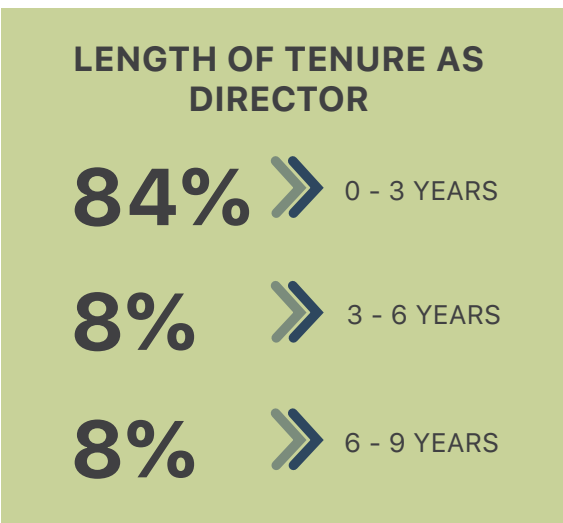
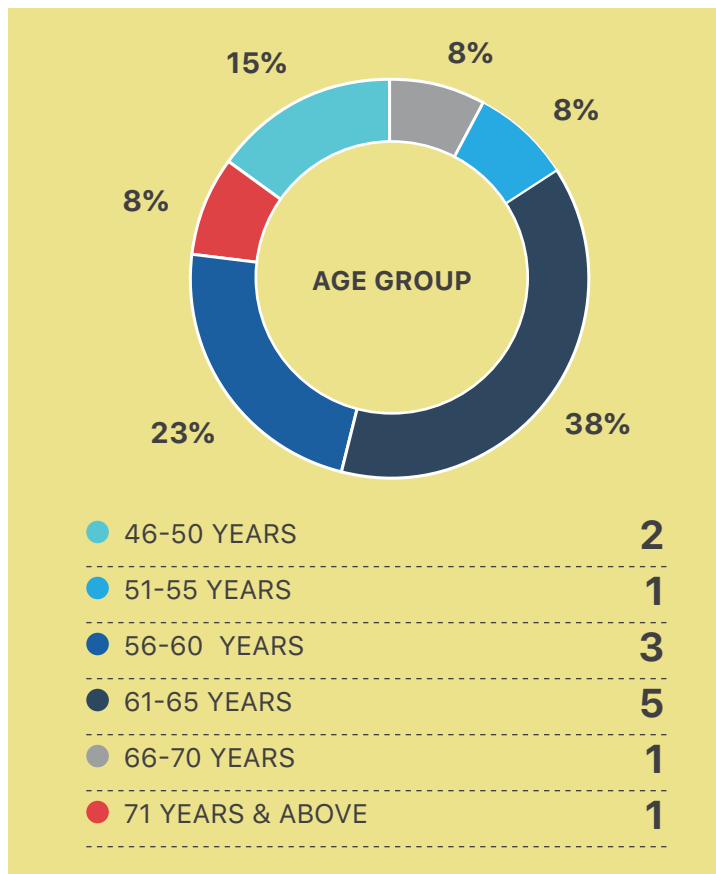
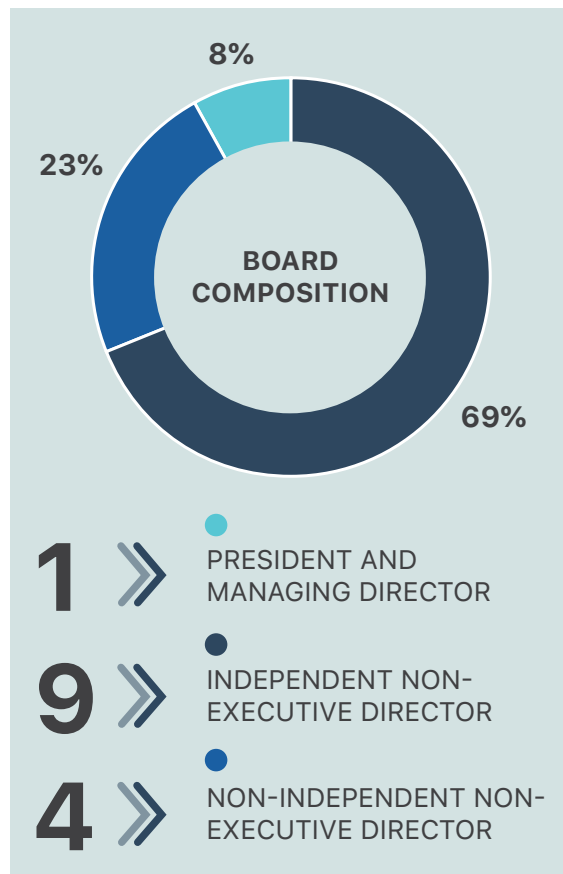


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KPJ Healthcare Berhad

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# OUR BOARD AT A GLANCE



# WHO GOVERNS US



**DATO' YUSLI  
BIN MOHAMED YUSOFF**  
CHAIRMAN,  
INDEPENDENT NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 61

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
18 FEBRUARY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : Nil**

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## LENGTH OF SERVICE

(as at 12 May 2020): 3 months

## ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):

- Institute of Chartered Accountants in England & Wales, United Kingdom
- Member of Malaysian Institute of Accountants
- Bachelor of Economics, University of Essex, England, United Kingdom

## PRESENT DIRECTORSHIP(S):

### Listed Entity:

- Mudajaya Group Berhad
- Westports Holdings Berhad
- AirAsia X Berhad
- FGV Holdings Berhad

### Other Public Companies:

- Australasia Resources & Minerals Berhad
- Malaysian Institute of Corporate Governance

## PRESENT APPOINTMENT(S):

### Mudajaya Group Berhad

- Independent Non-Executive Chairman
- Chairman of Risk Management Committee

### Westports Holdings Berhad

- Chairman of the Audit and Risk Management Committee

### AirAsia X Berhad

- Chairman of Audit Committee
- Member of Risk Management Committee
- Member of Nomination & Remuneration Committee

### FGV Holdings Berhad

- Independent Non-Executive Deputy Chairman
- Chairman of Nomination & Remuneration Committee
- Chairman of Board Governance & Risk Management Committee

### Malaysian Institute of Corporate Governance

- President

## PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):

### Bursa Malaysia Berhad

- Chief Executive Officer / Executive Director / Group Managing Director (2004 – 2011)

### Capital Market Development Fund

- Board Member (2004-2011)

## Financial Reporting Foundation of Malaysia

- EXCO Member (2004-2011)

## Association of Stockbroking Companies Malaysia

- Chairman (2003-2004)

## CIMB Securities

- Chief Executive Officer (2000-2004)

## Intria Berhad

- Executive Vice Chairman (1998-1999)

## Metacorp Berhad

- Managing Director (1998-1999)

## Sime Merchant Bankers Berhad

- Chief General Manager (1996-1998)

## Shapadu Corporation

- Group Managing Director (1995-1996)

## Renong Berhad

- Chief Operating Officer/Executive Director (1994-1995)

## Time Engineering Berhad

- Chief Operating Officer (1993)

## Faber Group

- Financial Controller (1992)

## HBN Management (group management office of Renong Group)

- Senior Manager, Corporate Affairs (1990-1992)

## Hugin Sweda PLC, London

- Chief Accountant in Hugin Sweda PLC (1986-1990)

## Peat Marwick Mitchell, London

- Audit Senior and Trainee Accountant (1981-1986)

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KPJ Healthcare Berhad

2019



**DATO' AMIRUDDIN  
BIN ABDUL SATAR**  
PRESIDENT AND  
MANAGING DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 56

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JANUARY 2013

**BOARD MEETING ATTENDANCE IN FY2019 : 8/8**

**LENGTH OF SERVICE**

(as at 12 May 2020): 7 years 3 months

**DURATION OF PREVIOUS APPOINTMENT AS EXECUTIVE DIRECTOR:**

1 July 2011 - 31 December 2012  
(1 year 6 months)

**DATE OF LAST RE-ELECTION:**

18 April 2019

**ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):**

- Member of Association of Chartered Certified Accountants
- Master of Business Administration, Henley Business School, University of Reading, United Kingdom

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- Damansara REIT Managers Sdn Berhad, the manager of Al-`Aqar Healthcare REIT and Al-Salām Real Estate Investment Trust

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of:
  - Ampang Puteri Specialist Hospital Sdn Bhd
  - Rawang Specialist Hospital Sdn Bhd
  - SMC Healthcare Sdn Bhd
  - Johor Specialist Hospital Sdn Bhd
  - Ipoh Specialist Hospital Sdn Bhd
  - KPJ Healthcare University College Sdn Bhd
  - KPJ Education (M) Sdn Bhd
  - Lablink (M) Sdn Bhd
  - Selangor Specialist Hospital Sdn Bhd
  - Tawakal Holdings Sdn Bhd
- Deputy Chairman of:-
  - Kedah Medical Centre Sdn Bhd
- Member of Medical Advisory Committee

**Association of Private Hospitals of Malaysia (APHM)**

- Vice President

**Association of Chartered Certified Accountants**

- Member of Malaysia Advisory Committee

**PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chief Operating Officer (2010-2012)





**CHRISTINA  
FOO**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 58

**GENDER:** FEMALE



**DATE OF APPOINTMENT:**  
24 APRIL 2018

**BOARD MEETING ATTENDANCE IN FY2019 : 8/8**

ABOUT US

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**LENGTH OF SERVICE**

(as at 12 May 2020): 2 years

**DATE OF LAST RE-ELECTION:**

18 April 2019

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Fellow, CPA Australia
- Chartered Accountant, Malaysian Institute of Accountants
- Fellow, Malaysian Institute of Management
- Fellow, Institute of Corporate Directors Malaysia
- Member, ASEAN Chartered Professional Accountant
- Member, Malaysian Institute of Corporate Governance
- Bachelor of Business Studies (Accounting), Deakin University, Australia

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

UEM Sunrise Berhad

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of Audit Committee
- Member of Employee Share Option Scheme (ESOS) Committee
- Member of Investment Committee

**Malaysian Technology Development Corporation**

- Board Member
- Chairman of Board Audit & Risk Management Committee
- Member of Nomination and Remuneration Committee
- Member of Approvals Committee, Business Startup Fund
- Member of Approvals Committee, Business Growth Fund

**Priority One Consultancy Services Sdn Bhd**

- Co-Founder & Managing Director

**Sunway University**

- Senior Practice Fellow at Sunway University Business School

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**EY Malaysia & EY LLP**

- More than 16 years

**Malaysian Institute of Accountants**

- Vice President

**CPA Australia Ltd**

- Board Member

**Confederation of Asian And Pacific Accountants**

- Board Member



**MOHAMED RIDZA  
BIN MOHAMED ABDULLA**  
INDEPENDENT NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 51

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 APRIL 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

**LENGTH OF SERVICE**

(as at 12 May 2020): 1 month

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Fellow Member of Institute of Chartered Secretaries and Administrators, London, United Kingdom
- Advocate and Solicitor of the High Court of Malaya
- Associate Member of the Chartered Institute of Arbitrators, Chartered Institute of Arbitrators
- Fellow of Malaysian Society of Adjudicators, The Malaysian Institute of Arbitrators
- Bachelor of Laws, International Islamic University, Malaysia

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- Theta Edge Berhad
- Other Public Companies:**
- Bank Islam Malaysia Berhad
- BIMB Investment Management Berhad

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of Risk & Governance Committee
- Member of Nomination & Remuneration Committee
- Member of Investment Committee

**Theta Edge Berhad**

- Chairman of Audit and Risk Management Committee
- Chairman of Nomination Committee
- Member of Remuneration Committee

**Bank Islam Malaysia Berhad**

- Chairman of Board IT Committee
- Member of Audit and Examination Committee
- Member of Strategy Committee

**BIMB Investment Management Berhad**

- Chairman
- Independent Non-Executive Director

**Mohamed Ridza & Co.**

- Managing Partner

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**Zaid Ibrahim & Co.**

- Partner

**Technip Asia Pacific, Kuala Lumpur  
and France**

- General Legal Counsel

**Arab Malaysian Corporation Berhad  
(AMCB)**

- Group Legal Adviser

**Rashid & Lee**

- Advocate and Solicitor



**DATO' MOHD REDZA SHAH  
BIN ABDUL WAHID**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 57

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
7 MAY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

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**LENGTH OF SERVICE**

(as at 12 May 2020): -

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Associate Chartered Accountant (ACA)
- Member of Institute of Chartered Accountant in England and Wales (ICAEW), Institute of Chartered Accountant in England and Wales (ICAEW)
- Qualification obtained whilst attached to Touche Ross & Co., Chartered Accountants (now known as Deloitte & Touche)
- Chartered Bankers Asian Institute of Chartered Bankers
- Sustainability Leadership in Business Sustainability Management, University Of Cambridge, UK (online course)
- Master of Science of Economics (International Banking and Finance), University of Wales, Cardiff, UK
- Bachelor of Science in Economic (Industry and Trade), London School of Economic, University of London, England

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- E.A Technique (M) Berhad
- Damansara REIT Managers Sdn Berhad (Manager of Al-`Aqar Healthcare REIT & Al-Salam Real Estate Investment Trust

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of Investment Committee
- Member of Nomination and Remuneration Committee
- Member of Development & Procurement Committee

**E.A Technique (M) Berhad**

- Chairman of Nomination Committee
- Chairman of Remuneration Committee

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**Bank Muamalat Malaysia Berhad**

- Chief Executive Officer (2008 - 2019)

**Silterra Malaysia Berhad**

- Chief Financial Officer (2000 - 2002)

**Tradewinds Corporation Berhad**

- Group Chief Executive Officer (2002 - 2005)

**Tradewinds (M) Berhad**

- Acting Chief Executive Officer (2004 - 2005)

**DRB-HICOM Berhad**

- Chief Operating Officer (2005-2008)





**DATUK MOHD RADZIF  
BIN MOHD YUNUS**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 61

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 APRIL 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

**LENGTH OF SERVICE**

(as at 12 May 2020): 1 month

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Registered Valuer, Real Estate Professional and Property Management, Board of Valuers Malaysia
- Bachelor in Applied Science Property Resource Management with Finance University of South Australia
- Diploma in Land Survey, Universiti Teknologi Malaysia

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- Duopharma Biotech Berhad
- Bina Darulaman Berhad
- Heitech Padu Berhad
- SMRT Holdings Berhad

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of Nomination & Remuneration Committee
- Chairman of Development & Procurement Committee
- Investment Committee

**Duopharma Biotech Berhad**

- Non-Independent Non- Executive Director
- Chairman Risk Management Committee
- Member of Halal Committee

**Bina Darulaman Berhad**

- Independent Non- Executive Director
- Member of Audit Committee
- Chairman of Nomination, Remuneration & ESOS Committee
- Member of Risk Committee
- Chairman of Procurement Committee

**SMRT Holdings Berhad**

- Independent Director

**Heitech Padu Berhad**

- Non-Independent Non-Executive Director
- Member of Nomination & Remuneration Committee
- Member of Risk Committee

**ADFIMI (Association of National  
Development Finance Institutions  
in Member Countries of The Islamic  
Development Bank)**

- Chairman Advisory Committee
- Honorary Member

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**SME Bank**

- Group Managing Director (2010-2017)

**IJN Holdings Sdn Bhd**

- Group Managing Director (2006-2010)

**Institut Jantung Negara Sdn Bhd**

- Chief Executive Officer (2003-2010)

**TH Properties Sdn Bhd**

- Chief Executive Officer (2002 -2004)

**Sime Darby Healthcare Sdn Bhd**

- Independent Non-Executive Director (2011 -2013)



**DATO' SERI (DR.) MOHAMED AZAHARI  
BIN MOHAMED KAMIL**  
NON-INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 61 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 APRIL 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

ABOUT US

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**LENGTH OF SERVICE**

(as at 12 May 2020): 1 month

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Fellow of Chartered Professional in Islamic Finance, Chartered Institute of Islamic Finance Professionals, Malaysia
- Fellow of Chartered Bankers, Asian Institute of Chartered Bankers, Malaysia
- Masters of Business Administration (Finance), Central Michigan University, USA
- Global Leadership Development Programme, Haas School of Business, University of California Berkeley, USA
- Leadership Development Programmes. Harvard University, USA
- General Management Programme, University of Cambridge, United Kingdom
- The Leadership Journey Programme, The Wharton School, University of Pennsylvania, USA
- Honorary Doctorate of Financial Management, Widad University College
- Honorary Degree Doctor of Management (Hon. D. MGT) University Sultan Zainal Abidin (UniSZA)
- Bachelor of Business Administration, Western Michigan University, USA
- Diploma in Banking, Universiti Teknologi MARA

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- SEG International Bhd

**Other Public Companies:**

- QSR Brands (M) Holdings Bhd

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Chairman of Employee Share Option Scheme (ESOS) Committee
- Member of Risk & Governance Committee

**SEG International Bhd**

- Member of Risk Management Committee
- Executive Committee

**QSR Brands (M) Holdings Bhd**

- Non-Independent Non-Executive Director

**Larkin Sentral Property Bhd**

- Board Member

**Universiti Sultan Zainal Abidin (UniSZA)**

- Board Member

**Segi University & Colleges**

- Board Member

**International Islamic University Malaysia (IIUM)**

- Adjunct Professor

**Ministry of Higher Education**

- AlxCHANGE : CEO @ Faculty Programme 1.0 "Learn from the Pros", Universiti Teknologi MARA (UiTM)

**University Technology Petronas (UTP)**

- Industry Advisory Panel for Management and Humanities Program

**Politeknik Sultan Ahmad Shah (POLISAS)**

- Industry Advisor

**Crescent Wealth International Advisory Board Malaysia, a wholly owned subsidiary of Crescent Funds Australia Limited**

- Chairman

**PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):**

**QSR Brands (M) Holdings Berhad**

- Group Managing Director (2017-2020)

**Segi University & Colleges**

- Group President / Executive Director (2016-2017)

**Asian Finance Bank Berhad**

- Chief Executive Officer (2008-2015)

**AmanahRaya Investment Bank Ltd, Labuan**

- Managing Director/Chief Executive Officer (2008)

**AmanahRaya-JMF Asset Management Sdn Bhd**

- Managing Director (1994-2008)

**PB Securities Sdn Bhd**

- Corporate Institutional Dealer (1994)

**Kimara Equities Sdn Bhd**

- Executive Director / Corporate Nominees of The Kuala Lumpur Stock Exchange (1993-1994)

**Island & Peninsular Berhad**

- Assistant General Manager, Business Development (1993)

**Bapema Corporation Sdn Bhd (100% wholly owned investment subsidiary of Permodalan Nasional Berhad-PNB)**

- Senior Manager, Investment & Corporate Planning (1989-1992)

**Malaysian Industrial Development Finance Berhad**

- Project Officer (1985-1988)

**Malaysian French Bank**

- Credit & Marketing Officer (1984-1985)



**PROF DATO' DR. AZIZI  
BIN HAJI OMAR**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 71

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 FEBRUARY 2016

**BOARD MEETING ATTENDANCE IN FY2019 : 8/8**

**LENGTH OF SERVICE**

(as at 12 May 2020): 4 years 4 months

**DATE OF LAST RE-ELECTION:**

23 April 2018

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Bachelor of Medicine and Bachelor of Surgery (MBBS), University of Tasmania, Australia
- Postgraduate training in Paediatrics and Paediatric Respiratory Medicine
  - Hospital Kuala Lumpur / Universiti Kebangsaan Malaysia
  - Hospital for Sick Children, Great Ormond Street, London
  - Birmingham Children Hospital
  - Dudley Road Hospital, Birmingham
- Trained in paediatric flexible bronchoscopy
  - University of North Carolina (Chapel Hill, USA)
- Membership of the Royal Colleges of Physicians of the United Kingdom
- MMedSc (Clinical Epidemiology) from Newcastle University, NSW
- Fellow of Royal College of Physicians (FRCP) of Edinburgh and Glasgow,
- Fellow of Academy of Medicine Malaysia (FAMM) and Fellow of College of Chest Physicians (USA) (FCCP)
- Harvard Medical School Certificate-SEA Healthcare Leadership One Year Program

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

Nil

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Nomination & Remuneration Committee
- Member of Audit Committee
- Head of KPJ Research and Quality Innovation Committee and editor of KPJ Medical Journal
- Member of Medical Advisory Committee
- Consultant Paediatrician and Paediatric Respiratory Physician, KPJ Damansara Specialist Hospital

**KPJ Healthcare University College Sdn Bhd (KPJUC)**

- Member, Board of Directors
- Professor and member of Senate

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**National**

- Chairman, Subspecialty Committee for Accreditation, Paediatric Respiratory Medicine, National Specialist Register (2000 – 2016)
- Member, Malaysian Medical Council (1995 – 1997)
- President, Malaysian Paediatric Association (1997 – 1998)
- Board Member, APHM & Association of Private Hospital (2000 – 2004)

- Member, Conjoint Board for Postgraduate Training in Medical Specialties (1995 – 1997)
- Member, Paediatric Conjoint Board (1995 – 2000)
- Member, Clinical Practice Guidelines Committee, Academy of Medicine of Malaysia
- Chairman, Clinical Practice Guidelines on Paediatric Asthma (1996)
- Chairman, Clinical Practice Guidelines on Paediatric Respiratory Infections (2000)
- Member, Clinical Practice Guidelines on Tuberculosis (1996)
- Member, Committee of Malaysian Thoracic Society of Malaysia (1997 – 1998)
- Editorial Board Member, Malaysian Paediatric Journal, Malaysia (1990)

**Universiti Kebangsaan Malaysia (UKM)**

- Deputy Dean (1995 – 1997)
- Head of Department of Paediatrics (1994 – 1995)
- Professor of Paediatrics (Respiratory Paediatrics and Clinical Epidemiology) (1993 – 1997)

**Universiti Teknologi MARA (UiTM)**

- Adjunct Professor of Paediatrics at Faculties of Medicine (2009 – 2010)

**Universiti Tunku Abdul Rahman (UTAR)**

- Adjunct Professor of Paediatrics at Faculties of Medicine (2013)



**DATO'**  
**DR. NGUN KOK WENG**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 68

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 APRIL 2020

**BOARD MEETING ATTENDANCE IN FY2019 :Nil**

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**LENGTH OF SERVICE**

(as at 12 May 2020): 1 month

**ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):**

- Fellowship of the Royal Colleges of Surgeons (FRCS), Royal College of Surgeons of Edinburgh, United Kingdom
- Fellowship of the Royal Colleges of Surgeons (FRCS), Royal College of Physicians and Surgeons of Glasgow, United Kingdom
- Bachelor in Medicine Bachelor in Surgery (MBBS), Universiti Malaya, Kuala Lumpur

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

Nil

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Audit Committee
- Member of Risk & Governance Committee
- Member of Employee Share Option Scheme (ESOS) Committee
- Member of Medical Advisory Committee
  - Members of Clinical Risk Management Committee
  - Member of Medical Advisory Committee
  - Members of Clinical Risk Management Committee

**KPJ Pahang Specialist Hospital**

- General Surgeon

**PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):**

**Kuantan Specialist Hospital (1986-2016)**

- General Surgeon
- Advisor of all Clinical Committee

**Pahang Medical Centre (1983-1986)**

- General Surgeon

**Ministry of Health (1977-1983)**



**DATO' DR. SIVAMOHAN  
A/L S. NAMASIVAYAM**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 65

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
7 MAY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

**LENGTH OF SERVICE**

(as at 12 May 2020): -

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Fellowship in Gynae-Oncology (Commonwealth Medical Foundation Fellowship), University of Oxford, United Kingdom
- Fellow of the Royal College of Obstetrician & Gynaecologist, United Kingdom FRCOG (London)
- Fellow of Academy Malaysia (FAMM)
- Bachelor of Medicine and Bachelor of Surgery (MBBS), University of Mysore, India
- Member of the Royal College of Obstetrician & Gynaecologist, United Kingdom (MRCOG)
- Master in Healthcare Management, University of Swansea, United Kingdom

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

Nil

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Development & Procurement Committee
- Member of Risk & Governance Committee
- Member of Medical Advisory Committee
  - Chairman of Clinical Governance and Policy Committee

**Association of Private Hospitals  
Malaysia (APHM)**

- Board Member

**KPJ Klang Specialist Hospital**

- Medical Director

**KPJ Damansara Specialist Hospital**

- Consultant of Obstetrician & Gynaecologist

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**Amfang Puteri Specialist Hospital**

- Consultant of Obstetrician & Gynaecologist (1995-1997)

**Ministry of Health**

- House Officer/Medical Officer/Registrar/Consultant (1980-1985)





**KHAIRUDDIN  
BIN JAFLOS**  
INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 64

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
7 MAY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

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**LENGTH OF SERVICE**

(as at 12 May 2020): -

**ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):**

- Bachelor of Economics (Hons), University of Malaya, Malaysia

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

Nil

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Audit Committee
- Member of Development & Procurement Committee
- Member of Risk & Governance Committee

**PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):**

**RHB Bank Group**

- Executive Vice President/ Head, Transformation Groupwide (2015-2017)
- Executive Vice President/ Project Director, Core Banking Solution (CBS) Project (2013-2015)
- Senior Executive Vice President/ Head, Transformation Office and Group Procurement (2011-2013)
- Chief Operating Officer (2009-2011)

**Bank Pembangunan Malaysia Berhad**

- Vice President/ Head , Group Risk Management (2008-2009)

**Bank Simpanan Nasional**

- Director (2006-2008)

**ABRAR Discounts Berhad**

- General Manager (2004-2006)

**Pinnacle Assets Sdn Bhd**

- Director/ Fund Manager Representative (2002-2004)

**KSC Sdn Bhd**

- General Manager (2000-2002)

**ABRAR Unit Trust Management Berhad**

- Chief Executive Officer (1996-1999)

**ABRAR Futures Sdn Bhd**

- Executive Director (1995-1996)

**BBMB Securities Sdn Bhd**

- Executive Director (1991-1994)

**Bank Negara Malaysia**

- Senior Assistant Manager (1978-1991).



**ROZAINI  
BIN MOHD SANI**  
NON-INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 47

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
7 MAY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

**LENGTH OF SERVICE**

(as at 12 May 2020): -

**ACADEMIC/PROFESSIONAL  
QUALIFICATION/MEMBERSHIP(S):**

- Fellow of Chartered Accountants Australia and New Zealand (CAANZ)
- Member of The Malaysian Institute of Certified Public Accountants (MICPA)
- Member of The Malaysian Institute of Accountants (MIA)
- Bachelor of Commerce (Accounting and Finance) with Merit University of New South Wales, Sydney, Australia

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

- Damansara REIT Managers Sdn Berhad, the Manager of Al-`Aqar Healthcare REIT & Al-Salam Real Estate Investment Trust

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Development & Procurement Committee
- Member of Employee Share Option Scheme (ESOS) Committee

**Johor Corporation**

- Chief Financial Officer

**PAST DIRECTORSHIP(S) AND/OR  
APPOINTMENT(S):**

**Iskandar Waterfront Holdings**

- Non-Executive Director (2017-2018)

**E.A Technique (M) Berhad**

- Chief Operating Officer (2016-2017)

**Kulim (M) Berhad**

- Non-Executive Director (2014-2016)

**Johor Corporation**

- Senior Vice President, Finance & Corporate Services (2015-2016)
- Vice President, Finance (2014-2015)

**Astro Malaysia Holdings Berhad**

- Chief Financial Officer (2013-2014)

**PETRONAS Dagangan Berhad**

- Chief Financial Officer (2010-2013)

**PETRONAS Group of Companies**

- Various managerial roles (2001-2010)

**KPMG, Sydney, Australia**

- Assistant Manager (1995-2001)



**SHAMSUL ANUAR  
BIN ABDUL MAJID**  
NON-INDEPENDENT  
NON-EXECUTIVE DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 49

**GENDER:** MALE



**DATE OF APPOINTMENT:**  
7 MAY 2020

**BOARD MEETING ATTENDANCE IN FY2019 : NIL**

ABOUT US

CREATING SUSTAINABLE VALUE

STEWARDSHIP

REVIEW OF OPERATIONS

GOVERNANCE

VISIBILITY & CREDIBILITY

APPENDICES

**LENGTH OF SERVICE**

(as at 12 May 2020): -

**ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):**

- Chartered Financial Analyst (CFA), CFA Institute, Charlottesville, Virginia, USA
- Master of Business Administration (Finance), International Islamic University, Kuala Lumpur
- Bachelor of Science (Hons) in Chemistry, Imperial College, London, England

**PRESENT DIRECTORSHIP(S):**

**Listed Entity:**

Nil

**Other Public Companies:**

Nil

**PRESENT APPOINTMENT(S):**

**KPJ Healthcare Berhad**

- Member of Nomination & Remuneration Committee
- Member of Investment Committee

**Johor Corporation**

- Chief Investment Officer

**PAST DIRECTORSHIP(S) AND/OR APPOINTMENT(S):**

**Johor Corporation**

- General Manager (2017)

**Fikiran Sepakat Sdn Bhd**

- Director and Partner (2014-2017)

**Iskandar Waterfront Holdings**

- Special Officer to the Managing Director (2011-2014)
- Executive Vice President, Strategy & Feasibility (2007-2011)

**Grenland Malaysia**

- Vice President, Finance and Special Projects (2004-2007)

**The Boston Consulting Group**

- Energy Sector Specialist (1999-2001)

**Shell Malaysia**

- Planning Analyst, Downstream Economics Planning Department (1994-1999)

None of the Directors have any conflict of interest with the Company, family relationship with any Director and/or Major Shareholder, or have any convictions for offences (other than traffic offences) within the past five years or any public or penalty imposed by the relevant regulatory bodies during the financial year.



# LEADERSH

From Left :

Front Row

▶ Datin Sabariah Fauziah binti Jamaluddin, Jasimah binti Hassan, Dato' Amiruddin bin Abdul Satar, Aminudin bin Dawam, Norhaizam binti Mohammad, Mohd Johar bin Ismail.





# IP TEAM

From Left :

Back Row

▶ Yap Chee Wai, Mohd Sahir bin Rahmat, Razman bin Radzi, Dato' Mohamad Farid bin Salim, Roslan bin Ahmad, Mohd Nasir bin Mohamed, Ahmad Nasiruddin bin Harun.



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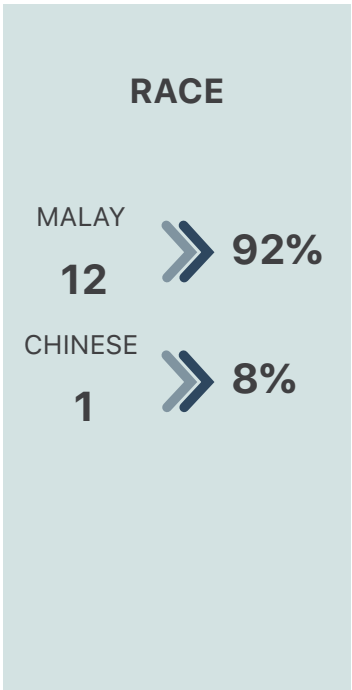
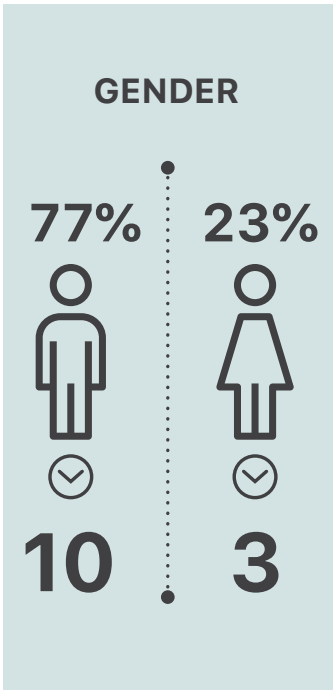
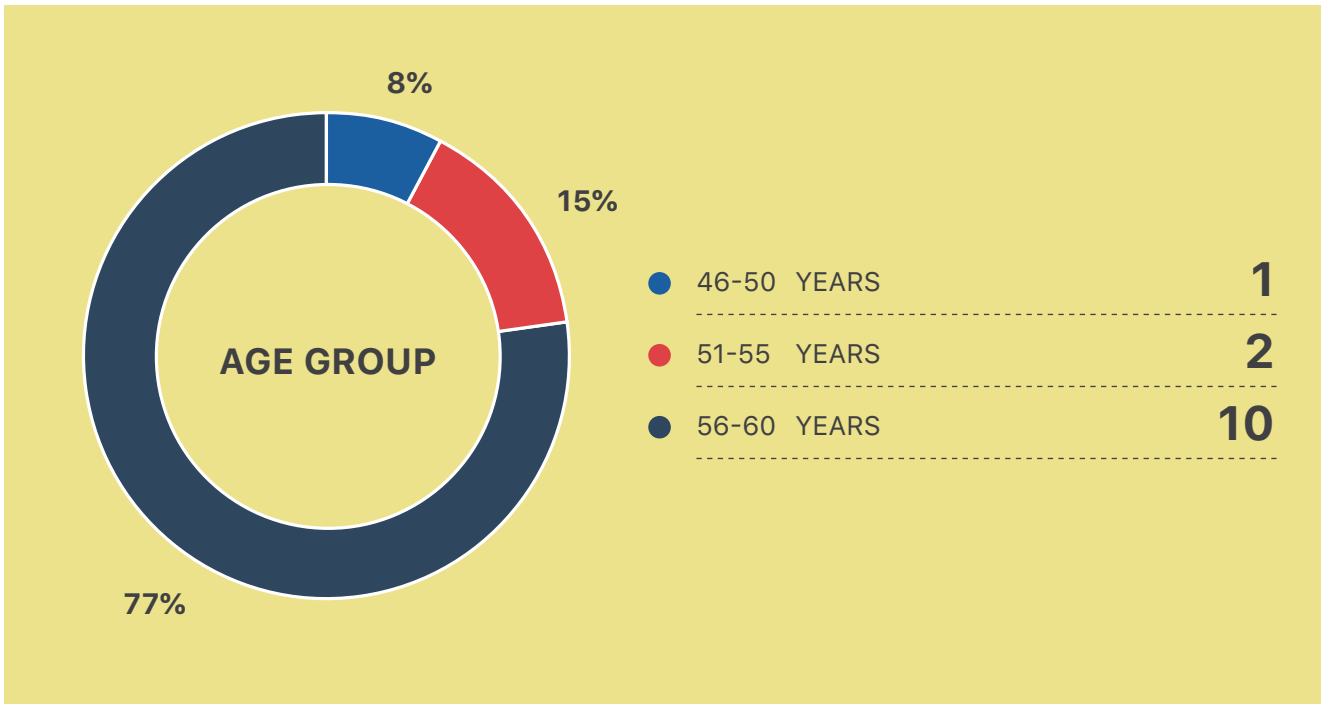
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KPJ Healthcare Berhad

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# WHO LEADS US





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**DATO' AMIRUDDIN  
BIN ABDUL SATAR**  
PRESIDENT AND  
MANAGING DIRECTOR



**NATIONALITY:** MALAYSIAN

**AGE:** 56 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JANUARY 2013

**ACADEMIC/PROFESSIONAL QUALIFICATION/  
MEMBERSHIP(S):**

- Member of Association of Chartered Certified Accountants
- Master of Business Administration, Henley Business School, University of Reading, UK

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**

- Damansara REIT Managers Sdn Berhad, the manager for 2 listed funds : Al-`Aqar Salām Real Estate Investment Trust

**OTHER PUBLIC COMPANIES:**

Nil



**AMINUDIN  
BIN DAWAM**  
SENIOR VICE PRESIDENT  
INTERNATIONAL BUSINESS & SUPPORT SERVICES



**NATIONALITY:** MALAYSIAN

**AGE:** 56 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 MAY 2015

**ACADEMIC/PROFESSIONAL QUALIFICATION/  
MEMBERSHIP(S):**

- Master of Business Administration, Sam Houston State University, Huntsville, Texas, USA
- Bachelor of Business Administration (Finance) from Sam Houston State University, Huntsville, Texas, USA
- Post-Graduate Diploma in Health Sciences & Hospital Management at South Bank University, London, UK

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**

Nil

**OTHER PUBLIC COMPANIES:**

Nil

**WORKING EXPERIENCE:**

He joined Johor Corporation (JCorp) after graduation in 1988 before joining KPJ in 1992. He held various positions in companies and hospitals within KPJ Group. He was the Commissioning Director for United Hospital, Dhaka, Bangladesh; before being appointed as the Group General Manager of KPJ in 2008. Between 2011 and 2013, he joined Pantai Holdings Berhad as the Chief Operating Officer, Malaysia Operations overseeing the operations of both Pantai and Gleneagles hospitals in Malaysia. He rejoined JCorp in September 2013 as the Senior Vice President, Business Development Division and came fully on board as KPJ's Executive Director on 1 January 2017 until 7 May 2020. Currently he sits as a Senior Vice President and overseeing International Business, Entrepreneurship and Project Management.

## WHO LEAD US



### JASIMAH

#### BINTI HASSAN

SENIOR VICE PRESIDENT  
BUSINESS OPERATIONS,  
TECHNOLOGY SERVICES & CLINICAL



**NATIONALITY:** MALAYSIAN

**AGE:** 59

**GENDER:** FEMALE



**DATE OF APPOINTMENT:**

24 APRIL 2018

#### ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):

- Master of Business Administration, North Texas State University, Texas, USA
- Bachelor of Science in Mathematical Sciences, Indiana University, Bloomington, Indiana, USA
- Honorary Treasurer for the Asian Society for Quality in Health (ASQUA)
- Member of the Board of the Association of Private Hospital Malaysia (APHM)

#### PRESENT DIRECTORSHIP(S): LISTED ENTITY:

Nil

#### OTHER PUBLIC COMPANIES:

Nil

#### WORKING EXPERIENCE:

Joined KPJ in 1993 as the General Manager of Tawakkal Specialist Hospital. Since then, she has managed various hospitals and companies within the KPJ Group. She was appointed as an Executive Director on 24 April 2018 until 7 May 2020. Currently, she sits as a Senior Vice President and oversees Business Operations, Clinical and Technology Services. Prior to joining KPJ she was in the banking industry upon graduation for seven years from 1986 to 1993.



### MOHD SAHIR

#### BIN RAHMAT

SENIOR VICE PRESIDENT  
CORPORATE AFFAIRS



**NATIONALITY:** MALAYSIAN

**AGE:** 56

**GENDER:** MALE



**DATE OF APPOINTMENT:**

1 FEBRUARY 2020

#### ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):

- Master of Business Administration, Henley Business School, University of Reading, UK
- Bachelor of Accountancy, Universiti Kebangsaan Malaysia
- Postgraduate Diploma in Health Services and Hospital Management from the South Bank University, London
- Member of Malaysian Institute of Accountants

#### PRESENT DIRECTORSHIP(S): LISTED ENTITY:

Nil

#### OTHER PUBLIC COMPANIES:

Johor Land Berhad

#### WORKING EXPERIENCE:

Joined KPJ in 1991 and has held a various positions in companies and hospitals in the Group. He has served as the Group Financial Officer and Vice President (I) of Corporate and Financial Services for three and four years respectively, before he was appointed as the Non-Independent Non-Executive Director of KPJ in July 2017. In February 2020, he rejoined KPJ and shares his expertise and experiences as a Senior Vice President and oversees Business Development Services, Group Marketing & Strategic Communication, Risk & Investor Relations, and Group Legal Advisory Services.



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**DATIN SABARIAH FAUZIAH BINTI JAMALUDDIN**

VICE PRESIDENT  
GROUP MARKETING &  
STRATEGIC COMMUNICATIONS



**NATIONALITY:** MALAYSIAN

**AGE:** 58 | **GENDER:** FEMALE



**DATE OF APPOINTMENT:**  
1 JANUARY 2015

**ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):**

- Master of Business Administration, University of the Sunshine Coast, Australia
- Bachelor of Business Administration, Ohio University, USA
- Diploma of Business Studies, Universiti Teknologi MARA (UiTM)
- Post Graduate in Health Services and Hospital Management, London South Bank University, UK
- Certified Human Resource Director, MIHRM

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

**WORKING EXPERIENCE:**

Joined KPJ in 1994 and has held various positions in companies and hospitals within the KPJ Group. Currently she sits as a Chairman of a hospital, as well as several companies in the Group. In addition she is the Executive Director of KPJ's education arm and a Director of 3 companies in the Group. Prior to joining KPJ, her experience was in banking sector.



**MOHD JOHAR BIN ISMAIL**

VICE PRESIDENT  
STRATEGIC SUPPORT,  
NEW BUSINESS & ENTREPRENEURSHIP



**NATIONALITY:** MALAYSIAN

**AGE:** 57 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JULY 2015

**ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):**

- Bachelor of Accountancy (Hons), Universiti Kebangsaan Malaysia
- Post Graduate Diploma in Health Management, South Bank University, UK

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

**WORKING EXPERIENCE:**

Joined KPJ in June 1993 and has held various positions in the KPJ Group. Currently he is the Chairman of six hospitals, as well as the Executive Director of KPJ Dhaka. He is also a Board member of three hospitals and several support companies in the Group. Prior to joining KPJ he was with Perbadanan Kemajuan Ekonomi Negeri Johor (PKENJ) as an Internal Auditor in 1988 and was seconded to the Johor State Economy Development Corporation (JSEDC) (1988- 1993). Previous to his current position, he serves as the Senior General Manager of Business Operations back in January 2014 before being promoted to VP (II) of Project Management, Biomedical & International Operation Services (PMBIOS) in September 2015 until 2018. Currently he is oversees Strategic Support, New Business & Entrepreneurship with effect from January 2019 and continue in 2020.

## WHO LEAD US



**NORHAIZAM  
BINTI MOHAMMAD** ACMA, CGMA  
VICE PRESIDENT  
GROUP FINANCE & INVESTOR RELATIONS SERVICES



**NATIONALITY:** MALAYSIAN  
**AGE:** 47 | **GENDER:** FEMALE



**DATE OF APPOINTMENT:**  
20 APRIL 2017

### ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):

- Associate of The Chartered Institute of Management Accountants (CIMA) UK
- Fellow of Malaysian Institute of Accountants (MIA)
- Master of Business Administration, International Business with Merit from University of East London, London, UK (Twinning Programme with Women Institute Malaysia)
- Bachelor of Accountancy (Hons) from Manchester Metropolitan University, Manchester, UK
- President of MSQH (Malaysian Society for Quality in Health), a national accreditation body for public and private healthcare in Malaysia

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

### WORKING EXPERIENCE:

Joined KPJ in 2008 and has held various positions in companies and hospitals within the KPJ Group. Currently she is a member of Board of Directors (BOD) of two hospitals and five support services companies within the Group. Prior to joining KPJ she was with Utusan Melayu (M) Berhad (1996-1997) and then served as a Manager of Audit and Business Assurance at PricewaterhouseCoopers (1997-2007).



**AHMAD NASIRRUDDIN BIN HARUN**  
SENIOR GENERAL MANAGER  
GROUP STRATEGIC SUPPORT SERVICES



**NATIONALITY:** MALAYSIAN  
**AGE:** 57 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JULY 2011

### ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):

- Master of Business Administration (MBA), Henley Business School, University of Reading, UK
- Degree of Accountancy, Universiti Teknologi MARA (UiTM)
- Post Graduate Diploma in Health Services and Hospital Management, Southbank University, UK
- Fellow of Malaysian Society for Quality in Health (MSQH)
- Fellow of Malaysian Institute of Accountants (MIA)
- Honorary Treasure of Association of Private Hospitals of Malaysia (APHM)
- In recognition to his healthcare professional and sports contributions to the state of Perak, he was awarded the Ahli Mahkota Perak (A.M.P) by his Royal Highness Sultan Dr Nazrin Muizzuddin Shah, Sultan of Perak in November 2016.

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

### WORKING EXPERIENCE:

Joined KPJ in September 1995 and has held various positions in companies and hospitals within the KPJ Group. Currently he is the Chairman of three hospitals, Executive Director for two hospitals in Indonesia and 6 support companies. He also serves as Board member of several hospital and a Aged Care retirement home named Jeta Garden in Brisbane Australia.





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**MOHD NASIR  
BIN MOHAMED**  
SENIOR GENERAL MANAGER  
GROUP OPERATIONS SERVICES



**NATIONALITY:** MALAYSIAN  
**AGE:** 59 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 MARCH 2013

**ACADEMIC/PROFESSIONAL QUALIFICATION/  
MEMBERSHIP(S):**

- Bachelor of of Accountancy, University of Abertay, Dundee, Scotland
- Post Graduate Diploma in Healthcare Services and Hospital Management, South Bank University London, UK

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

**WORKING EXPERIENCE:**

Joined KPJ in 1993 and has held various positions in companies and hospitals within the KPJ Group. Currently he is the Executive Director of six hospitals. He also the Chairman and Board member of several support companies in the Group.



**ROSLAN  
BIN AHMAD**  
SENIOR GENERAL MANAGER  
GROUP OPERATIONS SERVICES



**NATIONALITY:** MALAYSIAN  
**AGE:** 56 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JULY 2015

**ACADEMIC/PROFESSIONAL QUALIFICATION/  
MEMBERSHIP(S):**

- Master in Business Administration, Miami University, USA
- Bachelor of Accounting, University of Minnesota Duluth, USA
- Post Graduate Diploma in Hospital Management, South Bank University London, UK

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

**WORKING EXPERIENCE:**

Joined KPJ in 1996. Prior to joining KPJ, he was with the Malaysian Pineapple Industry Board in 1988 and served its London office until 1995. Currently he is the Executive Director of five hospitals and a Board member of several support companies in the Group

## WHO LEAD US



**DATO' MOHAMAD FARID  
BIN SALIM**  
SENIOR GENERAL MANAGER  
GROUP OPERATIONS SERVICES



**NATIONALITY:** MALAYSIAN  
**AGE:** 55 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 JUNE 2018

### ACADEMIC/PROFESSIONAL QUALIFICATION/ MEMBERSHIP(S):

- Fellowship of Chartered Association of Certified Accountants (FCCA), United Kingdom
- Master of Business Administration in International Business with distinction, University of East London in 2018
- Post Graduate Diploma in Healthcare Management from South Bank University, London in 1997
- Leadership Development Program at Henley Business School, University of Reading, United Kingdom in 2011.
- Member of Malaysian Institute of Accountants
- Honorary Treasurer of MSQH (Malaysian Society for Quality in Health), a national accreditation body for public and private healthcare in Malaysia

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

### WORKING EXPERIENCE:

Joined KPJ in 1994 and has held various positions in companies and hospitals within the KPJ Group. Currently he is the Executive Director of six hospitals and a Board member of several support companies



**RAZMAN  
BIN RADZI**  
SENIOR GENERAL MANAGER  
GROUP TALENT MANAGEMENT



**NATIONALITY:** MALAYSIAN  
**AGE:** 56 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
1 OCTOBER 2018

### ACADEMIC/PROFESSIONAL QUALIFICATION/MEMBERSHIP(S):

- Bachelor of Business Administration, International Islamic University, Malaysia
- Diploma in Personnel Management (postgraduate), Malaysian Institute of Personnel Management.
- Certified Human Resource Director, Malaysian Institute of Human Resource Management.
- Certified Balanced Scorecard Professional, George Washington University College for Professional Studies and Balanced Scorecard Institute
- Member, Malaysian Institute of Human Resource Management
- Certified Professional Coach, International Professional Managers Association (UK)

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

### WORKING EXPERIENCE:

30 years of experience in Human Resources spanning numerous industries such as manufacturing, oil and gas, banking, property development, plantation, engineering and investment holding. Prior to his appointment in KPJ Healthcare Berhad, he had served in Johor Corporation since 2013. He sat on the Board of five companies in Johor Corporation and currently serves as a member of the Advisory Panel of the Malaysian Institute of Human Resource Management. In the past, he had also served as a panel member of the Industrial Court.



**YAP  
CHEE WAI**  
CHIEF TECHNOLOGY OFFICER (CTO)



**NATIONALITY:** MALAYSIAN  
**AGE:** 53 | **GENDER:** MALE



**DATE OF APPOINTMENT:**  
11 FEBRUARY 2019

**ACADEMIC/PROFESSIONAL QUALIFICATION/  
MEMBERSHIP(S):**

- Bachelor of Engineering with Honours (Major-Electronics & Computer Engineering), Monash University, Australia
- Bachelor of Science (Major-Computer Science), Monash University, Australia

**PRESENT DIRECTORSHIP(S): LISTED ENTITY:**  
Nil

**OTHER PUBLIC COMPANIES:**  
Nil

**WORKING EXPERIENCE:**

Joined KPJ in February 2019. Prior to joining KPJ, he was in the Information Technology (IT), Telecommunication, Mobile and Digital Services, Ports and Logistics industry with 28 years of experiences.

WHO SUPPORT US



**HANA BINTI AB RAHIM**  
**@ ALI ACIS**  
COMPANY SECRETARY



**HASLINDA BINTI MD NOR**  
**@ MOHD NOAH**  
COMPANY SECRETARY

ABOUT US

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CREATING SUSTAINABLE VALUE

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STEWARDSHIP

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REVIEW OF OPERATIONS

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GOVERNANCE

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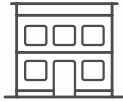
VISIBILITY & CREDIBILITY

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APPENDICES

None of the Executive Committee Members have any conflict of interest with the Company, family relationship with any Director and/or Major Shareholder, or have any convictions for offences (other than traffic offences) within the past five years or any public or penalty imposed by the relevant regulatory bodies during the financial year.

# CORPORATE INFORMATION



REGISTERED OFFICE	CORPORATE OFFICE	PRINCIPAL BANKERS
<p><b>KPJ HEALTHCARE BERHAD</b>            199201015575 (247079-M)            Level 16, Menara KOMTAR,            Johor Bahru City Centre,            80000 Johor Bahru,            Johor, Malaysia.</p> <p>T (607) 219 2692/223 2692            F (607) 223 3175</p>	<p><b>KPJ HEALTHCARE BERHAD</b>            Level 12, Menara KPJ,            238, Jalan Tun Razak,            50400 Kuala Lumpur,            Malaysia.</p> <p>T (603) 2681 6222            F (603) 2681 6888            E <a href="mailto:kpj@kpjhealth.com.my">kpj@kpjhealth.com.my</a></p>	<p><b>MAYBANK ISLAMIC BERHAD</b>            Menara Maybank,            100, Jalan Tun Perak,            50050 Kuala Lumpur,            Malaysia.</p> <p><b>HSBC AMANAH MALAYSIA BERHAD</b>            No. 2, Leboh Ampang,            50100 Kuala Lumpur,            Malaysia.</p>





## REGISTRAR

### JOHOR CORPORATION

Level 16, Menara KOMTAR,  
Johor Bahru City Centre,  
80000 Johor Bahru,  
Johor, Malaysia.

T (607) 219 2692/223 2692

F (607) 223 3175



## AUDITOR

### PRICEWATERHOUSECOOPERS PLT

Level 10, 1 Sentral, Jalan Rakyat,  
Kuala Lumpur Sentral,  
P. O. Box 10192,  
50706 Kuala Lumpur,  
Malaysia.



## COMPANY SECRETARIES

HANA AB RAHIM @ ALI ACIS  
MAICSA 7064336

HASLINDA BINTI MD NOR  
@ MOHD NOAH  
LS 0005697



## STOCK EXCHANGE LISTING

### BURSA MALAYSIA SECURITIES BERHAD MAIN MARKET

(Listed since 29 November 1994)  
Stock code: KPJ (5878)

# CORPORATE STRUCTURE

AS AT 12 MAY 2020



100%

**JOHOR SPECIALIST HOSPITAL SDN BHD**  
(KPJ Johor Specialist Hospital)

100%

**KUMPULAN PERUBATAN (JOHOR) SDN BHD**

100%

**PUTERI SPECIALIST HOSPITAL (JOHOR) SDN BHD**



100%

**BANDAR DATO' ONN SPECIALIST HOSPITAL SDN BHD**  
(KPJ Bandar Dato' Onn Specialist Hospital)

100% **AMPANG PUTERI SPECIALIST HOSPITAL SDN BHD**  
(KPJ Ampang Puteri Specialist Hospital)

100% **BANDAR BARU KLANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Klang Specialist Hospital)

100% **BDC SPECIALIST HOSPITAL SDN BHD**

100% **KAJANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Kajang Specialist Hospital)

100% **MAHARANI SPECIALIST HOSPITAL SDN BHD**  
(KPJ Bandar Maharani Specialist Hospital)

100% **MASSIVE HYBRID SDN BHD**

100% **PASIR GUDANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Pasir Gudang Specialist Hospital)

100% **PENANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Penang Specialist Hospital)

100% **PUSAT PAKAR KLUANG UTAMA SDN BHD**  
(Kluang Utama Specialist Hospital)

100% **RAWANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Rawang Specialist Hospital)

100% **SENTOSA MEDICAL CENTRE SDN BHD**  
(KPJ Sentosa KL Specialist Hospital)

100% **SIBU MEDICAL CENTRE CORPORATION SDN BHD**  
(KPJ Sibu Specialist Medical Centre)

100% **SMC HEALTHCARE SDN BHD**  
(KPJ Sabah Specialist Hospital)

100% **AMITY DEVELOPMENT SDN BHD**

100% **UTM KPJ SPECIALIST HOSPITAL SDN BHD**

70% **KUCHING SPECIALIST HOSPITAL SDN BHD**  
(Kuching Specialist Hospital)

70% **MIRI SPECIALIST HOSPITAL SDN BHD**

70% **PAHANG SPECIALIST HOSPITAL SDN BHD**  
(KPJ Pahang Specialist Hospital)

61% **PERDANA SPECIALIST HOSPITAL SDN BHD**  
(KPJ Perdana Specialist Hospital)

60% **PERLIS SPECIALIST HOSPITAL SDN BHD**  
(KPJ Perlis Specialist Hospital)

60% **SELANGOR SPECIALIST HOSPITAL SDN BHD**  
(KPJ Selangor Specialist Hospital)

52% **PUSRAWI SMC SDN BHD**

46% **KEDAH MEDICAL CENTRE SDN BHD**  
(Kedah Medical Centre)

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KPJ Healthcare Berhad

2019

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▲ SUPPORT SERVICES

▲ OVERSEAS OPERATIONS

▲ DORMANT COMPANIES



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100%  
POINT ZONE (M) SDN BHD

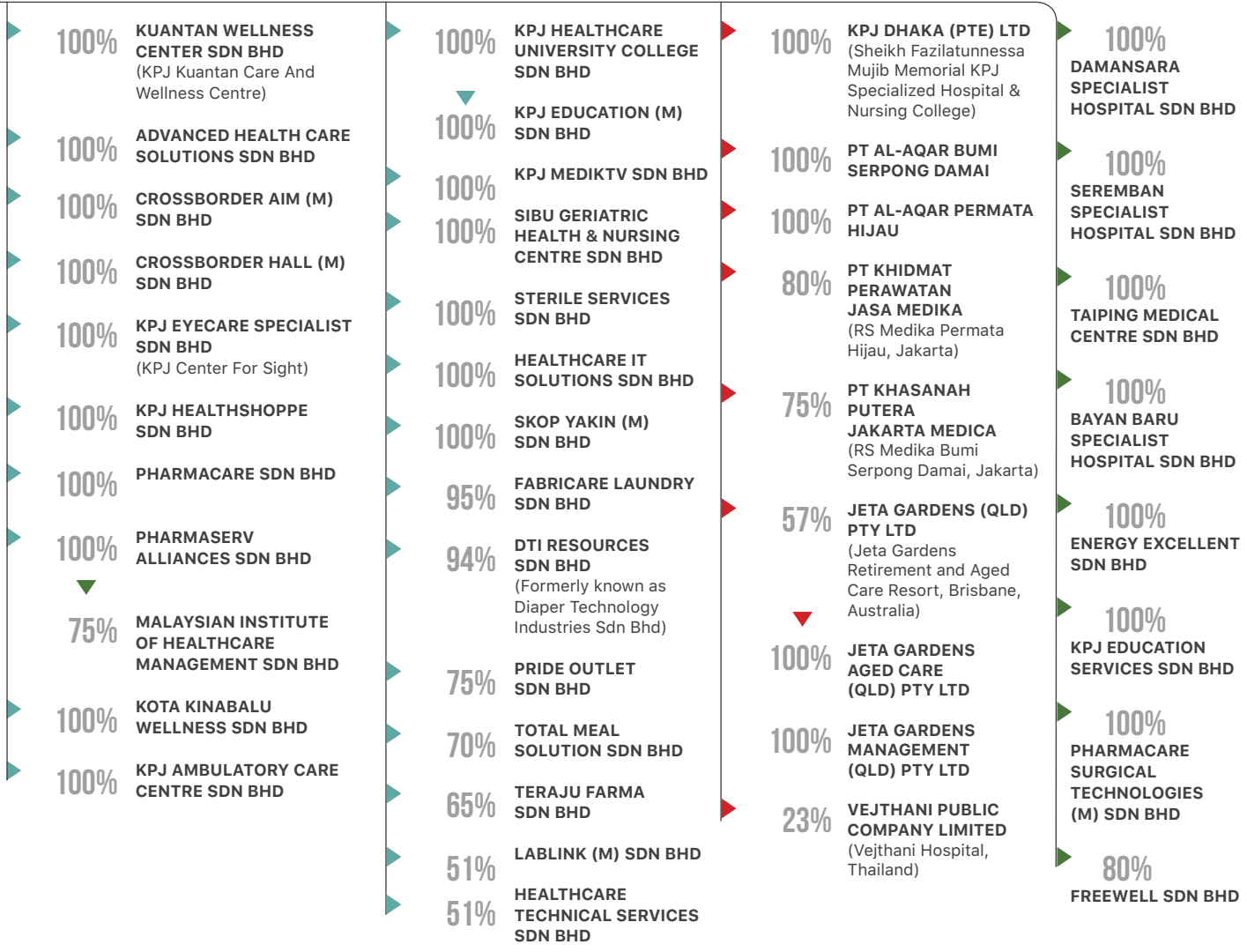
100%  
TAWAKAL HOLDINGS SDN BHD

99%  
IPOH SPECIALIST HOSPITAL SDN BHD  
(KPJ Ipoh Specialist Hospital)

37%  
AL-'AQAR HEALTHCARE REIT

100%  
PUSAT PAKAR TAWAKAL SDN BHD  
(KPJ Tawakkal KL Specialist Hospital)

100%  
SRI MANJUNG SPECIALIST CENTRE SDN BHD  
(Sri Manjung Specialist Centre)



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# CORPORATE GOVERNANCE OVERVIEW



THE BOARD OF DIRECTORS OF KPJ HEALTHCARE BERHAD (BOARD) BELIEVES THAT GOOD CORPORATE GOVERNANCE ADDS VALUE TO THE BUSINESS OF THE GROUP AND WILL ENSURE THAT THIS PRACTICE CONTINUES. THE BOARD BELIEVES IN PLAYING AN ACTIVE ROLE IN GUIDING THE MANAGEMENT THROUGH ITS OVERSIGHT REVIEW WHILE AT THE SAME TIME STEER THE GROUP'S BUSINESS DIRECTION AND STRATEGY.



In line with this commitment, the Board is continuously reviewing and has taken, where appropriate, the necessary steps to comply with the three Principles, 32 Practices and four Step-ups of the Malaysian Code on Corporate Governance 2017 (MCCG 2017). The Board is pleased to elaborate on the Group's application and extent of compliance with MCCG 2017 during the financial year 2018 in this Corporate Governance Overview Statement (CG Overview).

This statement is supplemented with a Corporate Governance Report (CG Report) pursuant to paragraph 15.25 of the Main Market Listing Requirements (Main LR) by Bursa Malaysia Securities Berhad (Bursa Securities). The CG Report is available on the Company's website [https://kpj.listedcompany.com/cg\\_report.html](https://kpj.listedcompany.com/cg_report.html) as well as on the website of Bursa Securities.

This statement should be read in conjunction with the Statement on Risk Management and Internal Control (SORMIC), and Audit Committee Report (AC) as well as Medical Advisory Committee Report (MAC).

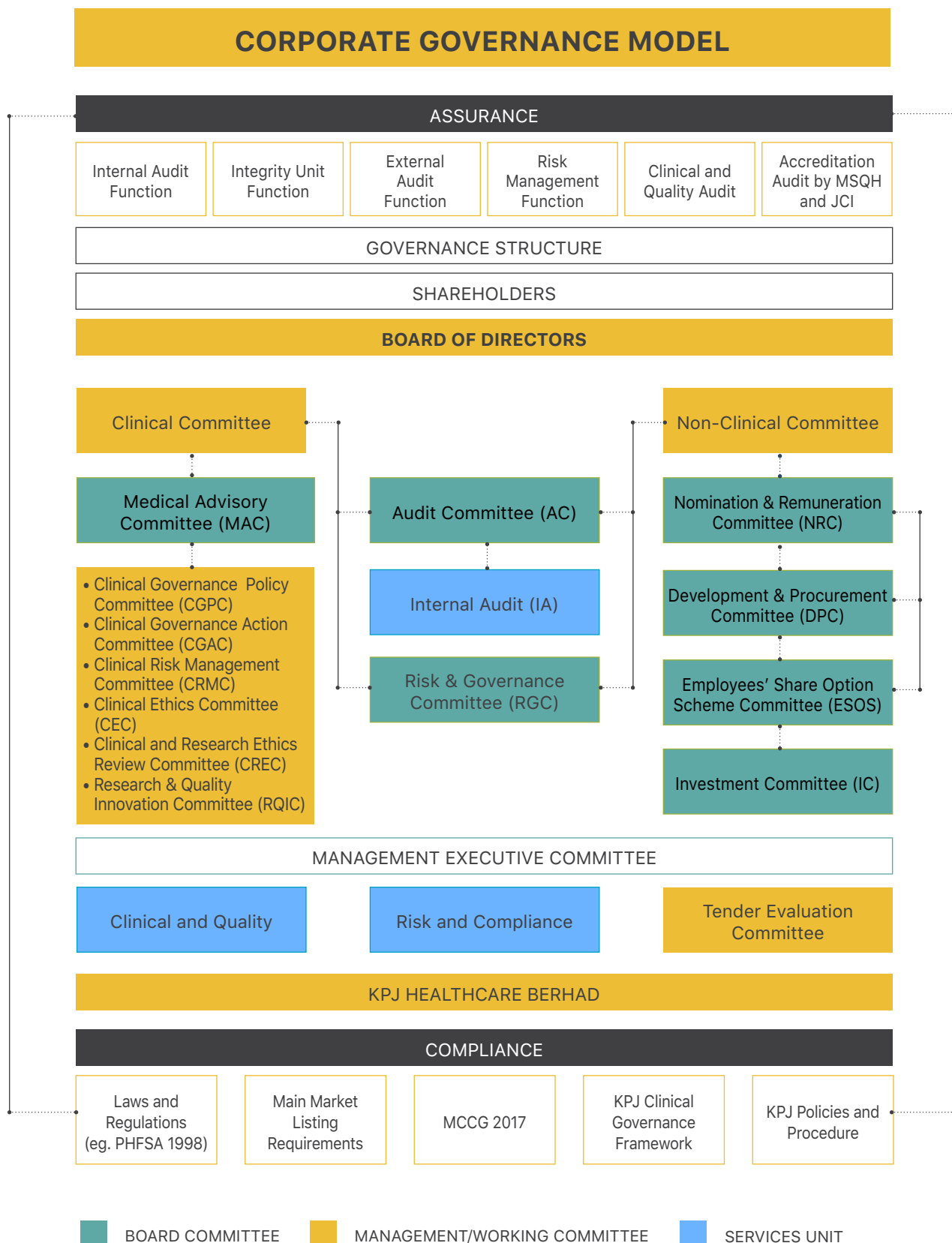
The Corporate Governance Framework is developed based on the following statutory requirements, best practices and guidelines:-

- Companies Act 2016 (CA 2016);
- Main LR of Bursa Securities;
- Malaysia Code on Corporate Governance 2017 (MCCG 2017); and
- Corporate Governance Guide – 3rd Edition published on 17 December 2017

The Company has complied with the Main Principles set out in the MCCG 2017 which was released in April 2017. The gap analysis was discussed and tabled to the Risk & Governance Committee (RGC) in May 2020. As at the date of this Integrated Report, we have applied all the practices in MCCG 2017 except for the following:-

- **Practice 4.5**  
The board discloses in its annual report the company's policies on gender diversity, its targets and measures to meet those targets. For Large Companies, the board must have at least 30% women directors.
- **Practice 5.1**  
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 and its outcome.  
  
For Large Companies, the board engages independent experts periodically to facilitate objective and candid board evaluations.
- **Practice 7.3 Step-up**  
Companies are encouraged to fully disclose the detailed remuneration of each of senior management on a named basis.
- **Practice 12.3**  
Listed companies with a large number of shareholders or which have meetings in remote locations should leverage technology to facilitate -
  - including voting in absentia; and
  - remote shareholders' participation at General Meetings.

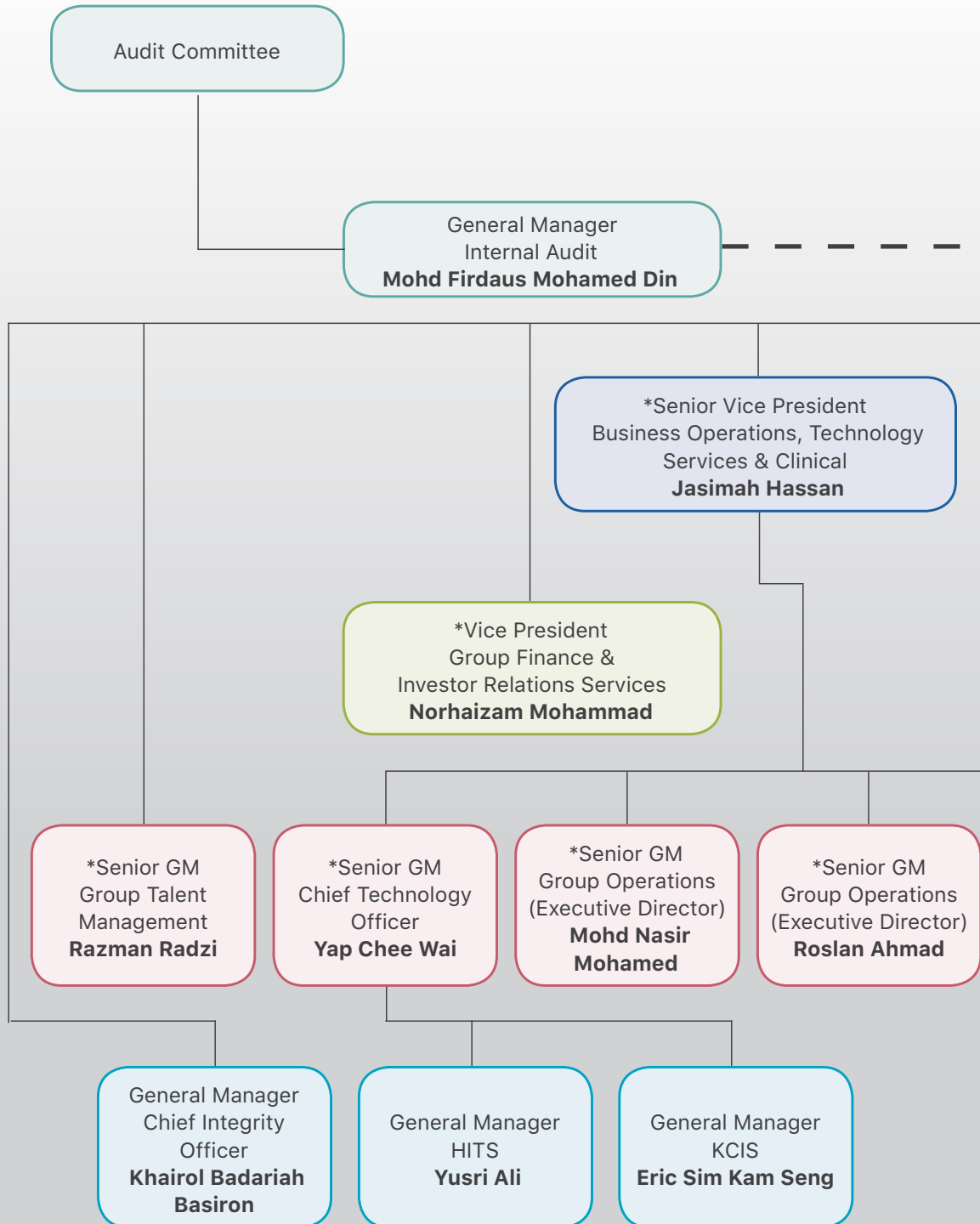
The explanation for the departure from the Practices and measures to be taken are provided in the CG Report.



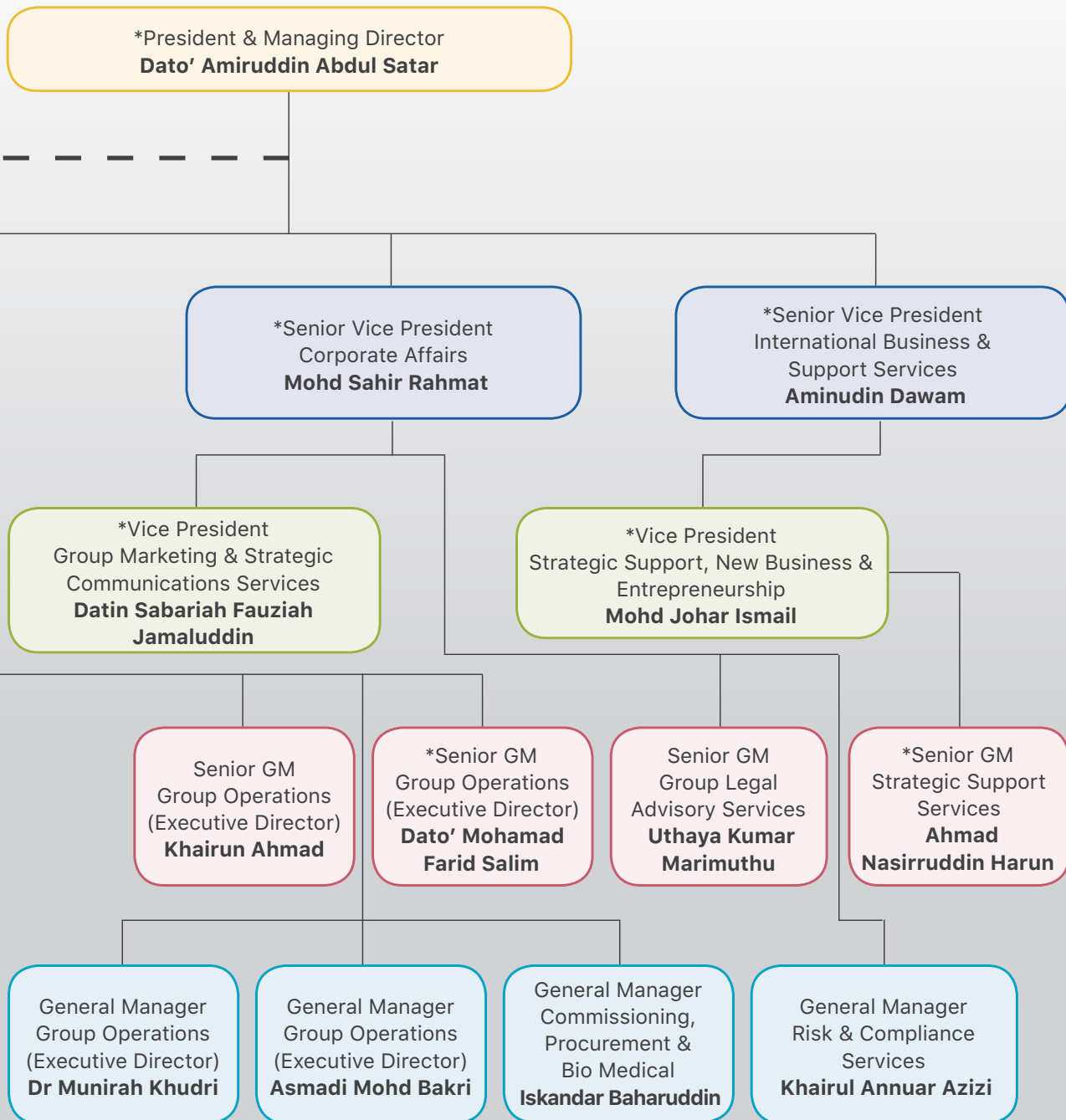
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# KPJ HEALTHCARE BERHAD GROUP ORGANISATION CHART 2020



\*Exco Members







**PRINCIPLE A**

**BOARD LEADERSHIP AND EFFECTIVENESS**

**BOARD'S RESPONSIBILITIES**

Structural Changes to Board Composition

**New Appointments of Independent Non-Executive Director**

Date: 18 February 2020

- Dato' Yusli bin Mohamed Yusoff

Date: 1 April 2020

- Dato' Dr. Ngun Kok Weng
- Mohamed Ridza bin Mohamed Abdulla
- Datuk Mohd Radzif bin Mohd Yunus (*redesignated*)

Date: 7 May 2020

- Dato' Mohd Redza Shah bin Abdul Wahid
- Dato' Dr. Sivamohan a/l S.Namasivayam
- Khairuddin bin Jaflus

**New Appointments of Non-Independent Non-Executive Director**

Date: 2 January 2020

- Datuk Mohd Radzif bin Mohd Yunus (*until 6 May 2020*)

Date: 1 April 2020

- Dato' Seri (Dr.) Mohamed Azahari bin Mohamed Kamil
- Wan Azman bin Ismail

Date: 7 May 2020

- Rozaini bin Mohd Sani
- Shamsul Anuar bin Abdul Majid

**Resignation of Independent Non-Executive Directors**

Date: 31 March 2020

- Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir
- Dato' Muthanna bin Abdullah

Date: 7 May 2020

- Dato' Dr. Zaki Morad bin Mohamad Zaher
- Dato' Dr. Bajit Kor a/p Teja Singh

**Resignation of Non-Independent Non-Executive Directors**

Date: 15 January 2020

- Dato' Kamaruzzaman bin Abu Kassim

Date : 31 March 2020

- Zulkifli bin Ibrahim
- Mohd Sahir bin Rahmat

Date: 7 May 2020

- Aminudin bin Dawam
- Jasimah binti Hassan
- Wan Azman bin Ismail

All members of the Board contribute meaningfully in the areas of formulation of strategic objectives and policies, governance, performance monitoring, allocation of resources and compliance.

Each director brings with him/her vast experience and astute insights to enable the Board to function effectively in discharging its duties and responsibilities as required of them with due care and skill.

The roles of the Chairman of the Board, President and Managing Director and the eleven (11) Non-Executive Directors (NEDs) are kept separate with a clear division of responsibilities in line with best practices. The functions of the Chairman as well as those of the President and Managing Director are clearly segregated to ensure that there is a balance of power and authority.

On 18 February 2020 Dato' Yusli Mohamed Yusoff was appointed as the Non-Executive Chairman following the retirement of Dato' Kamaruzzaman Abu Kassim on 15 January 2020. He has never held the position of President and Managing Director of the Company.

Dato' Amiruddin bin Abdul Satar, the President and Managing Director of the Company, is responsible for leading the Management in the execution of broad policies, strategies and action plans approved by the Board. He regularly engages the Board to report and discuss the Group's business performance and developments, including all strategic matters affecting the Group.

The Board has also developed and approved the Corporate Objectives for 2019, for which the President and Managing Director has the responsibility to execute and achieve. It also forms the basis where the performance of Management will be assessed.

The Board also assigns authority and responsibilities mainly to the Management Executive Committee (EXCO) which is headed by the President and Managing Director, to manage operations as well as execute strategic initiatives pertaining to the delivery of services and business operations of the Group.

The Company Secretaries play an advisory role to the Board in relation to the Company's constitution, Board's policies, procedures and compliance with the relevant regulatory requirements, including codes or guidance and legislations. The Company Secretaries support the Board in managing the Group's Governance Model, ensuring it is effective and relevant. Each Board member has unrestricted access to the advice and services of the Company Secretaries.

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**BOARD OF DIRECTORS**

**Roles and Responsibilities**

The Board is committed to deliver sustainable value and determine long-term goals through its leadership and dedicated management team. The Board is responsible for overseeing how management served the interest of shareholders and stakeholders including risk management, environmental, social, external conditions such as new government, regulatory changes and global trends. The Board also promotes a Group culture based on the core values and define its roles in society.

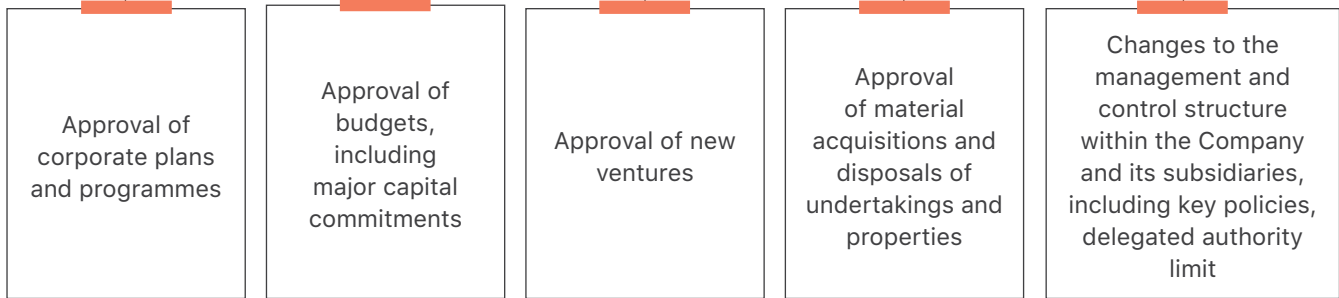
**ACTIVITIES IN 2019**

- The Board deliberated on the Group's strategic plans and embedded integrated thinking that requires output of the business and quality of the outcomes. The Board provided feedback before subsequently approving the same.
- On quarterly basis, the KPI's performance was reviewed and the Board oversaw the execution of the approved initiatives of every indicator of Economic, Environmental Social (EES) and Governance such as financial and operational performance
- Managed risks and opportunities of the Group's material matters as well as other value drivers that may have a direct and indirect impact Our Six Capitals

**PRIORITIES IN 2020**

- To develop strategy and manage risks and opportunities of the Group's material matters as well as other value drivers that may have a direct impact to the Our Six Capitals and Our Seven Strategic Thrust

**THE FOLLOWING ARE MATTERS WHICH ARE SPECIFICALLY RESERVED FOR THE BOARD:-**



**BOARD CHARTER**

The Group has documented clear policies for identifying and separating the functions and responsibilities of the Board and Management, Chairman as well as the President and Managing Director in ensuring the smooth running of the Group’s business and operations.

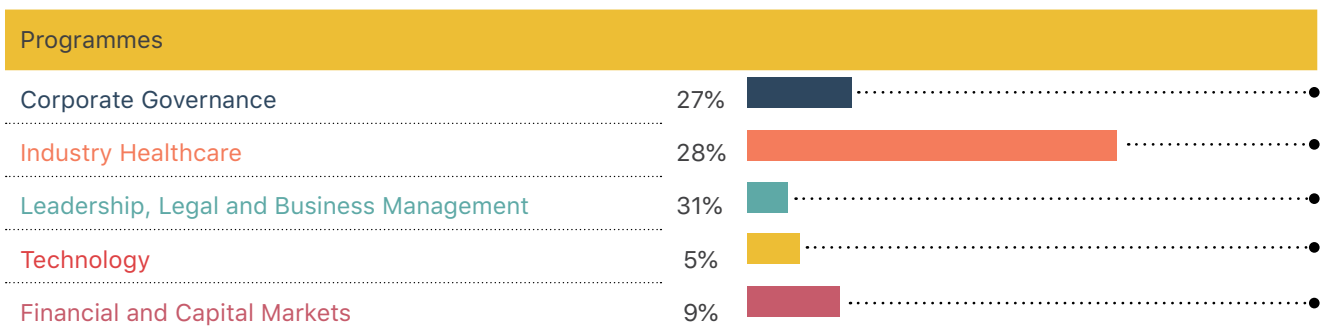
These are enshrined in the Board Charter, which has been updated in 2019 to be in line with the practices of MCCG and the Companies Act 2016 and due to the current composition in the Board, it has been revised in 2020. The full extent of Board responsibilities including Code of Conduct is available at [https://kpj.listedcompany.com/board\\_charter.html](https://kpj.listedcompany.com/board_charter.html)

**CONTINUING EDUCATION PROGRAMMES**

As an integral element of the process of appointing new Directors, the Board ensures that there is an orientation and education programme for new Board Members.

Directors also received further training from time to time through Continuous Education Program (CEP), particularly on relevant laws, regulations, changing commercial risk and environment as required by Paragraph 15.08(3) of the Main LR. During the year, the Board members have attended trainings/ programmes organised by various parties as disclosed under Practice 2.1 of the CG Report.

**2019 DIRECTORS’ TRAINING FOCUS AREAS**



**BOARD COMPOSITION**

The composition of the Board of Directors is as follows:

- One Independent Non-Executive Chairman;
- One President and Managing Director; and
- Three Non-Independent Non-Executive Directors;
- Eight Independent Non-Executive Directors;

The present size and composition remains well-balanced and is made up of professionals with a wide range of knowledge and experience in business, operations and finance, all relevant to the direction of a large, expanding Group. The profiles of all Board Members, comprising of their qualification, experience and calibre are disclosed on pages 103 to 115 of this Integrated Report.

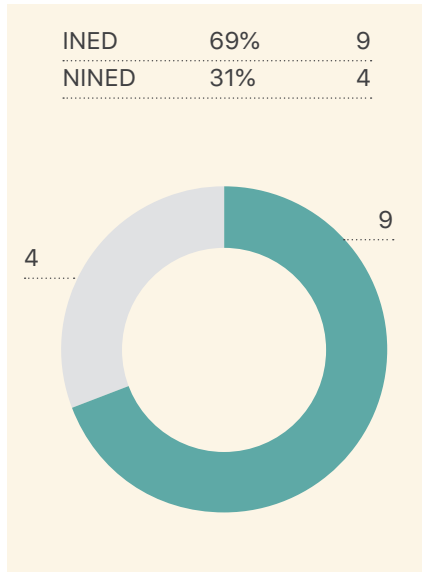
The Board, through the Nomination and Remuneration Committee (NRC), undertakes a rigorous evaluation each year in order to assess how well the Board, its Committees, the Directors and the Chairman are performing, including assessing the independence of Independent Directors, taking into account the individual Director’s capability to exercise independent judgement at all times.

The Board also approved the NRC’s recommendation that the Board size be increased to 13 from 12 directors previously.

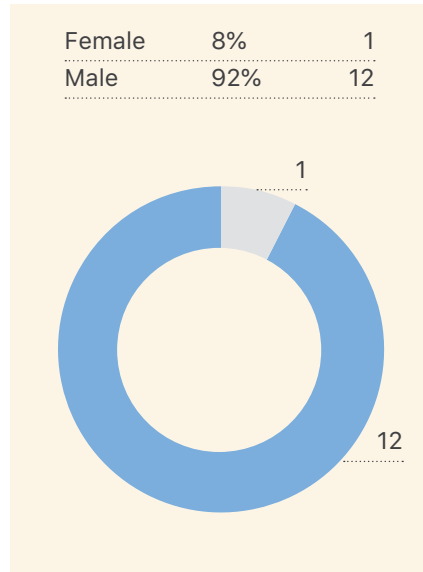
The current composition of the Board Members has the appropriate mix of diversity, skills, experience and capabilities.

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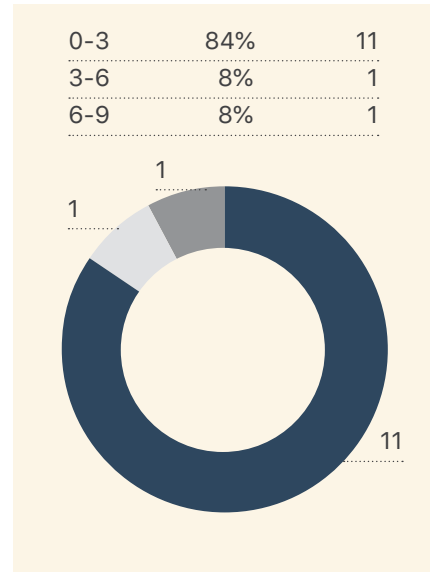
**BALANCE**



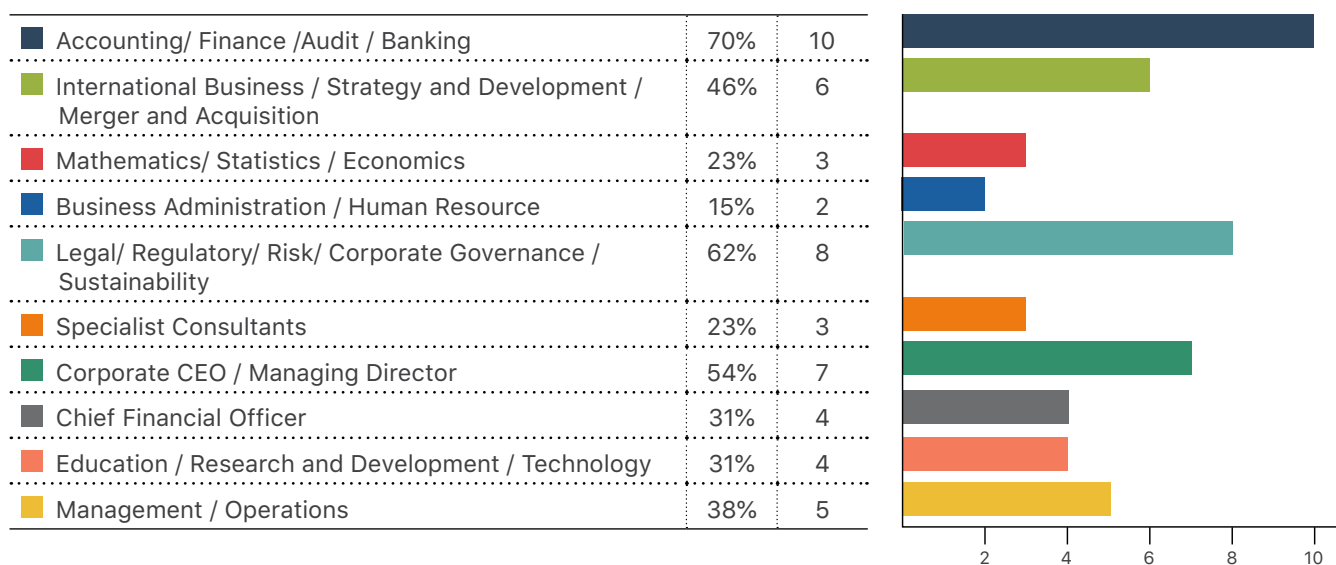
**GENDER DIVERSITY**



**TENURE (YEARS)**



## EXPERIENCE AND SKILLS



## MEETING CALENDAR 2019

	BOD	ACM	RGC	DPC	NRC	MAC	ESOS
<b>Non Independent Non-Executive Director</b>							
Dato' Kamaruzzaman bin Abu Kassim	8/8				3/3		1/1
Zulkifli bin Ibrahim	6/8			3/4			
Mohd Sahir bin Rahmat	8/8			4/4			
<b>Independent Non-Executive Director</b>							
Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir	8/8			4/4	3/3		1/1
Prof Dato' Dr. Azizi bin Haji Omar	8/8	5/5	4/4	4/4		4/4	
Dato' Dr. Zaki Morad bin Mohamad Zaher	8/8			4/4		4/4	
Dato' Muthanna bin Abdullah	8/8	5/5	4/4		3/3		1/1
Christina Foo	8/8	5/5	4/4				
Dato' Dr. Bajit Kor A/P Teja Singh	8/8	5/5	4/4		3/3	4/4	
<b>Executive/Managing Director</b>							
Dato' Amiruddin bin Abdul Satar	8/8					4/4	
Aminudin bin Dawam	8/8						
Jasimah binti Hassan	8/8		4/4			4/4	
<b>Total number of meetings</b>	<b>8</b>	<b>5</b>	<b>4</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>1</b>

■ Chairman



## BOARD REMUNERATION 2019

The Board has in place a Board Remuneration Policy governing the remuneration of directors and believes that the levels of remuneration offered by the Group are sufficient to attract directors of calibre with sufficient experience and talent to contribute to the performance of the Group. The Non-Executive Directors are remunerated based on fixed annual director's fees and fixed meeting allowances.

In 2019, we have appointed external auditors, Messrs KPMG Management & Risk Consulting Sdn Bhd (KPMG) to conduct a Remuneration Benchmarking for Board and Board Committees of the Company. The outcome of the benchmarking indicated that the board remuneration

was lagged behind the Company's key comparators. The current Board Remuneration Policy was approved by the shareholders of the Company at the 26th AGM held in April 2019.

The revised remuneration framework applicable for the President and Managing Director and Executive Director has the underlying objective of attracting and retaining an executive director needed to manage the Company successfully. It is structured to commensurate with the achievement of corporate targets set by the Board and their individual performance. Their remuneration packages have been reviewed by the NRC and approved by the Board.

	Salary & Others	Allowance & Fees	Fees from subsidiaries	Benefit in Kind	Total
<b>Non-Executive Director</b>					
Dato' Kamaruzzaman bin Abu Kassim	-	*241,000	-	-	241,000
Zulkifli bin Ibrahim	-	*131,250	-	-	131,250
Mohd Sahir bin Rahmat	-	*134,750	-	-	134,750
<b>Independent Non-Executive Directors</b>					
Prof Dato' Dr. Azizi bin Haji Omar	-	225,400	-	-	225,400
Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir	-	171,500	48,000	26,238	245,738
Dato' Dr. Zaki Morad bin Mohamad Zaher	-	405,000	-	-	405,000
Dato' Muthanna bin Abdullah	-	388,500	-	-	388,500
Dato' Dr. Bajit Kor A/P Teja Singh	-	197,400	-	-	197,400
Christina Foo	-	198,500	-	-	198,500
<b>Executive/Managing Director</b>					
Dato' Amiruddin bin Abdul Satar	1,324,552	683,800	-	68,150	2,076,502
Aminudin bin Dawam	967,812	469,598	-	45,866	1,483,276
Jasimah binti Hassan	1,083,900	300,823	-	36,064	1,420,787

\* Directors Fees & Committee Fees paid to JCorp as Corporate Fees

## PRESIDENT AND MANAGING DIRECTOR

According to Corporate Governance Monitor 2019 (CG Monitor 2019), KPJ ranked at 69th position in CEO remuneration among the top 100 listed companies on the Main Market of Bursa Malaysia. The CG Monitor 2019 presented information available as at 31 December 2018. KPJ was in the median CEO remuneration at RM1,634,006, ranges from RM1 million to RM7.98 million across 13 sectors.

The President and Managing Director's single total pay, along with the minimum and maximum pay (employees) for 2019 tabled as below:

Annual Pay (RM)				
President and Managing Director				RM2,076,502
Employees	Mean	Median	Lowest	Highest
Annual Pay (RM)	138,445	70,075	27,716	1,001,139
Salary Ratio	15.0 : 1	29.6 : 1	74.9 : 1	2.1 : 1

## SENIOR MANAGEMENT

The Company is committed to providing competitive total compensation opportunities to attract, retain, motivate and reward our employees. The performances are measured based on the relative performance of the Company and individual employees' achievement to meet business needs and objectives.

The remuneration of the top five Senior Management (including salary, bonus, benefit in kind and other emoluments) for the financial year ended 31 December 2019 ranged as follows:

Name	Designation	Range of Remuneration (RM)
Datin Sabariah Fauziah binti Jamaluddin	Vice President	1,000,000 – 1,050,000
Mohd Johar bin Ismail	Vice President	850,000 - 900,000
Ahmad Nasirruddin bin Harun	Senior General Manager	750,000 - 800,000
Norhaizam binti Mohammad	Vice President	650,000 - 700,000
Mohd Nasir bin Mohamed	Senior General Manager	650,000 - 700,000

## BOARD COMMITTEES

The Board, as part of its leadership role coordinates and delegates specific responsibilities to several Committees to facilitate the operations of the Group at the Board and Management level. Each Committee has written terms of reference defining its scope, powers and responsibilities.

These Committees have the authority to examine particular issues and report back to the Board with their findings and recommendations. The ultimate responsibility for the final decisions and recommendations on all matters emanating from these Committees, however, lies with the entire Board.

### NOMINATION & REMUNERATION COMMITTEE

**DATUK MOHD RADZIF BIN MOHD YUNUS (CHAIRMAN) – INED (a)**  
**PROF. DATO' DR. AZIZI BIN HAJI OMAR – INED (b)**  
**MOHAMED RIDZA BIN MOHAMED ABDULLA – INED (b)**  
**DATO' MOHD REDZA SHAH BIN ABDUL WAHID – INED (b)**  
**SHAMSUL ANUAR BIN ABDUL MAJID – NINED (b)**  
**DATO' YUSLI BIN MOHAMED YUSOFF (CHAIRMAN) – INED (c)**  
**DATO' KAMARUZZAMAN BIN ABU KASSIM (CHAIRMAN) – NINED (d)**  
**TAN SRI DATIN PADUKA SITI SA'DIAH BINTI SH BAKIR – INED (c)**  
**DATO' MUTHANNA BIN ABDULLAH – INED (e)**  
**DATO' DR. BAJIT KOR A/P TEJA SINGH – INED (f)**

#### Roles and Responsibilities

The NRC is responsible to ensure that there is an effective and orderly succession planning in the Group. NRC is also responsible for formulating the nomination, selection and succession for the Group's key management positions.

### ACTIVITIES IN 2019/2020

- Considered the significant changes to the Board in April and May 2020, involving the appointment of seven INED and five NINED
- Reviewed the size and composition of the BOD to ensure an appropriate balance of skills, experience and diversity and all package meets the needs of the Company
- Oversee the selection and assesment of Directors
- Recommended the appointment of Board Committee members and other changes
- Recommended the revised remuneration proposed by KPMG for the Board and Board Committees

### PRIORITIES IN 2020

- Review of top management succession planning
- Review routine matters such as performance bonus and increment for Senior Management and all employees.

Note:

- (a) Appointment as Chairman of NRC w.e.f 7 May 2020  
 (b) Appointment as Member of NRC w.e.f 7 May 2020  
 (c) Resigned as Chairman of NRC w.e.f 7 May 2020  
 (d) Resigned as Chairman of NRC w.e.f 15 January 2020  
 (e) Resigned as Member of NRC w.e.f 31 March 2020  
 (f) Resigned as Member of NRC w.e.f 7 May 2020

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## DEVELOPMENT & PROCUREMENT COMMITTEE (DPC)

**DATUK MOHD RADZIF BIN MOHD YUNUS (CHAIRMAN) – INED (a)**  
**DATO' MOHD REDZA SHAH BIN ABDUL WAHID – INED (b)**  
**KHAIRUDDIN BIN JAFLUS – INED (b)**  
**DATO' DR. SIVAMOHAN A/L S. NAMASIVAYAM – INED (b)**  
**ROZAINI BIN MOHD SANI – NINED (b)**  
**TAN SRI DATIN PADUKA SITI SA'DIAH BINTI SH BAKIR (CHAIRMAN) – INED (c)**  
**ZULKIFLI BIN IBRAHIM – NED (d)**  
**PROF DATO' DR. AZIZI BIN HAJI OMAR – INED (e)**  
**DATO' DR. ZAKI MORAD BIN MOHAMAD ZAHER – INED (e)**

### Roles and Responsibilities

The DPC (formerly known as Building & Tender Board Committee (BTBC)) oversees the timeline and costing of each project undertaken by the Group and to address any issues relating to these projects. DPC also evaluates, deliberates and approves the recommendations made by the Management to award major contracts and tenders to selected contractors for the Board's approval.

## ACTIVITIES IN 2019

- Reviewed and approved on the amendment of a few standard practices in the contract with Consultants and Contractors, in line with new contract requirement
- Reviewed the progress of various development projects and approved variations to project time lines and costs.
- Reviewed the project development cost and Project Cost Saving initiatives by Project Management Services
- Reviewed and approved the award tender to the Board

## PRIORITIES IN 2020

Focus in 2020 include in overseeing the tender process and monitoring of New and Existing Hospital Development and Expansion, New and Existing Infrastructure, Hospital or Healthcare Equipment and Procurement Process.

Note:

- (a) Appointment as Chairman of DPC w.e.f 7 May 2020
- (b) Appointment as Member of DPC w.e.f 7 May 2020
- (c) Resigned as Chairman of DPC w.e.f 31 March 2020
- (d) Resigned as Member of DPC w.e.f 31 March 2020
- (e) Resigned as Member of DPC w.e.f 7 May 2020



## EMPLOYEE SHARE OPTION SCHEME (ESOS) COMMITTEE

**DATO' SERI (DR.) MOHAMED AZAHARI BIN MOHAMED KAMIL (CHAIRMAN) – NINED (a)**  
**CHRISTINA FOO – INED (b)**  
**DATO' DR. NGUN KOK WENG – INED (b)**  
**ROZAINI BIN MOHD SANI – NINED (b)**  
**DATO' KAMARUZZAMAN BIN ABU KASSIM (CHAIRMAN) – NINED (c)**  
**TAN SRI DATIN PADUKA SITI SA'DIAH BINTI SH BAKIR – INED (d)**  
**DATO' MUTHANNA BIN ABDULLAH (d)**

### Roles and Responsibilities

The ESOS Committee is to administer the implementation of the ESOS in accordance with objectives and rules as stated in the By-Law. The Committee shall carry out such duties that may be delegated by the Board.

## ACTIVITIES IN 2019

- Proposed to the Board in extending the existing ESOS expired on 27 February 2020 for another three years until 27 February 2023

### Note:

- (a) Appointment as Chairman of ESOS w.e.f 7 May 2020  
 (b) Appointment as Member of ESOS w.e.f 7 May 2020  
 (c) Resigned as Chairman of ESOS w.e.f 31 March 2020  
 (d) Resigned as Member of ESOS w.e.f 31 March 2020



## INVESTMENT COMMITTEE (IC)

**DATO' MOHD REDZA SHAH BIN ABDUL WAHID (CHAIRMAN) – INED**  
**DATUK MOHD RADZIF BIN MOHD YUNUS – INED**  
**CHRISTINA FOO – INED**  
**MOHAMED RIDZA BIN MOHAMED ABDULLA – INED**  
**SHAMSUL ANUAR BIN ABDUL MAJID – NINED**

### Roles and Responsibilities

The IC is a new committee formed on 7 May 2020 that reviews the Group's Strategic Plan developed by Management in its effort to enhance shareholders' value. The committee also reviews and recommends the Group's Investment matters for the Board's approval.

## PRIORITIES IN 2020

- To review the specific initiative project and potential investment's proposed by management





## PRINCIPLE B

## EFFECTIVE AUDIT AND RISK MANAGEMENT

## AUDIT COMMITTEE (AC)

The AC currently comprises four INED and financially literate.

Company Secretaries (CoSec) will arrange the meetings' schedule in advance to coincide with the dates within the financial reporting cycle.



## AUDIT COMMITTEE (AC)

**CHRISTINA FOO (CHAIRMAN) – INED (a)**  
**PROF DATO' DR. AZIZI BIN HAJI OMAR – INED**  
**DATO' DR. NGUN KOK WENG – INED (b)**  
**KHAIRUDDIN BIN JAFUS – INED (b)**  
**DATO' MUTHANNA BIN ABDULLAH (CHAIRMAN) – INED (c)**  
**DATO' DR. BAJIT KOR A/P TEJA SINGH – INED (d)**

## Roles and Responsibilities

The Audit Committee (AC) ensures transparency, integrity and accountability in the Group's activities to safeguard the rights and interests of the shareholders. At the same time assist the Board in fulfilling its fiduciary responsibilities relating to corporate accounting and reporting practices. The AC is also responsible to improve the Group's business efficiency, the quality of the accounting and audit function as well as strengthen public confidence in the Group's reported financial results. AC also ensures the independence of the External and Internal Audit functions within the Group.

## ACTIVITIES IN 2019

- Reviewed the quarterly financial results before recommending the same to Board for approval.
- Reviewed the related party transactions and recurrent related party transactions.
- Initiated the assessment for the technological risks of the hospital core systems as well as the maturity assessment of Enterprise Risk Management.
- Assessed the credibility and effectiveness of Internal Audit Services (IAS) in providing assurance, consulting services to the Board, Management and other interested parties via Quality Assurance Review (Post Review) by Consultants.
- Reviewed and approved Audit Charter in line with the International Standards for Professional Practice of Internal Auditing by the Institute of Internal Auditors (IIA).
- Reviewed and recommended the revision of the Audit Committee's Terms of Reference for Board approval.

## PRIORITIES IN 2020

- Assess the effectiveness of the process and adherence to SOP by the Management and staff at all Hospitals/Subsidiaries in order to ensure an efficient and sound control system.
- Assess the effectiveness of the mitigation action taken for the assessment on the technological risks identified in KPJ's computing environment to support the Hospital's operation.
- Review the revised Consolidated Strategic Internal Audit Plan and Audit Management System as a tool for IAS as one of the areas of improvement recommended by the Consultants.
- Review conceptual Framework for Financial Reporting (revised 2018) which enable preparers to develop consistent policies effective on 1 January 2020.

More details of activities done by AC in 2019 can be found in the Audit Committee Report at pages 155 to 158.

## Note:

- (a) Resignation to Chairman of AC w.e.f 7 May 2020
- (b) Appointment as Member of AC w.e.f 7 May 2020
- (c) Resigned as Chairman of AC w.e.f 31 March 2020
- (d) Resigned as Member of AC w.e.f 7 May 2020

## REVIEW OF THE PERFORMANCE OF AC

The annual review of the composition and performance of AC, including members' tenure, performance and effectiveness as well as their accountability and responsibilities, was duly assessed via the Board Effectiveness Evaluation (BEE).

## RELATIONSHIP WITH EXTERNAL AUDITORS

A dialogue was held between AC, IA, Finance and the external auditors to discuss on the External Auditors audit plan, report, internal controls issues and procedures. The performance of external auditors was assessed and the AC recommended their appointment and remuneration to the Board.

## POLICY ON WHISTLE-BLOWING

The Group has a Policy on Whistle-Blowing that enables employees, stakeholders (i.e. shareholders / suppliers / customers) and any other parties to report genuine concerns about unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements without fear of reprisal should they act in good faith when reporting such concerns.

The Policy covers, inter-alia, three (3) tiers of whistle-blowing reporting line, comprising the President and Managing Director, the Chairman of the Audit Committee and the Chairman of the Board, to facilitate whistle-blowing activities according to different possible circumstances.

The address and contact details of the above are stated in the policy at <https://kpj.listedcompany.com/whistleblowing.html>

The objective of this channel is to encourage the reporting of such matters in good faith, the confidence that employees or any party making such report are protected against any retaliation.

As a healthcare service provider, the Board considers the clinical risks from its hospital operations to be the primary risk area. The Board delegates its powers to the Medical Advisory Committee (MAC) to provide oversight on all clinical governance, risks and control matters.



## RISK & GOVERNANCE COMMITTEE (RGC)

**MOHAMED RIDZA BIN MOHAMED ABDULLA (CHAIRMAN)**  
– INED (a)

**DATO' DR. NGUN KOK WENG** – INED (b)

**DATUK SERI (DR.) MOHAMED AZAHARI BIN MOHAMED KAMIL** (b)

**KHAIRUDDIN BIN JAFLUS** – INED (b)

**DATO' DR. SIVAMOHAN A/L S. NAMASIVAYAM** – INED (b)

**CHRISTINA FOO (CHAIRMAN)** – INED (c)

**DATO' DR. ZAKI MORAD BIN MOHAMAD ZAHER** – INED (d)

**DATO' MUTHANNA BIN ABDULLAH** - INED (e)

**JASIMAH BINTI HASSAN** – SENIOR VICE PRESIDENT (d)

**PROF DATO' DR. AZIZI BIN HAJI OMAR** – INED (d)

### Roles and Responsibilities

The committee changed its name from Risk & Sustainability Committee (RSC) to Risk & Governance Committee (RGC) in May 2020, to enhance its oversight on Governance. The RGC oversees the overall risk exposure and risk management matters relating to any material clinical and non-clinical risk identified. RGC will recommend to the Board for any changes in the policy, framework, standards and procedures where applicable. At the same time, the RGC also monitors the appropriateness of KPJ strategies in addressing material stakeholder sustainability concerns and ensure its compliance with sustainability policy and reporting requirement.

## ACTIVITIES IN 2019

- Reviewed and recommended the KPJ Risk Framework & Guidelines and risk appetite for adoption throughout the Group
- Overseen the migration of ISO3100:2018 Risk Management standard in line with KPJ ISO certification in preparation for the ISO surveillance audit cycle.
- Assessed and deliberated on the KPJ Risk's status of risk identification on business, financial, strategic, IT, legal and patient care related.
- \* Overseen the evaluation and control of risk on price drugs control, delay in greenfield hospital development project, IT related matters, medication related incident and patient fall.
- Reviewed and recommended the Risk Management guidelines, policies, TOR that related to Corporate Governance in managing risks.
- Reviewed the progress updates of Economic, Environment and Social impact (EES) and sustainability initiatives undertaken
- Reviewed the 2019 CG Report, Sustainability Report and Integrated Report including CG Overview and SORMIC and recommended the same to the Board.
- Noted on the Group's action in managing Covid-19 and Influenza Outbreak

## PRIORITIES IN 2020

- To enhance the KPJ risk strategy and appetite link to the KPJ's Corporate Strategy.
- To enhance the promotion of healthy risk culture and keeping abreast with new and emerging risks and discuss possible mitigation plans.
- To review from time to time and focus on top key-risks affecting the Group

More details of the activities undertaken by RGC in 2019 can be found at the SORMIC section on pages 159 to 165.

### Note:

- (a) Appointment as Chairman of RGC w.e.f 7 May 2020
- (b) Appointment as Member of RGC w.e.f 7 May 2020
- (c) Resigned as Chairman of RGC w.e.f 7 May 2020
- (d) Resigned as Member of RGC w.e.f 7 May 2020
- (e) Resigned as Member of RGC w.e.f 31 March 2020



## MEDICAL ADVISORY COMMITTEE (MAC)

**DATO' DR. ZAKI MORAD BIN MOHAMAD ZAHER (CHAIRMAN MAC)**  
**DATO' AMIRUDDIN BIN ABDUL SATAR - PMD**  
**DATUK DR. HUSSEIN BIN AWANG (CHAIRMAN, MEDICAL DIRECTORS' MEETING)**  
**DATO' DR. SIVAMOHAN A/L S. NAMASIVAYAM (CHAIRMAN CGPC) – INED**  
**PROF. (C) DATO' DR. SHAHRUDIN BIN MOHD DUN (CHAIRMAN CGAC)**  
**DATO' DR. NGUN KOK WENG (CHAIRMAN CRMC) – INED**  
**DATO' DR. FADZLI CHEAH (CHAIRMAN) (CREC)**  
**PROF. DATO' DR. AZIZI HAJI OMAR (CHAIRMAN RQIC) – INED**  
**DR. MOHD HAFETZ BIN AHMAD (CHAIRMAN CREC)**  
**DATO' DR. BAJIT KOR A/P TEJA SINGH**  
**JASIMAH BINTI HASSAN - SENIOR VICE PRESIDENT**  
**GUNAVATHY KALEE (CEO, PHARMASERV)**

### Roles and Responsibilities

The MAC develops and monitors clinical governance activities and guidelines of the KPJ Group of Hospitals. The committee ensures that the best clinical governance activities and guidelines are adopted and practised by the Group in order to strengthen existing systems for quality control, based on clinical standards, evidence based practice and lessons learnt from past cases. To monitor Patient Safety, Quality of Care and Enhancing Clinical Performance.

## ACTIVITIES IN 2019

- Developed new policies and guidelines as well as reviewing and updating all existing policies/guidelines to ensure evidence based processes are in place. There were 11 new policies approved and nine policies were updated.
- Reviewed clinical governance and reporting clinical outcomes by doctors
- Reviewed the activities for clinical compliance including accreditation standards and 25 clinical surveys.
- Monitored performance and patient outcomes such as clinical indicators and quality indicators for Accident and Emergency Services (A&E). All five A&E indicators met target.
- Introduced new services in line with new technology in meeting customers' expectations and endeavour to provide a safe healing environment.

## PRIORITIES IN 2020

- To monitor the execution of policy, procedures and guidelines for patient safety and satisfactory clinical outcomes

More details of the activities undertaken by MAC in 2019 can be found at the Medical Advisory Committee Report on pages 166 to 174.

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## TENDER EVALUATION COMMITTEE (TEC) MANAGEMENT

**AMINUDIN BIN DAWAM (CHAIRMAN) – SENIOR VICE PRESIDENT**  
**JASIMAH BINTI HASSAN – SENIOR VICE PRESIDENT**  
**AHMAD NASIRRUDDIN BIN HARUN – SENIOR GENERAL MANAGER**  
**ROSLAN BIN AHMAD – SENIOR GENERAL MANAGER**  
**UTHAYA KUMAR – SENIOR GENERAL MANAGER**

### Roles and Responsibilities

Evaluate and make its recommendations to the BTB on major purchases, acquisitions or disposal of assets, awards of contracts and appointments of consultants/advisors of the Group.

## ACTIVITIES IN 2019

- Recommended tender for Hospital Development and IT projects to DPC
- Revised tender evaluation by adding Quality Assurance and Quality Control (QAQC) Procedures

## PRIORITIES IN 2020

- To encourage prospective contractors to practice sustainable business
- To review the contractors evaluation process





## PRINCIPLE C

## INTEGRITY IN CORPORATE REPORTING & MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

The Group understands that one of its major responsibilities is to provide sufficient and timely information as and when necessary to its shareholders and investors, as this reflects good corporate governance practice. It is imperative to maintain transparency, build trust and understanding in the relationship through active dialogue and communication with shareholders and investors.

As part of the Group's commitment to promote a high level of communication and transparency with the investment community, experienced and senior level management personnel are directly involved in the Group's investor relations function. The President and Managing Director and senior management personnel hold discussions with analysts, investors and shareholders from time to time on the Group's results and performance.

The Senior Management personnel involved in Investor Relations activities are:

- Dato' Amiruddin bin Abdul Satar - President and Managing Director
- Mohd Sahir bin Rahmat - Senior Vice President - Corporate Affairs
- Norhaizam binti Mohammad - Vice President - Group Finance & Investor Relations Services
- Khairul Annuar bin Azizi - General Manager - Risk & Compliance (until 31 May 2020)

Presentations are made, where appropriate, to explain the Group's strategies, performance and major developments. However, any information that may be regarded as privileged material information about the Group will be safeguarded until such time that such information has been announced to Bursa Securities Malaysia as required by the MMLR.

All shareholders have an equal access to information. The Group has established formal channels to engage with shareholders and stakeholders:

### COMMUNICATION AND ENGAGEMENT WITH SHAREHOLDERS

- Integrated Report, Sustainability Report, Corporate Brochures, Fact Sheets, Notice of AGM
- Announcements to Bursa Malaysia Securities
- Website Updates on all corporate communication

### ANNUAL GENERAL MEETING

- Primary engagement platform between the Board and the shareholders
- 28-day notice was given for the AGM held on 9 July 2020
- Attended by all Board members
- Business presentation by President & Managing Director and the Chairman encourage shareholder to participate in Q&A session
- Electronic poll voting on all resolutions and immediate announcement of results during AGM and included in the key matters discussed which uploaded on our website.
- In line with KPJ's EES initiatives which encourage green environment the shareholders will able to access our Integrated Reports online instead of hard copy distribution.
- The report and proxy form can be downloaded at <https://kpj.listed.com/ar.html>

### COMMUNICATION VIA MASS MEDIA

- Media Interview on Corporate Developments
- Social Media established on most popular social media platform at Group level and subsidiaries

### ENGAGEMENT WITH ANALYSTS AND INVESTORS

- Analyst/ Investor Meetings
- IR Roadshow
- Quarterly Results and Audited Annual Financial Statement
- 16 Equity Research coverage on KPJ
- Hospital Visits by Analysts/Fund Managers and Shareholders - meeting hospital's management and touring the facilities, to get a better understanding about hospital's operations

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## INVESTOR RELATIONS INFORMATION

### Investor Relations Activities

There was strong interest shown amongst analysts and fund managers to get the latest updates on KPJ, especially on the progress of KPJ's Malaysian hospital network expansion, business and financial performance of Malaysian, Indonesian, Australian and Bangladeshi operations.

#### Share Quote

Market : Main  
Sector : Healthcare

Stock: 5878

#### Share Price

High : RM1.10  
Low : RM0.87  
Close : RM0.945



**FTSE4Good**

KPJ Healthcare Berhad is a constituent of the FTSE4Good Index since 20 June 2016

### LARGE GROUP MEETING

13 March 2019	<b>Kuala Lumpur</b> , Menara KPJ Dialogue Session with KPJ's President and Managing Director, CIMB
5 March 2019	<b>Kuala Lumpur</b> , Menara KPJ President and Managing Director and Management Private and strategic meeting between EPF's CEO and delegates with KPJ's key management.
4 September 2019	<b>Kuala Lumpur</b> , Menara KPJ President and Managing Director and Executive Director met analysts and fund managers (Nomura)

### ONE-ON-ONE MEETINGS/INVESTOR CONFERENCES

3 January	<b>Kuala Lumpur</b> CIMB 11th Annual Malaysia Corporate Day
19 September	<b>Kuala Lumpur</b> Healthcare Day organised by UOB Kay Hian
14-19 October	<b>USA</b> Non-Deal- Roadshow DBS Vickers, US
FY 2019	<b>One-on-one meetings</b> 52 meetings and met 165 analysts and fund managers

### SUMMARY OF ACTIVITIES

	Meetings/Tele-conferences	Investor Conferences
2019	52	3
2018	51	4

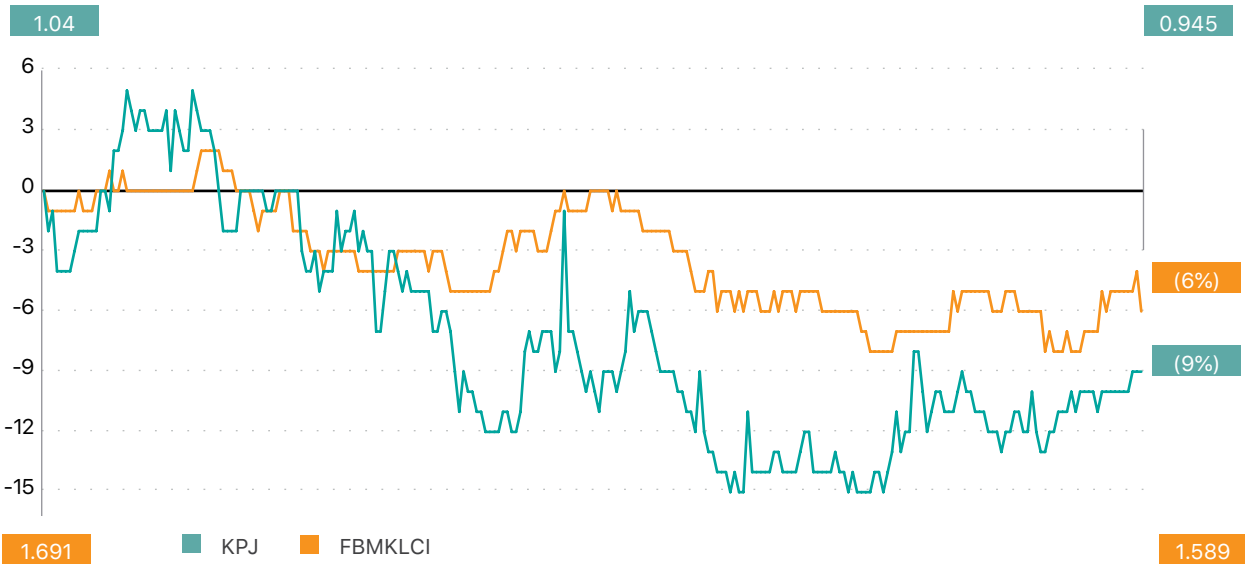
### GENERAL MEETING

Date	Meetings	Venue	Agenda
19 April	26th Annual General Meetings	The Puteri Pacific, Johor Bahru	Re-election and new appointment of directors and presentation of Company's Performance

**KPJ Shares Performance**

2019 was a challenging and turbulent year which saw significant investment funds shifting away from emerging markets including Malaysia. Against this backdrop, KPJ share performance throughout the year closed at RM0.945 compared to RM1.04 in 2018. This represented a 9% decrease in KPJ Share price performance, compared to the drop in FBMKLCI performance of 6%.

**KPJ Share Price vs FBMKLCI as at 31 December 2019**



**KPJ Price and Volume Traded**

Year-on-year, the closing price of 2019 was RM0.945 represented a decrease of 9.5 sen or 9% compared to 2018 closing price of RM1.04.



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### Individual Shareholders

After the share split in 2017, KPJ has attracted the interest of retail investors. As at 31 December 2019, the number of Individual shareholders increased by 19% to 6,312 shareholders from 5,290 shareholders previously.

As at 31 December, the number of Individual Shareholders:

YEAR	SHAREHOLDERS	SHARE
2015	3,485	222,987,676
2016	3,346	208,581,404
2017	4,597	233,944,657
2018	5,290	222,683,811
2019	6,312	250,414,418

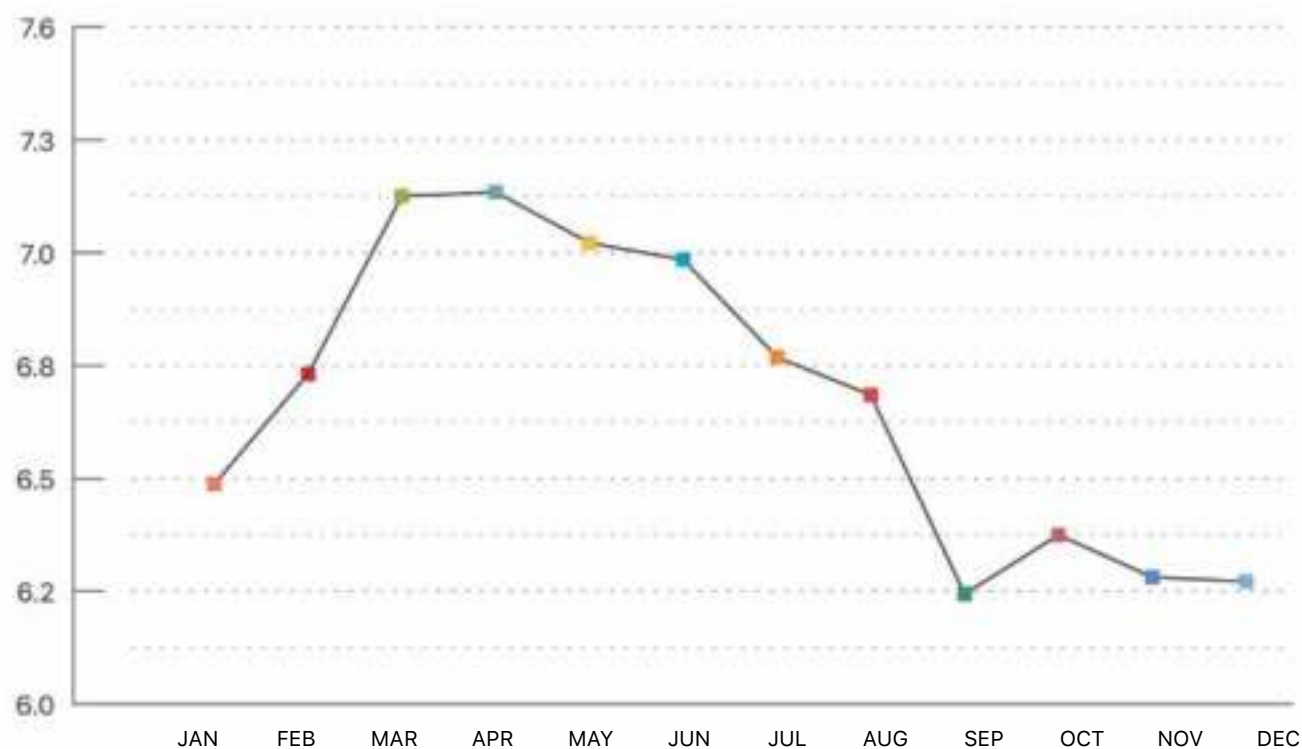
### KPJ Share Price (Quarterly)

Quarter	4Q2019	3Q2019	2Q2019	1Q2019
Volume	130,031,200	279,795,400	203,793,000	393,458,400
Daily Average	2,031,738	4,586,810	3,396,550	6,668,786
Closing Price (RM)	0.945	0.885	0.935	0.98
High (RM)	0.96	0.99	1.03	1.10
Low (RM)	0.87	0.87	0.92	0.98
Trading Range (sen)	0.09	0.12	0.11	0.12

### KPJ Share Price (5 years)

	YEAR END				
	2019	2018	2017	2016	2015
Market Cap RM (billion)	4.2	4.6	4.2	4.4	4.4
Closing Price (RM)	0.945	1.04	0.97	1.05	1.06
High (RM)	1.10	1.15	1.14	1.1	1.11
Low (RM)	0.87	0.84	0.90	1.02	0.90
Foreign Shareholding (Shares)(%)	6.29	6.67	7.45	8.80	8.94

### Foreign Shareholding



### Dividend

In respect of the financial year ended 31 December 2019, the Group declared and paid the following interim payments:

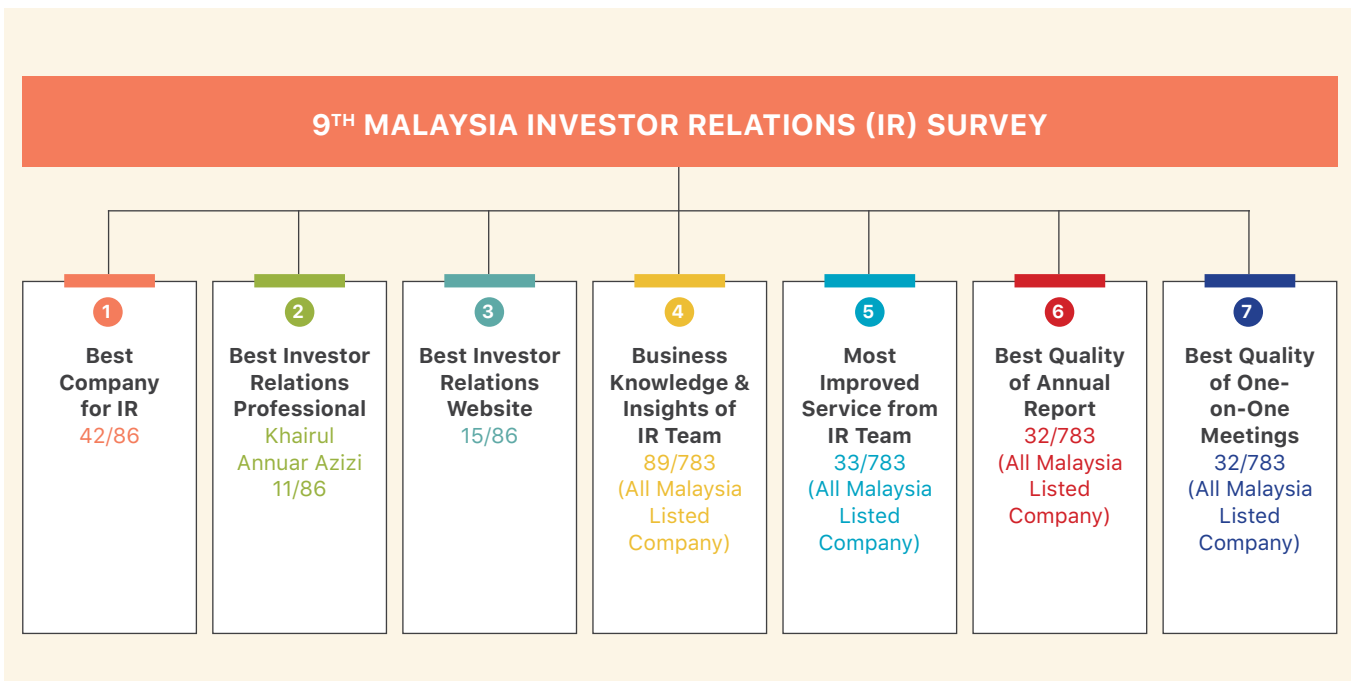
- First interim single tier dividend of 0.50 sen per share on 4,319,667,986 ordinary shares, declared on 19 February 2019 and paid on 19 April 2019.
- Second interim single tier dividend of 0.50 sen per share on 4,322,068,715 ordinary shares, declared on 31 May 2019 and paid on 28 June 2019.
- Third interim single tier dividend of 0.50 sen per share on 4,284,117,355 ordinary shares, declared on 30 August 2019 and paid on 10 October 2019.
- Fourth interim single tier dividend of 0.50 sen per share on 4,278,001,795 ordinary shares, declared on 28 November 2019 and paid on 14 February 2020.
- The Directors did not recommend the payment of a final dividend in respect of the financial year ended 31 December 2019.

Interim	Date declared	Date paid	Cents per share	No. of share	RM'million
1st	19-Feb-2019	19-Apr-2019	0.50	4,319,667,986	21.60
2nd	31-May-2019	28-Jun-2019	0.50	4,322,068,715	21.61
3rd	30-Aug-2019	10-Oct-2019	0.50	4,284,117,355	21.42
4th	28-Nov-2019	14-Feb-2020	0.50	4,278,001,795	21.39

**MALAYSIA INVESTOR RELATIONS AWARDS 2019 (IR AWARDS)**

The Investor Relations Awards 2019 (IR Awards) is the largest annual event in the Malaysian Investor Relations Association’s (MIRA) calendar. The awards is one of the culmination and dedicated initiatives for the Association in advancing and promoting good IR practices among listed entities in Malaysia.

In 2019, KPJ was nominated in the 9th Malaysia Investor Relations (IR) Survey and the results were as follows:



In partnership with KPMG Management and Risk Consulting Sdn Bhd, the awards were presented as a result of a survey undertaken between June to August 2019 by a media consultancy firm focusing on evaluating and rating the IR-related activities conducted by Malaysian companies and corporate individuals/professionals in 2018.

Over 1,500 legitimate investment professionals covering stocks in Bursa Malaysia were invited to take part in the survey.

# AUDIT COMMITTEE REPORT

## COMPOSITION AND ATTENDANCE

### Composition of Members

The Audit Committee ("AC") comprises four members, all of whom are Independent Non-Executive Directors, and also members of the Board of KPJ Healthcare Berhad; which satisfy the requirements of Paragraph 15.09 (1)(a) and (b) of the Bursa Malaysia Securities Berhad Main Market Listing Requirements (MMLR).

The composition of the AC and the record of their attendance at AC meetings held during the financial year are as follows:

NAME OF MEMBER	STATUS OF DIRECTORSHIP	NO. OF MEETINGS ATTENDED
<b>Christina Foo(a)</b> Chairman	Independent Non-Executive Director	5/5
<b>Prof Dato' Dr Azizi Bin Haji Omar</b> Member	Independent Non-Executive Director	5/5
<b>Dato' Dr Ngun Kok Weng (b)</b> Member	Independent Non-Executive Director	NIL
<b>Khairuddin Bin Jaflus (b)</b> Member	Independent Non-Executive Director	NIL
<b>Dato' Muthanna Abdullah (c)</b> Former Chairman	Independent Non-Executive Director	5/5
<b>Dato' Dr Bajit Kor A/P Teja Singh (d)</b> Former Member	Independent Non-Executive Director	5/5

(a) Redesignation to Chairman of AC w.e.f 7 May 2020

(b) Appointment as Member of AC w.e.f 7 May 2020

(c) Resigned as Chairman of AC w.e.f 31 March 2020

(d) Resigned as AC Member w.e.f 7 May 2020

The Chairman of the AC, Christina Foo is a Chartered Accountant of the Malaysian Institute of Accountants. This meets the requirement of Paragraph 15.09 (1)(c) of the MMLR which stipulates at least one of the AC members fulfils the financial expertise requisite.

Collectively, AC members are qualified individuals having the essential skills and expertise to discharge the AC's functions and duties. AC's financial literacy and ability to understand the financial reporting process have contributed to the AC's discussion in upholding the integrity of the Company's financial reporting process and financial statements.

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 Board Effectiveness Evaluation.

### Attendance

AC meetings for 2019 were pre-arranged in December 2018 and communicated to the members early to ensure their time commitment. A minimum of four (4) meetings a year were planned, although additional meetings were called when required at the Chairman's discretion.

The quorum for all five (5) meetings held during financial year 2019 was fulfilled. The meetings were held on 14 February 2019, 14 May 2019, 8 August 2019, 4 November 2019 and 27 November 2019 respectively.

The Company Secretaries act as the AC's Secretary in all AC meetings. The President & Managing Director, Senior Management together with Head of Internal Audit and External Auditors normally attend the meetings. Other Directors, Executive Directors of the hospitals and employees of the company and/or Group may attend any particular meeting upon invitation where appropriate.



In the year 2019, the External Auditors attended two (2) out of five (5) meetings which were held on 14 February 2019 and 8 August 2019 respectively. Separate private sessions were conducted without Management's presence on 8 August 2019 and 14 February 2020.

Minutes of the AC meetings were circulated to all members and extracts of the decisions made were escalated to relevant process owners for action. The Chairman of the AC provides a summary report and highlights significant points on the decisions and recommendations from the AC meeting to the KPJ Board.

### TERMS OF REFERENCE

The duties and responsibilities of the AC are outlined in its Terms of Reference (TOR) which is available online in the Corporate Governance section at [https://kpj.listedcompany.com/audit\\_committee.html](https://kpj.listedcompany.com/audit_committee.html)

### FOCUS AND ACTION PLAN

The AC received updates on key governance matters and issues across the Group at each AC meeting. Areas of the AC's focus during the Financial Year include:

- a) Financial statements compliant with the Malaysian Financial Reporting Standards (MFRS) Framework.  
  
Management's adoption and the impact arising from implementation of the new accounting standards of MFRS 16 'Leases' which supersedes MFRS 117 'Leases' and the related interpretations, effective 1 January 2019.
- b) The Conceptual Framework for Financial Reporting (Revised 2018) which enable preparer to develop consistent accounting policies which is effective on 1 January 2020.
- c) Recent development in tax laws and regulations.

### SUMMARY OF WORK

During the year 2019, the AC carried out the following work:

#### a) Financial results

- i) Reviewed the quarterly unaudited financial result announcements before recommending the same to the Board for approval;

- ii) Reviewed the Company's compliance, in particular the quarterly and year-end financial statements, with Malaysian Financial Reporting Standards, applicable disclosure provisions in the MMLR, and other relevant legal and regulatory requirements; and
- iii) Reviewed the impact of any changes in accounting policies and adoption of new accounting standards together with significant matters highlighted in the financial statements.

#### b) Internal Audit

- i) Reviewed and approved the annual audit plan for the year 2019 to ensure adequate resources, competencies as well as comprehensive audit scope and coverage over the significant and high risk audit activities;
- ii) Deliberated on the Internal Audit Reports that were tabled and appraised the adequacy of Management's responsiveness to the audit findings and recommendations;
- iii) Evaluated the results of scheduled follow-ups and special audits performed and confirmed the appropriate actions were taken to correct the weaknesses;
- iv) Assessed the status of audit activities as compared to the approved annual audit plan; and
- v) Approved the annual revision of the Audit Charter and recommended to the Board for approval on the annual revision of the AC's TOR.

#### c) External Audit

- i) Reviewed the audit plan, audit strategy and scope of work for the year;
- ii) Reviewed the results of the interim and annual audit, audit reports, Management Letter together with Management's response to their findings and "Key Audit Matters";
- iii) Assessed the independence and objectivity of the External Auditors during the year and prior to appointment of the external auditors for adhoc non-audit services. The AC also received from the External Auditors their policies and written confirmation regarding their independence and the measures used to control the quality of their work;

- iv) Deliberated on the updated development in Financial Reporting and Regulatory Environment;
- v) Assessed the performance of the External Auditors and recommended their appointment and remuneration to the Board of Directors; and
- vi) Members of AC met with the External Auditors without the presence of Management on 8 August 2019 and 14 February 2020.

**d) Related Party Transactions**

Reviewed the related party transactions and recurrent related party transactions entered into by the Group as well as any conflict of interest situation that arises within the Group.

**e) Annual Reporting**

Reviewed and recommended the Audit Committee Report for Annual Report to ensure compliance with relevant regulatory reporting requirements, prior to Board approval.

**f) Other Matters**

- i) Deliberated on the progress and status on IT strategic issues;
- ii) Reviewed and deliberated on the subsidiaries performance; and
- iii) Deliberated on the status and updates on credit and inventory management of the Group.

**g) Continuous Professional Development**

For the year under review, the relevant AC members have attended various conferences, seminars and training. Details of training attended are reported under the Corporate Governance Report, Practice 2.1 published on KPJ's website.

**INTERNAL AUDIT FUNCTION**

The in-house Internal Audit Services (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. The IAS is headed by a new Chief Internal Auditor, Mohd Firdaus Mohamed Din who joined KPJ on 9 March 2020. He is a Certified Credit Professional (Business), Certified Credit Professional – Islamic (Business), Chartered Member of the Chartered Institute of Islamic Finance Professionals Malaysia and associate member of CPA Australia. He holds a Bachelor of Commerce (Accounting) from the Australian National University, Canberra.

IAS, as the third line of defense, reviews the effectiveness of the internal control structures over the Group activities focusing on high risk areas as determined using a risk-based approach. All high risk activities in each auditable area are audited annually in accordance with the approved Audit Plan. This is to provide reasonable assurance that such system continues to operate satisfactorily and effectively in the Group.

IAS reports functionally to the AC and administratively to the President and Managing Director. IAS is independent of the activities or operations of other operating units. Internal Audit Services' authority, scope and responsibilities are governed by its revised Audit Charter which was approved by the AC on 21 May 2020 and aligned with the International Professional Practices Framework (IPPF) of the Institute of Internal Auditors (IIA). All Internal Audit personnel signed an Independence Statement as well as a declaration on compliance to the Code of Ethics of the IIA in carrying out their duties.

The IAS shall maintain a quality assurance and improvement programme to evaluate the conformance of internal audit activities to the International Standards for Professional Practice of Internal Auditing issued by IIA. The said programme includes IAS function's self-assessment and assessment by a qualified independent assessor once in five years.

The requirement for an external Quality Assessment Review (QAR) to be conducted every 5 years is due for IAS in the year 2020. A pre-assessment of the QAR was performed by KPMG in July 2019 for the preparation of the scheduled QAR. Areas for improvement were identified and being addressed in order to ensure the conformance to the IPPF .

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The audit reports which provide the results of the audit conducted are submitted to the AC for review and deliberation. Key control issues, significant risks and recommendations are highlighted, along with Management's responses and action plans for improvement and/or rectification, where applicable. This enables the AC to execute its oversight function by reviewing and deliberating the audit issues, audit recommendations as well as Management's responses to these recommendations. Where appropriate and applicable, the AC directs Management to take cognizance of the issues raised and establish necessary steps to strengthen the system of internal control based on Internal Audit's recommendations.

The total costs incurred for maintaining the internal audit function of 15 staff for the financial year ended 31 December 2019 is approximately RM2.4 million, comprising mainly salaries and incidental costs such as travelling, accommodation, training cost and professional fees. Various in-house training programmes and external courses were provided to staff members in the areas of auditing skills, technical skills, leadership, data analytic, business acumen, strategic management and personal development to enhance the desired competency level.

The IAS within its terms and reference, undertook the following work for the financial year 2019:-

- i) Reviewed and appraised the adequacy and integrity of the internal financial controls and information system controls so as to ensure that it provides a reasonable but not absolute assurance that assets are properly safeguarded;
- ii) Collaboration with other internal or external assurance providers or consulting services in determining the scope of work to ensure proper audit coverage and minimize duplication effort ; i.e. External Auditors, Risk, Compliance and Investor Relations;
- iii) Ascertained the level of compliance with Group's plans, policies, procedures and adherence to laws and regulations;
- iv) Appraised the effectiveness of administrative and financial controls applied and the reliability and integrity of data that is produced within the Group;

- v) Performed follow-up reviews of outstanding audit findings to ensure necessary actions have been taken/are being taken to remedy any significant gaps identified in governance, risk management and internal controls.
- vi) Carried out special reviews requested by the AC and/or Management;
- vii) Witnessed the tender opening process for project procurement goods and services to ensure the activities in the tendering process are conducted in a fair, transparent and consistent manner;
- viii) Prepared and tabled the annual audit plan including its financial budget to the AC for review and approval; and
- ix) Prepared the Audit Committee Report for the Company's Annual Report for financial year ended 31 December 2019.

During the financial year ended 31 December 2019, IAS accomplished a total of 100 audits comprising scheduled financial and operational audits as well as IT audits at the hospitals and support companies. This does not include due diligence, special audits and ad hoc assignments. Reviews on compliance with established procedures, guidelines and statutory obligations were also performed.

In-line with system improvements in revamping the client-server hospital information system, the upgrading of Hospital Information System (HITS) and KPJ Clinical Information System (KCIS) starting in 2018 to second generation cloud computing products of HITS2 and KCIS2 are part of the auditable areas. This is to assure that the expected controls as per process requirements are embedded in the system in order to ensure segregation of duties, data accuracy, integrity and reliability throughout the Group.

All findings resulting from the audits were reported to the AC, Senior Management and relevant Management of operating hospitals and support companies. Management of the operating hospitals and support companies were accountable to ensure proper rectification of the audit findings and implementation of action plans within the timeframe specified. Follow up by IAS on the actions taken is updated in the subsequent audits. In addition, the IAS played an advisory role in the course of performing its audit activities.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL



THE BOARD OF DIRECTORS OF KPJ HEALTHCARE BERHAD (KPJ) IS PLEASED TO PROVIDE THE FOLLOWING STATEMENT ON THE STATE OF RISK MANAGEMENT AND INTERNAL CONTROLS OF THE GROUP WHICH HAS BEEN PREPARED IN ACCORDANCE WITH THE STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL – GUIDELINES FOR DIRECTORS OF LISTED ISSUERS ENDORSED BY BURSA MALAYSIA SECURITIES BERHAD.

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## RISK MANAGEMENT STRUCTURE



### BOARD OF DIRECTORS

Bears overall responsibility for establishing the Group's system of internal controls and risk management framework as well as reviewing its adequacy, integrity and effectiveness



### AUDIT COMMITTEE AND RISK & GOVERNANCE COMMITTEE

The Audit Committee (AC) reviews the effectiveness of the internal control structure over the Group activities focusing on high risk areas as determined using a risk based approach through the internal audits. The Risk & Governance Committee (RGC) evaluates and reviews the assessment of risk identification, the effectiveness of Enterprise Risk management, process of accessing and managing Group's Principle risk. Issues raised and actions taken by Management to address these issues were deliberated in the RGC and AC meetings and the minutes of the RGC and AC meetings were then presented to the Board



### MANAGEMENT

Responsible for implementing the Board's policies on risks and controls by allocating resources for the design and implementation of policies and procedures on risk management and internal control system to facilitate the identification and evaluation of significant risks faced by the Group and formulating adequate controls to manage these risks, according to the risk appetite set by the Board

### BOARD RESPONSIBILITY

The Board affirms its overall responsibility for establishing the Group's system of internal controls and risk management framework as well as reviewing its adequacy, integrity and effectiveness. The Board has put in place a sound governance structure, risk management framework and internal control system pursuant to Principle B (II) of the Malaysian Code on Corporate Governance 2017 to ensure effective oversight of controls and risks in the Group.

The Audit Committee (AC) reviews the effectiveness of the internal control structure over the Group activities focusing on high risk areas as determined using a risk based approach through the internal audits. The Risk & Governance Committee (RGC) evaluates and reviews the assessment of risk identification, the effectiveness of Enterprise Risk management, process of accessing and managing Group's Principle risk. Issues raised and actions taken by Management to address these issues were deliberated in the RGC and AC meetings and the minutes of the RGC and AC meetings were then presented to the Board.

### MANAGEMENT RESPONSIBILITY

The Management is overall responsible for implementing the Board's policies on risks and controls by allocating resources for the design and implementation of policies and procedures on risk management and internal control system to facilitate the identification and evaluation of significant risks faced by the Group and formulating adequate controls to manage these risks, according to the risk appetite set by the Board.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The principal objective of the risk management framework and internal control system is to identify and manage business risks effectively and safeguard assets.

As the internal controls system is designed to manage and reduce risks rather than eliminating them, the system can only provide reasonable assurance to the Board regarding the achievement of company objectives through:-

- effectiveness and efficiency of operations
- reliability of financial reporting
- compliance with applicable laws and regulations

The likelihood of achievement of the Group's objectives is affected by limitations inherent in any internal control systems. The Management therefore has to consider the cost of implementation of internal controls against the expected benefits to be derived.

### RISK MANAGEMENT AND INTERNAL CONTROL STRUCTURE

#### Integrity and Ethical Values

The Group is committed to promote ethical behaviour culture in employees and medical consultants. At the annual staff assembly called "Pedoman" (Perhimpunan, Dialog dan Amanat), all employees and medical consultants are reminded of the five Core Values adopted by the Group, which are Safety, Courtesy, Integrity, Professionalism and Continuous Improvement. These core values guide all employees to achieve the Group's vision and support the business mission and goals.

Employees are expected to be transparent in their conduct to promote high ethical values and reaffirm their commitment to the Group through the Staff Integrity Pledge ceremony.

In addition, the Group also encourages employees to report directly to the President/Managing Director of any misconduct or unethical behaviour committed by any staff of the Group through the annual Borang Peradaban declaration.

To complement this expectation, the Group also has in place a comprehensive Policy of Whistle-Blowing that outlines the Group's commitment to promote the highest standards of governance, ethics and integrity in all aspects of business dealings. The Policy covers, inter-alia, 3 tiers of whistle-blowing reporting line, comprising of the President/Managing Director, the Chairman of the Audit Committee and the Chairman of the Board, to facilitate whistle-blowing activities according to different possible circumstances. In order to encourage a conducive environment for effective whistle-blowing, the Policy also provides assurances on the preservation of identity, confidentiality of information and protection of whistle-blowers from possible retaliation. This policy provides an avenue for employees to raise genuine concerns internally or report any breach or suspected breach of any law or regulation.

The Group is also a signatory to the "Malaysian Corporate Integrity Pledge" since 2011, introduced by the Malaysian Institute of Integrity (MII) in support of the Government efforts to combat corruption and unethical practices.

The Group has put in place the "No Gifts and Entertainment" policy and "Annual Asset Declaration" policy applicable to all staff. The purpose of these policies is to uphold ethical and responsible behaviour by all its employees and to avoid conflict of interest situation in any ongoing or potential business dealings in the Group with various suppliers and service providers.

The Group has also established the "Corporate Integrity Agreement" (CIA) for Vendors/Suppliers/Contractors since 2016 to strengthen our integrity practices. The Group requires its Vendors/Suppliers/Contractors to adhere in all of their activities to the laws, rules and regulations. The Group expects the Vendors/Suppliers/Contractors to abide by the integrity agreement when conducting business with or for the Group.

In-line with the National Anti-Corruption Plan 2019 – 2023 launched by the Government in January 2019, four (4) officers from KPJ had been certified as Certified Integrity Officer (CeIO), a programme in collaboration with JCorp and Malaysian Anti-Corruption Commission (MACC) focusing in managing the business integrity and its components.



# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

KPJ is moving towards obtaining the ISO 37001:2016 Anti Bribery Management System ("ABMS") certification by September 2020, as part of the Group's preparation to manage the corporate liability risks that the Group may face in its business, in order to meet the requirements of Section 17A Malaysian Anti-Corruption Commission Act 2009 that will come into force on 1 June 2020.

The principles outlined in the Guidelines On Adequate Procedures issued by the Prime Minister's Department of Malaysia have been taken into account in formulating the policies, procedures and controls documented in KPJ's ABMS.

The ABMS objectives are as follows:

- To inculcate and practise ethical virtues;
- To hinder any possibilities that could lead to unethical or untruthful practices;
- To comply with the law, regulations, Anti-Bribery Management System and other requirement;
- To take the necessary action against those contravening the law, regulations, Anti-Bribery Management System and other requirement;
- To cooperate with the relevant agencies to combat threats of bribery and fraud;
- To comply with the Code of Behaviour and Business Ethics and practice good values based on moral and religious principles whilst performing our duties as well as continuous improvement; and
- To provide channel of reporting for any forms of bribery/corruption risks.

As part of KPJ moving towards obtaining the ISO 37001:2016 Anti Bribery Management System ("ABMS"), the Chief Integrity Officer has been appointed and the Integrity Unit has been formed in February 2020.

## Control Structure

The Board has established an organisational structure with clearly defined lines of accountability and responsibility to support the ideal control environment. The Group's operations is headed by the President/Managing Director, who is assisted by three (3) Senior Vice Presidents and three (3) Vice Presidents for the following functions:

Senior Vice Presidents

- International Business & Support Services
- Business Operations, Technology Services & Clinical
- Corporate Affairs

Vice Presidents

- Group Finance & Investor Relations Services
- Strategic Support, New Business & Entrepreneurship
- Group Marketing & Strategic Communication Services

Each hospital within the Group is headed by an Executive Director who will oversee and control all the hospitals' operations.

At the hospital level, the Executive Directors and the Chief Executive Officers are assisted by the Medical Directors who oversee all clinical governance in the hospitals.

At the Corporate level, the Group exercises its governance oversight via the Medical Advisory Committee on clinical matters and the Executive Committee ("EXCO") on all hospital operations matters.

## Assignment of Authority and Responsibility

The Board has delegated certain responsibilities to Board Committees and Management Committees which function with clearly defined terms of reference management committees. The functions and activities carried out by the Board Committees are set out in the Corporate Governance Report which is available at [www.kpjhealth.com.my](http://www.kpjhealth.com.my).

The Board also assigns authority and responsibility mainly to the EXCO which is headed by the President/Managing Director, to manage operations as well as discuss strategic issues pertaining to the delivery of services and business operations of the Group.

Several committees have been formed to identify, evaluate, monitor and manage the significant risks affecting the Group operations:-

### 1. Risk and Governance Committee ("RGC")

RGC is entrusted to evaluate and review the assessment of risk identification, the effectiveness of Enterprise Risk Management, process of assessing and managing Group's Principle risks. The committee also reviews and evaluates the Group level risk exposures and management of significant clinical and non-clinical risks identified.

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## 2. Medical Advisory Committee ("MAC")

MAC is the apex clinical committee that is responsible for the Group's clinical governance framework and guidelines for sound and ethical medical practices.

There are various sub-committees under the MAC; namely Clinical Governance Policy Committee, Clinical Governance Action Committee, Clinical Ethics Committee and Research & Development Committee.

## 3. Development and Procurement Committee ("DPC")

The DPC (formerly known as Building & Tender Board Committee (BTBC)) oversees the timeline and costing of each project undertaken by the Group and to address any issues relating to these projects. DPC also evaluates, deliberates and approves the recommendations made by the Management to award major contracts and tenders to selected contractors for the Board's approval.

## 4. Tender Evaluation Committee ("TEC")

TEC is responsible for evaluating all tenders for purchases, acquisitions or disposals of assets, award of contracts and appointment of project development consultants/advisors for the Group. TEC will make appropriate recommendation to the DPC.

## 5. Clinical Risk Management Committee ("CRMC")

CRMC is entrusted to review and oversee the effectiveness of the clinical ERM framework. All major clinical risk incidents related to patient and staff safety are presented to CRMC.

Note: The Terms of Reference (TOR) for all the above committees are available at [www.kpjhealth.com.my](http://www.kpjhealth.com.my)

## Commitment to Continuous Learning

The Group, being in a service-oriented industry, recognises the importance of sustainable investment in improving the skills and competencies of its management, medical consultants and employees. This is achieved through facilitating various training programs, seminars, workshops and service quality initiatives.

To improve staff competency in delivering quality service, the Group spent RM10.9 million in 2019 (2018: RM11.1 mil) on conducting staff training and development programs. Each employee is mandated to undergo at least 30 hours of training per year on work related areas such as customer service, clinical safety and leadership program, facilitated by the Group's Talent Management Services in collaboration with KPJ Healthcare University College's ("KPJUC") teaching professionals or external trainers.

To promote continuous learning and upgrading of knowledge, the Group has a sponsorship program for eligible executives to further their studies in various post-graduate program in hospital management and clinical disciplines. Since this program was started in 2005, 99 staff have benefited and obtained their Masters degrees from various universities such as Universiti Teknologi Malaysia, Asia E-University, University of East London, Universiti Kebangsaan Malaysia and KPJ University College.

All Diploma holder Nurses, who represent around half of the Group's total workforce, are also encouraged to further their studies either for the Degree in Nursing or post-basic courses in OT, ICU, CICU, renal, midwifery and paediatric nursing at KPJUC or at any reputation institutions to enhance their knowledge and skills. This is also part of their career enhancement and development of academic activities at the hospitals.

Currently, 19 hospitals in the Group have received their accreditation certifications from the Malaysian Society for Quality in Health (MSQH), out of which 4 hospitals namely KPJ Johor Specialist Hospital, KPJ Seremban Specialist Hospital, KPJ Ampang Puteri Specialist Hospital and KPJ Penang Specialist Hospital, have also been certified by the Joint-Commission International with the internationally recognised and prestigious "JCI Accreditation". It is the Group's aspiration that all hospitals in its network would be accredited upon reaching operational maturity.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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## RISK MANAGEMENT FRAMEWORK

### Group-Wide Objectives

In March 2019, the Group issued the 2019 KPJ Risk Management Guidelines to all its hospitals, which was formulated based on the ISO 31000:2018 Risk Management. The new Guidelines superseded the old guidelines which were based on the Australian/New Zealand Standard 4360:1999 Risk Management and HB228:2001 Guidelines for Managing Risks in Healthcare.

The Group has put in place an Enterprise-Wide Risk Management (“ERM”) framework for managing risks associated with its business and operations. The ERM framework features a risk governance structure that comprises of 3 levels of defence with clear lines of responsibilities and accountabilities.

In January 2020, Enterprise Risk Management (ERM) Maturity Assessment was conducted by KPMG Management & Risk Consulting Sdn Bhd. The objectives of the assessment is to assist the Board of Directors of KPJ in respect of the followings:-

- Asses the risk maturity level and identify possible gaps in KPJ’s existing enterprise risk management capability
- Engage with key stakeholders of the enterprise risk management function in the Group
- Make recommendations to improve and enhance the effectiveness the ERM framework

### KPJ ERM Framework for Risk Governance

The ERM Framework featuring KPJ risk governance structure with 3 levels of defence as follows:-

- Level 1 - Hospital-level Management and Board
- Level 2 - Clinical Services & Risk Management Services at HQ
- Level 3 - Internal Audit Services at HQ

Risk Officers have been appointed at all hospitals to co-ordinate and monitor the implementation of risk management activities across all operations. All hospitals and subsidiaries are required to identify and mitigate relevant risks that may affect the achievement of the Group’s objectives and report all significant risks arising from operations to their respective Boards.

The Group coordinates its risk management activities through a risk reporting & escalation framework called “Incident Reporting & Root Cause Analysis”. This is to ensure that all risk incidents are documented, investigated and root causes are identified to prevent future recurrence and ensure patient safety is given top priority. Our reporting of Incident & Root Cause Analysis is via Q-Radar online risk reporting system which has been rolled-out to all hospitals in June 2017. All hospitals have successfully reported incidents (clinical and non-clinical) via this online risk reporting system.

As a healthcare service provider, clinical risk forms the biggest risk class the Group faces. Therefore, the Board has entrusted the CRM committee which comprises of medical consultants of various disciplines to review and deliberate on all reported risk incidences. The minutes and decisions of this committee are presented to the MAC, which is the apex-committee for all clinical matters of the Group.

Both clinical and non-clinical risk matters are also reported to the Risk & Governance Committee (RGC) which has oversight authority on all risk management and internal control issues of the Group.

## CONTROL ACTIVITIES

### Policies and Procedures

Policies and procedures are documented comprehensively, which are reviewed regularly to ensure relevance and compliance with the current and applicable laws and regulations. These policies and procedures help to ensure that appropriate authority limits are in place, business activities are carried out according to set standards and necessary actions are taken to address and minimise risks and ensure the orderliness and continuity of business functions.

### Segregation of Duties

The delegation of responsibilities by the Board to the Management and Operating Units are clearly defined and authority limits are strictly enforced and reviewed regularly. Different authority limits are set for different categories of managers for the procurement of capital expenditure, donations and approval of general and operational expenses. Similarly, cheque signatories and authority limits are clearly defined and enforced.

### Key Performance Indicator (KPI)

KPIs with detailed balance scorecards are monitored and tracked to ensure the Group achieves the financial, strategic, operational and customer perspective targets that were set at the beginning of the financial year. The KPIs are cascaded down to all the operating subsidiaries in the Group.

## INFORMATION AND COMMUNICATION

### Information Technology (IT)

Information and Communication Technology (ICT) continue to evolve by entering into Industry 4.0 Revolution through Artificial Intelligence and Digital Production, Internet of Things, Cloud Technology, Robotic Process Automation and Big Data. KPJ and its Corporate IT Division align its ICT strategies moving ahead for the next 5 years. Hospital Information System (HIS) delivering 2nd Generation HITS2 and KCIS2 system as cloud computing solutions and replace its 20 years old client server application solutions for 11 hospitals in 2019, 11 for KCIS2 and 11 for HITS2. Cloud Computing solutions reduce information and security risks while benefiting from Industry 4.0 initiative for collaboration and integration to improve operational efficiency.

Systems and processes are now more integrated and allow for 3rd party integration, for instance, cognitive machine learning and artificial intelligence solutions. We are also working with insurance companies to improve the approval and payment processes with further possibility of improving other payment methods through payment gateways. KPJ also has further plan in using AI Robotics and AI Imaging to improve service offerings at our hospitals. Other technologies focus on wearable devices that can integrate with HIS to improve wellness and care.

### Communication and Information Sharing

The Group promotes the culture of effective communication and information sharing amongst the hospitals and key subsidiaries through the holding of functional group meetings and conferences. The objective behind these meetings and conferences is to share and reinforce key business strategies, review performance, discuss current issues and communicate new policies and procedures.

Such meetings and conferences are held either on monthly, quarterly or annual basis, comprising of diverse functional groups such as hospital management, chief nursing officers, finance managers, pharmacists and risk officers.

The Group conducts the Pedoman annual staff gathering at the beginning of every year, whereby achievements and challenges faced during the previous financial year are shared with staff, new strategic initiatives, corporate KPI and business targets for the new financial year are also presented.

### Insurance Coverage

The Group has in place an adequate insurance coverage to protect its major assets against any mishaps that could result in material loss. The coverage is reviewed yearly taking into account the changes in risk profiles (acquisitions, claims and etc.). All the staff in Group are covered by the Group Personal Accident for injuries resulting from incident or accident.

All directors, medical officers and professionals of KPJ Group has been covered by the Liability Insurance (Medical Malpractice Policy and Directors & Officers Policy) in respect of their potential exposure to any personal liability which may arise in the course of performing their duties.

The Management and Staff of KPJ Group are also covered by the Business Travel Protector Insurance for all their business travels.

## CONTINUOUS MONITORING AND ASSURANCE

### Ongoing Monitoring

The main assurance process of the Group is primarily undertaken by the Level 2 and Level 3 defence line functions. The effectiveness of internal control systems implemented throughout the Group is assessed primarily by the Internal Audit Services through the conduct of regular audits on the hospitals and key subsidiaries.

The assurance on the effectiveness of the ERM framework is provided primarily by the Clinical Services and Risk & Compliance Services through on-site and off-site reviews. In 2019, 25 clinical surveys and nine risk & compliance reviews were conducted by these departments respectively.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Reports generated by the Level 2 and Level 3 lines of defence mentioned above are presented to the Clinical Risk Management Committee, Risk & Governance Committee and Audit Committee respectively for deliberation.

The Group's risk management framework and internal control systems do not apply to the associate companies where it does not exercise management control over their operations. The Group's interest are served through representation on the Board of Directors of these associate companies as well as through regular review of management accounts that they provide to the Group. The Board is satisfied with the information provided to assess the associates' performance for informed and timely decision-making on the Group's investments in these associates.

## Independent Evaluation

All hospitals certified with the MSQH and JCI accreditation have to undergo stringent surveillance audit by the respective surveyors and audit teams to ensure compliance with accreditation standards and requirements before accreditation certification can be renewed, usually every three (3) years.

In 2019, MSQH conducted 3 hospital accreditation surveys and JCI conducted 2 hospital surveys as part of the accreditation process cycle.

## Review of This Statement by The External Auditors

This Statement on Risk Management and Internal Control has been reviewed by the External Auditors as required by Paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the inclusion in the Annual Report for the year ended 31st December 2019. The limited assurance review was performed in accordance with Recommended Practice Guide (RPG) 5 (Revised) issued by the Malaysian Institute of Accountants. RPG 5 (Revised) does not require the External Auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control of the Group.

The External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of risk management and internal controls systems of the Group.

## ASSURANCE

The Board has received assurance from the President/Managing Director and Vice President – Group Finance & Investor Relations Services, that the Group's risk management framework and internal control system are operating adequately and effectively, in all material aspects, during the financial year under review and up to the date of approval of this Statement for inclusion in the Annual Report, based on the risk management and internal control system adopted by the Group.

The Board is of the view that the system of internal controls instituted throughout the Group is sound and effective and provides a level of confidence on which the Board relies for assurance. In the year under review and up to the date of this report, there was no significant control failure or weakness that would result in any material separate disclosure in the Annual Report. The Board ensures that the internal control system and the risk management practices of the Group are reviewed regularly to meet the changing and challenging operating environment.

The Board is therefore pleased to disclose that the system of internal control and risk management of the Group is sufficient, appropriate, effective and in line with the Malaysian Code of Corporate Governance and the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers.

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# MEDICAL ADVISORY COMMITTEE REPORT

CLINICAL GOVERNANCE IS A FRAMEWORK THROUGH WHICH KPJ AND ITS HOSPITALS ARE ACCOUNTABLE FOR CONTINUALLY IMPROVING THE QUALITY OF THEIR SERVICES AND SAFEGUARDING HIGH STANDARDS OF CARE BY CREATING AN ENVIRONMENT IN WHICH EXCELLENCE IN CLINICAL CARE WILL FLOURISH.

Embodying three key attributes: recognisably high standards of care, transparent responsibility and accountability for those standards, and a constant dynamic of improvement (*Figure 1*).

In short, it is doing the right thing, at the right time, by the right person—the application of the best evidence to a patient’s problem, in the way the patient wishes, by an appropriately trained and resourced individual or team.

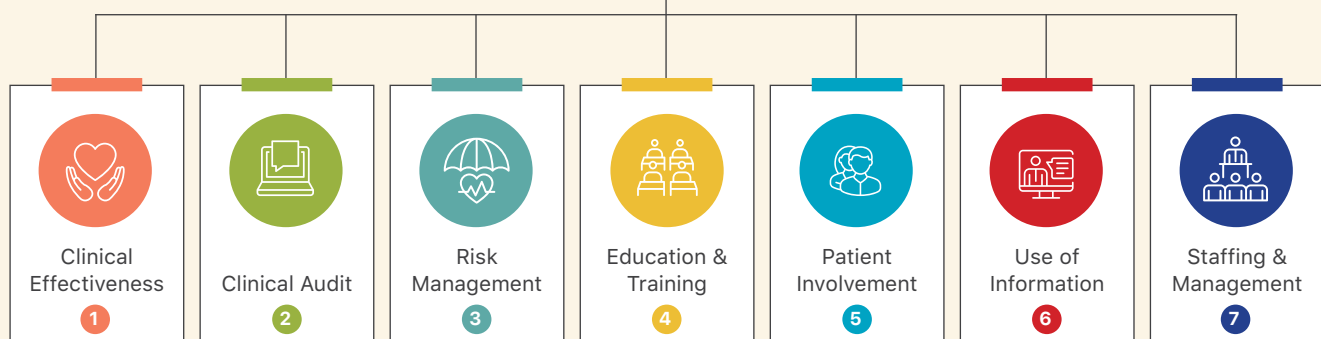
Clinical governance is an integrated component of corporate governance of a health service organisation. It ensures that everyone – from frontline clinicians to managers and members of governing bodies, such as boards – is accountable to patients and the community for assuring the delivery of health services that are safe, effective, integrated, high quality and continuously improving.

Individual or team must work within an organisation that is accountable for the actions of its staff, values its staff (appraises and develops them), minimises risks, and learns from good practice, and indeed mistakes.

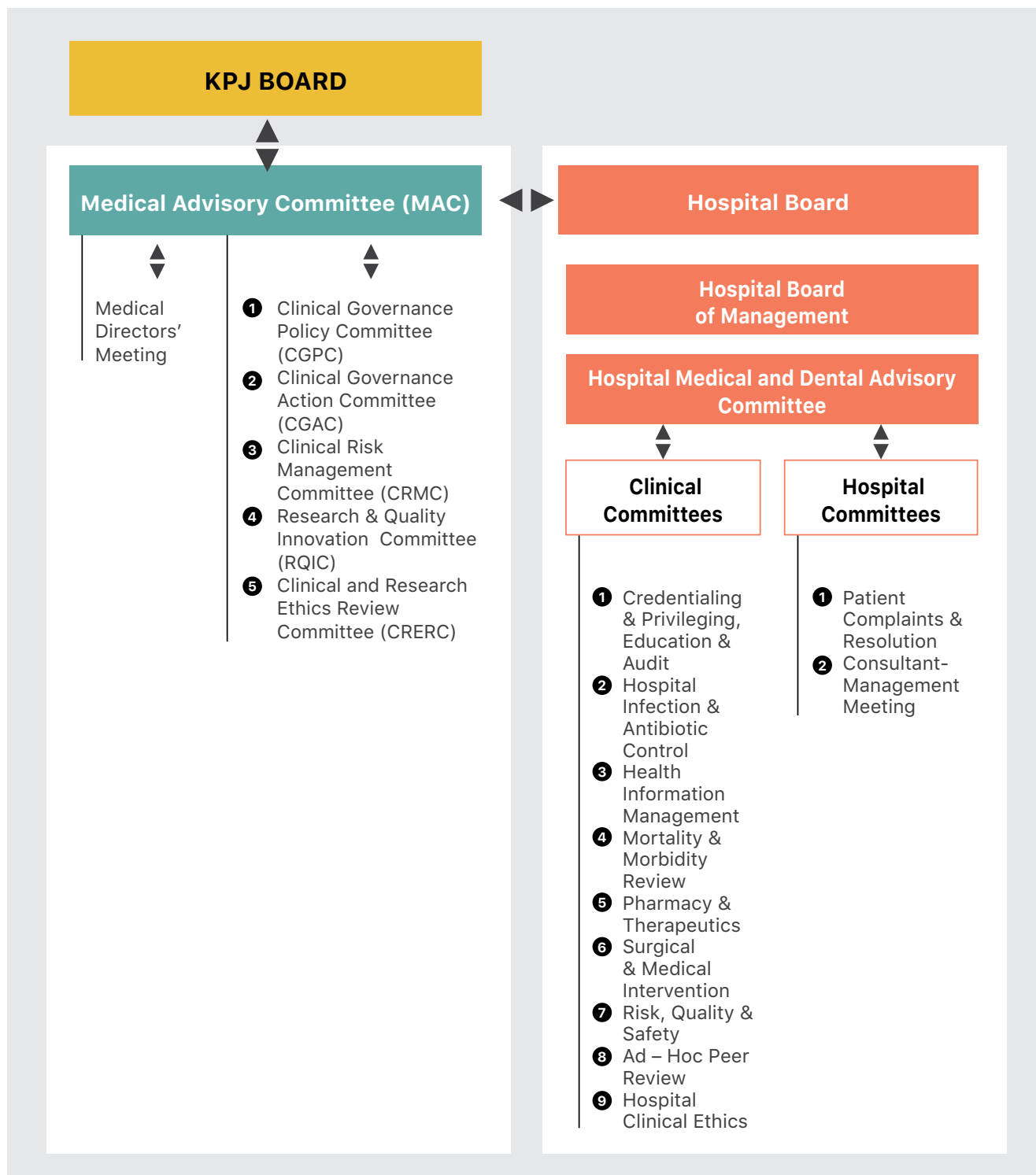
At the Group level this is the responsibility of the Medical Advisory Committee (MAC) with the help of several Central Governance Committees developing policies and guidelines to improve safety and outcomes and monitoring clinical governance activities at the hospitals (*Figure 2*).

All hospitals conduct Hospital Clinical Committee meetings as stipulated in the KPJ Medical Professional By-Laws. The reports from the Hospital Clinical Committee meetings are collected, compiled and discussed during various hospital meetings and presented to the Hospital Board of Directors.

## SEVEN PILLARS OF CLINICAL GOVERNANCE



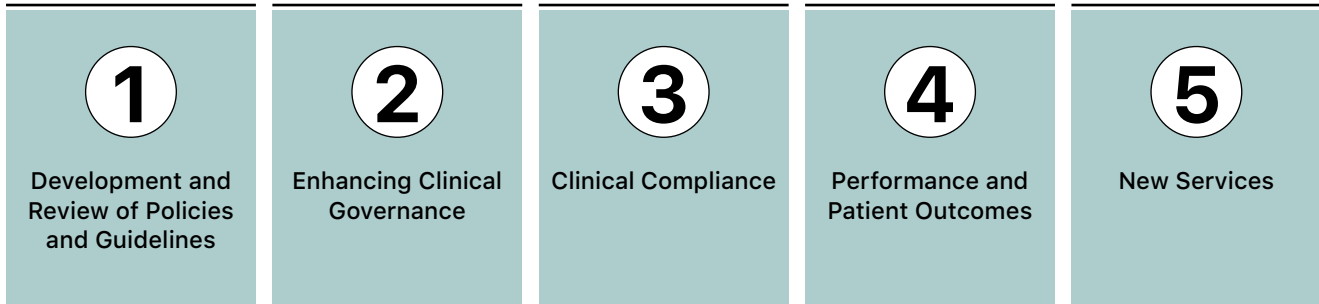
1 Figure 1: the Seven Pillars of Clinical Governance



↑ Figure 2: Management of Clinical Governance - Clinical Governance Committees



**ACTIVITIES OF THE GROUP MEDICAL ADVISORY COMMITTEE AND ITS COMMITTEES IN 2019**



**Development and Review of Policies and Guidelines**

One of the major activities of the clinical governance committees is developing new policies and guidelines as well as reviewing and updating all existing policies/guidelines to ensure evidence based processes are in place.

In year 2019, eleven new policies were approved for use and nine were updated.

Date of Approval	New Policies	Date of Approval	Reviewed Policies
15/2/19	Guideline on Vaccine Hesitancy / Refusal of Patients or Parents	15/2/19	KPJ Consent Policy, Informed Consent Form and Management of Fact Sheets
15/2/19	Refusal for Treatment / Procedure	15/2/19	Pathway of Management of Clinical Governance
15/2/19	Refusal for Medication	15/2/19	Process Flow in Reporting to Central Credentialing And Privileging Committee
15/2/19	Aesthetic Services by a (Non – Specialist) Medical Officer	9/5/19	Review of Platelet Rich Plasma (PRP) Guideline including Patient Feedback form
9/5/19	Policy on Copy-and-Paste for Electronic Healthcare Records (EHR)	9/5/19	Review and Update of KPJ Book of Medical Abbreviations
9/5/19	KPJ Nursing Code of Conduct for the Group	15/8/2019	Duties of the Head of Discipline – selection of Discipline Heads
9/5/19	KPJ Pharmacists’ Code of Ethics for the Group	15/8/2019	Do Not Resuscitate (DNR) Request Form and Consent for Withholding and/ or Withdrawal of Treatment for Adult Patients - Review of Age of Consent
15/8/2019	Peer Review Process	15/11/2019	Review of the Medical Professional By-Laws
15/8/2019	Hospital Clinical Ethics Committee	15/11/2019	Review of Rules and Regulations
15/11/2019	Routine Antenatal Screening for Maternal Infection		
15/11/2019	Guideline on Disclosure of Incidents		

## Enhancing Clinical Governance

Meetings with the doctors is one way to encourage participation of the doctors in clinical governance activities and to motivate reporting of clinical outcomes. During these meetings suggestions for new products or services as well as difficulty in executing certain policies or guidelines are also discussed.

- Specialty meetings**  
 Seven specialty meetings were held this year; Obstetrics and Gynaecology, Cardiology, Anaesthesiology, Gastroenterology and Hepatology, Otorhinolaryngology, Clinical Oncology and Paediatrics. Meetings of the rest of the specialties will be completed by middle of year 2020.
- Group Medical Directors meetings**  
 One meeting was held on 5th June 2019.
- Regional Medical Directors' Meeting**  
 Two regional Medical Directors meetings of the Eastern and Northern regions were held in January 2019.

## KPJ Healthcare Conference 2019

The KPJ Medical Conference has been a hallmark activity of KPJ since its inception in 2001. Initially started with the aim of creating a platform for the meeting of minds amongst the KPJ medical doctors for continuing professional development, the iteration began on a humble scale of workshops, where our doctors would deliberate on topical issues which impact their profession. The workshops have evolved into larger scaled conferences, and we have opened our doors to external participants over the years. Moving forward to 2019, we have concluded our 22<sup>nd</sup> installation of this well-received event. Not only has the scale gone up exponentially, so too have the number of delegates and speakers.

The annual KPJ Healthcare Conference 2019 themed "Enhancing Outcomes in the New Era of Healthcare" was held at One World Hotel, Damansara from 11<sup>th</sup> & 12<sup>th</sup> October 2019. There were 520 registered participants, 60% were KPJ doctors, 24% were KPJ staff and the others included KPJ University College and non-KPJ participants. We also received an over whelming response from our exhibitors who sponsored 48 booths for our event.

## Clinical Compliance

Today, many people are concerned about finding the best ways to meet their health care needs. Accreditation means that we have been assessed against internationally recognised standards and operate to the highest levels of quality and service. Accreditation is the process in which certification of competency, authority, or credibility is presented.

Measurement of quality requires a reference standard and in KPJ, the Malaysian Society for Quality in Health (MSQH) and Joint Commission International (JCI) standards are used to benchmark our service reassuring our patients of the outstanding care provided by our doctors and nurses.

- Accreditation by Malaysian Society for Quality in Health (MSQH)**  
 In 2019, three hospitals, KPJ Seremban (4th cycle, 5th Edition standards) and KPJ Johor (5th cycle, 5th Edition standards) and KPJ Pasir Gudang (2nd cycle, 5th Edition standards) were surveyed. Both KPJ Seremban and KPJ Johor have been awarded accredited for a four year term. KPJ Pasir Gudang was surveyed in November and awaiting the result.
- Joint Commission International (JCI) Accreditation**  
 In 2019, KPJ Seremban and KPJ Penang (3rd cycle, 6th Edition standards) received JCI re-certification for a further three years.
- Clinical Survey 2019**  
 The survey evaluates the compliance to Ministry of Health standards/guidelines, MSQH and JCI standards, Malaysian Medical Council (MMC) Guidelines and KPJ Governing Policies. This is an cross hospital internal survey conducted by KPJ Clinical Services and hospital nursing managers.

In 2019, 25 KPJ hospitals (19 accredited and six non-accredited) were surveyed in 14 service areas, with an average result of 89.9% (Table 1).

SERVICE AREAS SURVEYED	
1	Prevention and Control of Infection (PCI)
2	Haemodialysis Service (HD)
3	Central Sterilizing Supply Service (CSSS)
4	Paediatric / Nursery Service
5	Accident and Emergency Service (A&E)
6	Endoscope Service
7	Intensive Care / Neonatal / Cardiac Intensive Care Service (ICU/NICU/CICU)
8	Labour Room / Maternity Service
9	Hospital Wide
10	General Ward Service
11	Operating Theatre Service (OT)
12	Pharmacy Service
13	Food and Dietetic Service
14	Medical Record (Case Notes)
Average Percentage = 89.9%	

Table 1: Clinical Survey 2019 - Service Areas

### Performance and Patient Outcomes

Measurement of outcomes of disease course and progression, quality of clinical care being provided, success of the procedure/ interventions carried out and actual benefit perceived by the patient can be used to strongly showcase the patients' progress and the success of treatments, the continuous monitoring of outcomes provides an opportunity for both assessing and improving quality of patients' health and care. These are some of the reports being monitored:

- Performance Outcomes**  
 Four outcomes indicators that are Interventional Cardiology Procedures, Caesarean Section, Ophthalmology and Neurology are being monitored this year. Next year in 2020, Nephrology (dialysis treatment) will be included.
- Clinical Indicators**  
 The clinical indicators were reviewed and in 2019 and nine indicators are being monitored.

### Quality Indicators for Accident and Emergency Services

Five (5) indicators monitored internationally have been identified and are being compiled and analysed for the Group (Table 2).

A&E QUALITY INDICATORS		TARGETS	ACHIEVED
Q1 – Unplanned Re-attendance	Within 24H	3% (MSQH target)	99.6%
	Within 3 days	2 – 3% (International)	99.95%
	Within 7 days	< 5% (International)	99.95%
Q2 – Total Time in A&E	Within < 4 hours (%)	95% patients leave within 4 hours (International)	99.1%
Q3 – Left Without Being Seen by a Doctor	Percentage of patient leaving without being seen	< 5% (International)	99.9%
Q4 – Time to Assessment	Patients assessed by SRN within ≤ 15 min (%)	95% patients assessed by SRN within ≤ 15 min (International)	94%
Q5 – Time to Treatment	ALL patients seen within 60 min	95% patients seen by doctor within 60 min (International)	99.2%

Table 2: Quality Indicators for Accident and Emergency Services

### Updates on Early Warning Signs (EWS)

EWS scoring tool that allows recognition of early signs of clinical deterioration have been implemented and established Group wide. Generally the tool has assisted nurses to recognise early deviation of the patients' vital parameters and activate intervention immediately thus reducing the episodes of Code Blue that requires emergency attention. Hospitals are looking into IT technology solutions to enhance early detection.

### Automated Dispensing System

Improving patient safety is always a key focus in the hospital setting, and pharmacists have been exploring a variety of strategies and technologies to achieve this goal.

KPJ Selangor has installed an Automated Dispensing Machines (ADM), a decentralized medication distribution system that provide computer-controlled storage, dispensing, and tracking of medications in the wards and operation theatre. The ADM provides an innovative solution to control costs by ensuring efficient rotation of inventory and eliminating excessive ward stock inventories and waste.

It's proven to improve the efficiency of drug distribution system and improve nursing and pharmacy staff efficiency by reducing manual steps and processes. It provides secure medication storage on patient care units, along with electronic tracking of the use of drugs. Reports can be generated to help identify and prevent potential diversion. It helps to save nursing time by eliminating the need for manual end-of-shift controlled drugs counts in patient care units.

Besides, the system also overcome delays in delivering of the first dose, loss of doses, and "borrowing" of patients' medications. Automated dispensing machines provide a good balance among security, accessibility, and inventory control of medications, which are all recognized as important characteristics of a safe medication distribution system

### New Services

Hospitals may need to expand or introduce new services in line with new technology or meeting customers' expectations and endeavour to provide a safe healing environment. These were some of the new services initiated and in progress:

- **Nursing Shared Governance**

The attrition rate of trained nurses within the Group is 12% and it is timely to look into success stories of existing nursing models. Shared governance is a model of nursing practice designed to integrate core values and beliefs that were introduced to improve nurses' work environment, satisfaction, and retention. It is a partnership between the staff and the nurse leaders working together to promote shared decision making and accountability to provide an improved working environment.

Introducing shared governance gives equal chance for the nurses to voice out, participate in shared decision making, exercise freedom to initiate changes, establish a collaborative relationship, gain access to organizational resources and this will increase ground level nurses accountability.

Components of the model include;

- Shared and equal focus on patients, services, and staff as all are essential to providing safe and effective care.
- Authority and autonomy to make decisions about nursing practice.
- Responsibility and willingness to participate in ethical practices through shared decision-making
- Emphasis on collaboration and teamwork among caregivers and other healthcare professionals and between caregivers and patients/families

This initiative shall be implemented Group wide to instil in the nurse that they have decision making power within their daily scope of nursing practices. Thus, the whole paradigm of management-led decision-making will be redesigned to include ideas and views from all levels of nurses.

Applying these shared governance structures into the organization it will improve the professional practice environment of the nurses, enhancing job satisfaction through workplace empowerment.

- **Clinical Pharmacy Services in KPJ Hospitals**

The pharmacist's duties, in general, are directly associated with the provision of drugs and medical supplies along with administrative, organizational educational duties and additional clinical. However, over the years, the scope of pharmacy services in KPJ hospitals has progressively shifted towards patient-oriented service.

Some of the hospitals within the group have expanding their services to provide the clinical pharmacy services for warded patients by the pharmacists. The pharmacists are part of the healthcare team and act as the source for pharmacotherapy decision making.

- The services including the prospectively review patient drug therapy and intervene to prevent drug interactions, dose optimization and to promote the proper and effective use of drugs including the monitoring of antibiotic usage.
- These pharmacists will conduct daily ward rounds, communicate and provide drug-related information to doctors. They are responsible for ensuring that patient treatment is at an optimal level, to ensure the patient's condition is stable, provide counselling as well as to promote the proper and effective use of drugs.

Currently, there are two (2) certified Clinical Pharmacists who obtained their Master in Clinical Pharmacy in the Group. The rest of the pharmacists who are providing the clinical pharmacy services have been previously exposed and trained in clinical setting in public hospitals.

- **Update on Acute Stroke Centre**

KPJ Damansara Specialist Hospital initiated the pilot project for Management of Acute Stroke on the 26th September 2019. The Stroke team members were identified followed by developing the Emergency pathway for all involved. Training began with a kick-off A&E teaching session involving all Accident & Emergency staff and doctors to familiarize on the process, pathway and critical time goals. Two other hospital levels workshops were conducted in collaboration with Consultants and the training division of Boehringer Ingelheim on the 18th November 2019 and 19th December 2019. Target staff were from the critical areas and wards and attendance of 80% from these areas were recorded. 100% of A&E staff also recorded attendance to these training events.

The hospital committee agreed that KPJ Damansara Acute Stroke Services would officially be in place on 1st January 2020.

A total of 14 stroke activations were recorded between November 2019 and January 2020. Of this, 5 patients received thrombolysis within acceptable duration of their critical time goals. The modified Rankin Scale pre and post discharge also showed favourable outcomes. No complications were noted. Review of data shows that more improvement is needed in the form of on-going training and awareness to ensure continuous smooth operations. There is also a need for progress to include mechanical thrombectomy in the future.

KPJ Ipoh Specialist Hospital has taken the initiative to initiate Acute Stroke Management. They are still in the initial stage of training staff involved in handling.

- **Update on Remote Health Diagnostics and Monitoring System (RHDMS)**

The company NewWave Health, a start-up medical solutions provider, focussed on providing an end to end of the Remote Health Diagnostics and Monitoring System (RHDMS) is marketing the RHDMS to the Clinicians treating or monitoring Non – Communicable Diseases. This includes the following disciplines; Cardiology, Nephrology, Endocrinology, Neurology, Internal Medicine. The patients who signed up to this program were referred to the Cardiologist, Neurologist and Gastroenterologist. The call centre was initiated in November 2019 and is still in the initial stage.

**MEDICAL ADVISORY COMMITTEE (MAC)**

The MAC was formed in 2002, to initiate as well as to oversee clinical governance activities undertaken by the Group. The Chairman of the MAC is the KPJ Medical Advisor, Dato Dr Zaki Morad Mohamad Zaher, Consultant Nephrologist at KPJ Ampang Puteri.

The Committee meets four (4) times a year.

No	Members	Meeting Attendance			
		15 Feb	9 May	15 Aug	14 Nov
1	Dato' Dr. Zaki Morad Mohamad Zaher Chairman	√	√	√	√
2	Dato' Amiruddin Abdul Satar President and Managing Director	√	√	√	x
3	Datuk Dr. Hussein Awang Chairman, Medical Directors' Meeting	√	√	x	x
4	Dato' Dr. Sivamohan A/L S. Namasivayam Independent Non-Executive Director Chairman, Clinical Governance Policy Committee	√	√	√	√
5	Prof. (C) Dato' Dr. Shahrudin Mohd Dun Chairman, Clinical Governance Action Committee	√	√	x	√
6	Dato' Dr. Ngun Kok Weng Independent Non-Executive Director Chairman, Clinical Risk Management Committee	√	√	√	√
7	Dato' Dr. Fadzli Cheah Chairman, Clinical and Research Ethics Review Committee	√	√	√	√
8	Prof. Dato' Dr. Azizi Hj Omar Chairman, Research & Quality Innovation Committee Independent Non-Executive Director	√	√	√	
9	Dr. Mohd Hafetz Ahmad Medical Director and Consultant Obstetrician & Gynecologist, KPJ Bandar Dato Onn	√	√	√	√
10	Dato' Dr. Bajit Kor @ Baljit Kaur	√	√	√	√
11	Dr. Kok Chin Leong Consultant Paediatrician, KPJ Puteri	x	x	√	√
12	Jasimah Hassan Senior Vice President, Business Operation and Clinical Services	x	√	√	√
13	Ms Gunavathy Kalee CEO (Pharmaserv)	√	√	√	√

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The Committees of MAC and their roles are as follows:

### **Clinical Governance Policy Committee (CGPC)**

CGPC was formed in 2002 to develop policies relating to clinical practice, patient care, safety and quality improvement. These include:

- Establishment of evidence based practice;
- Assessment of new innovative and emerging technologies; and
- Compliance to national regulatory requirements and adoption of national/international practice guidelines.

It also reviews and advises MAC on incident reports, clinical indicators, and complaints as well as deals with requests for clarification from Medical Directors, Consultants, Hospital Management, and staff. The Committee met four times in 2019.

### **Clinical Governance Action Committee (CGAC)**

CGAC formed in 2002, is the committee that is responsible for monitoring progress of implementation of policies or programs approved by MAC. The committee also identifies problems that are hindering implementation of the agreed policies or programs. All the agreed policies or programs are analysed, evaluated and monitored in order to ensure quality in clinical care. CGAC oversees the implementation and monitoring of the annual clinical survey, highlighting to the Group lessons learnt from hospital mortality and morbidity review, and monitoring clinical performance indicators among others. CGAC also recommends training and development of hospital clinical staff. The Committee met four times in 2019.

### **Clinical Risk Management Committee (CRMC)**

The overall objective of CRMC established in 2003, is to promote safety and excellence in patient care. Its responsibilities include:

- Identify, prioritize and manage risk arising from clinical care;
- Ensure effective and efficient use of resources through evidence-based clinical practices; and
- Protect the health and safety of the patients, healthcare providers and visitors.

CRMC aims to reduce the clinical risk to a minimum by improving the quality of care received by patients and to ensure the maintenance of a safe environment for our patients, healthcare providers and visitors. The Committee met four times in 2019.

### **Clinical And Research Ethics Review Committee (CRERC)**

The Clinical Ethics Committee was formed in 2011 and the objective of CEC is to assist consultants, patients and family as well as hospital staff to resolve clinically related ethical issues such as refusal of treatment, and end-of-life requests.

The committee was renamed in 2019 to Clinical and Research Ethics Review Committee (CRERC) merging the roles of the Research Ethics Review Committee to ensure a more efficient process.

Besides discussing on Clinical Ethics issues, the committee also review all research proposals in the KPJ Group of Hospitals reviewing both the scientific merit and the ethical acceptability of the research proposal. The committee is responsible to safeguard the rights, safety and well-being of the research subjects. The committee met four times in 2019.

### **Research & Quality Innovation Committee (RQIC)**

The committee was established in 2010 to facilitate research within the KPJ Hospitals for Clinicians and KPJ staff who would like to conduct research involving clinical, quality, safety and/or healthcare related matters and to promote the establishment of quality assurance and improvement programmes in the hospitals.

The committee meets (physically or by circulation of papers) only whenever there is a need to review research proposals.

In 2019, the Committee received proposals for three (3) research projects and approved by MAC as shown below:

- Job Satisfaction Among Malaysian Physician in Private Hospitals in Klang Valley
- ARISE: A Multi-centre Prospective Non-interventional Study Investigating the Clinical Effectiveness of Ryzodeg® (Insulin Degludec/Insulin Aspart) in Patients with Type 2 Diabetes Mellitus in a Real-world Setting.
- Association Between Appendectomy and Rheumatoid Arthritis and Other Autoimmune Spondyloarthropathies: An Exploratory Study.

# COMPLIANCE INFORMATION

In conformance with the Bursa Malaysia Securities Berhad Listing Requirements, the following information is provided:

## 1. UTILISATION OF SUKUK PROGRAMME

In year 2015, Point Zone (M) Sdn Bhd has raised RM1,500.0 million to be utilised for refinancing outstanding amount of previous Islamic Commercial Papers/Islamic Medium Term Notes Programme of up to RM500.0 million and to finance the expansion and working capital requirements of the KPJ Groups' healthcare related businesses.

	AMOUNT UP TO (RM MILLION)
At 1 January 2019	1,100.0
Issued during the financial year	-
At 31 December 2019	1,100.0

## 2. TREASURY SHARES

On 18 April 2019, at the Annual General Meeting, the shareholders of the Company renewed their approval for the Company to buy-back its own shares of up to ten percent (10%) of the issued and paid-up share capital of the Company.

During the year ended 31 December 2019, the Company repurchased 47,109,200 ordinary shares of its issued share capital from the open market at an average price of RM0.93 per share. The repurchase transactions were financed by internally generated funds. The shares repurchased are held as treasury shares and accounted for in accordance with the requirement of Section 127 of the Companies Act 2016.

As at 31 December 2019, the Company held a total of 162,306,700 of its 4,439,197,175 issued ordinary shares as treasury shares. Such treasury shares are held at a carrying amount of RM155,310,152.

## 3. OPTIONS, SHARE-BASED PAYMENTS OR CONVERTIBLE SECURITIES

### SHARE-BASED PAYMENTS

An Employees' Share Option Scheme ("ESOS") was implemented on 27 February 2015 for the benefit of senior executives and certain employees of the Company. The ESOS was initially be in-force for a period of 5 years. However, upon approval from KPJ's Board of Directors (BOD) on 3 December 2019, it has been resolved that ESOS's period is extended to another 3 years, whereby no additional options will be granted. The options will expire on 27 February 2023.

The fair value of each share option on the grant date is RM0.25. The options are to be settled only by the issuance and allocation of new ordinary shares of the Company. There are no cash settlement alternatives. The exercise price of the share options granted under the ESOS is RM0.91 each. The options granted remained dividable into 5 equal tranches which vest on 14 April 2015, 27 February 2016, 27 February 2017, 27 February 2018 and 27 February 2019. The vesting condition is that the offeree must be an employee or director, as the case may be, of the Company or its subsidiaries on the respective vesting and exercise dates.

During the year, the Company offered additional ESOS to eligible employees. The fair value of additional ESOS issued during the financial year is RM0.25 and the exercise price is RM0.91 (2018: RM0.91).

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**4. AMERICAN DEPOSITORY RECEIPT (ADR) OR GLOBAL DEPOSITORY RECEIPT (GDR) PROGRAMME**

During the financial year, the Company did not issue any ADR or GDR programme.

**5. IMPOSITIONS OF SANCTIONS/PENALTIES**

There were no sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or Management by the relevant regulatory bodies.

**6. AUDIT AND NON-AUDIT FEES**

During the financial year, the amount of audit and non-audit fees for services rendered to the Group amounted to RM2,476,357 and RM1,138,197 respectively.

**7. PROFIT ESTIMATE, FORECAST OR PROJECTIONS**

The Company did not make any release on the profit estimate, forecast or projections for the financial year.

**8. PROFIT GUARANTEE**

There is no profit guarantee given by the Company in respect of the financial year.

**9. MATERIAL CONTRACTS**

There is no material contract by the Company and its subsidiaries, involving Directors' and major shareholders' interest substituting at the end of the financial year.

**10. RECURRENT RELATED PARTY TRANSACTIONS STATEMENT**

At Annual General Meeting (AGM) held on 18 April 2019, the Company obtained a shareholders' mandate to allow the Group to enter into recurrent related party transactions of revenue or trading nature with the following parties:

Party Transacted with	Nature of Transactions	Actual aggregate value from 1 January 2019 to 31 December 2019 RM'000	Frequency of transactions
Johor Corporation (JCorp) and its subsidiaries and associated companies (except for Al-'Aqar Healthcare REIT and Al-Salam REIT)	Secretarial fees and registrar fees	861	Monthly
	Contract management and advisory fees of KPJ projects development	235	Contract basis
	Building management service fees payable for Menara KPJ in Kuala Lumpur	1,272	Monthly
	Insurance coverage payable	5,641	Contract basis
	Fees payable for both project management services for the construction of hospital buildings and maintenance of non-medical equipment such as lifts and firefighting equipment	4,908	Contract basis
	Security services fees payable	5,417	Monthly
Al-'Aqar Healthcare REIT / Al-'Aqar Australia	Rental payable for renting of retirement village building and aged care facility in Australia and lease of hospital together with the land	11,530	Monthly
Al-Salam Real Estate Investment Trust (Al-Salam REIT)	Rental payable for renting Malaysian College of Hospitality and Management	2,683	Monthly
Damansara Realty Berhad (DBhd) and its subsidiaries and associated companies (DBhd Group)	Rental income for renting of land for car park	1,588	Monthly
	Housekeeping contract fees payable	15,980	Monthly
		50,115	

# AWARDS & ACCREDITATION



01

## International Hospital Federation (IHF) Award



KPJ Pasir Gudang Specialist hospital won the Merit Award in the Corporate Social Responsibility Excellence Award for "Medical Out Reach Camps and Mobile Clinic for B40 in Remote Villagers". The award presentation was on 8th November 2019 at Oman Convention and Exhibition Centre in conjunction with 43rd World Hospital Congress.

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## Global Health & Travel Awards



KPJ Tawakkal KL Specialist Hospital was awarded with the Orthopedic service provider of the year in Asia Pacific.



03

### Hospital Management Asia Award



KPJ Ipoh Specialist Hospital was awarded Gold Award in the category Mobile & Online Services Project at Advanced and Live Queuing System Hospital Management Asia (HMA) 2019 Hanoi, Vietnam.

04

### Healthcare Asia Award



KPJ Damansara was awarded with Healthcare Asia Award for their project titled influenza Vaccination Uptake at KPJ Damansara Specialist Hospital.

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### Anugerah Kecemerlangan Industri (AKI) 2018



In this Anugerah Kecemerlangan Industri (AKI) 2018, KPJ Ipoh Specialist Hospital is the Winner of the Prime Minister's Award and Winner of Services Sector Awards.

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### Anugerah Cemerlang Keselamatan dan Kesihatan Pekerjaan Kebangsaan 2018



KPJ Seremban Specialist Hospital was awarded with Excellent Award in category Business Services by Department of Occupational Safety and Health (DOSH).

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**Malaysia's Healthiest Workplace Programme by AIA Vitality 2019**



Industry Excellence In Healthcare & Wellness Award

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**Reader's Digest - Most Trusted Brands**



KPJ Healthcare was selected again as The Most Trusted Brands (Private Hospital Category), by the Reader's Digest Most Trusted Brand Award 2019. This is the 8th consecutive win by KPJ - winning Gold from 2012 to 2017, and Platinum in 2018 and 2019.

09

**Malaysia International HR Awards**



In the 19th edition of the MHRM Malaysia-International HR Awards, KPJ Kluang Utama Specialist Hospital & KPJ Seremban Specialist Hospital won Bronze Award for category HR Best Practices. While KPJ Ipoh Specialist Hospital & KPJ Rawang Specialist Hospital won Bronze Award for Category Team Excellence.

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**KPJ Healthcare won GOLD at the 2019 Australasian Reporting Awards for its 2017 Annual Report, in Melbourne, on 19 June 2019.**



This is the 2nd win, as KPJ was also awarded GOLD for its 2016 Annual Report. The Australian Reporting Awards (ARA) are open to all organisations in Australia, New Zealand, and countries in the Asia-Pacific Region. The ARA award aims to create a greater community awareness of valid and objective measures of organisational performance, and greater understanding of the results an organisation has achieved.

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**Global Brands Magazine Award**



KPJ Johor Specialist Hospital was awarded Emerging Healthcare Brand by Global Brands Magazine Award.

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**Islamic Excellence Awards**



KPJ Tawakkal KL Specialist Hospital was awarded Al-Zahrawi Excellence in Healthcare Award under category of Economic Excellence Award.





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### The Malaysian Society for Occupational Safety & Health (MSOSH) Awards



Gold Class 1 – Kedah Medical Centre  
KPJ Tawakkal KL Specialist Hospital

Gold Class 2 – KPJ Selangor Specialist Hospital  
KPJ Pahang Specialist Hospital

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### Sabah Top Achiver Award 2019



KPJ Sabah Specialist Hospital was awarded Industry Excellence In Healthcare & Wellness Award.

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### Certificate of Recognition



KPJ Sabah Specialist Hospital received Certificate Recognition: Hospital Tanpa Sampah from Dewan Bandaraya Kota Kinabalu.

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# IN THE MEDIA



## 柔佛医保末季多赚 57%

【西雅稿 26 日讯】当地此季业绩良好。柔佛医保集团 (KPJ - 5878, 主板保险股) 截至去年 12 月底的末季净利, 按年增长 57.23%, 非执行董事何晋 0.5 前。

该公司今日刊登交易简报称, 2019 财年末季净利 8400 万 1000 令吉。

去年首季净利 4400 万 2000 令吉, 较上年同期净利 8 亿 57604 万 7000 令吉, 增幅 7.7%。

### 探进中越中东

柔佛医保集团全年净利润增 17.79%, 录得 2 亿 1136 万 8000 令吉; 首季则增长 7.09% 至 36 亿 436 万 4000 令吉。



何晋前了

“我们负责, 青兰丹与柔佛巴西吉雪兰莪医院, 投资组合首次增长 1 亿 5 令吉大元, 同时去年也结束亏损, 增设多间医院。”

## KPJ catat prestasi kewangan cemerlang

MyNews (<https://www.hmetro.com.my/>) | Berita (<https://www.hmetro.com.my/berita>)



## KPJ Healthcare Q4 net profit jumps to RM844.0 million

KUALA LUMPUR: KPJ Healthcare Bhd's net profit for the fourth quarter (Q4) of its financial year ended Dec 31, 2019 (FY19) jumped to RM844.0 million from RM53.32 million in Q4

to RM944.0 million previously with Bursa Malaysia. The healthcare declared a single







# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Seventh (27th) Annual General Meeting ("**AGM**") of KPJ Healthcare Berhad ("**KPJ**" or the "**Company**") will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29.01 Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur ("**Broadcast Venue**") on Thursday, 9 July 2020 at 12.00 p.m. to transact the following businesses:

## AGENDA

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. **Please refer to Note (i) of the Explanatory Notes**
2. To re-elect the following Directors of the Company who will retire in accordance with the Constitution of the Company:-
  - (i) Prof Dato' Dr Azizi Bin Haji Omar **(Ordinary Resolution 1)**
  - (ii) Datuk Mohd Radzif Bin Mohd Yunus **(Ordinary Resolution 2)**
  - (iii) Dato' Yusli Bin Mohamed Yusoff **(Ordinary Resolution 3)**
  - (iv) Dato' Dr Ngun Kok Weng **(Ordinary Resolution 4)**
  - (v) Mohamed Ridza Bin Mohamed Abdulla **(Ordinary Resolution 5)**
  - (vi) Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil **(Ordinary Resolution 6)**
  - (vii) Dato' Mohd Redza Shah Bin Abdul Wahid **(Ordinary Resolution 7)**
  - (viii) Dato' Dr Sivamohan a/l S.Namasivayam **(Ordinary Resolution 8)**
  - (ix) Khairuddin Bin Jaflus **(Ordinary Resolution 9)**
  - (x) Rozaini Bin Mohd Sani **(Ordinary Resolution 10)**
  - (xi) Shamsul Anuar Bin Abdul Majid **(Ordinary Resolution 11)**
3. To approve the Proposed Directors' fees of RM1,540,000 ("**Proposed Directors' Fees**") for the financial year ending 31 December 2020 (2019: RM1,540,000) (Note (15)(ii)) **(Ordinary Resolution 12)**
4. To approve the payment of Directors' Remuneration (excluding Proposed Directors' Fees) to Non-Executive Directors ("**NED**") for the period from 10 July 2020 until the conclusion of the next AGM of the Company ("**Relevant Period**") (Note (15)(ii)) **(Ordinary Resolution 13)**
5. To appoint Messrs Ernst & Young PLT, having consented to act as Auditors of the Company for the financial year ended 31 December 2020 in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 14)**

Notice of Nomination pursuant to Sections 267(4) and Section 271(4) of the Companies Act, 2016 (a copy of which is annexed hereto and marked "Annexure A") in the 2019 Annual Report has been received by the Company for the nomination of Messrs Ernst & Young PLT, for appointment as Auditors in place of the retiring Auditors, Messrs PricewaterhouseCoopers PLT.

### SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016** **(Ordinary Resolution 15)**

"**THAT** pursuant to Section 75 and 76 of the Companies Act, 2016 ("**Act**"), and approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent (10%) of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities and that such authority shall continue in force until the conclusion of the next AGM of the Company. (See Note 16(i))

7. **PROPOSED RENEWAL OF THE SHARE BUY-BACK AUTHORITY (“PROPOSED SHARE BUY-BACK”) (Ordinary Resolution 16)**

“**THAT**, subject to Section 127 of the Act, the provisions of the Main Market Listing Requirements of the Bursa Securities (“**Listing Requirements**”) and all other applicable laws, rules, regulations and guidelines for the time being in force, the Directors of the Company be and are hereby authorised, to make purchase(s) of ordinary shares in the Company on Bursa Securities subject to the following:-

- (a) The maximum number of shares which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company for the time being subject to the restriction that the issued capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (b) The maximum fund to be allocated by the Company for the purpose of purchasing its shares shall not exceed the retained profits of the Company; and
- (c) Upon completion of the purchase by the Company of its own shares, the Directors of the Company are authorised to deal with the shares so bought-back in their absolute discretion in any of the following manner:-
  - (i) cancel the shares so purchased; or
  - (ii) retain the shares so purchased as treasury shares and held by the Company; or
  - (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or,
  - (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
  - (v) transfer all or part of the treasury shares for purposes of an employees’ share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Act, rules, regulations and guidelines pursuant to the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force;

**AND THAT** the authority conferred by this resolution shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company at which such resolution was passed, at which time the authority will lapse unless renewed by ordinary resolution passed at the AGM either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the Listing Requirements and other relevant guidelines issued by the Bursa Securities or any other relevant authorities.

**AND THAT** the Directors of the Company be and are authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of KPJ with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shares Buy-Back contemplated and/or authorised by this ordinary resolution.” (Note 16(ii))

8. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** (Ordinary Resolution 17)

"**THAT** subject always to the provisions of the Act, the Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries ("Group"), to enter into and give effect to the Recurrent Related Party Transactions of a Revenue or Trading nature, all with the particulars of which are set out in Part B of the Circular to Shareholders dated 10 June 2020 ("Circular") with the Related Parties as described in the Circular, provided that such transactions are:-

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
- (c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority shareholders of the Company;

**AND THAT** such authority shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company following this AGM, at which time the authority will lapse unless by a resolution passed at the AGM, such authority is renewed; or
- (b) the expiration of the period within which the next AGM after the date that is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company at a general meeting;

whichever is earlier;

**AND THAT** the Directors of the Company be and are authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary or expedient in the best interest of KPJ with full power to assent to any conditions, variations, modifications, arrangements and/or amendments in any manner as may be required or permitted under the Act, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Shareholders' Mandate contemplated and/or authorised by this ordinary resolution." (Note 16(iii))

**By Order of the Board,  
KPJ HEALTHCARE BERHAD**

HANA BINTI AB RAHIM @ ALI, ACIS (MAICSA 7064336)  
HASLINDA BINTI MD NOR @ MOHD NOAH (LS 0005697)  
*Secretaries*

Johor Bahru  
Dated: 10 June 2020

**NOTES:**

**1. IMPORTANT NOTICE**

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders WILL NOT BE ALLOWED to attend the 27th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 27th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide on 27th AGM and take note of Notes (2) to (14) below in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 30 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
3. A member who is entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the AGM via RPV.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Guide on 27th AGM

10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (ii) By electronic form  
The proxy form can be electronically lodged with the Poll Administrator of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
11. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging the proxy form is Wednesday, 8 July 2020 at 12.00 p.m..
13. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
14. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
  - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
    - (a) at least two (2) authorised officers, of whom one shall be a director; or
    - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

# NOTICE OF ANNUAL GENERAL MEETING

## 15. EXPLANATORY NOTES ON ORDINARY BUSINESSES:

### (i) Agenda 1 – Audited Financial Statements

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### (ii) Agenda 3 and Agenda 4

Pursuant to Section 230(1) of the Companies Act 2016 ("Act") which came into force on 31 January 2017, the fees and benefits ("Remuneration") payable to the Directors of the Company will have to be approved by the shareholders of the Company at a general meeting. In this respect, the Board of Directors of the Company hereby agree that the shareholders' approval shall be sought at the Twenty Sixth (27th) AGM commencing 10 July 2020 until the conclusion of the next AGM of the Company in 2021.

The proposed Resolution 13, if passed will allow the payment of the Directors' Remuneration (excluding Directors' fees) to the NED of the Company on a monthly basis and/or when incurred within the Relevant Period.

The Board is of the view that it is just and equitable for the NED to be paid the Directors' Remuneration 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.

In the event that the Directors' Remuneration (excluding Proposed Directors' Fees) proposed is insufficient (e.g. due to more meetings or enlarged Board size) approval of the shareholders of the Company will be sought at the next AGM for the additional remuneration to meet the shortfall. The estimated amount of RM1,418,000.00 for the Relevant Period is derived from a total of RM730,000.00 for FY2020 and a total of RM688,000.00 for the period from 1 January 2021 until the next AGM in 2021.

Details of the estimated Directors' Remuneration for NEDs for the Relevant Period are as below:-

#### (a) Directors' Fees

	2020	2019
Non-Executive Chairman	RM220,000 per annum	RM220,000 per annum
NED	RM120,000 per annum	RM120,000 per annum

NOTE:

- i. The payment of the Directors' fees for nominee directors representing Johor Corporation will be paid to Johor Corporation as Corporate Fee.

#### (b) Directors' Remuneration (excluding Directors' fees)

##### (1) Other benefits

Description	Chairman	NED
Other benefits	Medical benefits and company car and driver	Medical benefits and company car and driver for 1 NED

##### (2) Committee Fees

Committee Fees	Chairman	NED
Audit Committee	RM35,000 per annum	RM25,000 per annum
Medical Advisory Committee	*	RM15,000 per annum
Nomination and Remuneration Committee	Nil	Nil
Development and Procurement Committee	RM20,000 per annum	RM15,000 per annum
Risk and Governance Committee	RM20,000 per annum	RM15,000 per annum
ESOS Committee	Nil	Nil
Investment Committee	RM20,000 per annum	RM15,000 per annum

Allowance for Professional Advisory Services	2020
*Monthly Allowance as Chairman of Medical Advisory Committee	RM18,000

NOTE:

- i. The payment of the Committee Fee for nominee directors representing Johor Corporation will be paid to Johor Corporation as Corporate Fee.
- ii. The payment of the Committee Fee are extended to all Directors in the Committees except for the Managing Director and Executive Directors of the Company.
- iii. The payment of Committee Fee is not applicable to Nomination and Remuneration Committee and ESOS Committee.

##### (3) Meeting Allowance

Meeting Allowance (per meeting)	Chairman	NED
Board of KPJ	RM4,000	RM3,000
Audit Committee	RM4,000	RM3,000
Medical Advisory Committee	RM4,000	RM3,000
Nomination and Remuneration Committee	RM3,000	RM2,000
Development and Procurement Committee	RM3,000	RM2,000
Risk and Governance Committee	RM3,000	RM2,000
Investment Committee	RM3,000	RM2,000

NOTE:

- i. The payment of the Meeting Allowances are extended to all Directors except for the Managing Director and Executive Directors of the Company

**16. EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**(i) Agenda 6 – Authority to Issue Shares Pursuant to Section 75 and 76 of the Act**

The proposed Ordinary Resolution 11 if passed is primarily to give flexibility to the Directors of the Company to issue up to maximum amount not exceeding in total ten percent (10%) of the total number of issued shares in the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or the expiration of the period within the next AGM required by law to be held, whichever is earlier.

- a) The mandate sought under proposed Ordinary Resolution 15 is a renewal of an existing mandate particularly on the conversion of KPJ ESOS into ordinary shares at the price of RM0.91 per ordinary share.
- b) The proceeds raised from the previous mandate were RM38,733,091.00
- c) The proceeds were utilized for working capital purposes.
- d) The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, for the purpose of funding future investment(s), project(s), working capital and/or acquisitions.

**(ii) Agenda 7 – Proposed Renewal of the Share Buy-Back Authority (“Proposed Share Buy Back”)**

The proposed Ordinary Resolution 16 if passed will empower the Directors of the Company to utilise any of its surplus financial resources to purchase the Company’s own shares through Bursa Malaysia at any time within the time stipulated by utilizing the funds allocated out of the audited retained profit of the Company.

**(iii) Agenda 8 – Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)**

The proposed Ordinary Resolution 17 if passed, is primarily to authorise the Company and/its subsidiaries (“Group”) to enter into arrangements or transactions with Related Parties, particulars of which are set out in the Circular to Shareholders dated 10 June 2020 (“Circular”) circulated together with this Annual Report, which are necessary for the day-to-day operations of the Group and are based on normal commercial terms that are not more favourable to the Related Parties than those generally made to the public.

The procurement of the Proposed Shareholders’ Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek shareholders’ approval as and when potential Recurrent Related Party Transactions arise.

**(iv) For the Proposed Share Buy Back and Proposed Shareholders’ Mandate, please refer the details in the Circular to Shareholders dated 10 June 2020.**



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# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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Pursuant to Paragraph 8.27(2) of the Listing Requirements of the Bursa Malaysia:-

1. The Directors who are retiring pursuant to Rule 95(i) of the Company's Constitution are as follows:-
  - a. Prof Dato' Dr Azizi Bin Haji Omar
  
2. The Directors who are retiring pursuant to Article 96 of the Company's Constitution are as follows:-
  - a. Datuk Mohd Radzif Bin Mohd Yunus
  - b. Dato' Yusli Bin Mohamed Yusoff
  - c. Dato' Dr Ngun Kok Weng
  - d. Mohamed Ridza Bin Mohamed Abdulla
  - e. Dato' Seri (Dr) Mohamed Azahari Bin Mohamed Kamil
  - f. Dato' Mohd Redza Shah Bin Abdul Wahid
  - g. Dato' Dr Sivamohan a/l S.Namasivayam
  - h. Khairuddin Bin Jaflus
  - i. Rozaini Bin Mohd Sani
  - j. Shamsul Anuar Bin Abdul Majid
  
3. Particulars of Directors seeking re-election at the Annual General Meeting are set out in Directors' Profile appearing in pages 103 to 115 of the Annual Report.





MEMBINA & MEMBELA

Date : 20 May 2020

**The Board of Directors**

KPJ Healthcare Berhad  
Level 16, Menara KOMTAR  
Johor Bahru City Centre  
80000 Johor Bahru, Johor

Dear YB Datuk/Dato'/Sirs/Madam,

**NOTICE OF NOMINATION OF MESSRS ERNST & YOUNG AS AUDITORS**

We, JOHOR CORPORATION, being a member of the Company hereby give notice pursuant to Section 267(4) and Section 271(4) of the Companies Act, 2016 of our intention to nominate Messrs Ernst & Young as Auditors of the Company in place of the retiring auditors, for the shareholders' approval at the forthcoming Annual General Meeting of the Company.


On behalf of the Board,  
**JOHOR CORPORATION**

A handwritten signature in black ink, appearing to read 'Mohd Nordin Bin Jamaludin', written over a light grey background.

**(MOHD NORDIN BIN JAMALUDIN)**  
Secretary

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**JOHOR CORPORATION**

LEVEL 11, MENARA KOMTAR, JOHOR BAHRU CITY CENTRE, 80000 JOHOR BAHRU, JOHOR, MALAYSIA  
T: +607-219 2692 F: +607-223 3175 E: pdnjohor@jcorp.com.my @www.jcorp.com.my  johorcorporationofficial  
KL OFFICE: LEVEL 11, MENARA JCORP, NO. 249, JALAN TUN RAZAK, 50400 KUALA LUMPUR, MALAYSIA  
T: +603 2787 2692 F: +603-2787 2700

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# PROXY FORM



**KPJ HEALTHCARE BERHAD**

(Registration No. 199201015575 (247079-M))

CDS Account No.	No. of shares held

I/We \_\_\_\_\_ Tel: \_\_\_\_\_  
*[Full name in block and as per NRIC/passport, NRIC/Passport/Company No.]*

of \_\_\_\_\_  
*[Full address]*

being member(s) of KPJ Healthcare Berhad, hereby appoint:

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and / or\* (\*delete as appropriate)

Full Name (in Block and as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairperson of the Meeting, as ^my/our proxy/proxies to vote for ^me/us and on ^my/our behalf at the 27th Annual General Meeting of the Company which will be conducted entirely through live streaming from the broadcast venue at Tricor Business Centre, Manuka 2 & 3, Unit 29.01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, 8 Jalan Kerinchi, 59200 Kuala Lumpur ("the Broadcast Venue") on Thursday, 9 July 2020 at 12.00 p.m. or any adjournment thereof, and to vote as indicated below:

Description		Resolution	For	Against
<b>To Re-elect Directors:</b>				
1.	Prof Dato' Dr Azizi Bin Haji Omar	Ordinary Resolution 1		
2.	Datuk Mohd Radzif Bin Mohd Yunus	Ordinary Resolution 2		
3.	Dato' Yusli Bin Mohamed Yusoff	Ordinary Resolution 3		
4.	Dato' Dr Ngun Kok Weng	Ordinary Resolution 4		
5.	Mohamed Ridza Bin Mohamed Abdulla	Ordinary Resolution 5		
6.	Dato' Seri Mohamed Azahari Bin Mohamed Kamil	Ordinary Resolution 6		
7.	Dato' Mohd Redza Shah Bin Abdul Wahid	Ordinary Resolution 7		
8.	Dato' Dr Sivamohan a/l S.Namasivayam	Ordinary Resolution 8		
9.	Khairuddin Bin Jaflus	Ordinary Resolution 9		
10.	Rozaini Bin Mohd Sani	Ordinary Resolution 10		
11.	Shamsul Anuar Bin Abdul Majid	Ordinary Resolution 11		
12.	To Approve Directors' Fee	Ordinary Resolution 12		
13.	To Approve Payment of Directors' Remuneration	Ordinary Resolution 13		
14.	To Appoint Auditors	Ordinary Resolution 14		
<b>Any other Business</b>				
15.	Authority to Issue Shares	Ordinary Resolution 15		
16.	Proposed Share Buy Back	Ordinary Resolution 16		
17.	Proposed Shareholders' Mandate	Ordinary Resolution 17		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature\*

**Notes:**

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders WILL NOT BE ALLOWED to attend the 27th Annual General Meeting in person at the Broadcast Venue on the day of the meeting. Shareholders are to attend, participate (including posing questions to the Board) and vote remotely at the 27th Annual General Meeting via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tiih.online>.
2. For the purpose of determining who shall be entitled to attend this Annual General Meeting via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 30 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend, participate, speak and vote in this Annual General Meeting via RPV.
3. A member who is entitled to attend, participate, speak and vote at this Annual General Meeting via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company. In view that this is a fully virtual Annual General Meeting, we strongly advise the members who are unable to attend, participate, speak and vote in this Annual General Meeting via RPV to appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the proxy form.
4. (Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), "CDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this Annual General Meeting via RPV must request his/her proxy to register himself/herself for RPV at TIH Online website at <https://tiih.online>
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than twenty-four (24) hours before the time appointed for holding the Annual General Meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (ii) By electronic form  
The proxy form can be electronically lodged with the Poll Administrator of the Company via TIH Online at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Annexure to the proxy form – Electronic Submission of Proxy Form via TIH Online for General Meeting.
8. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
9. Last date and time for lodging the proxy form is Wednesday, 8 July 2020 at 12.00 p.m.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Poll Administrator of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for holding the Annual General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed. To attend, participate and vote remotely, the attorney should refer to the Administrative Guide on 27th Annual General Meeting for further details.

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AFFIX  
STAMP

TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN BHD  
UNIT 32.01, LEVEL 32, TOWER A  
VERTICAL BUSINESS SUITE, AVENUE 3  
NO 8 JALAN KERINCHI  
59200 KUALA LUMPUR

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**KPJ HEALTHCARE BERHAD 199201015575 (247079-M)**

Level 12, Menara KPJ, 238 Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia.  
t (603) 2681 6222 | f (603) 2681 6888

W W W . K P J H E A L T H . C O M . M Y