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	Effective Date	1 <sup>ST</sup> JANUARY 2021
	Revision No.	1
<b>DOCUMENT TITLE</b>	<b>EMPLOYEES CODE OF CONDUCT POLICY</b>	

## IHH HEALTHCARE BERHAD

### EMPLOYEES CODE OF CONDUCT POLICY

<b>Prepared By:</b>	<b>Reviewed By:</b>	<b>Recommended By:</b>	<b>Approved By:</b>
<b>Koh Wang Koon</b> Senior Manager, HR	<b>Angela Ryan</b> Group Chief Human Resource Officer	<b>Dr Kelvin Loh</b> Managing Director & CEO	<b>Board Of Directors</b>


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## 1. Policy Statement

- 1.1 The Directors and Management of IHH Group shall adhere to the best practices in corporate governance and observe the highest standards of integrity and behaviour in all activities of IHH Group including interactions with its customers, manufacturers, suppliers, shareholders, Employees and business partners, and within the community and environment in which IHH Group operates or do business.
- 1.2 For purposes of this Policy:
- (a) "IHH" shall mean IHH Healthcare Berhad.
  - (b) "the Company" or "IHH Group" shall mean IHH, IHH's subsidiaries and related corporations collectively.
  - (c) "Employee" means any person who is in the employment of IHH Group, whether on a full-time, part-time, contract or temporary basis.
  - (d) "this Policy" shall mean this IHH Code of Conduct Policy.
- 1.3 All Employees of IHH Group play an important role in establishing, maintaining and enhancing the reputation, image and brand of IHH Group and shall display the highest level of professionalism in all aspects of their work and ensure compliance with all applicable laws and the standards of integrity and behaviour stipulated under this Policy and other policies of IHH Group.

## 2. Purposes of Policy

- 2.1 The purposes of this Policy are as follows:
- (a) This Policy provides professional, ethical and legal guidance to Employees in the conduct of their business and that of IHH Group.
  - (b) This Policy provides a common behavioural framework for Employees, irrespective of their specific job or location. However, it is not intended to be


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all-encompassing and there are areas in which IHH Group has developed or will develop specific and detailed policies. To the extent of any inconsistency of any provisions of this Policy with the local laws, the applicable local laws shall apply and override this Policy. This Policy applies in conjunction with, complements, supplements, and is not intended to override nor replace, any other IHH Group's policy. However, if a local custom or policy conflicts with this Policy, the Employees are called upon to comply with this Policy. If the Employees have any questions about any of these conflicts, the Employees are to consult their Head of Department, Human Resource Department, Legal Department or equivalent.

- (c) IHH Group strives to maintain a work environment and a learning environment for its Employees in which honesty, trust, integrity and mutual respect for fellow Employees and the customers, manufacturers, suppliers, shareholders and business partners of IHH Group are constantly reflected in their personal behaviour and standards of conduct.

### **3. Scope of Policy and Application**

- 3.1 This Policy is a policy of IHH Group and it applies to and shall be complied by all Employees of IHH Group (including Executive Directors).
- 3.2 This policy is not applicable to (i) companies controlled by IHH which securities are publicly traded, and (ii) IHH's joint venture companies, but such companies are encouraged to adopt this Policy or similar standards and principles set out herein.
- 3.3 The standards and principles set out in this Policy extend beyond normal working hours and work contexts, and apply to all Employees fulfilling their roles while conducting or deemed to be conducting the business of IHH Group, including after hours functions, conferences and social activities.

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- 3.4 It is a condition of employment and/or appointment with IHH Group that all Employees comply with this Policy, all IHH Group's policies and all laws, regulations and other policies applicable to IHH Group, and failure to comply may result in the commencement of disciplinary and/or legal proceedings that may lead to termination of employment and/or appointment.
- 3.5 This Policy is prepared in English and may be produced in other languages. In the event of a conflict, the English version will prevail.
- 3.6 The provisions of this Policy may be amended or waived by IHH from time-to-time at IHH's sole discretion. IHH expects that waivers would only be granted in exceptional circumstances and only in keeping with applicable law and IHH Group's policies and procedures. The provisions of this Policy may be supplemented or modified for a particular jurisdiction through local guidelines that have been approved by IHH's Human Resource Department. Any such supplement or modification will be considered part of this Policy for the purpose of that jurisdiction.

## **4. General and Specific Principles**

### **4.1 Compliance with Law**

IHH Group operates in a highly regulated business environment and its activities are subject to numerous laws, regulations and licensing conditions. This Policy does not identify or set out every law, policy or procedure that may apply to the Employees in the performance of their roles. The Employees are responsible for informing themselves concerning laws and other IHH Group's policies and procedures that apply to the Employees as a result of their role with IHH Group and the conduct of the business of IHH Group. If in doubt and the Employees need information, they are to seek advice from their immediate supervisors, Managers, the relevant Human Resource Department or equivalent, or as otherwise specified in IHH Group's policies.

4.1.1 Employees' activities and business activities of IHH Group must be conducted

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in absolute compliance with applicable laws, regulations and licence conditions.

## **4.2 Professional Integrity**

4.2.1 IHH Group aims to provide an environment in which all Employees, customers, manufacturers, suppliers, shareholders and other business partners are treated fairly and equitably irrespective of, amongst others, sex, race, sexual orientation, age, disability, cultural background, religion or ethnic origin. Employees are to conduct themselves and the business activities of IHH Group so as to facilitate the achievement of these aims.


4.2.2 IHH Group will compete effectively and fairly in markets in which it operates. It will be honest, ethical and responsible in the way it presents products and services to its customers, and uses its market power and its pricing practices.

4.2.3 Relationships with customers, manufacturers, suppliers, business partners, competitors and Employees are to be based on fair dealing, and on fair competition in quality, price and service, and must comply with applicable laws and regulations.

4.2.4 No Employee should knowingly permit any transaction to occur through his or her offices that is inconsistent with IHH Group's standards and principles as set out in this Policy or any other IHH Group's policy.

## **4.3 Accurate and Complete Accounting**

4.3.1 Employees shall use all the Company's funds and property solely for the benefit of the Company. All payments and disbursements must be lawful and consistent with procedures, instructions and approvals provided by the Company. Transactions dealing with or concerning accounts or any funds therein should be clearly authorized and properly and promptly recorded.


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4.3.2 No unrecorded fund, reserve, asset, or special account shall be set up or maintained for any purpose. No false or fictitious entries shall be made in books, records, accounts, or in the Company's communications for any reason. No payment or transfer of funds or assets shall be made for any purpose other than that described by the supporting documents, and as specifically authorized by the Company, or the Management, acting clearly within its discretion and in accordance with the policies and procedures of IHH Group.


4.3.3 Employees are responsible for the accurate and timely recordkeeping of all the Company's assets, liabilities, revenues, and expenses and shall comply with all applicable accounting rules and controls. All books, records, supporting vouchers and documents must accurately and completely describe the transactions they represent.

#### 4.4 Bribery & Corruption

4.4.1 IHH Group does not permit or condone bribes, kickbacks, any other illegal, secret, or improper payments, transfers, or receipts, or any other form of corruption. This prohibition applies to Employees and reference should be made to the Anti Bribery and Corruption Policy of IHH Group ("**ABC Policy**") and any specific gift policies and procedures of the relevant countries or jurisdictions which IHH Group develops from time to time ("**Specific Gift Policies**") for further details and compliance.

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- 4.4.2 Subject to the ABC Policy and any applicable Specific Gift Policies, no Employee shall directly or indirectly make, promise, approve, authorize or offer to give to anyone – or accept or solicit from anyone – anything of value (as defined in Clause 4.4.3 hereof, including but not limited to cash payments) if the purpose or effect is to induce the recipient to take (or to refrain from taking) action that would bestow a commercial benefit or business advantage on IHH Group or any other party.
- 4.4.3 For the purposes of Clause 4.4.2, anything of value includes but is not limited to cash, gifts, services, job offers, loans, travel expenses, entertainment and hospitality.
- 4.4.4 No Employee shall misuse, or facilitate the misuse of the Company's funds, including, without limitation, the misappropriation of such funds for the personal benefit of Employees, or any other party. The use, or facilitation of use, of personal funds of Employees for bribery, corruption or improper payments does not negate this Policy or the responsibility of the Employees to comply with the standards and principles set out herein.
- 4.4.5 Giving things of value to family members, close associates or favoured organizations of those with whom IHH Group does business, or those with whom IHH Group would like to do business, or public (government) officials are also subjected to this Policy, as such actions may be interpreted as attempts to evade this Policy or otherwise influence the conduct of third parties.
- 4.4.6 No outside agent of any kind shall be used to circumvent the prohibition against bribes, kickbacks, and other illegal, secret, or improper payments, transfers, or receipts, or any other form of corruption.
- 4.4.7 Notwithstanding the above and subject to any applicable Specific Gift Policies, all Employees must disclose any financial dealings including the

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giving and the receiving of payments and gifts to IHH Group, and these transactions must be accurately recorded in IHH Group's books and records.

4.4.8 Employees must disclose and report promptly any instances of suspected or confirmed bribery or any request or offer for a bribe received to their immediate supervisors, Managers, the relevant Human Resource Department or equivalent.

4.4.9 These provisions in Clause 4.4 shall be read together with the ABC Policy and the Specific Gift Policies.


## 4.5 Conflict of Interest

4.5.1 No Employee should use his or her position with the Company or information acquired during employment in a manner that may create, directly or indirectly, a conflict, or the appearance of a conflict, between the Employee's personal interests and those of the Company.

4.5.2 All activities conducted as an Employee of the Company should always place the lawful and legitimate interests of the Company over personal gain.

4.5.3 Except with written authorization by the Company, no Employee shall be affiliated with any customers, manufacturers, suppliers or business partners of the Company. Such affiliation generally is inconsistent with the Employee's capacity to deal equitably with, and to fairly and honestly service the customers, manufacturers, suppliers or business partners of the Company, and to discharge his or her responsibility to the Company.



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4.5.4 A conflict of interest arises when a set of circumstances creates a risk that professional judgment or actions in the best interest of IHH Group will be unduly influenced by a person's interests, whether personal or professional, and either directly or indirectly ("**Conflict of Interest**"). Areas where conflicts might arise include substantial share ownership in competing organisations, or seeking or accepting gifts or entertainment beyond levels considered reasonable in the relevant business environment of IHH Group.

4.5.5 An **actual** Conflict of Interest arises when the Employee performs official duties and at the same time knows that in the performance of the official duties, there is a furtherance of his personal or professional interests. A **potential** Conflict of Interest arises where an Employee has personal or professional interests which are such that a conflict of interest would arise if the Employee were to become involved in conflicting official duties in the future. Any of the Employee's actual or potential conflicts of interest are to be fully disclosed to the Employee's immediate supervisor, Manager, the relevant Human Resource Department or equivalent.

4.5.6 In the case of the Executive Directors and Employees who are appointed as directors in IHH Group, all actual or potential conflict of interest shall be dealt with in accordance with the Board of Directors' Conflict of Interest Policy of IHH Group at all times.

## 4.6 Diverting

Diverting is defined as "a process in which a product is sold by a manufacturer to a specific customer in a designated market, who subsequently transfers product ownership, distribution and retail control to a different customer and/or marketing area." It is a process that many customers, manufacturers, suppliers or business partners prohibit either by policy or in their contracts with the Company. Employees shall not knowingly assist or otherwise be involved in the diverting of any products.

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## **4.7 Confidentiality and Protection of Company Assets**


4.7.1 Employees must keep confidential all information that would reasonably be considered to be confidential, including but not limited to terms and conditions of contracts entered into by IHH Group, employee and customer details, information entrusted to the Company by customers, manufacturers, suppliers and business partners that is otherwise not readily available to the public, proprietary information of the Company, performance and financial details, and policies and procedures of IHH Group.

4.7.2 Employees should refrain from discussing confidential IHH Group business with outsiders and with anyone else who does not have a legitimate need to know the information. Employees should refer outside inquiries regarding the Company to the persons in the Company authorized to respond to the particular inquiry.

4.7.3 Assets and confidential information should be fully protected and used as authorized, and must not be used by Employees for personal gain or for any other reason that is not in the best interests of IHH Group.

## **4.8 Political and Charitable Contributions**

4.8.1 Although Employees are encouraged to be socially responsible, Employees may not contribute the Company's funds, information, facilities, equipment or any form of the Company's resources to any political candidates, party, charity, or similar organizations or use the same for the purposes of any political or charitable activities or functions, unless such contribution or use is expressly permitted by law and has obtained prior approval of the top management of IHH.

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#### **4.9 Occupational Health and Safety and Sustainability**

4.9.1 It is envisaged that IHH Group will conduct its business activities and operations in a safe manner and in an environment that prevents, to the extent possible, injury to its Employees, customers, manufacturers, suppliers, contractors and business partners.

4.9.2 IHH Group endeavours to reduce the environmental impact of its business activities and will seek to do this through continual improvement of environmental performance, protection and safety.


4.9.3 IHH Group is committed to environmental, social and governance (ESG) sustainability in its business activities and operations, and all Employees are required to uphold and promote sustainable practices in their work and conduct.

4.9.4 In light of the above, IHH Group is committed to provide effective support and training for the Employees to assist them in their responsibilities of ensuring a safe workplace and reducing the environmental impact of their activities.

#### **4.10 Social Inclusion and Workplace Diversity**

4.10.1 IHH Group attracts and retains a workforce, including the IHH Board of Directors and Senior Management, that reflects diverse backgrounds, knowledge, experience and capabilities.

4.10.2 IHH Group is committed to establish an inclusive culture that respects individual differences, by fostering an environment of mutual learning, respect, dignity, openness to other cultures and an appreciation of different perspectives.

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4.10.3 IHH Group also endeavours to ensure that the work environment is free from any form of discrimination and harassment (including sexual harassment) and will seek to do this through continual improvements of policies and practices (including systems and processes) which provide and support equality for individuals.


4.10.4 The responsibility to adhere to and promote these objectives fall on all Employees and reference should be made to any specific policies and procedures on workplace culture and environment of the relevant countries or jurisdictions which IHH Group develops from time to time ("**Specific Workplace Culture and Environment Policies**") for further details and compliance.

4.10.5 Managers of IHH Group are expected to promote such objectives in the workplace and implement any applicable Specific Workplace Culture and Environment Policies in their daily role of managing Employees, by applying policies and practices in a fair and equitable way, being aware of and recognizing unacceptable behaviour, and taking timely and appropriate actions to address the situation.

4.10.6 Employees may enquire or report instances of any concerns on the conduct of other Employees which he or she believes are unacceptable or not in compliance with the applicable Specific Workplace Culture and Environment Policies by contacting the relevant Human Resource Department.

#### **4.11 Insider Dealing**

4.11.1 Without prejudice to Clause 4.5 above, no Employee shall deal or trade, procure others to deal or trade, or provide information to others to deal or trade, in securities of the Company while in possession of relevant

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material non-public information.

4.11.2 For the purposes of Clause 4.11.1 above, “material non-public information” includes any information which is not generally available to the public and can materially affect the price or value of the securities of the Company when it becomes publicly known.


4.11.3 Employees must comply with all applicable laws relating to insider dealing and other securities market abuse, including spreading false information or engaging in activities designed to manipulate the market for publicly traded securities.

4.11.4 Without prejudice to Clause 4.11.3 above, Employees shall refer to and ensure compliance with the applicable Code of Conduct to Regulate, Monitor and Report Trading in Securities of Specific Indian Companies in the event the Employee trades or intends to trade in the securities of the Companies in the IHH Group which are listed on the stock exchanges in India, at any material time.

#### **4.12 Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities**

4.12.1 Employees are expected to take all such appropriate action to prevent money laundering and terrorism financing activities, which includes the following:

- conducting counterparty diligence on prospective business counterparties of the Company;
- reporting any suspicious or suspected transactions or events of money laundering or terrorism financing;
- recording details of any payment or transfer (i.e. the amount, nature, purpose and provider or recipient) in IHH Group’s books and records.

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4.12.2 For the purposes of Clause 4.12.1 above, “money laundering activities” include the following, which is a non-exhaustive list:


- engaging in a transaction that involves proceeds of an unlawful activity;
- acquiring, receiving, possessing, disguising, transferring, converting, exchanging, carrying, disposing of or using proceeds of an unlawful activity or instrumentalities of such unlawful activity;
- removing from or bringing into any country, proceeds of an unlawful activity; and
- concealing, disguising or impeding the establishment of the true nature, origin, location, movement, disposition, title of, rights with respect to, or ownership of, proceeds of an unlawful activity.

4.12.3 Notwithstanding Clause 4.12.1 above, no Employees shall investigate or attempt to investigate any suspected case of money laundering or terrorism financing on his/her own account and such Employee shall report any such cases or incidents to an immediate supervisor, Manager, the relevant Human Resource Department or equivalent.

4.12.4 Except with written authorization by the Company, no Employees shall establish bank, securities trading or any similar accounts in the name of IHH Group or for the benefit of the Company.


## **5. Making a Report**

5.1 Employees who suspect or have knowledge of violations of the letter or spirit of this Policy have an obligation to report their concerns to their immediate supervisors, Managers, the relevant Human Resource Department or equivalent, or to any

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member of IHH's Board of Directors and Senior Management. Matters of concern include pressure exerted by manufacturers, suppliers, customers, business partners of IHH Group, Employees, or others to utilize accounts in an unauthorized manner or to take or enable other actions inconsistent with authorized Company procedures and policies or this Policy.

- 5.2 All allegations of improper or illegal behaviour will be investigated promptly and thoroughly. The investigation shall remain as confidential as practicable and those conducting the investigation shall respect the privacy of all persons involved.
- 5.3 No adverse action shall be taken or permitted against anyone for communicating legitimate concerns to the appropriate persons. While an investigation will be facilitated if the Employee identifies himself or herself, the Company will accept and investigate matters submitted anonymously.
- 5.4 This Policy is subject to amendment and may be reviewed and updated periodically. Employees must certify annually their intent to comply with the standards and principles set out herein.
- 5.5 Questions about this Policy and its application to Employees should be directed to the Employee's immediate supervisors, Managers or the relevant Human Resource Department or equivalent.

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***RECEIPT AND ACKNOWLEDGMENT OF THE EMPLOYEES CODE OF CONDUCT POLICY***

Your signature below indicates that you have read, understood, and agreed to abide by the Company's Employees Code of Conduct Policy.

Employee's Signature:

Date:

Employee's Name:

Entity/Location:

NRIC No/ Passport No: