

Code of conduct for the chairman of the Board of Directors

The principal role of the chairman of the Board is to manage and to provide leadership to the Board of Directors of the company. The chairman is accountable to the board and acts as a direct liaison between the board and the management of the company, through the Chief Executive Officer (CEO)/Managing Director (MD). The chairman acts as the communicator for board decisions where appropriate.

More specifically, the duties and responsibilities of the chairman are as follows:

- to act as a liaison between management and the board;
- to provide independent advice and counsel to CEO/MD;
- to keep abreast generally of the activities of the company and its management;
- to ensure that the directors are properly informed and that sufficient information is provided to enable the directors to form appropriate judgments;
- to develop and set the agenda for meetings to the board;
- to act as chair at meetings of the board;
- to recommend schedule of the date, time and location of Board meeting;
- to review and sign minutes of board meetings;
- to sit on other Committees of the board where appropriate as determined by the Board;
- to call special meetings of the board where appropriate;
- to determine the date, time and location of the annual general meeting of shareholders and to develop the agenda for the meeting;
- to act as chair at meetings of shareholders;
- to recommend to the board, after consultation with the directors and management, the appointment of members of the committees of the board;
- to assess and make recommendations to the Board annually regarding the effectiveness of the board as a whole, the committees of the board and individual directors; and
- to ensure that regularly, upon completion of the ordinary business of a meeting of the board, the directors hold discussions without management present.

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CODE OF CONDUCT FOR BOARD OF DIRECTORS

1. Preface:

This Code of Conduct for the Board of Directors is a guide to help Directors on the Board of the Samorita Hospital Limited to live up to Company's ethical standards. The rules and principles set forth in this Code are general in nature and the compliance with the Code shall be ensured with other applicable policies and procedures of the Company. This code of conduct may be reviewed and approved by the Board from time to time to keep in pace with the regulatory environment and any amendments to this Code.

2. Applicability:

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent, ethical manner and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

3. Honest & Ethical Conduct:

The Directors are required to act in accordance with the highest standards of professional integrity, honesty, ethical and legal conduct, when acting on behalf of the Company or in connection with the Company's business or operations. It contains the following:

- Act honestly, fairly, ethically with integrity and loyalty.
- Act in the best interests of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the stakeholders of the Company;
- Act in good faith with responsibility, due care, competence and diligence.

4. Conflict of Interest:

Directors should avoid any conflicts between their interests and the company's interests. A conflict of interest can occur when a director's personal interest is adverse to the interests of the company or when a director (or a family member) receives improper personal benefits as a result of his/her position as a director.

5. Maintaining Confidentiality:

It is essential to handle all non-public information carefully and appropriately. Directors should maintain the confidentiality of company information entrusted to them, regardless of the source. Directors may disclose certain non-public information if it is legally mandated or the director has the authority to do so.

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6. Legal Compliance:

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance with the laws, rules, regulations, agreements, guidelines; standards including accounting standards governing its operations in the geographies the Company operate. The Directors shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited compliance with Prohibition of Insider Trading policy of the Company.

7. Corporate Disclosure Policy:

It is the Company's policy to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

8. Competition and Fair Dealing:

The Directors are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, suppliers, competitors and other third parties. Directors and Senior Management personnel shall not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. It is the duty and obligation of every Director to comply with this code of conduct.

9. Avoiding Insider Trading:

Board members shall not do insider trading with respect to the purchase and sale of the company's securities. Board members shall not buy or sell securities while in possession of material non-public information. Board members shall not also pass such information on to someone who may buy or sell.

10. Directors' Remuneration

The directors do not receive any type of remunerations or incentives. The board members receive Board fees for attending board and committee meetings.

11. Internal Control

The company's board of directors has the ultimate responsibility for ensuring that senior management establishes and maintains an adequate and effective system of internal controls, a measurement system for assessing the various risks of the company's activities

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and appropriate methods for monitoring compliance with laws, regulations, and supervisory and internal policies.

Code of conduct for Chief Executive Officer

The Managing Director (MD) is responsible for leading the development and execution of the company's long-term strategy with a view to creating shareholders' value. The Managing Director also responsible for all day-to-day management decisions and for implementing the company's long and short term plans. The Managing Director acts as a direct liaison between the board and management of the company and communicates to the board on behalf of management. The Managing Director also communicates on behalf of the company to shareholders, employees, government authorities, other stakeholders and the public.

More specifically, the duties and responsibilities of the Managing Director include the following:

- to lead, in conjunction with the board, the development of the company's strategy so that wealth maximization is achieved;
- to lead and oversee the implementation of the company's long and short term plans in accordance with its strategy;
- to ensure the company is appropriately organized and staffed and to have the authority to hire and terminate staff as necessary to enable it to achieve the approved strategy;
- to manage the human resources according to policies and procedures of the Company;
- to assess the principal risks of the company and to ensure that these risks are being monitored and managed;
- to ensure effective internal controls and management information systems are in place;
- to ensure that the company has appropriate systems to enable it to conduct its activities both lawfully and ethically;
- to ensure that applicable laws, rules, regulations and codes are complied with.
- to act as a liaison between management and the Board;
- to communicate effectively with shareholders, employees, government authorities, regulators and other stakeholders and the public.
- to ensure that the directors are properly informed and that sufficient information is provided to the board to enable the directors to form appropriate judgments;
- to ensure the integrity of all public disclosure by the company;
- in concert with the chairman, to develop board agenda;
- to request that special meetings of the board be called when appropriate;
- in concert with the chairman, to determine the date, time and location of the annual general meeting of shareholders and to develop the agenda for the meeting;
- to sit on committees of the board where appropriate as determined by the board.

Shahid Hafeezul Hoque

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