



The General Assembly Meeting Agenda



The General Assembly Meeting Agenda

1. To review and discuss the Board of Directors' Report for the fiscal year ended on 31st December 2022G.
2. To review and discuss the financial statements for the fiscal year ended on 31st December 2022G.
3. To vote on the Company's external auditor report for the fiscal year ended on 31st December 2022G after discussing it.
4. To vote on paying an amount of SAR (1,720,000) as remuneration to the Members of the Board of Directors for the fiscal year ended on 31st December 2022G.
5. To vote on authorizing the Board of Directors to distribute interim dividends, semi-annually or quarterly, to the shareholders for the fiscal year 2023G.
6. To vote on the decisions of the Board of Directors regarding the dividends distributed to the shareholders for the first quarter, second quarter, third quarter and fourth quarter of the fiscal year ended on 31st December 2022G at SAR (3.48) per share (representing (34.8%) of the nominal value of share) with total amount of SAR (1,218,000,000). (attachment)
7. To vote on releasing the Board of Directors Members from their liability for the fiscal year ended on 31st December 2022G.
8. To vote on delegating the Ordinary General Assembly's authorisation powers stipulated in paragraph (1) of Article (27) of the Companies Law to the Board of Directors for a period of one year effective from the date of approval of the Ordinary General Assembly or until the end of the term of the delegated Board, whichever is earlier, pursuant to the terms mentioned in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
9. To vote on appointing the external auditor for the Company from among the candidates based on the Audit Committee's recommendation to examine, review and audit the second quarter, third quart and annual financial statements of the fiscal year 2023G, and the first quarter of the fiscal year 2024G and to determine the auditor's fees.
10. To vote on the business and contracts concluded between Sehat Al-Kharj for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is additional purchase order for enabling and structural works for Sehat Al-Kharj Hospital Project, and the purchase order value is SAR (512,699), and these businesses and contracts have been made without preferential terms or conditions. (Attachment)
11. To vote on the business and contracts that will be concluded between Dr. Sulaiman Al Habib Hospital FZ-LLC (Subsidiary in Dubai) and Dr. Sulaiman Abdulaziz Al Habib, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib has a direct interest and the Board Member Mr. Hesham Sulaiman Al Habib has an indirect interest, and the nature of the transactions is a purchase and acquisition of 100% of the concession rights of the commercial building (medical center) in Dubai, United Arab Emirates for the remaining (17) years of concession rights started on 02 October 2022G with a total value of SAR (43,862,160), and this contract has been made without preferential terms or conditions. (Attachment)
12. To vote on the business and contracts that will be concluded between Sehat Al-Kharj for Healthcare Company (Subsidiary) and Masah Construction Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is a contract of construction of structural work for Sehat Al-Kharj hospital residential project for a period of (6) six months with a value of SAR (18,514,092), and this contract has been made without preferential terms or conditions. (Attachment)
13. To vote on the business and contracts concluded between the Company and Rawafed Al Seha International Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib and the Board Member Mr. Hesham Sulaiman Al Habib have an indirect interest, and the nature of the transactions is a supply contract based on purchase orders of medical tools, supplies, devices and furniture for the hospitals for a period of (1) one year and to be renewed on an annual basis thereafter, with purchase orders value during the fiscal year 2022G of SAR (40,270,198), and this contract was made without preferential terms or conditions. (Attachment)
14. To vote on the business and contracts concluded between the Company and Al-Andalus Real Estate Company, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib, the Board Member Mr. Hesham Sulaiman Al Habib and the Board Member Eng. Saleh Mohammad Al Habib have an indirect



interest, and the nature of the transactions is a partnership, design, development, management and operation contract for Gharb Jeddah Hospital which is equally owned by both parties with (99) ninety nine years started on 30 October 2014 and to be auto-renewed, and the value of the transactions during the fiscal year 2022G was SAR (27,030,187), and this contract was made without preferential terms or conditions. (Attachment)

15. To vote on the business and contracts that will be concluded between Dr. Sulaiman Al Habib Hospital FZ-LLC (Subsidiary in Dubai) and Dr. Sulaiman Abdulaziz Al Habib, in which the Chairman of the Board Dr. Sulaiman Abdulaziz Al Habib has a direct interest and the Board Member Mr. Hesham Sulaiman Al Habib has an indirect interest, and the nature of the transactions is a lease of warehouse contract in Sharjah, United Arab Emirates, for a period of (1) one year and to be renewed on an annual basis thereafter, with a value of SAR (49,008), and this contract was made without preferential terms or conditions. (Attachment)



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PROXY FORM

Dear Honourable Shareholders,

The Proxy form is not available, as the Ordinary General Assembly will be conducted via modern technology means using Tadawulaty system.

In the event of any inquiries, please contact the Company's Investor Relations Department through:

The land line number: (0115259999) - Ext: (4919)

Or E-mail:

investor.relations@drsulaimanalhabib.com

Thank you



The Annual report of the Audit Committee to the General Assembly for the fiscal year ended on 31 December 2022G

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Board Audit Committee (BAC) Annual Report for the fiscal year ended 31 December 2022

March 12 2023

The Shareholders

Dr. Sulaiman Al Habib Medical Services Group Company

Saudi Joint Stock Company

Riyadh, Kingdom of Saudi Arabia

Subject: The Audit Committee Report to the shareholders

The Audit Committee of Dr. Sulaiman Al Habib Medical Services Group Company (HMG) has prepared its report, which include details of its performance of its competencies and duties including recommendations and opinion on the adequacy of internal and financial control system and risk management systems in the Company to be presented to the shareholders at the General Assembly meeting.

Section 1: The results of annual review of the effectiveness of the Company's internal control System:

It is the responsibility of the Company's executive management to implement adequate and effective internal control system in order to address the risks and facilitate towards accomplishment of Company's strategies, goals and objectives in an efficient and effective manner. The Organization has established a strong corporate governance framework, which defined the roles and responsibilities of the Board of Directors, forming various committees in order to establish proper controls at the Company level. Further, all projects and departments of the Company make collaborative efforts to strengthen the overall control environment through continuous monitoring of compliance with established policies & procedures and initiate actions to prevent or correct any deficiencies in the internal control system.

The internal audit is a function that is independent of executive management and reporting to the Audit Committee. The scope of the function includes assessment of adequacy and effectiveness of the internal control system including compliance with the policies and procedures. The Audit Committee has approved a periodical audit plan to review the Company's operations. The internal audit plans its work using a risk based audit methodology. The internal audit highlighted several areas for improvements and recommend corrective actions to the management. The executive management of the Company, in accordance with the approved plan, addresses the recommendations received on this project.

As well as reviewing the work of the internal audit function, the Audit Committee receives periodic updates from senior management on key issues and initiatives. The Audit Committee also meets the external auditors to discuss any accounting or internal control issues arising from their work.

Based on the Audit Committee assessment of internal audits results, evaluation by the Audit Committee in relation to internal controls, and based on all what the Committee have reviewed and discussed with the external auditors and management, it can be said that the internal control system has been effectively designed and implemented well, thus the Committee found no significant weakness which affect internal control system adequacy of the business during the year 2022. This provides acceptable satisfaction to the Audit Committee on the effectiveness of the extent and sufficiency of the internal control system, noting that no party can express an absolute opinion about any internal control system.



Board Audit Committee (BAC) Annual Report for the fiscal year ended 31 December 2022

Section 2: Summary of key activities that the Audit Committee carried out during 2022:

Pursuant to the assigned tasks to the Audit Committee as per applicable laws, regulations and the Audit Committee charter, during 2022, the Committee has met six times and carried out the following main activities:

- A. Reviewed the interim and annual financial statements before presenting them to the Board, which includes analysis and examination of significant accounting policies, adequacy of accounting estimates, significant accounting matters, any non-familiar issues and provided its recommendations and endorsement to the Board.
- B. Reviewed the applied accounting policies, provide any necessary recommendations, and ensure the integrity of the financial reports and fulfilling the requirements in accordance with the generally accepted accounting standards.
- C. Examined and reviewed the effectiveness of the Company's system of internal control and risk management system.
- D. Monitored and oversee the internal audit activities, which includes which includes review and approval of the internal plan and audit reports, review of the progress and effectiveness of the internal audit and the internal control system; ensure the availability of the necessary resources to enable the internal audit department to perform the assigned tasks and ensure professional independence.
- E. Reviewed the external audit plan, scope of services, progress and performance, ensure professional independence, address any queries of the Company's external auditor, reviewed the external auditor's report and comments in the financial statement, follow-up of actions and provided recommendation to the board to nominate external auditors.
- F. Reviewed the effectiveness of Company's compliance program to ensure compliance with relevant laws, regulations, policies and instructions.
- G. Reviewed the contracts, proposed related party transactions, and providing its recommendations to the Board in connection therewith.

Thanking you,

Dr. Abdulrahman Sulaiman Al Turaigi
Audit Committee Chairman
Dr. Sulaiman Al Habib Medical Services Group Company



Attachment regarding item # 6

Statement detailing the dividends distributed to the shareholders for the first quarter, second quarter, third quarter and fourth quarter of the fiscal year ended on 31 December 2022G

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(Attachment regarding item # 6)

Statement detailing the dividends distributed to the shareholders for the first quarter, second quarter, third quarter and fourth quarter of the fiscal year ended on 31 December 2022G

Item	Statement				Total
	First Quarter 2022G	Second Quarter 2022G	Third Quarter 2022G	Fourth Quarter 2022G	
Total of distributed amount	SAR 290,500,000	SAR 301,000,000	SAR 301,000,000	SAR 325,500,000	SAR 1,218,000,000
Number of shares eligible for Dividends	350,000,000 Shares	350,000,000 Shares	350,000,000 Shares	350,000,000 Shares	-
Dividend per share	SAR 0.83 per share	SAR 0.86 per share	SAR 0.86 per share	SAR 0.93 per share	SAR 3.48 per share
Percentage of Dividend to the share par value	%8.3	%8.6	%8.6	%9.3	%34.8
Eligibility date	For the Company's Shareholders who owns shares at the end of trading session on Thursday, 28 April 2022G Corresponding to 27 Ramadan 1443H and registered in the Company's Share Registry at Securities Depository Center Company at the end of the second trading day following the due date.	For the Company's Shareholders who owns shares at the end of trading session on Thursday, 11 August 2022G Corresponding to 13 Muharram 1444H and registered in the Company's Share Registry at Securities Depository Center Company at the end of the second trading day following the due date.	For the Company's Shareholders who owns shares at the end of trading session on Thursday, 27 October 2022G Corresponding to 02 Rabi Al-Thani 1444H and registered in the Company's Share Registry at Securities Depository Center Company at the end of the second trading day following the due date.	For the Company's Shareholders who owns shares at the end of trading session on Thursday, 23 February 2023G Corresponding to 03 Shaban 1444H and registered in the Company's Share Registry at Securities Depository Center Company at the end of the second trading day following the due date.	-
Distribution date	On Tuesday, 17 May 2022G Corresponding to 16 Shawwal 1443H.	On Monday, 29 August 2022G Corresponding to 2 Safar 1444H.	On Monday, 14 November 2022G Corresponding to 20 Rabi Al-Thani 1444H.	On Monday, 13 March 2023G Corresponding to 21 Shaban 1444H.	-



Attachments regarding item # 10 to item # 15

Limited examination report and the
notification of the Board to the shareholders
about business and contracts that the
members of the Board have any direct or
indirect interest in

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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY (Saudi Joint Stock Company)

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been properly prepared, in all material respects, in accordance with the applicable criteria mentioned below.

Subject Matter:

The subject of the limited assurance engagement is related to the financial information described in the attached declaration (Appendix 1) submitted by the Chairman of the Board of Directors of Dr. Sulaiman Al Habib Medical Services Group Company – Saudi joint stock company – (the "Company") to the Ordinary General Assembly for businesses and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest in it for the year ended 31 December 2022, in accordance with the requirements of Article (71) of the Companies Law.

Applicable Criteria:

- Article (71) of the Saudi Companies Law.
- The declaration submitted by the Chairman of the Board of Directors of the Company (Appendix 1).
- The declarations submitted by the members of the Company's Board of Directors about the business and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest for the year ended 31 December 2022.
- The Company's accounting records for the year ended 31 December 2022.

Management Responsibility:

The management of the Company is responsible for the preparation and presentation of the Subject Matter above in accordance with the applicable criteria, and is also responsible for the selection of methods used in the applicable criteria. Further, the Company's management is responsible for establishing internal controls relevant to the preparation and presentation of the Subject Matter above that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate criteria; maintaining adequate records and making estimates that are reasonable in the circumstances.

Our Responsibility:

Our responsibility is to express a limited assurance conclusion on the Subject Matter above based on our assurance engagement conducted in accordance with **International Standard on Assurance Engagements (3000)** "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia, and the terms and conditions for this engagement as agreed with the Company's management.

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of internal controls when determining the nature and extent of our procedures, our engagement was not designed to provide assurance on effectiveness of those controls.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
DR. SULAIMAN AL HABIB MEDICAL SERVICES GROUP COMPANY
(Saudi Joint Stock Company) (continued)**

Independence and quality controls:

We have complied with the independence and other ethical requirements of the professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia, which was founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Control (1) standard and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Summary of Procedures:

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our procedures included, but were not limited to:

- Obtain the declaration submitted by the Chairman of the Board of Directors, which includes financial information for the businesses and contracts in which a member of the Company's Board of Directors has a direct or indirect personal interest for the year ended 31 December 2022, in accordance with the requirements of Article (71) of the Companies Law (Annex 1).
- Obtain declarations from the members of the Board of Directors regarding the businesses and contracts that they performed with the Company for the year ended 31 December 2022.
- Compare the financial information in (Appendix 1) with the Company's accounting records for the year ended 31 December 2022.

Limited Assurance Conclusion:

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the information in the Subject Matter above has not been properly prepared, in all material aspects, in accordance with the applicable criteria.

Other Matters:

The attached appendix (1) has been stamped by us for identification purposes.

for Ernst & Young Professional Services

Rashid S. Roshod
Certified Public Accountant
License No. (366)
Riyadh: 23 Sha'aban 1444H
(15 March 2023)





Date: 28/07/1444

Corresponding to: 19/02/2023

Honorable Shareholders of Dr. Sulaiman Al Habib Medical Services Group Company

Peace, God's mercy and blessings be upon you,

Subject: Notification to the General Assembly of the businesses and contracts in which the Board Members and Related Parties have a Direct or Indirect interest

Based on the requirements of Article (27) and Article (71) of the Companies Law and Paragraph (15) of Article (21) of the Corporate Governance Regulation, I would like to inform your esteemed General Assembly about the businesses and contracts that will be completed or have been completed during the period ending on 31st. December 2022, in which some members of the Board of Directors have an interest that has not been previously disclosed, with a statement of the details related to the names of those involved in these businesses and contracts, the nature of these businesses and contracts, their duration and amounts, as shown in annex No. (1). These transactions were carried out on the same terms applied to transactions with other parties, and there are no preferential terms for the local market.

We also attach to you a special report from the Company's external auditor in this regard.

Please accept my sincere greetings and appreciation,

Dr. Sulaiman Abdulaziz Al Habib

Chairman of Board of Directors



شركة مجموعة الدكتور سليمان الحبيب للخدمات الطبية
Dr. Sulaiman Al Habib Medical Services Group Co.



Annex No. (1)

	Contract Party	Transaction type/ Contract nature	Transaction conditions/ terms	Related Party	Related party's relationship type with the company	Type of interest	Contract/Transaction Duration	Contract/ Purchase Order Value (Saudi Riyal "SAR")	Transaction Value During 2022 (Saudi Riyal "SAR")
1	Masah Construction Company	Additional purchase order for enabling and structural works for Sehat Al-Kharj Hospital	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	Not applicable	512,699	512,699
2	Dr. Sulaiman Abdulaziz Al Habib	Acquisition of 100% of the concession rights of the commercial building (medical center) in Dubai, United Arab Emirates for the remaining (17) years of concession rights	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Direct Indirect	A contract for a period of (17) seventeen years	43,862,160	0
3	Masah Construction Company	A contract of construction of Structural work for Al Kharj residential project	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	A Contract for a period of (6) six months	18,514,092	0
4	Rawafed Al Seha International Company	Purchase orders of medical tools, supplies and Devices and furniture for the hospitals	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Indirect Indirect	A contract for a period of (1) one year and to be renewed on an annual basis thereafter. The value of the contract is linked to purchase orders	40,270,198	25,249,194
5	Al-Andalus Property Real Estate company	A Partnership, design, development, management and operation contract for West Jeddah Hospital	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib Eng. Saleh Mohammad Al Habib	Board Chairman Board Member Board Member	Indirect Indirect Indirect	A contract for a period of (99) ninety nine years starting from 30/10/2014 and to be Auto-renewed	Not Applicable	27,030,187
6	Dr. Sulaiman Abdulaziz Al Habib	A lease contract of warehouse	There are no preferential terms for the local market	Dr. Sulaiman Abdulaziz Al Habib Mr. Hesham Sulaiman Al Habib	Board Chairman Board Member	Direct Indirect	A contract for a period of (1) one year and to be renewed on an annual basis thereafter	49,008	49,008

