



# **Directors' Code of Ethics**

## **Duopharma Biotech Berhad**

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# **DUOPHARMA BIOTECH BERHAD**

## **Directors Code of Ethics**

### **A. Purpose**

The Directors' Code of Ethics sets out the general guidelines on the ethical expectations of the Board of Directors when carrying out their duties to enhance the standard of corporate governance and corporate behaviour to establish standards of ethical conduct for the Board of Directors of Duopharma Biotech Berhad ("Duopharma Biotech" or the "Company") and its subsidiary companies (the "Group") based on acceptable belief and values one upholds, and to uphold the spirit of accountability and transparency in line with the legislations, regulations, guidelines governing a company, that accord with applicable laws.

Board members of Duopharma Biotech Berhad ("Duopharma Biotech" or the "Company") and its subsidiary companies (the "Group") are required to observe the Directors' Code of Ethics as follows:-

### **A. Corporate Governance**

- (1) Should have a clear understanding of the aims and objectives, capabilities and capacity of the company;
- (2) Should devote time and effort to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
- (3) Should ensure at all times that the company is properly managed and effectively controlled
- (4) Should stay abreast of the affairs of the company and be kept informed of the company's compliance with relevant legislations and contractual requirements;
- (5) Should insist on being kept informed on all matters of importance to the company in order to be effective in corporate management;
- (6) Should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is an own judge of his abilities and how best to manage his time effectively in the company in which he holds directorship;

- (7) Should have access to the advice and services of the company secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with
- (8) Should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the company;
- (9) Should disclose immediately all contractual interests whether directly or indirectly with the company;
- (10) Should neither divert to his own advantage any business opportunity that the company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
- (11) Should at all times act with utmost good faith towards the company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- (12) Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the company is at stake.

## **B. Relationship with Shareholders, Employees, Creditors and Customers**

- (1) Should be conscious of the interest of shareholders, employees, creditors and customers of the company;
- (2) Should at all times promote professionalism and raise competency of management and employees; and
- (3) Should ensure adequate safety measures and provide proper protection to workers and employees at work places.

## **C. Sustainable Practices**

- (1) A Director must take accountability for the governance of sustainability in the Group by:-
  - (a) integrating sustainability considerations into all aspects of decision-making, including strategic planning, risk management and investment decisions
  - (b) ensuring that the company sets its sustainability goals and targets which are aligned with the company's overall strategy and vision
  - (c) being more proactive to the needs of the community and to adopt appropriate policies and initiatives towards achieving sustainability in

the social, economic and environmental conditions in furtherance to the pursuit of profitability;

- (d) striving to treat employees fairly and promote quality of life by adopting sustainable corporate social responsibilities;
- (e) ensuring that the company's policies are in line with the international trends to promote human rights in corporate environment;
- (f) ensuring that the activities and the operations of the company do not harm the interest and well-being of the environment and the society at large and to assist in the fight against inflation; and
- (g) ensuring effective use of natural resources and continuously reduce its carbon footprint.

#### **D. Review and amendment of the Code of Ethics**

- (1) This Code of Ethics has been approved by the Board. The Board shall review this Code of Ethics periodically and make amendments when necessary; and
- (2) The Company Secretary shall ensure that the provisions of this Code of Ethics continue to comply with legal requirements and corporate governance enumerations applicable to the Group and, if necessary, shall suggest amendments to the Code of Ethics for consideration by the Board.