



# **Board Voting Guideline**

## Duopharma Biotech Berhad

Effective Date: 09/12/2022  
Reference No.: Duopharma Biotech/VG/01  
Version: 1.0

## 1. Introduction

### 1.1. Policy Statement

- 1.1.1. The Board of Directors (the “Board”) of Duopharma Biotech Berhad (“Duopharma Biotech” or the “Company”) is committed to ensuring compliance by Duopharma Biotech with the requirements contained in the Companies Act 2016, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and other applicable laws.
- 1.1.2. The Voting Guideline for the Board of Duopharma Biotech (“Guideline” or “Document”) reflects the Board’s commitment to promote good governance practice and transparency in the decision-making process of the Board. This Document sets out the guiding principles and practices which underpin the Board’s approach to its deliberation and decision-making process.
- 1.1.3. This Guideline is supplementary to the existing guidelines and policies within Duopharma Biotech so as to further enhance the overall governance infrastructure of the Company.

### 1.2. Objectives

- 1.2.1. The primary objective of this Document is to provide a guideline on the voting process to ensure similar understanding and to provide guidance for consistency of practices in the Board’s voting processes and approach to instituting good governance and transparency in its deliberation and decision-making process.
- 1.2.2. The Company Secretary is the owner of this document and is responsible for the following:
  - (a) to ensure that this Guideline is circulated to the Boards and Board Committees of Duopharma Biotech for their adoption and implementation; and
  - (b) to maintain and update this Guideline as appropriate from time to time.

### 1.3. Scope and application

- 1.3.1. This Guideline should be read together with the relevant enumerations encapsulated in the following authoritative promulgations:
  - (a) Companies Act 2016;
  - (b) Malaysian Code on Corporate Governance;
  - (c) MMLR;
  - (d) Practice Notes, Forms, Templates and Undertaking Letters, Directives and Clarifications, Guidelines, Legislations, Circulars, and frequently asked questions (“FAQs”) issued by the Companies Commission of Malaysia;
  - (e) Practice Notes, Forms, Templates and Undertaking Letters, Directives and Clarifications, Guidelines, Legislations, Circulars, and FAQs issued by Bursa Securities; and
  - (f) Other applicable laws.
- 1.3.2. The internal reference documents which are to be referred to for this Guideline include, but not limited to the following:
  - (a) Board Charter and all policies of the Company as adopted by the Board;
  - (b) Directors Code of Best Practices;
  - (c) Terms of References (“TORs”) of Board Committees; and
  - (d) Code of Conduct.
- 1.3.3. Where there is a conflict between the contents of this Guideline and the authoritative promulgations, the relevant enumerations contained in the said authoritative promulgations or the Company’s Constitution shall prevail.

1.3.4. Where paragraphs in this Guideline refer to provisions in legislations or other corporate governance promulgations, they are indicated accordingly in italics.

1.3.5. This Guideline applies to the Board of Duopharma Biotech.

#### 1.4. Definitions

1.4.1. These terms are ascribed with the following definitions in relation to this Guidelines:

Words	Meaning
"Act"	Companies Act, 2016 and includes any subsidiary legislation made under the Act
"MMLR"	Main Market Listing Requirements
"Bursa Securities"	Bursa Malaysia Securities Berhad
"Board"	Board of Directors of Duopharma Biotech Berhad
"Board Committees"	Board Committees of Duopharma Biotech Berhad namely: i. Audit Committee; ii. Nomination and Remuneration Committee; iii. Risk Management Committee; iv. Halal and Sustainability Committee; and v. Medical Research Committee.
"Chairman"	Chairman of the Board of Directors of Duopharma Biotech Berhad
"Constitution"	Constitution of Duopharma Biotech Berhad

## 2. Board, Board Committees and Governing Bodies

2.1 The Board is a strategic body whose decisions affect the Company's future and the interest of its members and other stakeholders. The Board is charged with leading and managing the Company in an effective and responsible manner. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed and have a legal duty to act in the best interest of the Company. It is also responsible for adhering to good environmental, social and governance practices.

2.2 The principal responsibilities of the Board include:

- i. Represent shareholders and serve the interest of the Company; and
- ii. Chart the direction, strategies and financial objectives that will allow the Company to build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution and within a framework of prudence and effective controls that enable risks to be assessed and managed.

### 3. Proceedings of Directors

- 3.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to the Constitution of the Company, questions arising at any meeting shall be determined by a majority of votes ([Article 122 of the Constitution](#)).
- 3.2 Directors may participate in a meeting of the Directors by means of a conference telephone, video conference or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participates throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting ([Article 122 of the Constitution](#)).
- 3.3 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is. For the purpose of recording attendance, the Chairman or Secretary shall mark on the attendance sheet that the Director was present and participating by telephone, video-conferencing or other electronic means ([Article 122 of the Constitution](#)).
- 3.4 Notice of all meetings of the Board shall include the date, time and place of meeting and the matters to be discussed and shall be given by hand, post, facsimile, electronic form or other form of electronic communications to all Directors and their alternate Directors who have a registered address in Malaysia ([Article 123 of the Constitution](#)).
- 3.5 It shall not be necessary to give any Director or alternate Director, who does not have an address in Malaysia registered with the Company, notice of a meeting of the Directors by hand or by post ([Article 123 of the Constitution](#)).
- 3.6 Any Director may waive notice of any meeting either prospectively or retrospectively. The notice of each Board Meeting shall be deemed to be served on a Director upon delivery if delivered by hand, or immediately if sent by facsimile, electronic form or other form of electronic communications or if sent by post, one (1) day following that on which a properly stamped letter containing the notice is posted ([Article 123 of the Constitution](#)).
- 3.7 The quorum necessary for the transaction of the business of the Board shall be three (3) Directors for the time being of the Company Provided That the quorum shall include at least one (1) Independent Director. A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board ([Article 125 of the Constitution](#)).
- 3.8 A resolution in writing taking the form of one or more documents in writing or by telex, telegram, cubic or other written electronic communication signed or approved by a majority of the Directors for the time being (whether or not present in Malaysia), and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted; provided that where a Director is not so present but has an alternate who is so present, then such resolutions shall be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolutions" and may consist of several documents in the like form each signed by one (1) or more of the Directors and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minute book following the receipt thereof by him ([Article 128 of the Constitution](#)).

## 4. Voting Procedures

- 4.1 The Chairman plays a pivotal role in creating the conditions for overall board effectiveness. The Chairman is responsible for creating conditions for good decision-making during Board meetings (*Paragraph 4.9.1(c)(xi) of the Board Charter*).
- 4.2 The Chairman is responsible for managing the business of the Board to ensure that sufficient time is allowed for the discussion of complex or contentious issues, and where appropriate requesting for a special meeting to enable thorough Board discussion (*Paragraph 4.9.1(e)(iii) of the Board Charter*).
- 4.3 The Chairman ensures that every Board resolution is put to vote to ensure the will of the majority prevails (*Paragraph 4.9.1(f) of the Board Charter*).
- 4.4 In the case of an equality of votes, the Chairman shall have a second or casting vote except where only two (2) Directors are competent to vote on the question at issue (*Article 122 of the Constitution*).
- 4.5 The Chairman may announce to end the discussion of any motion or proposal and to proceed with voting on the motion or proposal.
- 4.6 Resolutions shall be deemed adopted if no objection is voiced by any of the attending directors after solicitation by the Chairman.
- 4.7 If objection is voiced after solicitation by the Chairman and subject to paragraph 4.8 below, such resolution shall be voted upon.
- 4.8 Any proposal to not put a motion or proposal to vote and/or to defer resolution of that motion or proposal, or to withdraw that motion or proposal shall only be made in accordance with the will of the majority of the Directors present at the meeting.
- 4.9 Subject to the Constitution, where a motion or proposal had been tabled to and approved/endorsed by a Board Committee for tabling to the Board for its approval/endorsement, any Director who had voted or deemed to have assented in favour of that motion or proposal at the Board Committee level should also vote in favour of that motion or proposal when tabled to the Board for its resolution Provided That –
  - (a) where there is any material new or additional information or material change of circumstances coming to the knowledge or attention of that Director after the Board Committee had resolved on that motion or proposal, that Director may raise an objection; and
  - (b) in the event of any such objection being raised by that Director, the motion or proposal shall be withdrawn and be re-tabled to the relevant Board Committee and re-deliberated to take into consideration that new or additional information or change of circumstances,Provided Further That –
  - (i) the Chairman shall have the discretion to nevertheless proceed with deliberation and/or voting on the motion or proposal (whether in the original form of motion or proposal or amended motion or proposal) without the same being withdrawn and re-tabled to the relevant Board Committee; and
  - (ii) in that case, any Director who had voted or deemed to have assented in favour of the original motion or proposal at the Board Committee level may vote in such manner as he deems fit.

- 4.10 Where a motion or proposal had been tabled to and approved/endorsed by a Board Committee for tabling to the Board for its approval/endorsement, and an amended or substitute motion or proposal is instead tabled to the Board for its approval/endorsement, any Director may object to the tabling of that amended or substitute motion or proposal and require the same to be withdrawn and tabled to that Board Committee first for its deliberation and approval/endorsement. .
- 4.11 The Chairman shall decide the sequence of voting for a proposed resolution and any amendment or substitute resolution. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required. The result of voting shall be announced at the meeting.
- 4.12 The method of voting shall be one of the following as determined by the Chairman:
- i. By show of hands;
  - ii. By voicing votes; or
  - iii. By casting ballots. The Chairman shall appoint person(s) to monitor the voting process and person(s) to count the ballots; and the person(s) appointed to monitor the voting process should preferably be a Director.
- 4.13 If a director has a personal interest in the matter under discussion at the meeting, the relevant director shall disclose the nature of such personal interest. If such interest may impair the interest of the Company or if so required by the Constitution or any of the promulgations referred to in paragraph 1.3.1 above, the relevant director shall not join the discussion and voting of such matter, and shall recuse himself/herself when the matter is being discussed and resolved.
- 4.14 The resolutions adopted shall be recorded in the meeting minutes/circular resolution. The meeting minutes shall accurately record whether a motion or proposal had been resolved as having been passed or not passed by the Board. Where a resolution was not unanimous, the minutes shall record whether the respective Directors present during the voting on the motion or proposal had voted for or against or abstained.

## 9. Review and amendments

The Company Secretary shall ensure that the provisions of this Guideline continue to comply with the requirements contained in the Companies Act 2016 and other applicable laws and, if necessary, shall suggest amendments to this Guideline for consideration by the Board.

All revisions or amendments to this Guideline shall be approved by the Board.

Version	Release Date	Summary of Changes	Prepared by	Reviewed by	Approved by
1.0	09.12.2022	Initial Version	Cik Shazrin Erma binti Azmi, Assistant Manager, Company Secretary	Encik Leonard Ariff bin Abdul Shatar, Group Managing Director  Encik Ibrahim Hussin Salleh, Chief Legal Officer & Group Company Secretary	YBhg. Tan Sri Datin Paduka Siti Sa'diah binti Sh Bakir, Non-Independent Non-Executive Chairman