



WHISTLEBLOWING POLICY

1.0 INTRODUCTION

- 1.1** Duopharma Biotech Berhad (“Duopharma Biotech/the Company”) is committed to operating with Integrity and in compliance with applicable laws, regulations and policies. It is our policy and practice to maintain the highest ethical standard and to create a workplace free of inappropriate or unlawful behaviour. However, we acknowledge that there may be occasions when things go wrong or the Company may unknowingly harbour unethical conduct. We believe a culture of openness and accountability is essential in order to prevent such situations from occurring or to address them if they do occur.
- 1.2** Whistleblowing is defined in this policy as an attempt by an employee or stakeholders (i.e. business associate/shareholders/customers/suppliers) to disclose through established channels, genuine concerns about unethical behaviour, malpractices, illegal acts, failure to comply with regulatory requirements or what he or she believes to be a wrongdoing committed by another (other) employee(s) within the company or organisation.
- 1.3** This policy is in line with Section 587 of the Companies Act 2016 (“the Act”), which were intended to further enhance Corporate Governance in Malaysia, and the Whistle-blower Protection Act 2010 wherein provisions have been made to protect Company Officers / Public Body officers who make disclosures on breach or non-observance of any requirement or provision of the Act or on any serious offence involving fraud and dishonesty.
- 1.4** This policy is designed to provide guidance on how the employee’s or stakeholders should report any suspected misconduct as well as reassurance that any disclosures can be made safely. In this respect, the policy makes it clear that these concerns can be raised without fear of retaliation, victimisation, recrimination, discrimination or disadvantage. It provides a formal channel to encourage and enable employee’s and stakeholders to raise serious concerns within the Company rather than ignoring a problem or making anonymous allegations.

2.0 AIMS AND SCOPE OF THIS POLICY

This policy aims to:

- 2.1** Encourage whistle-blowers and/or their representatives to feel confident in raising disclosures in the Companies interest about suspected serious misconduct in the Company, without fear of reprisals or victimisation, even where the disclosures are not subsequently confirmed by an investigation.
- 2.2** Provide a formal channel for employee's and stakeholders to raise these concerns and receive feedback on any actions taken.
- 2.3** Ensure that where a disclosure proves to be well-founded, the individuals responsible for such serious misconduct will be dealt with in an appropriate manner.
- 2.4** Ensure that employee's and stakeholders receive a response to their concerns and ensure that they are aware of how to pursue their concerns if they are not satisfied with the response given.
- 2.5** Set out how the Company will handle and respond to disclosures.
- 2.6** This policy is intended to deal with serious concerns about wrongdoings such as follows (not exhaustive):
 - i. Fraud or corruption or bribery;
 - ii. Criminal breach of trust;
 - iii. Unauthorised use of Company's assets/money;
 - iv. Unethical behaviour or improper conduct;
 - v. Abuse of position for any unauthorised use or for personal gain;
 - vi. An unlawful act;
 - vii. Any danger to health and safety;
 - viii. Damage to the environment (eg. pollution); or
 - ix. Deliberate concealment of any of the above matters or other acts of wrongdoing.
- 2.7** This policy applies to all Directors, Officers and Employees (permanent and temporary) of Duopharma Biotech, subsidiaries and affiliated companies, regardless of the location of employment. This policy's general principles also apply to Duopharma Biotech's business associates, suppliers, vendors, agents, distributors, consultants and any other third parties acting on Duopharma Biotech's behalf, regardless of citizenship or where they conduct business.

3.0 EXEMPTIONS

3.1 This policy will not apply where there are already appropriate policies or procedures in place for dealing with the concern raised. Specifically, this policy is not designed to be used:

- i. For raising or reconsideration of matters that come under existing internal policies and procedures, e.g. Grievance Procedure and Anti-Sexual Harassment Policy; or
- ii. For allegations that fall within the scope of specific policies and procedures (for example staff grievances in relation to salaries) which will normally be referred for consideration under the relevant policies and procedures, unless the whistleblower has good reason to believe that the appropriate process is not being followed or will not be followed effectively, in which case the provisions of this policy shall apply in relation to that allegation.

4.0 PROTECTION UNDER THIS POLICY

4.1 All whistle-blowing reports have to be made honestly with a reasonable belief that the information and allegation are true. The Directors and Management of the Company are committed to this policy.

4.2 This policy provides assurance that the whistleblower, if an employee or stakeholder of the Company, shall not be subject to any action in accordance with Section 587 of the Companies Act 2016 and the Whistleblower Protection Act 2010.

4.3 The employee shall be protected against any reprisals or retaliation and immunity from disciplinary action from the employee's immediate superior or department head or any other person exercising power or authority over the employee in his/her employment, provided that:

- i. disclosure is made in good faith;
- ii. the employee reasonably believes that the information, and any allegations contained in it, are substantially true; and
- iii. the employee is not acting for personal gain or agenda.

4.0 PROTECTION UNDER THIS POLICY *(Cont'd)*

4.4 Employee's or stakeholders who have raised concerns in good faith, reasonably believed that they have been subject to retaliation, as a direct consequence for making disclosure under this policy, may consult the Head of Group Internal Audit & Integrity ("HGIA") or the Audit & Integrity Committee ("AIC"). The HGIA or AIC shall take immediate action to investigate the complaint.

5.0 CONFIDENTIALITY

5.1 All concerns will be treated in confidence and every effort will be made not to reveal the employee's and stakeholder's identity if that is his/her wish. At the appropriate time, however, the employee's and stakeholder's identity may need to be revealed as he/she may be required as a witness.

5.2 Information about the action being taken to address the concern will be provided to the employees or stakeholders raising the concern at the appropriate time.

5.3 Other than the Head of Group Internal Audit & Integrity and the Integrity Manager, only the Malaysian Anti-Corruption Commission authorised officers, the Royal Malaysian Police or other enforcement agencies with a warrant have the legal and lawful rights to access and/or inspect the whistleblowing register, the investigation files and records, and other related records.

6.0 UNTRUE ALLEGATIONS

6.1 If an employee makes an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against the employee making that allegation. If, however, an employee makes an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against the employee making that allegation.

7.0 ANONYMOUS ALLEGATIONS

7.1 This policy encourages employee's and stakeholders to put their names to their allegations. It provides a formal channel for employees and stakeholders to communicate their concerns without any fear of retribution.

7.2 Accordingly, with this policy, employee's and stakeholders are expected not to make any anonymous allegations and nor is the Company expected to address any anonymous allegations. The Company may, however, consider investigating an anonymous allegation having considered the following:

- i. the seriousness of the concern;
- ii. the credibility of the concern; and
- iii. the likelihood of confirming the concern from attributable sources.

8.0 HOW TO RAISE A CONCERN

Any concern of an employee should normally be raised with the immediate superior or Head of Department. However, the most appropriate person to contact to report a concern may depend on the sensitivity of the issues involved and who is suspected of the malpractice. Therefore, if the employees or stakeholders prefer, they may utilise any one of the following mechanisms:

(i) In Writing

Mail: Suite 18.06, Level 18,
Kenanga International
No. 26, Jalan Sultan Ismail
50250, Kuala Lumpur, Malaysia.

Attention: Head Group Internal Audit & Integrity

(mark, '**Strictly Confidential to be opened by Addressee only**')

(ii) Email

Email Address: seehearspeakup@gmail.com

8.0 HOW TO RAISE A CONCERN (Cont'd)

(iii) Phone

Contact Number: +6017 294 1094

Operating Days / Hours: Monday to Friday / 8.30am to 5.30pm

(iv) Short Messaging Services (“SMS”)

Contact Number: +6017 294 1094

Operating Hours: Monday to Friday / 8.30am to 5.30pm

(v) Secured Website Form

Web Address: <https://duopharmabiotech.com/>

8.1 The report shall contain the following information:

- i. Types of misconduct or wrongdoings
- ii. Name of person(s) involved
- iii. Time, location and dates of misconduct or wrongdoings occurred
- iv. How the misconduct or wrongdoings were perpetrated
- v. Other witnesses to the misconduct or wrongdoings
- vi. Documentation or evidence available
- vii. The reason why they are particularly concerned about the situation.

8.2 Employee’s and stakeholders are encouraged to express their concerns at the earliest opportunity and are welcomed to discuss their concerns with the Head of Group Internal Audit & Integrity in confidence first.

8.3 Whilst employee’s and stakeholders will not be expected to prove the truth of the allegation that is made, it will be necessary to demonstrate to the person contacted that there are sufficient grounds for concern.

9.0 THE COMPANY'S RESPONSE

- 9.1** All reports received will be analysed by the Head of Group Internal Audit & Integrity and further discussed with the Audit & Integrity Committee and/or the Group Managing Director to decide on the next appropriate course of action.
- 9.2** The action taken by the Company will depend on the nature of the concern. Some concerns may/will be resolved by agreed action without the need for an investigation. If urgent action is required, this may be taken before any investigation is conducted.
- 9.3** Within 10 working days, the Head of Group Internal Audit & Integrity will contact the employee or stakeholder who raised the concern to:
- i. acknowledge that the Company has received the allegation;
 - ii. explain how the Company will handle the matter; and
 - iii. explain what support is available to the party who raised the concern.
- 9.4** The Company accepts that the employees or stakeholders who raised the concern need to be assured that the matter has been properly addressed. Hence the employee's or stakeholders who raised the concern will be given as much information as possible on the outcome of the investigation, subject to legal constraints.
- 9.5** The Company will take steps to minimise any difficulties which an employee may experience as a result of raising a concern. For instance, if an employee is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for him/her to receive advice/support about the procedures.

10.0 HOW THE MATTER CAN BE TAKEN FURTHER

- 10.1** This policy is intended to provide employees with a formal channel within the Company to raise concerns. The Company hopes that employee's and stakeholders will be satisfied with any actions taken. If they are not, and if they feel that it is right to take the matter outside the Company, the following are possible contact points:
- i. the Chairman of Duopharma Biotech Berhad either in writing or in person;
 - ii. the Duopharma Biotech Berhad Audit and Integrity Committee Chairman either in writing or in person;
 - iii. the Malaysian Anti-Corruption Commission; or
 - iv. the relevant enforcement agency or regulatory authority.

10.0 HOW THE MATTER CAN BE TAKEN FURTHER (Cont'd)

10.2 If employee's do take the matter outside the Company, they must ensure that they do not disclose confidential information. This policy encourages employees to check with the contact point about that before proceeding with any such action.

11.0 MONITORING THE POLICY

11.1 The Company will maintain records of all matters raised through the Whistleblowing Policy in order that an assessment may be made of the effectiveness of the policy and any emerging patterns.

11.2 The Head of Group Internal Audit & Integrity will be responsible for undertaking a formal assessment of the effectiveness of the policy and any emerging patterns and reporting this to the Audit and Integrity Committee and Group Managing Director.

11.3 The Group Managing Director has overall responsibility for the Whistleblowing Policy.

RECEIVED REPORT FLOWCHART

