



Policy on Beneficial Ownership Reporting

Duopharma Biotech Berhad

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1. Introduction

1.1 Policy statement

1.1.1 The Board of Directors (the “Board”) of Duopharma Biotech Berhad (“Duopharma Biotech”) is committed to ensuring compliance by Duopharma Biotech and its subsidiaries (hereinafter Duopharma Biotech and its subsidiaries are collectively referred to as the “Group”) with the requirements of the Guideline for the Reporting Framework for Beneficial Ownership of Legal Persons (the “Guideline”) issued by the Companies Commission of Malaysia (*Suruhanjaya Syarikat Malaysia* or “SSM”) pursuant to section 20C of the Companies Commission of Malaysia Act 2001 [Act 614] on 1 March 2020 (and as amended by SSM from time to time).

1.1.2 The objective of the Policy on Beneficial Ownership Reporting (“this Policy”) is to:

- (a) outline the Group’s implementation of: -
 - (i) Section 56 of the Act (as amended from time to time) and/or such other relevant provisions of the Act relating to beneficial ownership reporting obligations); and
 - (ii) the Guideline and/or such other guideline, directive, practice note or framework issued by SSM relating to beneficial ownership reporting obligations),to enable the Group to obtain the beneficial ownership information from its shareholders and record such information in the register of beneficial owners;
- (b) outline guidelines to assist the Board and Company Secretary in identifying and verifying the beneficial owners of a legal entity, keeping the BO information accurate and up-to-date and accessible in a timely manner, notifying the Registrar of the BO information including any changes thereof as well as providing access of the BO information to certain categories of persons; and
- (c) to ensure similar understanding and to provide consistency of actions within the Group in identifying and verifying the beneficial owners of a legal entity, keeping the BO information to ensure best practices are implemented in the identifying and verifying process.

1.1.3 The Company Secretary is the owner of this document and is responsible for the following:

- (a) to ensure that this Policy is circulated to the Boards of the subsidiaries of Duopharma Biotech for their adoption and implementation; and
- (b) to maintain and update this Policy on a timely basis.

1.2 Scope and application

1.2.1 This Policy must be read together with the relevant enumerations encapsulated in the following legislations (as amended from time to time): -

- (a) Companies Act 2016;
- (b) Guideline For The Reporting Framework For Beneficial Ownership of Legal Persons issued by SSM; and
- (c) Practice Directives, Practice Notes, Guidelines, Legislations, Circulars, FAQs issued by SSM in relation to the Reporting Framework For Beneficial Ownership of Legal Persons.

1.2.2 This Policy applies to: -

- (a) the Group; and
- (b) all shareholders of Duopharma Biotech and its subsidiaries to enable the seeking of information on the “ultimate owner of shares” who is an individual (natural person) who meets one or more of the following criteria –
 - (i) has interest, directly or indirectly, in not less than 20% of the shares of the company;
 - (ii) holds, directly or indirectly not less than 20% (twenty per centum) of the voting shares of the company;
 - (iii) has the right to exercise ultimate effective control whether formal or informal over the company; or the directors or the management of the company;
 - (iv) has the right or power to directly or indirectly appoint or remove a director(s) who holds a majority of the voting rights at the meeting of directors; or
 - (v) is a member of the company and, under an agreement with another member of the company, controls alone a majority of the voting rights in the company.

1.2.3 This Policy shall be published on the website of Duopharma Biotech to allow the members of Duopharma Biotech to have access to and notice of the Policy.

1.3 Definitions

1.3.1 These terms are ascribed with the following definitions in relation to this Policy:

Words	Meaning
the “Act”	the Companies Act, 2016 and includes any subsidiary legislation made under the Act;
“beneficial owner” or “BO”	the ultimate owner of the shares and does not include a nominee of any description. This definition must also be read with the concept of “interests in shares” under section 8 of the Act as well as any other guideline on the meaning of BO as may be provided in the Act, the Guideline and/or any other guideline, directive, practice note or framework issued by SSM relating to beneficial ownership reporting obligations;
“board”	the Board of Directors of the Company and the Board of Directors of subsidiaries of Duopharma Biotech (as the case may be);
“Company”	the respective company within the Group, as the context may require;
“Duopharma Biotech”	Duopharma Biotech Berhad;
“interest in share”	an interest in shares as defined under Section 8 of the Companies Act 2016;
“Group”	Duopharma Biotech Berhad and its subsidiaries;

“Guideline”	the Guideline for the Reporting Framework for Beneficial Ownership of Legal Persons issued by the Companies Commission of Malaysia pursuant to section 20C of the Companies Commission of Malaysia Act 2001 [Act 614] on 1 March 2020 (and as amended by SSM from time to time);
“member”	a person whose name is entered in the register of members or register of shareholders as the holder for the time being of one or more shares (irrespective of the types or class of shares) in the Company;
“Registrar”	The Registrar of Companies; and
“SSM”	<i>Suruhanjaya Syarikat Malaysia</i> or the Companies Commission of Malaysia.

2. Reporting Framework for Beneficial Ownership and/or Information on Shareholding

2.1. Notice to Member to Obtain Information

- 2.1.1. Any company within the Group (the "Company") may, by notice in writing at least once in a calendar year, require any member within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether the member holds any voting shares in the Company as beneficial owner or as trustee; and
 - (b) if the member holds the voting shares as trustee, to indicate so far as the member can the persons for whom the member holds the voting shares by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- 2.1.2. Where the Company is informed that a person, whether a member or not, having an interest in any of the voting shares in the Company is beneficial owner or as a trustee, the Company may by notice in writing require that person within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether he holds that interest as beneficial owner or as trustee; and
 - (b) if he holds the voting shares as trustee, to indicate so far as he can the persons for whom he holds such interest by name and by other particulars sufficient to enable those persons to be identified and the nature of their interest.
- 2.1.3. The Company may, by notice in writing at least once in a calendar year, require any member within such reasonable time as is specified in the notice:-
- (a) to inform the Company whether any of the voting rights carried by any voting shares in the Company held by him are the subject of any agreement or arrangement under which another person is entitled to control his exercise of those rights; and
 - (b) if the member is under such an agreement or arrangement, to give particulars of the agreement or arrangement and the parties to such agreement or arrangement.

2.2. Obligation of Member to inform the Company

- 2.2.1. If a member of the Company has received a notice issued under paragraph 2.1 herein, the member has an obligation to inform the Company whether the member is the BO or has met at least one of the criteria stated under paragraph 1.2.2 of this Policy, as a trustee or that the voting rights held by the member is subject to an agreement or arrangement in which another person is entitled to exercise that voting rights.
- 2.2.2. A member shall notify the Company when there are changes in the BO information.
- 2.2.3. A member commits an offence under Section 56 of the Act if he –
- (a) does not reply to the notice issued by the Company; or
 - (b) in purported compliance with such a notice makes any statement which he knows to be false in a material particular or recklessly makes any statement which is false in a material particular,

unless he can prove that the information in question was already in the possession of the Company or that the requirement to give it was for any other reason, frivolous or vexatious.

2.2.4 Except as required by the Constitution of the Company or by law, and notwithstanding anything to the contrary set out in this Policy, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even with notice thereof) any equitable, contingent, future or partial interest in any share or any unit of share or any other right in respect of any shares, except an absolute right to the entirety thereof in the registered holder.

2.3. Supporting Documents

2.3.1. In identifying and verifying the BO information, the Company may require a member to provide such supporting documents as are necessary which may include, but are not limited to, certified copies of a national identification card, passport or other similar documents, founding documents and agreements regulating the power to bind the Company.

2.3.2. The supporting documents shall be kept by the Company at the same location with the register of BO to show that reasonable steps have been taken in identifying the BO.

2.4. Keeping of BO Information

2.4.1. The Company shall ensure that the BO information and the supporting documents to verify the BO information are in order and kept either at the registered office or at the same place the register of members or the register of partners is kept.

2.4.2. The BO information and the supporting documents shall be kept for at least 7 years from the date a person ceases to be a BO.

2.4.3. The BO information shall be kept either in the national language or English language and may be kept either in physical or electronic form.

2.5. Access to BO Register and Information

2.5.1. The Company shall ensure that the BO information can be accessed in a timely manner by the competent authorities and the law enforcement agencies as and when required. Competent authorities, law enforcement agencies, the BO and the persons authorised by the BO may be provided with copies of the BO information and supporting documents, upon request.

2.5.2. The Company shall give access in a timely manner to the BO whose name is recorded in the register of BO or the persons authorised by the BO as and when requested in writing. For the avoidance of doubt, a BO shall only be given access to the BO information relating to him.

3. Review and Amendment

The Board shall review and amend this Policy from time to time or as and when necessary, to be in line with legislative promulgations such as Companies Act 2016 whilst also taking into account the enumerations of the relevant guideline issued by SSM.

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