

**Medical and Research
Committee of Duopharma
Biotech Berhad (“Duopharma
Biotech” or the “Company”)**

Terms of Reference

This Terms of Reference sets out the matters concerning the governance of the Medical and Research Committee (“MRC” or the “Committee”).

1. Purpose

- 1.1 The purpose of the MRC is to assist the Board of Directors (“Board”) in providing its expert advice and professional guidance on matters relating to:
- Pharmaceutical strategy;
 - Clinical and pharmacovigilance;
 - Pipeline products with an investment value of RM3 million and above;
 - Disease & treatment trends;
 - Clinical development;
 - Medical ethics;
 - Matters relating to medical devices;
 - Matters relating to clinical trials;
 - Issues relating to products;
 - Issues relating to compliance requirements;
 - Future manufacturing trends / facilities / approaches to acquiring and maintaining a range of distinct technology positions relating to the medical / pharmaceutical industry; and
 - Support for relevant legal cases prosecuted by or against the Group (e.g., relating to products)
- 1.2 In the exercise of its functions, it is understood that the MRC is not delegated with decision- making powers but shall report its recommendations to the Board for decision. The MRC may undertake to perform any additional functions delegated to it by the Board. The existence of the MRC does not diminish the Board’s ultimate statutory and fiduciary responsibility for the decision-making relating to the functions and duties of the Committee.

2. Principles

- 2.1 The Group is engaged in the manufacture, export, import, sale, distribution, research and development of pharmaceuticals, medicines and healthcare products and services.
- 2.2 Research and development of pharmaceuticals, medicines and healthcare products and services are integral parts of the Group’s business practice and sustainability.
- 2.3 The Committee will provide advice and professional guidance related to the above matters and will keep under review the effectiveness of the Group’s research and development activities.

3. Composition

3.1 Size

The Committee shall have at least three (3) members.

3.2 Membership

- (a) The Committee shall comprise: -
- (i) at least one (1) Non-Executive Director; and
 - (ii) at least two (2) key opinion leaders who are not Directors of the Company.

(Article 110 of the Company's Constitution provides that the Board may establish any committee for managing any affairs of the Company and may appoint any persons to be members of such committee. Article 111 provides that the Board may delegate any of their powers to a committee consisting of either members of their body and/or members and non- members as they think fit.)

- (b) Non-Directors who are appointed as members of the Committee shall not be deemed in any way to be a Director or Board member of the Company or of any subsidiary of the Group.

3.3 Chairman of the Committee

- (a) The members of the Committee must elect a Chairman of the Committee from among the members of the MRC who are Non-Executive Directors. The Chairman of the Board shall not chair the MRC (*Practice 1.4, Malaysian Code on Corporate Governance*).
- (b) Before appointment as Chairman of the MRC, it is desirable and as far as may be practical given the circumstances at the material time for the appointee should have served on the MRC for an appropriate period of time.

3.4 Secretary of the committee:

- (a) The secretary of the Committee ("Secretary") shall be the Head of Medical Affairs of the Company or his or her representative or such other person as determined by the Group Managing Director or the Company Secretary from time to time.
- (b) The Company Secretary of the Company shall receive notices of all meetings of the Committee and the Company Secretary and/or his or her representative shall be entitled to attend all meetings of the Committee.

4. Appointment of members

4.1 The Nomination & Remuneration Committee ("NRC") in consultation with the Chairman of the MRC shall recommend the appointment of MRC members to the Board;

4.2 Members shall be appointed based on their ability to devote time, character, integrity, competence and experience relevant to their duties of the MRC. Collectively, the Committee should possess a wide range of necessary skills to discharge its duties. All members should be medically and/or pharmaceutically literate and able to understand matters under the purview of the MRC; and

- 4.3 The members serving the Committee shall be changed at appropriate and regular intervals. In order to ensure that the entire Committee is not replaced at any one time, such change of members shall be done on a progressive basis. Notwithstanding anything to the contrary herein contained, the Board, on the recommendation of the NRC, may from time to time fix the duration of tenure of appointment of any member of the Committee. The Board may also remove or terminate the appointment of any member of the Committee at any time (without being obliged to provide any reason whatsoever).

The induction of key opinion leaders as members of the Committee shall be formalised vide a contract for service that outlines their terms of appointment covering amongst others the roles and responsibilities, envisaged time commitment and relevant safeguards including the need to avoid misuse of confidential and proprietary information.

5. Performance evaluation

- 5.1 The effectiveness of the MRC as a Board Committee (including skills mix and contribution of members) shall be assessed annually. All members including key opinion leaders who are appointed as members of the MRC shall be assessed for their contribution and specialised expertise that they bring to bear to the Committee.

6. Duties of the Chairman of the Committee

- 6.1 The key duties of the Chairman of MRC shall include the following:
- (a) Ensure the overall effectiveness and independence of the Committee
 - (b) Plan and conduct the MRC meetings;
 - (c) Ensure that the MRC meetings are run efficiently and each agenda item is thoroughly and thoughtfully discussed by all members of the committee;
 - (d) Encourage open discussion during meetings;
 - (e) Oversee reporting to the Board; and
 - (f) Act as the key contact between the Committee members and members of the Board and maintain active ongoing dialogue with Management.

7. Duties of the committee

- 7.1 Subject to any resolution of the Board, the duties of the Committee are:
- (a) To carry out the matters set out in paragraph 1.1.
 - (b) Not to disclose any of the Group's confidential information, proprietary information or matters of sensitive nature to any unauthorised party.
 - (c) To avoid conflict of interest situations. In the situation where there is a conflict of interest, member must declare & abstain from deliberating, deciding, advising or voting on the matter.

8. Meetings

8.1 Meeting frequencies and calling of meetings:

- (a) The Committee shall meet at least twice a year, or as frequently as the circumstances dictate; and
- (b) Additional meetings shall be scheduled as considered necessary by the Committee or Chairman of the MRC. The Chairman of the Committee shall call for a meeting if requested to do so by the Chairman of the Board or requested by another member of the Committee.

8.2 Quorum and participation:

- (a) The quorum for the meetings of the Committee shall be two (2) members, one of whom shall be a Non-Executive Director;
- (b) In the event the Chairman is unable to be present for a meeting, the members who are present at the meeting can appoint a Chairman among themselves to chair the meeting;
- (c) Each individual Committee member shall attend at least 50% of the Committee meetings held during the financial year;
- (d) The Group Managing Director, Chief Technical Officer, Head of R&D and Head of Regulatory/Clinical Affairs/Pharmacovigilance/Medical Affairs shall normally be invited to attend the meeting;
- (e) The Committee may request other Directors, members of Management, counsels, consultants or other key opinion leaders or experts to attend the Committee meetings by invitation if necessary; and
- (f) The meetings shall convene in a face-to-face manner or remotely (i.e., via virtual means). The member shall ensure all deliberations or information being communicated remotely is treated with confidence, and he/she shall prevent any leakage of information/materials to any third party.

8.3 Notice on meetings and information flow:

- (a) Notice of the Committee's meeting shall be sent to all members in a timely manner, which should include the date, time, venue and the agenda of the meeting (Paragraph 4 – Notice on meetings, Third Schedule of the Companies Act, 2016);
- (b) The MRC meeting agendas shall be developed by the Chairman of the MRC and the Secretary with input drawn from the other MRC members and in consultation with Management and the Company Secretary of the Company; and
- (c) The Chairman of the Committee together with the Secretary shall ensure that sufficient information such as the agenda and accompanying meeting materials for each meeting are circulated at least five (5) business days before each meeting to the Committee members and all those who are invited to attend the meeting, where applicable (*Guidance to Practice 1.6, Malaysian Code on Corporate Governance*).

8.4 Voting

- (a) A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes cast and in the event of an equality of votes, the Chairman of the meeting has the casting vote. A member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall not participate in the voting process.

8.5 Circular Resolution

- (a) A circular resolution in writing shall be valid and effectual as if it had been passed at a meeting of the MRC when it is approved and signed by a majority of the MRC members.

8.6 Meeting minutes

- (a) The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee (*Paragraph 13, Third Schedule of Companies Act 2016*);
- (b) The minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive and contemporaneous evidence without any further proof of the facts thereon stated;
- (c) All members should ensure that the meeting minutes accurately reflect the deliberations and decisions of the Committee, which includes any dissenting comments made as well as abstention of the members (*Guidance to Practice 1.6, Malaysian Code on Corporate Governance*);
- (d) The reproduction of any parts of the meeting minutes shall only be performed through or by the Company Secretary of the Company;
- (e) All minutes of the meetings of the Committee shall be deposited with the Company Secretary's office of the Company.
- (f) All minutes confidential and extracts may only be issued by the Company Secretary of the Company

8.7 Reporting

- (a) The report of each Committee meeting shall be tabled and presented to the Board during the subsequent Board meeting to keep them informed and updated on the key issues deliberated by the Committee.
- (b) The MRC must provide, in the Company's annual report, a statement about its activities in the discharge of its duties for the financial year.

9. Authority

- 9.1 Unless otherwise provided by or subject to any applicable laws or legislative requirements and subject to the prior approval of the Group Managing Director or the Company Secretary, the MRC may obtain resources needed to fulfill its duties and responsibilities as set out in this Terms of Reference at the expense of the Group, such as:
- (a) to obtain professional and independent advice from external advisors with relevant knowledge and experience, either through the Group Managing Director or the Company Secretary's office, when it is deemed necessary; and
 - (b) only to the extent necessary for the MRC to perform its purpose and duties and subject to the obligation of each member of the MRC to maintain confidentiality and secrecy of such information, access to relevant and reasonable information concerning the Group.

10. Review and amendment of the Terms of Reference

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