

## **Code of Conduct –Asian American Medical Group Limited ABN 42 091 559 125**

### **1. Introduction**

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The Company is committed to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with its foundational principles of honesty, integrity, fairness and respect.

Staff members are expected to act consistently with the fundamental principles as set out in this Code at all times. Similarly, consultants, contractors and partners working with or for the Company should be informed of these principles, and their obligation to act in accordance with them.

The Board has adopted this Code to provide a set of guiding principles which are to be observed by all Staff members. This Code has been prepared in accordance with the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations with 2010 Amendments*.

### **2. Definitions**

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General terms and abbreviations used in this Charter have the following meaning set out below:

**Board** the board of directors of the Company

**Corporations Act** *Corporations Act 2001* (Cth)

**GCFO Group** Chief Financial Officer of the Company

**GCOO Group** Chief Operating Officer of the Company

**CCO** Chief Commercial Officer

**Chairman** the chairman of the Board

**Code** this "Code of Conduct"

**Company** Asian American Medical Group Limited ABN 42 091 559 125

**Director** a director of the Company

**Listing Rules** means the listing rules of the ASX

**MD** means the Managing Director of the Company

**Officer** a senior executive of the Company

**Secretary** the company secretary of the Company

**Staff member** reference to a staff member includes the companies or trusts substantially owned or controlled by the staff member or direct relatives; executive Directors; the Secretary; and, where the context requires, non-executive Directors, managers and all other staff engaged either on a contract of employment or a salaried basis

### 3. Legal compliance

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#### 3.1 Responsibilities of Directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Corporations Act. They will also familiarise themselves with other documents prepared by the Company to meet corporate governance requirements. The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) A Director or former Director will not make improper use of information acquired by virtue of his or her position;
- (c) Directors will not make improper use of his or her position to gain a direct or indirect advantage for themselves or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

#### 3.2 Responsibilities of Staff members

- (a) Staff members undertake to observe and comply with all applicable laws and regulations at all times.
- (b) Staff members are not excused from their obligation to comply with applicable laws and regulations on the basis of ignorance. Breach or non-compliance carries potentially serious consequences for both Staff members and the Company. Staff members should not take any action which they know or should reasonably know violates any applicable law or regulation. If Staff members are unclear about any law or regulation relating to their work, they should raise the matter with their manager or supervisor who may seek legal advice if necessary.
- (c) All operating rules should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

### 4. Conflicts of interest

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#### 4.1 Engage in activities or hold or trade assets

Staff members should not engage in activities or hold or trade assets that involve, or could appear to involve, a conflict between their personal interests and the interests of the Company (i.e. conflict of interests). Such circumstances could compromise or appear to compromise the Staff member's ability to make impartial business decisions.

#### 4.2 Approve or administer contracts

In general, a Staff member is precluded from approving or administering business arrangements such as contracts between the Company and a member of the Staff member's immediate family or with a company, firm, or individual employing a member of the Staff member's immediate family in activities under the Staff member's administration. Should the Board decide that a Staff member (who is also a Director) may properly supply goods or services on commercially acceptable terms to

the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

#### **4.3 Acquiring business interests or participating in any business activity**

Staff members must avoid acquiring any business interests or participating in any business activity outside the Company which would tend to:

- (a) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest; or
- (b) create an excessive demand upon the Staff member's time and attention or create any distraction during working hours.

#### **4.4 Use of personnel, facilities, equipment or supplies**

A Staff member may not use company personnel, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

### **5. Confidentiality**

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#### **5.1 Disclosure of information**

- (a) It is a policy of the Company to provide information honestly and openly to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of publications issued by bodies including news media and financial analysts, determined by senior management. Apart from concern for the privacy of Staff members, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.
- (b) Company documents such as circulars, manuals, records and internal communications materials, especially materials marked "Confidential", must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Staff members in public places.

#### **5.2 Continuing obligation**

Should a Staff member leave the service of the Company, that Staff member remains under an obligation to safeguard the privacy of fellow Staff members and the confidentiality of the Company's affairs.

#### **5.3 Communications with customers or other Staff members**

In conversations with customers or other Staff members and when on the telephone, care must be taken to prevent outsiders from overhearing confidential personal information.

#### **5.4 Telephonic communications**

Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should be taken in answering enquiries, and data given must be limited to that permitted by standard company practice. Appropriate legal advice should be obtained where doubt exists.

#### **5.5 Privacy rights**

The same considerations apply to the privacy rights of Staff members. Staff members who, by reason of their position, may have knowledge of another Staff member's private affairs must exercise similar care to avoid breaching these rights.

### **6. Work health and safety**

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- (a) All Staff members must act in accordance with work health and safety legislation, regulations and policies and must use the security and safety equipment provided.
- (b) Specifically, all Staff members are responsible for safety in their work area by:
  - (i) following the safety and security directives of management;
  - (ii) advising management of areas where there is a potential problem in safety and reporting suspicious occurrences; and
  - (iii) minimising risks in the workplace.
- (c) Staff members are expected to comply with the Company's work health and safety policies at all times.

### **7. Reporting of unlawful or unethical behaviour**

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- (a) The Company encourages Staff members to report in good faith suspected unlawful/unethical behaviour.
- (b) Any member of Staff uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Secretary directly.
- (c) The Secretary will then determine what action, if any, should be taken.
- (d) The Secretary will treat as confidential all such queries and reports except where action is to be taken, in which case the Secretary shall seek to maintain the confidentiality of the Staff member unless the circumstances demand otherwise.

## 8. Responsibilities to stakeholders

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The standards of personal behaviour applicable to Staff members are as follows:

- (a) Staff members must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) Staff members will treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect. They will work cooperatively to achieve agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Staff members will deal fairly with all parties who have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise sound judgment in their decision-making processes and will not attempt to influence their colleagues improperly in relation to issues or matters where independent judgment is expected of the other person; and
- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If further material is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance (preferably by the full Board), but at least by the Chair.

## 9. Fair dealing

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### 9.1 Use position to seek personal gain

Staff members shall not use their positions within the Company to seek personal gain from those doing business or seeking to do business with the Company, nor accept such gain if offered.

### 9.2 Engagement in activity that may be interpreted as seeking or receiving a bribe, secret commission or questionable payment

Staff members must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or questionable payment. Decisions made by Staff members in the course of their work must be objective and based solely upon the best interest of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (eg friend or relative). Except as noted below, Staff members may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.

### **9.3 Accepting gifts, services or entertainment**

A Staff member may not accept gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company, unless the transaction meets all of the following requirements:

- (a) it is in keeping with good business ethics;
- (b) it is customary and proper under the circumstances and gives no appearance of impropriety;
- (c) it serves a valid business purpose;
- (d) it does not impose any sense of obligation on the recipient to the donor;
- (e) it does not result in any kind of special or favoured treatment of the donor;
- (f) it cannot be viewed as extravagant, excessive or too frequent considering all the circumstances;
- (g) it does not involve cash payments, gift certificates, credit arrangements of any kind or any item having a value of more than \$100;
- (h) it does not involve materials, services, repairs or improvements at no cost or at unreasonably low prices; and
- (i) there is no effort made to conceal the full facts by either the recipient or the donor.

## **10. Inside information and share trading**

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### **10.1 Inside information**

- (a) Staff members may come into possession of information (commonly referred to as “inside” information) which is not publicly available and which may have an impact on the price of the Company’s securities. Staff members must neither disclose nor use such information for personal gain or for the advantage of friends or relatives. For example, trading in the Company’s securities or advising others to do so on the basis of such special knowledge may also result in a violation of insider trading laws and lead to criminal penalties.
- (b) Employees must exercise the highest degree of caution if they are aware of price sensitive information. Inside information about the Company’s affairs or those of customers must not be used by Staff members for their own gain or that of others. There are serious penalties including possible imprisonment for violation of these laws.
- (c) Staff members are expected to comply with the Company's Share Trading Policy at all times.

### **10.2 Share trading**

The Board encourages directors and senior executives to own shares in the Company to further link their interests with the interests of all shareholders. Trading of shares by directors or senior

executives is prohibited under certain circumstances and as described in the ASX Listing Rules and during certain periods of the financial year. A director or senior executive must not deal in the Company shares at any time when he or she has unpublished information which, if generally available, might affect the share price. Directors are required to notify the Company Secretary following dealing.

Staff members are expected to comply with the Company's Share Trading Policy at all times.

## **11. Administration**

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- (a) It is recognised that Staff members may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the Chairman through the Secretary.
- (b) It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be unreasonable or result in undue hardship for the Staff member.

In such circumstances, the pertinent facts of the case should be submitted in writing to the Chairman through the Secretary.

## **12. Compliance**

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Breaches of this Code may lead to disciplinary action being taken against the relevant Staff member including dismissal in serious cases.

## **13. Reporting**

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On a six monthly basis (or more regularly, if appropriate), the Secretary will report to the Board in respect of compliance issues relating to this Code. Material non-compliance with the Code will be reported to the full Board immediately.

## **14. Review**

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- (a) This Code will be reviewed regularly by the Board, having regard to the changing circumstances of the Company. Any changes to the Code will be notified to you in writing.
- (b) Updates and amendments to this Code will be the responsibility of the Secretary. All new management or other relevant Staff members will be provided with a copy of this Code as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate officers and Staff members by the Secretary.

## **15. Approval**

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This Code was approved by the Board on 3 November 2016. The Board may change this Code by resolution.

## **16. Disclosure of Code**

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This Code is available, and updated as required, on the Company's website ([www.aamg.co](http://www.aamg.co)) in a clearly marked "Corporate Governance" section.