

OPTIMUM QUALITY HEALTH VENTURES, INC.  
Doing business under the name and style of CAMARIN DOCTORS HOSPITAL



CODE OF BUSINESS CONDUCT AND ETHICS



This Code of Business Conduct and Ethics will provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of Board members. The Code shall be properly disseminated to all the members of the Board, Senior Management and employees, and shall also be disclosed and made available to the public through the Company website.

The Board should ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.

This Code of Business Conduct and Ethics shall be the guiding principle of the Directors, officers and employees when transacting business on behalf of the Company.

Directors, officers and employee are expected to follow the highest standards of business conduct and ethics, and discharge their duties with utmost honesty, integrity and competence. They shall be accountable to the Company.

## 1. DEFINITION OF TERMS

<b><i>Articles of Incorporation</i></b>	refers to the Article of Incorporation of the Company, as may be amended from time to time.
<b><i>Board</i></b>	refers to the Board of Directors of the Company.
<b><i>By-Laws</i></b>	refers to the By-Laws of the company, as may be amended from time to time.
<b><i>Code</i></b>	refers to this Code of Business Conduct and Ethics
<b><i>Charter</i></b>	refers to this Charter of the Board of Directors, as may be amended from time to time.
<b><i>Company</i></b>	refers to Optimum Quality Health Ventures, Inc. doing business under the name and style of Camarin Doctors Hospital.
<b><i>Complainant</i></b>	refers to any person filing any complaint for violation of the Code.



<b><i>Compliance Officer</i></b>	refers to the Company's Compliance Officer, designated and appointed by the Board to exercise the functions of the office specified in the Manual of Corporate Governance and is empowered to receive, investigate and respond to complaints.
<b><i>Directors</i></b>	refers to the members of the Board of Directors of the Company.
<b><i>Officers</i></b>	refers to those performing executive functions and enumerated under or appointed pursuant to the Company's By-laws.
<b><i>Respondent</i></b>	refers to the person being charged for violation of the Code.
<b><i>Securities and Exchange Commission</i></b>	or "SEC", refers to the Securities and Exchange Commission of the Philippines.
<b><i>Stakeholder</i></b>	refers to any individual, organization, or society at large who can either affect and/or be affected by the Company's strategies, policies, business decisions and operations, in general. This includes among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.

## **2. COVERAGE**

This Code of Business Conduct and Ethics shall apply to all Directors, Officers and employees of the Company.

## **3. HONESTY AND FAIR DEALING**

- a) The fundamental principle of the Company is to conduct business honestly and fairly with its investors, suppliers, service providers, customers, employees and other stakeholders.
- b) Directors, Officers, and employees shall act honestly, ethically, and comply with all applicable laws, rules and regulations, and protect the name and reputation of the Company.



- c) Directors, Officers and employees shall not engage in any unfair dealing practices, such as taking advantage of anyone through abuse of confidential information, manipulation, concealment, or misrepresentation or other similar acts.
- d) Officers and employees involved in the procurement process for services, materials, supplies, and equipment shall strict comply with the Procurement Policy of the Company.
- e) Directors, Officers, and employees are required to immediately report all suspected or actual fraudulent or dishonest acts to the Board, in case of Directors and Officers, and to the immediate supervisor or Compliance Officer, in case of employees. The Company shall promptly identify and investigate any suspected fraudulent or dishonest acts. Without prejudice to applicable administrative sanctions, the Company may pursue civil and/or criminal actions against directors, officers and employees as may be warranted.

#### **4. CONFLICT OF INTEREST**

- a) A conflict of interest arises when a Director, or an Officer or employee appears to have a direct or indirect personal or financial interest in any transaction, which may deter or influence him from acting in the best interest of the Company. Conflict of interest appears even in the absence of an actual conflict as long as it is perceived or seen to be a conflict by an impartial observer.
- b) When an actual or apparent conflict of interest arises, a Director or Officer must immediately inform the Board, and an employee must inform his immediate supervisor or Compliance Officer. Such Director, Officer or employee shall not participate in, or in any way seek to influence any negotiations or decisions pertaining to the transaction which is the subject of interest.
- c) The Director, Officer or employee must also file a Conflict of Interest Report. The report shall indicate a brief description of the conflict, the date when the Board, or



immediate supervisor or Compliance Officer were notified, and the action taken on the conflict.

- d) No Officer or employee may have financial interest in a privately owned enterprise, which directly or indirectly deals or transact business with the Company. A director shall not use his position to make profit or acquire benefit or advantage for himself and/or his related interests.
- e) No Director, Officer or employee may use his position in the Company for personal gain or advantage or to promote any action that may run counter to the Company's ethical standards.
- f) No Director, Officer or employee shall use Company's facilities, materials, intellectual properties, vehicles, equipment and supplies for his or another party's personal purpose.

## **5. GIFTS AND ENTERTAINMENT**

- a) Director, Officers and employees shall not accept monetary gifts from existing or potential customers or suppliers, and shall not accept non-monetary gifts if such acceptance may give the appearance that their judgment on behalf of the Company may be compromised.
- b) Accepting business entertainment and unsolicited non-monetary gifts in the form of meals, attendance in events and outings, hospitality suite, flowers, fruits, books and advertising or promotional novelties may be allowed as long as the frequency is reasonable and relates to the Company's business and would not compromise the judgment of the employee, Officer or Director on behalf of the Company.
- c) It is a violation of this Code for any Director, Officer or employee of the Company to solicit or encourage a supplier to give any gift, entertainment or other item or service to the individual, regardless of its value, no matter how small.
- d) Directors, Officers, or employees are required to submit a report of the corporate entertainment and gifts received to the Board, immediate supervisor or Compliance



Officer. The report shall identify the giver, date of receipt, and type and approximate value of the corporate entertainment/gifts received.

## **6. DISCLOSURE**

- a) The Company hereby adopts a policy of prompt and adequate disclosure of all material facts or changes in the affairs of the Company including any information likely to affect the market price of the Company's share to give a fair and complete picture of the Company's financial condition, results and business operations.
- b) The Company shall ensure transparency of information to its shareholders, stakeholders and the public. It shall regularly and truthfully update its shareholders, stakeholders and the public on its financial and operational results, business prospects and all other relevant information.
- c) The Company shall fully comply with all the disclosure and reporting requirements of the Securities and Exchange Commission and all other government and regulatory agencies.
- d) Directors, Officers and employee shall not knowingly misrepresent or cause other to misrepresent information relating to the Company to government and regulatory agencies, independent auditors, the media or any other person.
- e) No Director, Officer, employee shall disclose any confidential information obtained from the Company for personal gain or for the advantage of any other person. This prohibition shall include investment insecurities and association with a competitor, customer or supplier of the Company.

## **7. CREDITOR RIGHTS**

- a) The Company shall at all times, strictly comply with its covenants under its agreement with its creditors.



- b) No distribution or disposal of Company's asset shall be made except:
  - i) When allowed by the law;
  - ii) By decrease of capital stock;
  - iii) Upon lawful dissolution and after payment of all its debts and liabilities;
  - iv) When allowed by the material agreements of the Company, but without prejudice to vested rights.

## **8. ANTI-CORRUPTION**

The Company strictly prohibits giving or facilitating payments to any private or government officials or employees, their agents or intermediaries in order to expedite or secure performance of any government action, or to gain any perceived or actual favor or advantage from any private or government entities. The Company shall ensure that it and its Directors, Officers and employees fully comply with the laws governing bribes, unlawful payments and other corrupt practices.

## **9. ANTI-SEXUAL HARASSMENT**

The honor of every individual is valued by the Company. It promotes the enhanced development of its human resources, and guarantees full respect for human rights. The Company uphold the dignity of its stakeholders, customers, employees, applicant for employment, and those undergoing training. The Company shall ensure that its Directors, Officers and employees subscribe strictly to this anti-sexual harassment policy. All forms of sexual harassment (i.e. unwelcomed sexual advances, request for sexual favors, and other verbal or physical conduct of a sexual nature) shall be dealt with appropriately and in accordance with the applicable and all relevant laws, rules and regulation on the subject matter.

## **10. IMPLEMENTATION AND MONITORING**

- a) The Code of Business Conduct and Ethics shall be distributed to all Directors, Officers and employees, who shall signify, in any manner capable of being recorded, that they have received, read and understood the Code. A record of this acknowledgement shall be kept by the Compliance Officer.



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- b) A Director, Officer or employee who becomes aware of any violation of this Code shall notify at once the Board, the immediate supervisor or the Compliance Officer. The Board and Compliance Officer shall take the necessary action to investigate any and all reported violations.
- c) An Officer or employee who commits a violation of this Code shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings that the Company or any government regulators or agencies may institute for violation of existing laws, rules or regulations.
- d) Directors who violate the applicable provisions of this Code shall be subject to disciplinary actions by the Board, in accordance with existing laws, rules and regulations, the By-Laws of the Company and other company policies. This is without prejudice to any liability, whether criminal, civil or otherwise, of the directors under the provisions of existing laws, rules and regulations.
- e) The Board or the Compliance Officer shall be responsible for implementing and monitoring compliance with the Code. The Compliance Officer shall also have the authority to decide any issues that may arise in connection with the implementation of this Code.
- f) There shall be no exemptions from or waivers of any provision of this Code, except as expressly approved by the Compliance Officer or by the Board in writing, and only under exceptional circumstances. The Compliance Officer shall maintain a record of all such requests for exceptions and waivers, and the basis for the grant thereof.
- g) In case of doubt regarding the interpretation and application of this Code, the matter should be referred to the Compliance Officer, except when the individual involved is a Director, in which case, the matter shall be referred to the Board of Directors.

### **11. EFFECTIVITY**

The Code of Business Conduct and Ethics shall become effective once approved by the Board.