

2019 ASEAN Corporate Governance Scorecard

COMPANY NAME:	COMMONWEALTH INSURANCE COMPANY		COMPANY STRUCTURE:	
FINANCIAL YEAR END	2019		<input type="checkbox"/> Class 1 <input checked="" type="checkbox"/> Class 3 <input type="checkbox"/> Class 5 <input type="checkbox"/> Class 2 <input type="checkbox"/> Class 4	
SECTOR	<input checked="" type="checkbox"/> Insurance	<input type="checkbox"/> MBA		
A. Rights of Shareholders				
A.1	Basic Shareholder Rights		Y/ N	Reference/Source document
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	Y	Pls refer to VI. A), No.5 of Manual of Corp. Governance; & But stock dividend only to cope up with I.C. higher paid-up capital imposition.
A.2 Right to participate in decisions concerning fundamental corporate changes.				
<i>Do shareholders have the right to participate in:</i>				
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Y	Pls refer to VI.A), No.1 of Manual of Corp. Governance (MCG); & Shareholder's right to amendment of Arts. of Inc./by- laws.
A.2.2	The authorization of additional shares?	OECD Principle II (B): (2) the authorization of additional shares.	Y	Pls refer to VI.A) No.2 of MCG; & corporation code.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	OECD Principle II.(B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Y	Pls refer to VI.A) No.1 & No. 11 of MCG & Corporation's Code on rights of shareholders to assets.

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A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Y	Pls refer to VI.A) No.9 & VI.B) & VIII Disclosure & Transparency of MCG
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Y	Pls refer to VI.A) No.9
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y	Pls refer to VI.A) No.9 MCG
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	OECD Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	Y	Pls refer to VI.A) No.9 MCG
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	Y	Pls refer to VI.C)
A.3.6	Do the minutes of the most recent AGM record questions and answers?		Y	In the minutes of meetings
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	Pls refer to minutes & resolutions held
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y	Pls refer to IV. Shareholder have independent access to all matters taken in the meetings and relevant informations.

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A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	OECD Principle II (C); and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	Included in the minutes of the meeting held
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Y	Pls refer to attendance in the minutes
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	Pls refer to attendance in the minutes
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	Pls refer to attendance in the minutes
A.3.13	Did the company organize their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	Meetings are always held at Head Office, Makati
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Please refer to VI.B) ; By Proxy
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	Y	1) Art. III By-Laws, by showing, and by rising hands; 2) Please refer to AGM
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		Y	Announced by the Corp. Sec. before the approval of Agenda on "Matters Arising".
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.	Y	Through email or memo
A.3.18	Do companies provide at least 21 days notice for all resolutions?		Y	In the Agenda of AGM
A.3.19	Does the company provide the rationale explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Y	Stated in the Agenda & Art. VIII on Disclosure & transparency of MCG

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A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.				
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<p>OECD Principle II (E): Markets for corporate control should be allowed to function in an efficient and transparent manner.</p> <p>(1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.</p>	N.A.	Because the company never enter into such merger, acquisitions and/or takeover
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.				
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally.</p> <p>(1) Within any series of a class, all shares should carry the same</p>	Y	Pls refer to VI.A) & By-Laws on common shareholder's voting rights

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B.1.2	Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected. ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both	Y	Pls refer to VI.B)
B.2 Notice of AGM				
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings: (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.	Y	Each resolution reached during the AGM specifies only the items resolved.
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?		N	There is no english translation since we have been using english language as medium of communications
Does the notice of AGM/circulars have the following details:				
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	OECD Principle II (A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated.	Y	Pls refer to III.A) on qualifications & disqualifications. Pls also see profiles of Directors
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.	Y	Pls refer to II.L) since they are responsible for internal audit activities
B.2.5	Has an explanation of the dividend policy been provided?		Y	Pls see IV. 3rd par. In relation to VI.A) No.5

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B.2.6	Is the amount payable for final dividends disclosed?	ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder	Y	Pls refer to IV. Adequate timely info. & Note 27 of 2014 AFS
B.2.7	Were the proxy documents made easily available?		Y	Pls see Proxy Form

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B.3 Insider trading and abusive self-dealing should be prohibited.				
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	OECD Principle III (B) Insider trading and abusive dealing should be prohibited ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.	N	Since the same is not available to the market.
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?		Y	Pls refer to III of MCG on norms of conduct of Director. & VIII Disclosure & Transparency last par. of MCG
B.4 Related party transactions by directors and key executives.				
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.	Y	Pls refer to III.MCG, Norms of conduct of Director par. No.1
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the	ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.	Y	Pls refer to III.C.) on Independent Directors
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further.	Y	Pls refer to III.MCG Norms of conduct of Director par. No.3
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?		Y	IX of MCG. E) on compensation & remuneration committee to assist and oversee the implementation of salaries & benefits that would attract the best talents to aid the company

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B.5 Protecting minority shareholders from abusive actions				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.	N	There is no such transactions in the company
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?		N	There is no such RPT transaction in the company
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected		Y/N	Reference / Source document
Does the company disclose a policy that :				
C.1.1	Stipulates the existence and scope of the company's efforts to address	OECD Principle IV (A): The rights of stakeholders that are established by law or through mutual agreements are to be respected. In all OECD countries, the rights of stakeholders are established by law (e.g. labour, business, commercial and insolvency laws) or by contractual relations. Even in areas where stakeholder interests are not legislated, many firms make additional commitments to stakeholders, and concern over corporate reputation and corporate performance often requires the recognition of broader interests. Global Reporting Initiative: Sustainability Report (C1.1 - C.15) International Accounting Standards 1: Presentation of Financial Statements	Y	Pls see III.A) MCG; Company mission and vision
C.1.2	Explains supplier/contractor selection		Y	II.A) MCG must undergo the Procurement & bidding process
C.1.3	Describes the company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable		Y	By using modern technology and communication equipment making it environmental friendly to society; II.A) MCG
C.1.4	Elaborates the company's efforts to interact with the communities in which they operate?		Y	MCG III. Membership in the industry; Participation in Ins. Assn. & Clubs., & Corp. Mission
C.1.5	Describe the company's anti-corruption programmes and procedures?		Y	By implementing principles of Accountability & Audit: & Disclosure & Transparency =MCG
C.1.6	Describes how creditors' rights are safeguarded?		Y	2014 AFS Note 4
Does the company disclose the activities that it has undertaken to implement the above mentioned policies?				

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C.1.7	Customer health and safety	OECD Principle IV (A) & Global Reporting Initiative	Y	Philhealth/Intellicare/P.A. Ins.
C.1.8	Supplier/Contractor selection and criteria		Y	II.A) MCG Corp. Governance; & Procurement & bidding process
C.1.9	Environmentally-friendly value chain		Y	By using modern technology and communication equipment we reduce our environmental footprints through energy conservation, minimize use of papers and printing materials, recycling among others; II.A) MCG
C.1.10	Interaction with the communities		Y	Corp. Mission; & II.A) MCG
C.1.11	Anti-corruption programmes and procedures		Y	By implementing principles of Accountability & Audit: & Disclosure & Transparency=MCG
C.1.12	Creditors' rights		Y	2014 AFS Note No.4
C.1.13	Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?	OECD Principle V (A): Disclosure should include, but not be limited to, material information on: (7) Issues regarding employees and other stakeholders. Companies are encouraged to provide information on key issues relevant to employees and other stakeholders that may materially affect the long term sustainability of the company.	Y	Pls refer to IX.C) Corporate Governance Committee; & Creation of the Office of Compliance Officer
C.2	Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.			

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C.2.1	Does the company provide contact details via the company's website or Annual Report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?	<p>OECD Principle IV (B): Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.</p> <p>The governance framework and processes should be transparent and not impede the ability of stakeholders to communicate and to obtain redress for the violation of rights.</p>	Y	Pls refer to company website, e- mail, telephone lines and fax. Company profile, advertisement. Head Office Information Division
<p>C.3 Performance-enhancing mechanisms for employee participation should be permitted to develop.</p>				
C.3.1	Does the company explicitly disclose the health, safety, and welfare policy for its employees?	<p>OECD Principle IV (C): Performance-enhancing mechanisms for employee participation should be permitted to develop. In the context of corporate governance, performance enhancing mechanisms for participation may benefit companies directly as well as indirectly through the readiness by employees to invest in firm specific skills.</p> <p>Firm specific skills are those skills/competencies that are related to production technology and/or organizational aspects that are unique to a firm.</p> <p>Examples of mechanisms for employee participation include: employee representation on boards; and governance processes such as works councils that consider employee viewpoints in certain key decisions. With respect to performance enhancing mechanisms, employee stock ownership plans or other profit sharing</p>	Y	III.MCG Board; Provides PA Ins./Philhealth/intellicare/Housing loan
C.3.2	Does the company publish relevant information relating to health, safety and welfare of its employees?		Y	Manuals of health/insurance coverage were provided; Seminars and lectures are conducted
C.3.3	Does the company have training and development programmes for its employees?		Y	Seminars/Trainings/Advance studies in IIAP/Philasurer/Gen.Agency Course/In-House training of employees - Marketing & Underwriting strategy
C.3.4	Does the company publish relevant information on training and development programmes for its employees?		Y	Contained in Training Manual and Underwriting Guidelines
C.3.5	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?		Y	Incentive Promo; Production Performance; Collection performance Incentive

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C.4 Stakeholders including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this				
C.4.1	Does the company have procedures for complaints by employees concerning illegal (including corruption) and unethical behaviour?	OECD Principle IV (E): Stakeholders, including individual employees and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this.	Y	Pls see Company's Code of Offense
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behavior from retaliation?		Y	Internal Office Memo; Code of Offense B.(8)
D.1 Transparent ownership structure			Y/N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership. ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	Y	Secretary's Cert. on Stockholdings; GIS; Amende Arts. Of Inc.
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Y	2014 Annual Statement; Secretary's Cert. on Stockholding; GIS; Amended Arts of Inc.
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		Y	Secretary's Cert. on Stockholdings; GIS; Amended Arts of Inc.
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Y	Secretary's Cert. on Stockholdings; GIS; Amended Arts of Inc.

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D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		N	The company has no such parent/holding company, subsidiaries, associates, joint ventures, etc.
D.2 Quality of Annual Report				
	Does the company's annual report disclose the following items:			
D.2.1	Key risks	"OECD Principle V (A): (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented. OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience	Y	2019 AFS Note 7.: V.6) Manual CG
D.2.2	Corporate objectives		Y	Pls refer to company's mission & vision
D.2.3	Financial performance indicators		Y	Pls refer to 2019 Annual Report
D.2.4	Non-financial performance indicators		Y	Pls refer to 2019 Annual Report
D.2.5	Dividend policy		Y	Note no. 3 on Dividends 2019 F.S.; VI.A) No.5, MCG
D.2.6	Details of whistle-blowing policy		Y	2019Annual Report
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners		Y	Pls refer to III. Qualifications & Disqualifications of Directors; & IX.D) Nomination Committee
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Y	2019 Annual Report on qualification, training, continuing education
D.2.9	Number of board of directors/commissioners meetings held during the year		Y	Minutes of the meeting itself; Annual Report
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Y	Agenda; Minutes;
D.2.11	Details of remuneration of each member of the board of directors/commissioners		Y	2019 Annual Report

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Corporate Governance Confirmation Statement				
D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<p>OECD PRINCIPLE V (A) (8)</p> <p>UK CODE (JUNE 2010): Listing Rules 9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out:</p> <p>(i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance.</p> <p>ASX CODE: Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the</p>	Y	Pls. see 2019 Annual Report; The same is also included in X Manual of Corp. Governance
D.3. Disclosure of related party transactions (RPT)				
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	<p>OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions</p>	Y	Pls refer to VIII. On Disclosure & Transparency ,MCG
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?	<p>ICGN 2.11.1 Related party transactions The company should disclose details of all material related party transactions in its Annual Report.</p>	Y	Pls refer to VIII. On Disclosure & Transparency ,MCG

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D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	Pls refer to VIII. On Disclosure & Transparency ,MCG
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D.4 Directors and commissioners dealings in shares of the company				
D.4.1	Does the company disclose trading in the company's shares by insiders?	<p>OECD Principle V (A): (3) Major share ownership and voting rights</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p>ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of</p>	Y	Pls refer to VIII on Disclosure & Transparency in connection to VI.A) 10 of MCG

D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	<p>OECD Principle V (C): An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p>	Y	Pls refer to 2019 AFS in Professional Fees & expenses under Note no. 27
<i>Where the same audit firm is engaged for both audit and non-audit services</i>				
D.5.2	Are the non-audit fees disclosed?		N	N.A.
D.5.3	Does the non-audit fee exceed the audit fees?		N	N.A.

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D.6 Medium of communications				
<i>Does the company use the following modes of communication?</i>				
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 7.1 Transparent and open communication	Y	Pls refer to IV. On Timely & Adequate Information .MCG
D.6.2	Company website		Y	Company Profile;GIS; Arts of Inc.
D.6.3	Analyst's briefing		Y	Pls refer to GIS & company profile
D.6.4	Media briefings /press conferences		Y	Pls refer to GIS & company profile
D.7 Timely filing/release of annual/financial reports				
D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A). ICGN 7.2 Timely disclosure ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	Filed to BIR & SEC duly stamped received on or before deadline
D.7.2	Is the annual report released within 120 days from the financial year end?		Y	Filed to BIR & SEC duly stamped received on or before deadline
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?		Y	2019 AFS. Statement of Management's Responsibility For Financial Statements
D.8 Company website				
<i>Does the company have a website disclosing up-to-date information on the following:</i>				
D.8.1	Business operations	OECD Principle V (A) OECD Principle V (E)	Y	2019 AFS; AR/AS; GIS; Pls see company website; company profile
D.8.2	Financial statements/reports (current and prior years)		Y	Pls. see company website

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D.8.3	Materials provided in briefings to analysts and media	ICGN 7.1 Transparent and open communication	Y	Company Profile; GIS
D.8.4	Shareholding structure		Y	Sec. Cert. of Shareholdings; GIS
D.8.5	Group corporate structure	ICGN 7.2 Timely disclosure	Y	Sec. Cert. of Shareholdings; GIS
D.8.6	Downloadable annual report		Y	2019 Annual Report
D.8.7	Notice of AGM and/or EGM		Y	Notice itself
D.8.8	Minutes of AGM and/or EGM		Y	Minutes itself
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	Amended Arts. Of Inc.; Yearly GIS;

D.9 Investor relations				
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	Y	
E. Responsibilities of the Board				
E.1	Board Duties and Responsibilities		Y/ N	Reference/ Source document
<i>Clearly defined board responsibilities and corporate governance policy</i>				
E.1.1	Does the company disclose its corporate governance policy / board charter?	OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	As mandated by the company 's commitment to a good corporate governance under X, it is also the policy under VIII of MCG to disclose and be transparent
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?	OECD PRINCIPLE VI (D)	Y	Clearly stated under III.A) and VIII. MCG on the Disclosure & Transparency; Approval of every Board Resolution
E.1.3	Are the roles and responsibilities of the board of directors/ commissioners clearly stated ?		Y	Clearly defined under III.MCG on the Duties & Responsibilities of the Board

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Corporate Vision/Mission				
E.1.4	Does the company have a vision and mission statement?	OECD PRINCIPLE 6 (P58) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound.	Y	Pls refer to co. profile; Duties & responsibilities of the Board under III. MCG Board
E.1.5	Has the board review the vision and mission/strategy in the last financial year?		Y	Stated in I MCG; and, Board's Accountability & Audit under V of MCG; Pls. also see 2019 F.S.
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Y	Defined under III of the Board of Director's responsibility;
E.2 Board structure				
Code of Ethics or Conduct				
E.2.1	Are the details of the code of ethics or conduct disclosed?	OECD PRINCIPLE VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders.	Y	Serves as guide and rules of conduct, otherwise, appropriate sanction impose
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	by its own actions, but also in appointing and overseeing key executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, inter alia, professional standards and sometimes broader codes of behaviour. The latter might include a	Y	Pls. refer to company's code of offenses; Implemented under X and XII for Administrative Sanction of MCG
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		Y	This is in line with the company's code of offense; and X & XII of MCG

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Board Structure & Composition				
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?	OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).	N	However, the company has the plan to appoint additional Independent Directors to comply with the current ASEAN Corp. Governance best practices.
E.2.5	Are the independent directors/commissioners independent of management and major/substantial shareholders?	OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management.	A.) Y	Clearly stated under III. C) of MCG; & II.d) of MCG.
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?		B.) N	They are not shareholders
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board.	Y	The company has plan to appoint additional Independent Directors

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E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?	OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.	N	They are not occupying more than 5 Board seats
E.2.9	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?		N	None of them serving or occupying more than 2 board sets of any company
Nominating Committee				
E.2.10	Does the company have a Nominating Committee (NC)?	OECD PRINCIPLE II (C) (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval. With respect to nomination of candidates, boards in many companies have established Nominating Committee to	Y	Under IX.D) , 4 members.
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?		N	But the Chairman is an Independent Director. One regular member of the Board. Two Senior Officer
E.2.12	Is the chairman of the Nominating Committee an independent director/commissioner?	This item is in most codes of corporate governance.	Y	He is an Independent Director
E.2.13	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.	Y	IX of MCG. Nomination Committee provides criteria & guidelines
E.2.14	Did the Nominating Committee meet at least twice during the year?	While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is	Y	At least three (3) times a year IX.D) of MCG.
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?		Y	Required under VIII. Disclosure & Transparency rule;

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Remuneration Committee/ Compensation Committee				
E.2.16	Does the company have a Remuneration Committee?	OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.	Y	Under IX.E) MCG. Compensation & Remuneration Comm.
E.2.17	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?	It is considered good practice in an increasing number of countries that remuneration policy and employment contracts for board members and key executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each others' Remuneration Committees, which could lead to conflicts of interest.	N	Because regular member of the Board are in the proper position to determine and implement the salaries and benefits of the Officers and Staffs
E.2.18	Is the chairman of the Remuneration Committee an independent director/commissioner?		N	Because regular member of the Board are in the proper position to determine and implement the salaries and benefits of the Officers and Staffs
E.2.19	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?		OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.	Y
E.2.20	Did the Remuneration Committee meet at least twice during the year?	While the use of committees may improve the work of the board they may	Y	Stated under IX.E) of MCG
E.2.21	Is the attendance of members at Remuneration Committee meetings disclosed?	individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions	Y	Required under VIII. Disclosure & Transparency rule;

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Audit Committee				
E.2.22	Does the company have an Audit Committee?	OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.	Y	Provided under IX.B) of MCG
E.2.23	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions.	N	Comprise majority of non-executive directors. Please see IX.B) of MCG.
E.2.24	Is the chairman of the Audit Committee an independent director/commissioner?		Y	The Chairman is an Independent Director
E.2.25	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		Y	Stated under IX.B) of MCG
E.2.26	Does the Annual Report disclose the profile or qualifications of the Audit Committee members?	Most codes specify the need for accounting/finance expertise or experience.	Y	Pls. see attached profile/qualifications

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E.2.27	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	<p>UK CODE (JUNE 2010) C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.</p> <p>As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.</p>	Y	Pls refer to co. profile; Duties & responsibilities of the Board under III. MCG Board
E.2.28	Did the Audit Committee meet at least four times during the year?		Y	Pls see under IX.B) at least 4 times per year
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		Y	Required under VIII. Disclosure & Transparency rule;
E.2.30	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	<p>UK CODE (JUNE 2010) C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.</p>	Y	Clearly stated under IX.B). It shall be responsible for the setting up of internal audit dept. and for the appointment and removal thereof
E.3 Board Processes				
<i>Board meetings and attendance</i>				
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximize participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.	Y	Any day of every January of any year is the practice of the Board
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	<p>WORLD BANK PRINCIPLE 6 (VI.I.24) Does the board meet at least six times per year?</p> <p>INDO SCORECARD E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'Y' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'</p>	Y	More than six times since they meet once a month and upon the necessity and urgency of the operation

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E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	<p>OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.</p>	Y	They are required to devote time and attention under their specific duties, par. No.2; Pls also see the minutes reflecting their attendance
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	<p>WORLD BANK PRINCIPLE 6 (VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?</p>	Y	Per By-Laws & Corporation Code; Internal Rules
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	<p>WORLD BANK PRINCIPLE 6 (VI.E.1.6) Does the corporate governance framework requires or encourages boards to conduct executive sessions?</p>	Y	Their meetings were conducted sometimes outside the Head Office without presence of any executive director

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Access to information				
E.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	<p>OECD PRINCIPLE VI (F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information.</p> <p>Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information.</p> <p>WORLD BANK PRINCIPLE 6 (VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting?</p>	Y	Pls refer to IV of MCG. Adequate & Timely Information
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	<p>OECD PRINCIPLE VI (F)</p> <p>ICSA Guidance on the Corporate Governance Role of the Company Secretary</p>	Y	Defined under II.Q) As custodian of corp. records, she also plays a significant role in support in the Board as she is also a SVP.
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	<p>WORLD BANK PRINCIPLE 6 (VI.D.2.12) Do company boards have a professional and qualified company secretary?</p>	Y	Pls refer to her profile and experienced; She an Accountant & Finance Officer and the same time SVP.

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Board Appointments and Re-Election				
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	<p>OECD PRINCIPLE II (C) (3) To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.</p> <p>OECD Principle VI (D) (5) Ensuring a formal and transparent board nomination and election process. These Principles promote an active role for shareholders in the nomination and election of board members. The board has an essential role to play in ensuring that this and other aspects of the nominations and election process are respected. First, while actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. Second, the board has a key role in identifying potential members for the board with the appropriate knowledge, competencies and expertise to complement the existing skills of the board and thereby improve its value-adding potential for the company. In several countries there are calls for an open search process extending to a broad range of people</p>	Y	The company has a Nomination Committee to pre-screen the qualifications and preparation of final list of new Directors under IX.D); Pls see also III.B) on Specific Duties & Responsibilities; Qualifications; Disqualifications: Permanent; Temporary
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?		Y	Same as above

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E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	<p>ICGN: 2.9.1 Election of directors: Directors should be conscious of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are some markets however where such accountability is less apparent and in these each director should stand for election on an annual basis. Elsewhere directors should stand for election at least once every three years, though they should face evaluation more frequently.</p> <p>WORLD BANK PRINCIPLE 6 (VI.I.18) Can the re-election of board members be staggered over time? (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)</p>	Y	Directors are elected by the Stockholders of record every year
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Remuneration Matters				
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	<p>OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p>In an increasing number of countries it is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives. Such policy statements specify the relationship between remuneration and performance, and include measurable standards that emphasize the longer run interests of the company over short term considerations. Policy statements generally tend to set conditions for payments to board members for extra-board activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re- pricing of options. In some countries, policy also covers the payments to be made when terminating the contract of an executive.</p>	Y	Pls refer to IX.E) remuneration Committee recommends and oversee the program of salaries and other benefits for Directors that would attract the best talents to aid the Corporation in a short term and long term basis.
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	<p>UK CODE (JUNE 2010) D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role.</p> <p>Disclosure of fee structure for non-executive directors allows shareholders to assess if these directors are remunerated in an appropriate manner, for example, whether they are paid for taking on additional responsibilities and contributions, such as chairing committees.</p>	Y	Included in the function of Remuneration Committee, and, under the Disclosure and Transparency Principles (VIII of MCG)
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	<p>OECD PRINCIPLE VI. (D.4) The Board should fulfil certain key functions including aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p>ICGN 2.3 (D) and (E) D. Selecting, remunerating, monitoring and where necessary replacing key executives and overseeing succession planning. E. Aligning key executives and Board remuneration with the longer term</p>	Y	Pls refer also to IX.E)

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E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	UK CODE (JUNE 2010) (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other	N	Transportation allowance only
Internal Audit				
E.3.16	Does the company have a separate internal audit function?	OECD PRINCIPLE VI (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. Ensuring the integrity of the essential reporting and monitoring systems will require the board to set and enforce clear lines of responsibility and accountability throughout the organization. The board will also need to ensure that there is appropriate oversight by senior management. One way of doing this is through an internal audit system directly reporting to the	Y	Pls refer to II, j) & k); V.5) & 6) on Accountability & Audit; & IX.B) on Audit & Finance Committee
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance. For example, the in-house internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so. Making the identity of the head of internal audit or the external service provider public would provide some level of safeguard that the internal audit is substantive.	Y	R.R. TAN & ASSOCIATES, CPA's

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E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	<p>OECD PRINCIPLE VI (D) (7)</p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.</p> <p>WORLD BANK PRINCIPLE 6 (VI.D.7.9) Does the internal auditors have direct and unfettered access to the board of directors and its independent Audit Committee?</p> <p>ASX Principles on CG “...companies should consider a second reporting line from the internal audit function to the board or relevant committee.” Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that “the audit committee should recommend to the board the appointment and dismissal of a chief internal audit executive.”</p>	Y	Pls refer to IX.B) Audit & Finance Committee is responsible for the setting up of internal audit dept. and for the appointment and removal of internal auditor.
Risk Oversight				
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	<p>OECD PRINCIPLE 6 (VI) (D) (7)</p> <p>Ensuring the integrity of the corporation’s accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and</p>	Y	Pls refer to V.A) of MCG; and 2019 AFS Note No.7.
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	<p>UK CODE (JUNE 2010)</p> <p>C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company’s risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls, including financial, operational and compliance controls.</p>	Y	Pls refer to 2019 AFS on Risk Management Objective and Policies

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E.3.21	Does the company disclose how key risks are managed?	<p>OECD PRINCIPLE V (A) (6) Foreseeable risk factors.</p> <p>Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice.</p>	Y	Pls refer to 2019 AFS/Annual Report Note.7.
E.3.22	Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	<p>OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.</p>	Y	Pls refer to 2019 Annual Report on Statement of Management's Responsibility & Note No.7; Pls also see V.A) on the Board of Directors Accountability & Audit

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E.4 People on the Board				
Board Chairman				
E.4.1	Do different persons assume the roles of chairman and CEO?	OECD PRINCIPLE VI (E) The board should be able to exercise objective independent judgement on corporate affairs. In a number of countries with single tier board systems, the objectivity of the board and its independence from management may be strengthened by the separation of the role of chief executive and chairman, or, if these roles are combined, by designating a lead non-executive director to convene or chair sessions of the outside directors. Separation of the two posts may be regarded as good practice, as it can help to achieve an appropriate balance of power, increase accountability and improve the board's capacity for decision making independent of management.	Y	Pls refer to III.A) on the Role of Chairman and CEO are distinct and separate to foster an appropriate balance of power and independent in decision making
E.4.2	Is the chairman an independent director/commissioner?		N	Since the Chairman owns 49% of the total stock-holdings of the company
E.4.3	Has the chairman been the company CEO in the last three years?		N	Not in any single instance
E.4.4	Are the role and responsibilities of the chairman disclosed?	ICGN: 2.5 Role of the Chair The chair has the crucial function of setting the right context in terms of board agenda, the provision of information to directors, and open boardroom discussions, to enable the directors to generate the effective board debate and discussion and to provide the constructive challenge which the company needs. The chair should work to create and maintain the culture of openness and constructive challenge which allows a diversity of views to be expressed...The chair should be available to shareholders for dialogue on key matters of the	Y	Pls refer to III.A) on the Role of Chairman; and, VIII on the Disclosure and Transparency Principles of MCG.
Skills and Competencies				
E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	ICGN: 2.4.3 Independence Alongside appropriate skill, competence and experience, and the appropriate context to encourage effective behaviours, one of the principal features of a well-governed corporation is the exercise by its board of directors of independent judgement, meaning judgement in the best interests of the corporation, free of any external influence on any individual director, or the board as a whole. In order to provide this independent judgement, and to generate confidence that independent judgement is being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board.	Y	All Independent Directors have experienced in the field of non-life insurance industry of which the company is engaged in.; Pls see their Bio-data & Profile

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E.4.6	Does the company disclose a board of directors/commissioners diversity policy?	<p>ASX Code Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.</p>	Y	The company adheres to the Policy on Multiple Board seats & Transparency Principles. Pls see III & VIII of MCG
E.5 Board Performance				
Directors Development				
E.5.1	Does the company have orientation programmes for new directors/commissioners?	This item is in most codes of corporate governance.	Y	The Nomination Committee is task to pre-screen the new directors; They are required to attend seminars and to be oriented to the company's business under III of MCG
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	<p>OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.</p>	Y	Each Director is required to attend advance studies/seminars; To keep abreast with the industry and new business trends. III of MCG
CEO/Executive Management Appointments and Performance				
E.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	<p>OECD PRINCIPLE VI (D) (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.</p> <p>In two tier board systems the supervisory board is also responsible for appointing the management board which will normally comprise most of</p>	Y	The company shall refer to By-Laws; III of MCG Provides for qualifications; Please see also nomination committee.

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E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	<p>OECD PRINCIPLE VI (D) (2). Monitoring the effectiveness of the company's governance practices and making changes as needed.</p> <p>Monitoring of governance by the board also includes continuous review of the internal structure of the company to ensure that there are clear lines of accountability for management throughout the organization. In addition to requiring the monitoring and disclosure of corporate governance practices on a regular basis, a number of countries have moved to recommend or indeed mandate self-assessment by boards of their performance as well as performance reviews of individual board members and the CEO/Chairman.</p>	Y	Clearly stated in VII on Governance and Self-Rating System;
Board Appraisal				
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	OECD PRINCIPLE VI (D) (2)	Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
E.5.6	Does the company disclose the process followed in conducting the board assessment?		Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
E.5.7	Does the company disclose the criteria used in the board assessment?		Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
Director Appraisal				
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	OECD PRINCIPLE VI (D) (2)	Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System

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E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
Committee Appraisal				
E.5.11	Is an annual performance assessment conducted of the board of directors/commissioners committees?	UK CODE (JUNE 2010) B.6 Evaluation: The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	Y	Pls refer to III.A) Duties & Responsibilities of the Board; VII. Governance Self-Rating System
A. Rights of shareholders				
A.1	Right to participate effectively in and		Y/ N	Reference/ Source document
A.1.1(B)	Does the company allow the use of secure electronic voting in absentia at the general meetings of shareholders?	OECD Principle II (C) (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Allowed via email

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B. Equitable treatment of shareholders				
B.1 Notice of AGM				
B.1.1(B)	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	<p>OECD Principle II (C) (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p>OECD Principle III (A)</p> <p>ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors on an individual basis and also the right to appoint external auditors.</p> <p>ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p> <p>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2. (I) CG rules and practices (25) Do company release their AGM notices (with detailed agendas and explanatory circulars) at least 28</p>	Y	Can be seen from the dates of the Notice of AGM itself.
C. Roles of Stakeholders				
C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected				
C.1.1 (B)	Does the company practice integrated	International <IR> Framework - DRAFT ,IIRC Council	N	

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D. Disclosure and transparency				
D.1 Quality of Annual Report				
D.1.1 (B)	Are the audited annual financial report	OECD Principle V (C)		
D.1.2 (B)	Does the company disclose details of remuneration of the CEO?		Y	Voucher and slips
E. Responsibilities of the Board				
E.1 Board Competencies and Diversity				
E.1.1(B)	Does the company have at least one female independent director/commissioner?	ICGN 2.4.1 Skills and experience The board should consist of directors with the requisite range of skills, competence, knowledge, experience and approach, as well as a diversity of perspectives, to set the context for appropriate board behaviours and to enable it to discharge its duties and responsibilities effectively.	N	But the Company has already received the list of female Independent Director for re-screening
E.2 Nominating Committee				
E.2.1(B)	Does the Nominating Committee comprise entirely of independent directors/commissioners?	ICGN 2.4.4 Composition of board committees The members of these key board committees should be solely non-executive directors, and in the case of the audit and remuneration committees, solely independent directors. All members of the nominations committee should be independent from management and at least a majority should be independent from dominant owners.	N	Please see IX.D. MCG. Nominating Committee is composed of: 1) Chairman who is an independent Director 2) one Regular member of the Board 3) one who is H.R. Director
E.2.2(B)	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Y	Please see IX.D. MCG. It promulgates the guidelines & criteria to govern the conduct of nomination. It shall pre-screen the qualification and prepare the list of candidate for the BOD, Key Officers and Independent Directors.
E.3 Board Appointments and Re-Election				
E.3.1(B)	Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?	WORLD BANK PRINCIPLE 6 (VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?	Y	By profiling and electronic research, including the qualifications and fitness test.

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E.4 Board Structure & Composition				
E.4.1(B)	Do independent non-executive directors/commissioners make up more than 50% of the board of directors /commissioners?		N	
E.5 Board Performance				
E.5.1(B)	Does the company have a separate level Risk Committee?	International Financial Corporation's Global Corporate Governance Forum Publication: When Do Companies Need a Board-level Risk Management Committee?(Volume 31, pp.11, March 2013)	Y	
A. Rights of shareholders				
A.1 Basic shareholder rights			Y/N	Reference/ Source document
A.1.1(P)	Did the company fail or neglect to offer equal treatment for share repurchases to	OECD Principle II (A)	N	
A.2	Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.			
A.2.1(P)	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	OECD Principle II (G) Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	N	
A.3	Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.			
A.3.1(P)	Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	OECD Principle II (C) 2	Y	But only on matters arising or urgent matters after each preparation.

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A.4		Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.		
<i>Did the company fail to disclose the existence of:</i>				
A.4.1(P)	Shareholders agreement?	OECD Principle II (D)	N	
A.4.2(P)	Voting cap?		N	
A.4.3(P)	Multiple voting rights?		N	
A.5		Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.		
A.5.1(P)	Is a pyramid ownership structure and/or cross holding structure apparent?	<p>OECD Principle II (D): Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can be used to diminish the capability of noncontrolling shareholders to influence corporate policy.</p>	N	

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B. Equitable treatment of shareholders			
B.1	Insider trading and abusive self-dealing should be prohibited.		
B.1.1(P)	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?	<p>OECD Principle III: The Equitable Treatment of Shareholders (B) Insider trading and abusive dealing should be prohibited.</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p>ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	<p>N</p> <p>That is prohibited under Manual of Corp. Governance</p>

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B.2 Protecting minority shareholders from abusive action			
B.2.1(P)	Has there been any cases of non compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?	<p>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing any conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p>ICGN 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress</p>	<p>N</p> <p>The company follows the Manual of Corp. Governance</p>
C. Role of stakeholders			
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected.		
C.1.1(P)	Have there been any violations of any laws pertaining to labor	<p>OECD Principle IV (A) The rights of stakeholders that are established by law or through mutual agreements are to be respected.</p>	<p>N</p>

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C.2	Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.			
C.2.1(P)	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	OECD Principle IV (B) Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis	N	
D. Disclosure and transparency				
D.1 Sanctions from regulator on financial reports				
D.1.1(P)	Did the company receive a "qualified opinion" in its external audit report?	OECD Principle V: Disclosure and Transparency (B) Information should be prepared and disclosed in accordance with high quality standards of accounting and financial and non-financial disclosures. (C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.	N	
D.1.2(P)	Did the company receive an "adverse opinion" in its external audit report?		N	
D.1.3(P)	Did the company receive a "disclaimer opinion" in its external audit report?		N	
D.1.4(P)	Has the company in the past year revised its financial statements?		N	

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E. Responsibilities of the Board				
E.1	Compliance with listing rules, regulations and applicable laws			
E.1.1(P)	Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?	<p>OECD Principle VI (D) (7) Ensuring the integrity of the corporation’s accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to criminalize bribery of foreign officials that are required to be enacted by the OECD Anti-bribery Convention and measures designed to control other forms of bribery and corruption. Moreover, compliance must also relate to other laws and regulations such as those covering securities, competition and work and safety conditions. Such compliance programmes will also underpin the company’s ethical code.</p>	N	
E.1.2(P)	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	<p>UK CODE (JUNE 2010) A.4.3 Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chairman, for circulation to the board, if they have any such concerns.</p>	N	

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E.2 Board Appraisal			
E.2.1(P)	Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (which ever is higher) in the same capacity?	<p>OECD Principle V (C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p> <p>Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial stake or management role in the companies they audit.</p>	N
E.2.2(P)	Did the company fail to identify who are the independent director(s) / commissioner(s)?	<p>ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence</p>	N

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E.3 External Audit			
E.3.1(P)	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	<p>OECD Principle V</p> <p>(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p> <p>Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial stake or management role in the companies they audit.</p>	N
E.4 Board structure and composition			
E.4.1 (P)	Is any of the directors a former CEO of the company in the past 2 years?		N