MINORITY SHAREHOLDER WATCHDOG GROUP

MALAYSIA-ASEAN CORPORATE GOVERNANCE REPORT

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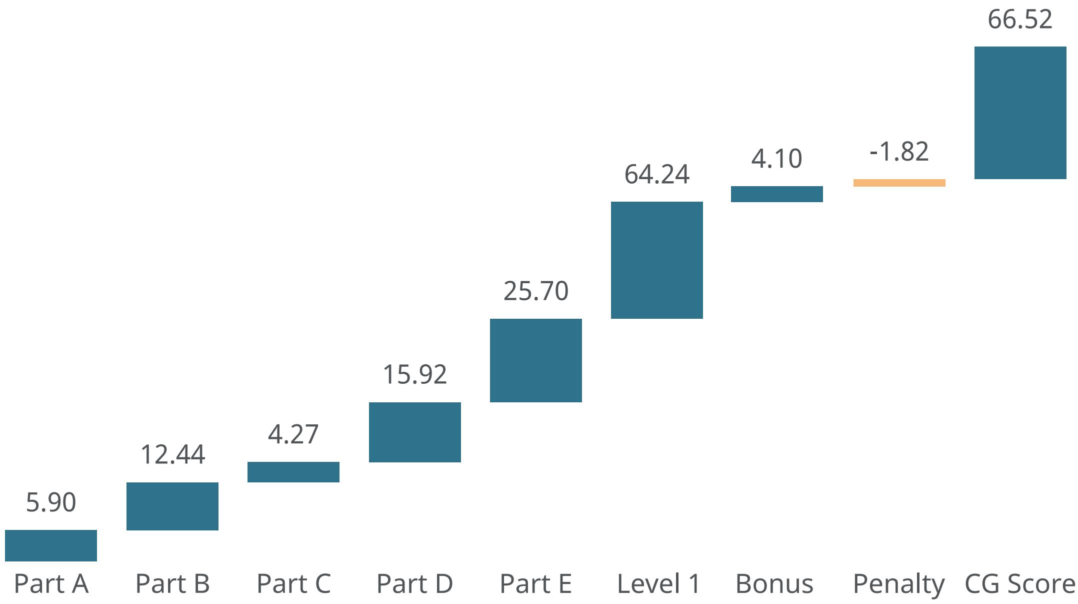
Executive Summary and Overall Results

The current Malaysia-ASEAN corporate governance assessment was undertaken amidst continuing challenges facing Malaysian listed companies ("companies") from internal and external factors. This period has been characterised as volatile, uncertain, complex and ambiguous. Could this mean that companies would focus their effort and resources on bottom line at the expense of investing in sound corporate governance and sustainability practices? The results and findings from the current assessment appear to prove otherwise, that is, companies did not apply the brakes in driving towards continuous improvements in corporate governance policies and practices.

Based on the assessment using the ASEAN Corporate Governance Scorecard of 868 companies, **Figure 1** shows the overall Corporate Governance Score (CG Score) of 66.52 points (including the average score of each component of CG Score). This score is in fact an increase from prior years. Kudos to all stakeholders, particularly the board of directors and senior management of companies for showing leadership and commitment in this respect. Whilst the increasing CG Score is commendable, there remains areas for further improvement. The following sections of this report attempt at discussing the strengths and weaknesses observed from the assessment of the 868 companies.

Figure 1:Average score for all PLC



As comparison, **Figure 2** reports the trend in the CG Score over the last five years; the overall CG Score for all companies has increased from year to year. As revealed by **Figure 2**, the CG Score of the top 100 companies with good disclosures ("Top 100") were more pronounced compared with the CG Score of all companies.

Figure 2:5-year trend of CG Score

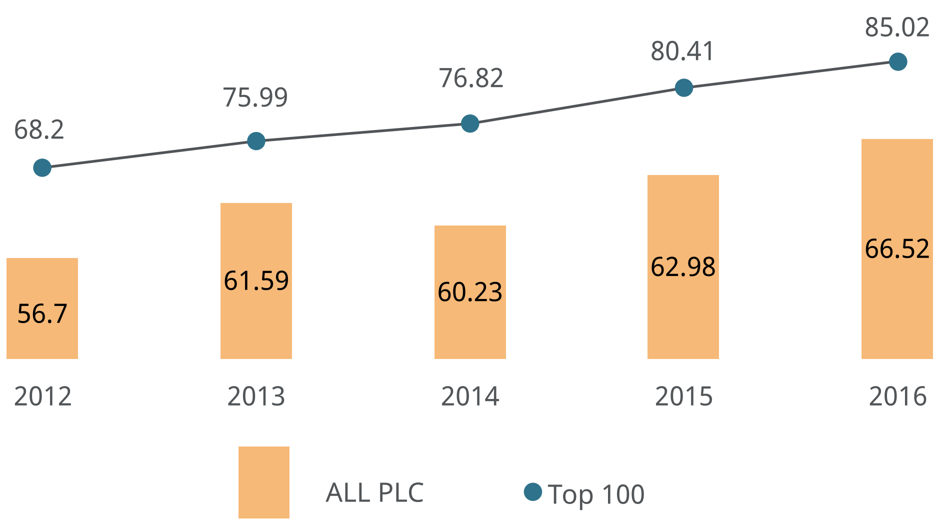


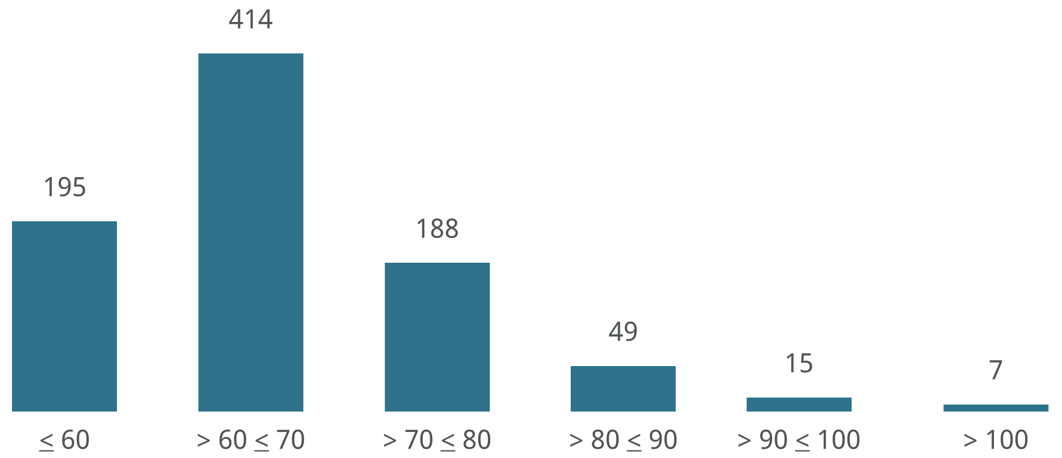
Figure 3 reports the distribution of the CG Score for all companies. Nearly one-half of the 868 companies had CG Score between 61 and 70 points. There were seven companies that achieved CG Score of more than 100 points:

- **Bursa Malaysia Berhad;**
- **Telekom Malaysia Berhad;**
- **Axiata Group Berhad;**
- **Malayan Banking Berhad;**
- **Sime Darby Berhad;**
- **RHB Capital Berhad; and**
- **CIMB Group Holdings Berhad.**

The remaining companies in the top 10 were: Allianz Malaysia Berhad, Petronas Dagangan Berhad and Tenaga Nasional Berhad.

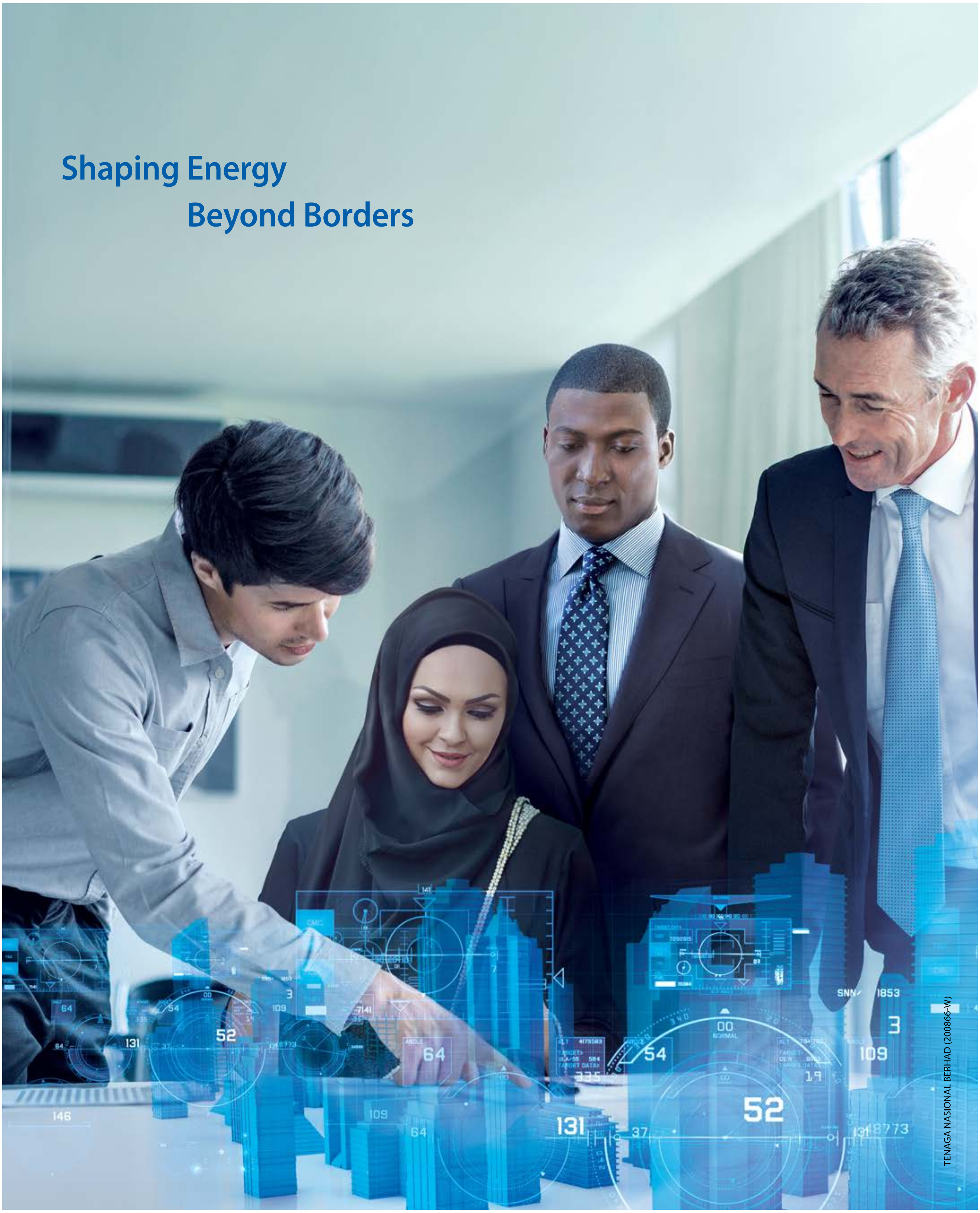
Nine of the top ten companies were in fact government-linked companies (GLC).This is of course admirable as these companies were leading by example. It is hoped that this would not lead to crowding out effect but instead pose as challenge for non-GLC to do better in coming years through continuing investment in time, effort and resources to implement good CG practices that were not yet implemented. In addition, out of the 868 companies evaluated, only 26 companies (3 percent) scored less than 50 points in the CG Score. What could be factors or challenges that perhaps hinder these and other companies with low CG score to further improve their corporate governance performance? A strategy of focus engagement and education customised may be the means to assist the board of directors and senior management teams of these companies moving forward.

Figure 3:Distribution of CG Score



The leading sectors in terms of sectoral CG Score higher than the overall CG Score of 66.52 points, as shown in **Figure 4**, were Finance (78.26 points), Trading & Services (68.53 points), Plantation (66.89 points), Construction (67.18 points) and Property (66.63 points).

Figure 4:Average CG Score by sector


Shaping Energy
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TENAGA NASIONAL BERHAD (200866-W)

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MSWG - ASEAN Corporate Governance Transparency Index, Findings and Recognition 2016
1. Merit Award for Most Improved
2. Industry Excellence (Manufacturing)

MSWG - ASEAN Corporate Governance Transparency Index, Findings and Recognition 2015
1. Most Improved
2. Long Term Value Creation (10 years)
3. Diverse Board
4. Industry Excellence (Manufacturing)

ASEAN Corporate Governance Outstanding Achievement Awards 2015
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SCAN ME

The sectors posting CG Score below the overall CG Score were Consumer Products (65.02 points), Industrial Products (64.75 points) and Technology (63.6 points). The top company in each of the leading sector was:

- **Bursa Malaysia Berhad (Finance sector);**
- **Telekom Malaysia Berhad (Trading & Services sector);**
- **Sime Darby Berhad (Plantation sector);**
- **IJM Corporation Berhad (Construction sector); and**
- **UEM Sunrise Berhad (Property sector)**

The following sections of the report will account and explore the results and findings from each section of the CG Scorecard.

Part A – Rights of Shareholders

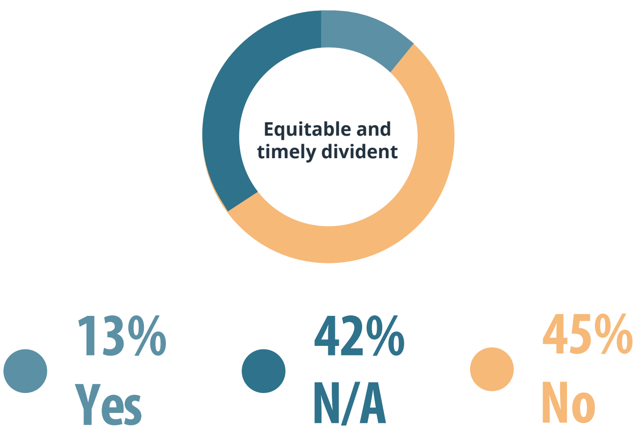
The first section of CG Scorecard had 25 items that contributed to 10 percent to the **Level 1** score. Based on the evaluation of 868 companies, the minimum, maximum and average for this section was 2 points, 10 points and 5.9 points respectively.

Basic shareholder rights via equitable and timely dividend

Given the concentrated ownership structure of typical companies on the Exchange, it is important that payment of dividends (interim and/or final) were done in equitable and timely manner to the benefit of all shareholders. In the case of cash dividend, the distribution should be concluded within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends. As for dividend reinvestment scheme, the distribution should be concluded within 60 days after being approved by shareholders.

Figure 5 reveals that out of 868 companies assessed, 42 percent (n = 365) did not pay any dividend during the period under review. Out of the remaining companies that paid dividend during FY 2015, 116 of them had complied with the expectation of concluding the payment within 30 days or 60 days for cash dividends and reinvested dividends respectively. It is concerning that 387 companies took longer than the expected period to effect the payment of dividends.

Figure 5:Equitable and timely dividend



Right to participate in and vote in general shareholders meeting

AGM is the platform for board of directors of companies to demonstrate its accountability to shareholders and for shareholders to exercise the statutory rights to engage directly with the board of directors (MSWG, 2015). In terms of the notice period for AGM, Para. 7.15 of the LR requires at least 21 days for an annual general meeting (AGM).

Analysis of the notices of AGM revealed slightly more than two-third (n = 584; 67 percent) companies provided the rationale and explanation for each agenda item that required shareholders' approval in the notice of AGM and/or the accompanying statement.

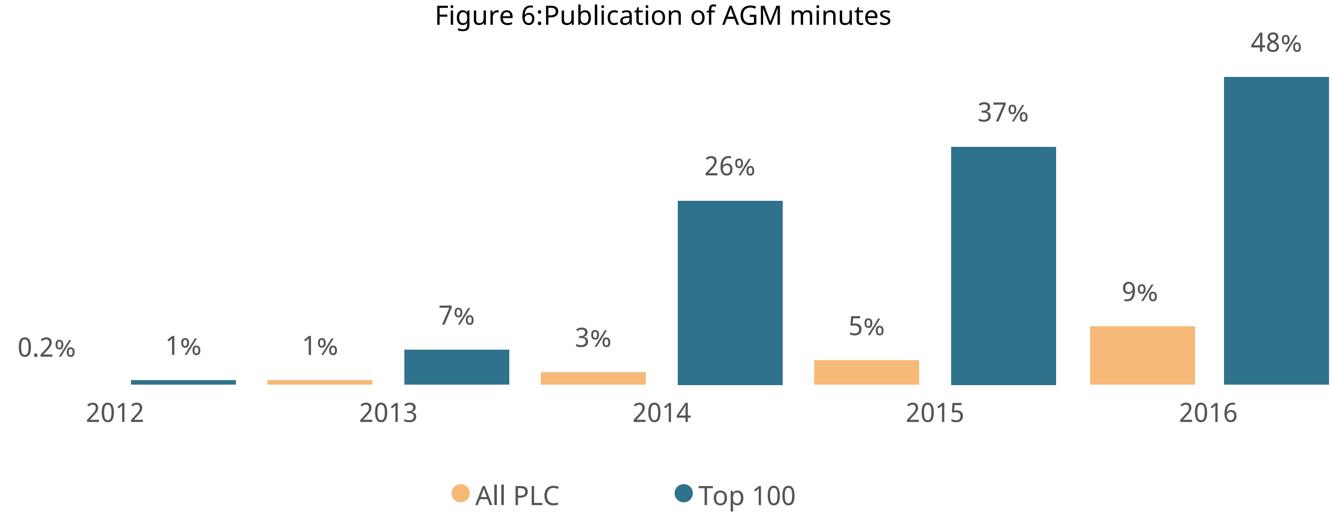
Among the agenda items that require shareholders' approval, the matter of director remuneration is one of those matters that normally attracts active discussion by shareholders. The current study found that nearly one-quarter of companies (n = 211; 24 percent) accorded shareholders the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefits-in-kind and other emoluments) or any increase in remuneration for the non-executive directors.[1]

The CG Scorecard calls for companies to make publicly available the minutes of AGM. In this respect, it was found that during the period under review 48 percent of companies adopted this good practice.

Box 1: AGM minutes

As shown in the Figure 6 below, the incidence of companies publishing the AGM minutes has increased for the last five years. Whilst this is indeed an encouraging growing trend, more companies regardless of size, should adopt this good practice even though **Para. 9.21(2)** of the revised **LR** requires the publication of only the summary of key matters discussed at AGM onto the company's website.

Figure 6:Publication of AGM minutes



Further review of the published AGM minutes revealed that only 82 companies appeared to give opportunities for shareholders to ask questions or raise issues, and only 70 companies recorded questions and answers in the AGM minutes. Evidently, more companies need to adopt these good practices so that shareholders, especially the retail and/or minority shareholders feel empowered to attend and participate in the AGM of companies.

Given its significance, it is important that all directors, especially those holding key appointments to be present at AGM. However, the current study found only 55 companies (6 percent) disclosed the list of board members who attended the most recent AGM. It was further found that in terms of attendance of key directors in the most recent AGM less than 10 percent of companies disclosed the presence of Chairman (n = 70; 8 percent), CEO/MD (n = 67; 8 percent), and Chair of Audit Committee (n = 56; 6 percent) at the AGM.

[1] *With the coming into effect the new Companies Act (Act 777), section 230(1) now requires fees and benefits payable to directors of public company and listed company (and its subsidiaries) to be approved at a general meeting.*

The CG Scorecard espoused several post-AGM good practices about the content of announcement of outcome of AGM and the timing of the said announcement. The current study found:

- **Nearly all companies (n = 837; 96 percent) adopted the practice of disclosing the outcome of the most recent AGM including the resolutions;**
- **Almost one-fifth of companies (n = 159; 18 percent) disclosed the voting results that showed the approving, dissenting and abstaining votes for each agenda item for the most recent AGM; and**
- **Practically all companies (n = 854; 98 percent) made publicly available by the next working day the results of the votes taken during the most recent AGM for all resolutions.**

Based on available evidence, it was found that 685 (79 percent) of the 868 companies disclosed the voting and vote tabulation procedures used, and declaring both before the AGM proceeded. The remaining 183 companies should adopt this practice to inform shareholders attending the AGM and hence ensuring smooth voting process. In addition, there was couple of items in relation to the conduct of voting in AGM that had become a moot point following amendment to the **LR** in March 2016. The assessment found that only 18 per cent of 868 companies (n = 153) conducted voting by poll in AGM, and only 14 per cent of companies (n = 124) appointed an independent party as scrutineer to count and/or validate the votes at the AGM. Both practices have become mandatory practices since 1 July 2016.

The location of the AGM has the potential effect on the level of participation and hence level of voting. The assessment found that whilst 857 companies (99 percent) organised their most recent AGM in easy to reach location, a minority of companies (n = 11; 1 percent) were considered otherwise. Apart from the physical location, the availability of public transport and parking spaces are determinants of accessibility (MSWG, 2015).

Rights of institutional investors

Ninety percent (n = 782) of 868 companies were found to have disclosed the policy or practice to encourage shareholders including institutional shareholders to attend the general meetings or to engage with the companies.

Part B – Equitable Treatment of Shareholders

This is the second section of CG Scorecard which had 18 items contributing 15 percent to the **Level 1** score. Based on the evaluation of 868 companies, the minimum, maximum and average for this section was 6.56 points, 15 points and 12.44 points respectively.

Share and voting rights

Out of the 868 companies evaluated, 792 companies (91 percent) did not have more than one class of shares. As for the remaining companies that appeared to have more than one class of shares, six percent (n = 54) adopted the practice of publicising the voting rights attached to each class of shares and 3 percent (n = 22) did not publicise such voting rights.

Notice of Annual General Meeting (AGM)

The notice of AGM is an important communication tool between the company and its shareholders. In this respect, companies were assessed in various aspects that reflected the quality of the notice. Based on the review of the notices and their accompanying documents of 868 companies, it was found that all assessed companies:

- **did not practice bundling of resolutions in the most recent AGM. That is, each proposed resolution (or agenda item) dealt with only one item[2];**
- **had the notice of the most recent AGM and relevant circulars available in English; and**
- **had the proxy appointing document made easily available through appending it to the notice of AGM.**

In other aspects of the quality of notice of AGM, the evaluation found that:

- **One-half of companies (n = 436) had included in the notice the profile of directors (at least age, academic qualification, date of first appointment[3], experience and directorships in other listed companies) seeking for election or re-election;**
- **Almost all companies' (n = 848; 98 percent) notice of AGM clearly identified the auditor seeking appointment or re-appointment; and**
- **Only 12 percent of companies (n = 101) explained the dividend policy in the notice of AGM.**

Protecting minority shareholders from abusive related-party transactions (RPT)

Related party transactions (RPT) are potential means for controlling shareholders to expropriate wealth away from the companies at the expense of minority shareholders. Certain safeguards are recommended or red flags identified to prevent or signal respectively abusive RPT. Based on the analysis of 868 companies, it was found that:

- **Slightly more than one-third (n = 298; 34 percent) of companies had RPT that could be classified as financial assistance to entities other than wholly-owned subsidiary companies; and**
- **Only one-quarter (n = 208; 24 percent) of companies disclosed that RPTs were conducted in such a way to ensure that they were fair and at arms' length. Nearly three-quarter (n = 639; 74 percent) of companies did not seem to have the said policy.**

Part C – Role of Stakeholders

The third section of CG Scorecard had 21 items that contributed to 10 percent to the **Level 1** score. Based on the evaluation of 868 companies, the minimum, maximum and average for this section was 0 points, 10 points and 4.27 points respectively.

[2] There was one company that had practised bundling of resolutions. In this case, the two matters of retaining an independent director who had served more than nine years in that capacity and the re-election of the same director whose age had reached the limit of 70 years old.

[3] Three companies did not disclose the date of first appointment of one or more of the independent directors – Sunsuria Berhad, Pansar Berhad and Damansara Realty Berhad.

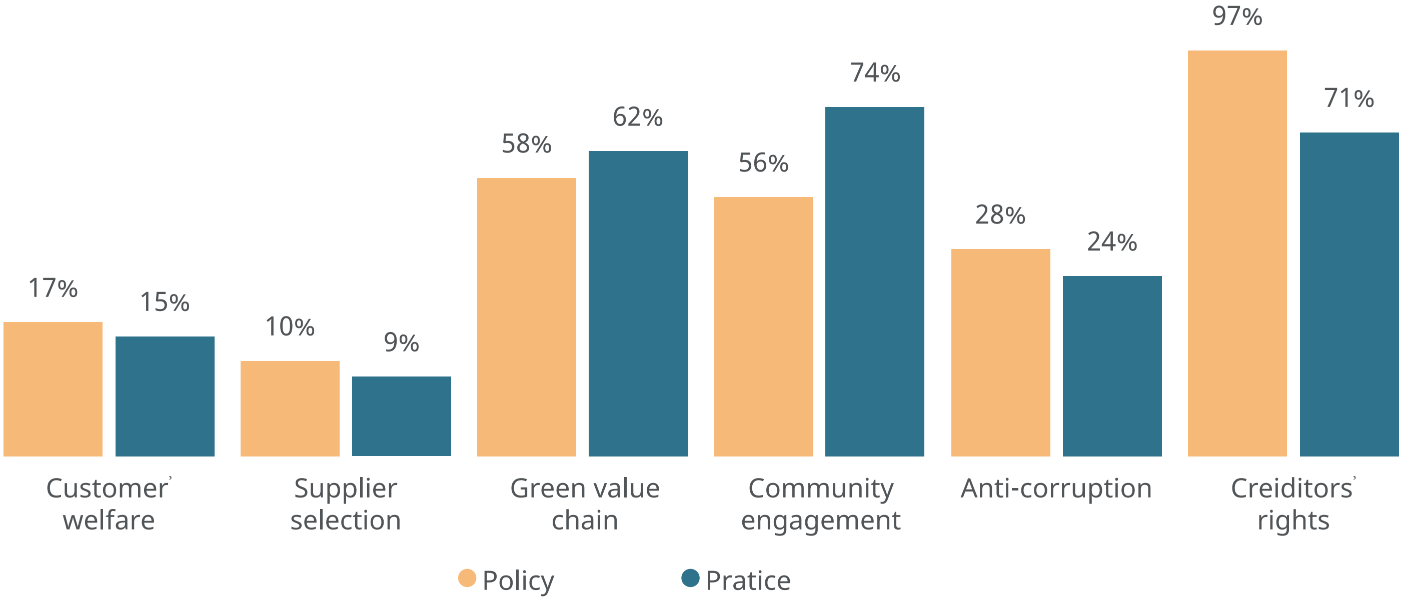
The rights of stakeholders as evidenced by established policies and practices

There were six matters identified that companies were expected to have the appropriate policies and evidenced by actual practices on the ground. Taken together, the policies and practices, would indicate a company's coherent approach in dealing with these matters.

A review of **Figure 7** suggests the following:

- **Very small number of companies appeared to be dealing with three of the identified matters; that is, the company's efforts to address customer's welfare, supplier/contractor selection process, and the company's anti-corruption programmes and procedures. Companies might not be unfamiliar with these matters, but perhaps were unsure and/or uncomfortable to talk about these matters;**
- **There were many more companies that were dealing with environmentally friendly or sustainable ("green") value chain and engagement with the community in which it operated. However, these two matters are arguably low hanging fruits as green value chain has direct link with productivity and engagement with community is an area where a lot of companies should be familiar and comfortable with in the light of the traditional philanthropic activities practiced by many companies in Asia and Malaysia;and**
- **Almost all companies had put in practice the appropriate policy to safeguard creditors' rights.**

Figure 7:Stakeholder rights - policies and practices



In all instances, as shown in **Figure 7**, the incidence of practices did not match exactly as those of policies respectively. Any activity on the ground should be supported by an official company policy on the matter. On the other hand, each of the said policy should be evidenced by actual practices to give credibility to the policy.

Apart from needing to have the appropriate policies evidenced by actual practices in dealing with issues relevant to stakeholders (other than shareholders), a company should make these policies and practices be transparent through meaningful disclosures in separate corporate responsibility or sustainability report (either as a section in annual report or a standalone report). It was encouraging to note that about three-quarter of all companies (n = 660; 76 percent) and almost all top 100 companies (n = 94) had adopted this good practice.

[4] It is expected the extent and quality of sustainability disclosures would improve following the requirements of the LR for a narrative of the listed issuer's management of material sustainability matters with effect from annual reports issued for financial years ending on or after 31 December 2016, 31 December 2017 and 31 December 2018 for large, medium and small listed issuer respectively.

Facilitation of stakeholders' rights

In cases where stakeholders' interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights. In this respect, each company was assessed whether it provided contact details via its website or annual report which stakeholders (e.g. customers, suppliers and general public) could use to voice their concerns and/or to complain about possible violation of their rights. The current evaluation found that 504 companies (58 percent) had provided the expected means and information. Why were there not many companies, if not all, provided such information?

Participation and protection of employees

Despite the advances in technology resulting in automation and mechanisation, employees remain as key stakeholder in helping business organisation to be sustainable and successful. Hence, it is important for a company to put in place appropriate policies and practices to recognise the key role of employees. The current study found that:

- **Slightly more than one-half of companies (n = 489; 56 percent) explicitly disclosed the health, safety and welfare policy for their employees. However, less than one-tenth of companies (n = 75; 9 percent) published relevant information relating to health, safety and welfare of their employees;**
- **Nearly two-third of companies (n = 527; 61 percent) had training and development programmes for their employees. But, only one-tenth of companies (n = 87; 10 percent) published relevant information about training and development programmes for their employees. Examples of expected relevant information are training participaton rate and average hours of training per year per employee;and**
- **Less than one-fifth of companies (n = 152; 18 percent) had in place reward/compensation policy that accounted for the performance of the companies beyond short-term financial measures.**

One possible action to prevent the occurrence of illegal or unethical practices in a company would be to put in place a mechanism for individual employees and employees' representative bodies (if any) to freely communicate their concerns to the board of directors with the condition that the reporting employee's rights should not be compromised. In this regard, the current study found nearly one-half of companies, 410 (47 percent) and 374 (43 percent) respectively, had:

- **procedures for complaints by employees concerning illegal (including corruption) and unethical behaviour; and**
- **a policy or procedures to protect an employee who revealed illegal and/or unethical behaviour from retaliation.**

The preceding findings are somewhat concerning as there were many more companies that had not put in place appropriate policy and procedures that are consistent with good governance practices in relation to employees.

Part D – Disclosure and Transparency

The next and fourth section of CG Scorecard had 41 items that contributed to 25 percent to the **Level 1** score. It is a section of the scorecard that assessed a company' policies and practices in relation to disclosure and transparency of various aspects. Based on the evaluation of 868 companies, the minimum, maximum and average for this section was 8.54 points, 24.39 points and 15.92 points respectively.

Transparent ownership structure

Many investors, particularly institutional investors, would appreciate the information on who owns a company, to enable them to assess the risks emanating from the extent and level of shareholdings of controlling shareholders. In this respect, the current evaluation revealed that all companies disclosed or revealed the following information:

- **the identity of beneficial owners, holding 5 percent shareholding or more;**
- **the direct and indirect (deemed) shareholdings of major and/or substantial shareholders; and**
- **the direct and indirect (deemed) shareholdings of directors – executive and non-executive directors.**

Only a handful of companies (n = 8; 1 percent) disclosed the direct and indirect (deemed) shareholding of senior management defined as C-level officers of a company. Whilst kudos to these eight companies for adopting the said good practice, the remaining companies seemed hesitant if not resistant to be transparent in their ownership structure.

The information on corporate structure of a company is another source of information that would allow careful assessment of the complexity of the shareholdings structure in terms of how a company as an investment holding company is related to its subsidiaries, associate companies, joint ventures (JV) and special purpose vehicles (SPV). Very few companies had chosen not to be transparent in this respect. Almost all companies (n = 836; 96 percent) disclosed such details in annual reports and/or corporate websites.

Quality of annual report

Annual report is not just a regulatory filing document but in fact it serves as an important platform for a company and its board of directors to report, to communicate and to be engaged with shareholders and other stakeholders. Hence, the CG Scorecard assessed and found the following:

- **Almost, if not all, companies disclosed in their annual reports financial performance indicators (n = 815; 94 percent), number of board of directors' meetings held during the year (n = 868; 100 percent), and attendance details of each director in respect of meetings held during the year (n = 861; 99 percent);**
- **Two-third of companies (n = 562; 65 percent) disclosed the training and/or continuing education programme attended by each director.[5]**

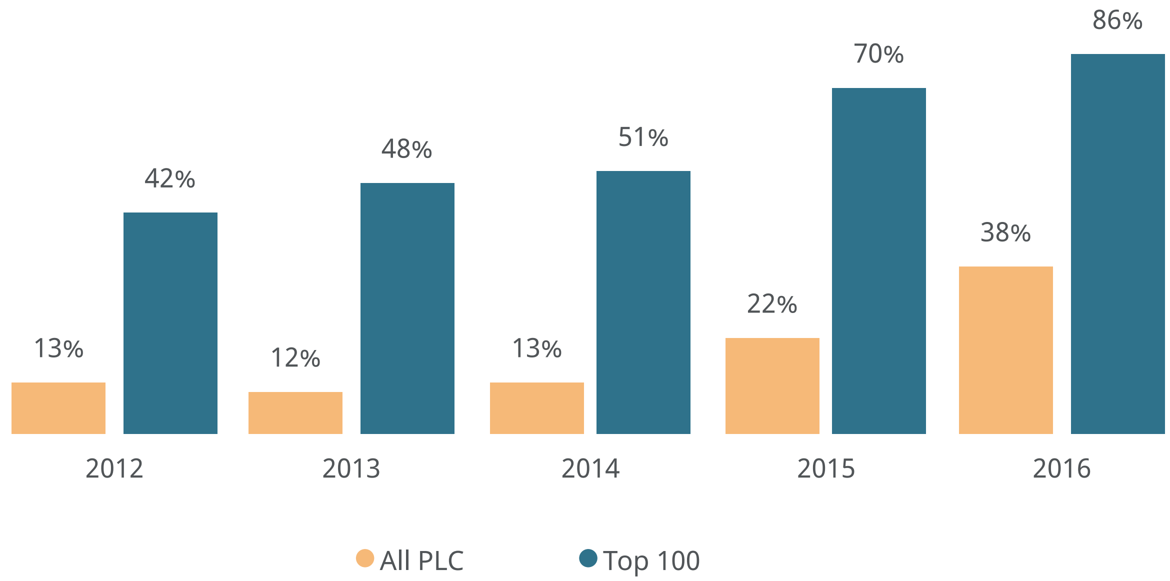
[5] Even though the LR only requires a company to disclose a statement on the training attended by its directors, the company is encouraged to move beyond this requirement to disclose the training information on a per individual director basis. Such information would certainly allow stakeholders to assess the commitment of each director on continuing education and lifelong learning.

- **Between one-quarter and one-half of companies disclosed in their annual reports –**
    - **Key risks (other than financial risks) (n = 217; 25 percent);**
    - **Details of whistleblowing policy (n = 334; 38 percent);**
    - **Corporate objectives – including performance targets or long-term goals (n = 281; 32 percent);**
    - **Biographical details (at least age, qualifications, date of first appointment[6], relevant experience, and any other directorships of listed companies) of directors (n = 348; 40 percent); and**
- **Lastly, about one-tenth of companies disclosed in their annual reports non-financial performance indicators (n = 103; 12 percent), dividend policy (n = 96; 11 percent), and details of remuneration of each member of the board of directors (n = 83; 10 percent)[7].**

Box 2: Whistleblowing policy

Figure 8 below shows a trend of increasing number of companies establishing whistleblowing policy. Clearly, there were a lot of the mid and small-cap companies that yet to have whistleblowing policy. It is rather concerning that there were a handful of top 100 large-cap companies still did not have whistleblowing policy. Could it be that these companies believe whistleblowing policy would not work in the local society and work culture?

Figure 8:Whistleblowing Policy



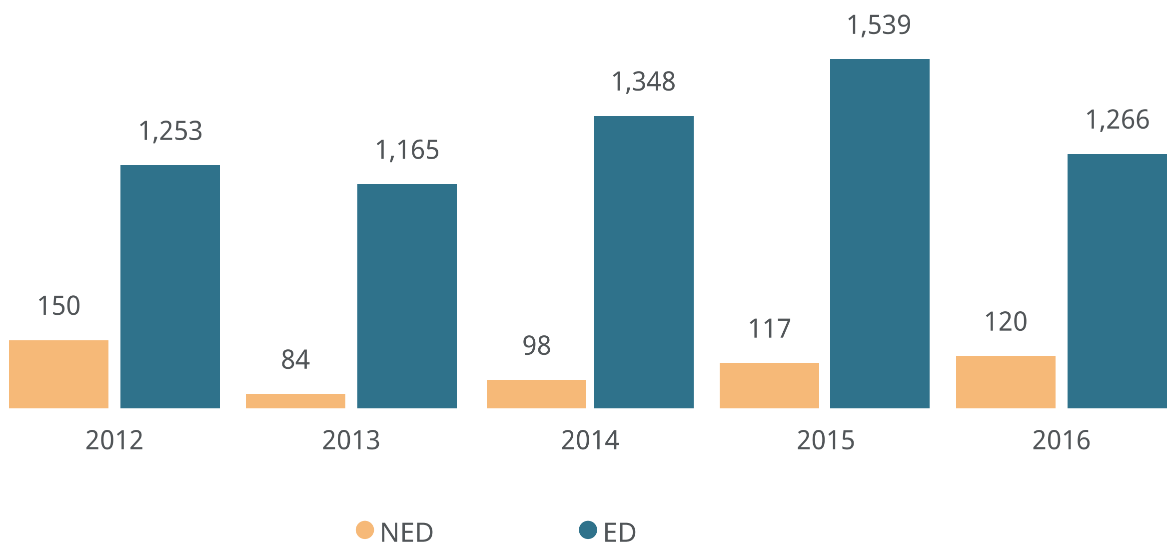
[6] See also footnote 3 on this matter.

[7] The incidence of reporting of individual remuneration is expected to be increasing as the newly released Malaysian Code on Corporate Governance is recommending such disclosure.

Box 3: Director remuneration

It is interesting to note from **Figure 9** below that whilst average remuneration for executive director (ED) decreased by about 18 percent compared to immediate past year, the average remuneration for non-executive director (NED) increased marginally by about three percent over the same period. But the average remuneration for NED had not recovered to the level in 2012.

Figure 9:Director remuneration (RM'000)



The top five companies in terms of total remuneration for ED and NED respectively in 2016 were:

Name of company	No. of ED	Total ED remuneration
Genting Berhad	3	RM 172,800,000
Sapura Kencana Petroleum Berhad	2	RM87,830,000
YTL Corporation Berhad	9	RM77,725,000
Genting Malaysia Berhad	3	RM77,700,000
IOI Properties Berhad	2	RM37,271,000

Name of company	No. of NED	Total NED remuneration
Public Bank Berhad	6	RM33,055,000
AMMB Holdings Berhad	10	RM7,197,000
Malayan Banking Berhad	9	RM6,505,722
Sime Darby Berhad	12	RM6,284,722
Eco World Development Group Berhad	8	RM6,279,000

Corporate governance confirmation statement

Even though **Para. 15.25(1)** of the **LR** requires a board of directors of a company to provide the Corporate Governance Statement, very few companies (n = 185; 21 percent) moved beyond and provided a statement confirming the companies' full compliance with code on corporate governance and where there was any non-compliance, identify and explain reasons for each non-compliance matter.

Disclosure of related party transactions (RPT) and trading of shares by insiders

In Part B, there were already a few items assessing companies on their policies and practices on related party transactions (RPT). In **Part D**, each company was evaluated whether it disclosed the following three matters relating to RPT:

- **Significant majority of companies (n = 778; 90 percent) disclosed the policy covering the review and approval of material or significant RPTs. Normally, this duty is vested with the Audit Committee;**
- **Less than one-half of companies (n = 366; 42 percent) disclosed the name of the related party and relationship for each of the material or significant RPT; and**
- **Nearly all companies (n = 812; 94 percent) disclosed the nature and value for each material or significant RPT.**

In the course of reviewing companies' annual report and websites for RPT matters, very few companies – less than five percent – were found not to have any RPT during the FY 2015. Hence, investors, particularly the minority shareholders – both retail and institutional – should remain vigilant to the possibility of abusive RPTs that controlling shareholders might propose during the year.

The situation is somewhat contrasting in terms of the disclosure of trading in the company's shares by insiders such as C-suite officers, major shareholders and connected persons. Specifically, only 38 companies (4 percent) disclosed such information. These companies should be commended for being transparent in this arguably sensitive matter.

External auditor and auditor report

Due to regulatory requirement, all companies disclosed the audit fees incurred or payable for the relevant financial year. Whilst it is encouraging to see that almost all companies (n = 855; 99 percent) disclosed the non-audit fees, there were a handful of companies that did not disclose such information even though the companies had engaged the same or related audit firms for non-audit services.

The current study also found that 56 companies (6 percent) had their non-audit fees exceeded the audit fees. It is hoped that the Audit Committees and minority shareholders of these 56 companies were aware and approved of this matter as the independence of these audit firms could have been compromised due their reliance on income from non-audit services.

Box 4: External audit firm

For the FY 2015, the Big-4 audit firms had 45 percent market share of external audit services engagement, as shown in **Figure 10** below. However, in terms of audit fees, the Big-4's market share was 77 percent of which PwC's market share of audit fees was 30 percent.

Figure 10:External audit firm

Medium of communication

Due to the requirement of the **LR**, all companies used quarterly reporting as a mode of communication with shareholders and stakeholders. It is also encouraging to note that all companies had corporate websites; though the websites of the larger companies tended to be more comprehensive and extensive compared to those of the medium and small-cap companies.

Out of the 868 companies assessed, nearly one-quarter of companies (n = 197; 23 percent) used analyst's briefing as additional mode of communication with institutional investors particularly. Even lesser number of companies (n = 118; 14 percent), usually the larger companies, used media briefings or press conferences as a mode of communication. The medium and small-cap companies tended not to use analyst's and media briefings for possible reasons as they were not attractive sufficiently either to the investment analyst community (investment research houses) or to the media community of both. In this respect, it is hoped that the initiative announced in the 2017 national budget speech for the creation of special fund up to RM3 billion to fund managers licensed under the Securities Commission to invest in potential small and midcap companies would result in increasing use of analysts and media briefings.

Timeliness of financial/annual reports

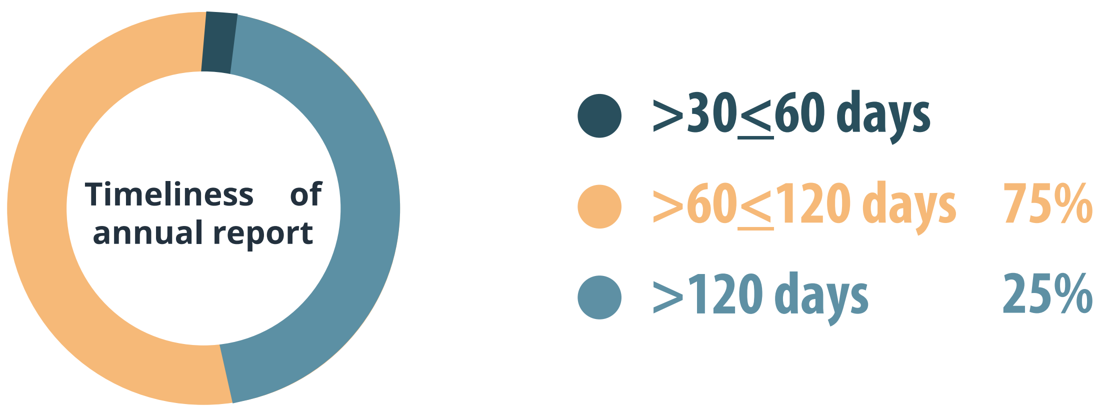
In addition to the quality, timeliness of the release of annual reports is an important factor reflecting governance in a company. The current assessment found not all companies managed to release the audited financial report/ statement within 120 days from the financial year end; 804 companies (93 percent) had done so, whilst 63 companies appeared to have failed to comply with this good practice.

In terms of the annual report, slightly more than three-quarter of companies (n = 656; 75 percent) released the annual report within 120 days from the financial year

Box 5: Timeliness of annual report

The average time taken to release the annual report was 120.34 days for FY 2015. Three-quarter of companies released the annual report between 60 and 120 after FYE. No company managed to release annual report within 30 days after FYE. Only three companies released annual report within 60 days after FYE; LPI Capital Berhad, United Plantations Berhad and KLCC Property Holdings Berhad. At the other end, one company (Maxwell International Holdings Berhad) took 218 days to release its FY 2015 annual report.

Figure 11:Timeliness of annual report



Company website

Company website has been a major communication channel that a company has at its disposal to facilitate engagement with shareholders and other stakeholders. Hence, the current evaluation found that more than three-quarter of companies, and in several instances almost all companies, disclosed up-to-date information on the following:

- **Business operations (n = 826; 95 percent);**
- **Financial statements (current and prior years) (n = 811; 93 percent);**
- **Shareholding structure (n = 679; 78 percent);**
- **Group corporate structure (n = 756; 87 percent);**
- **Downloadable annual report (n = 814; 94 percent); and**
- **Notice of AGM and/or EGM (n = 806; 93 percent)**

Slightly less than one-fifth of companies (n = 157; 18 percent) disclosed materials provided in briefings to analysts and media. Further, less than 10 percent of companies (n = 77 and n = 67) disclosed minutes of AGM and/or EGM and company's constitution documents (such as company's by-laws, memorandum and articles of association) respectively.

Medium of communication

It is a good practice that a company not only have an officer responsible for investor relations but also to disclose the said officer's contact details such as telephone number, facsimile number and/or email address, to facilitate the communication between shareholders and the company via the investor relations officer/function. However, the current study found only slightly more than one-half of companies (n = 458; 53 percent) disclosed such details. The remaining companies were most likely did not have investor relations officers.

Part E – Responsibilities of the Board

The fifth and final section of **Level 1** CG Scorecard had 74 items that contributed to 40 percent to the **Level 1** score. Based on the evaluation of 868 companies, the minimum, maximum and average for this section was 13.15 points, 38.38 points and 25.70 points respectively.

Duties and responsibilities of the board

Clearly defined board responsibilities and corporate governance policy

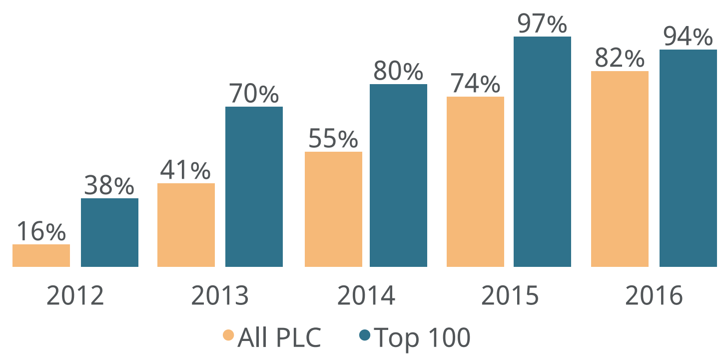
One key principle of sound corporate governance is clarity in terms of the roles, duties and responsibilities, and authority of the board, directors vis-à-vis management (including CEO/MD). Hence, it is somewhat unexpected to find that only three-quarter or more companies:

- **disclosed the board charter / corporate governance policy (n = 708; 82 percent);**
- **clearly stated the roles and responsibilities of the board of directors (n = 779; 90 percent); and**
- **disclosed the types of decisions requiring approval by the board of directors (n = 675; 78 percent).**

Box 6: Board charter

Figure 12 below reveals that generally increasing number of companies have board charter. However, it is rather concerning that there were a handful of top 100 companies still did not have board charters.

Figure 12: Board charter



Corporate vision and mission

It is perhaps a given that any company would have vision and mission statements. These statements guide board of directors and senior management in steering a company moving forward. However, it is rather surprising to find that only 81 companies' boards (9 percent) appeared to have reviewed the vision, mission and thereafter strategy in the last financial year. No doubt vision, mission and strategy are not meant for short-term but rather guiding a company in the mid and long-term, but it would do good for boards to periodically assess the vision, mission and strategy to ensure their continuing relevance. It was further found that only slightly more than one-third of companies' boards (n = 322; 37 percent) claimed to monitor or oversee the implementation of the corporate strategy.

Board structure

Code of ethics

A code of ethics aims at guiding good behaviour and helps resolving ethical dilemma situations faced by all relevant parties. In the context of the current assessment, only slightly more than one-half of companies (n = 494; 57 percent) appeared to have a code of ethics and disclosed details of such code.

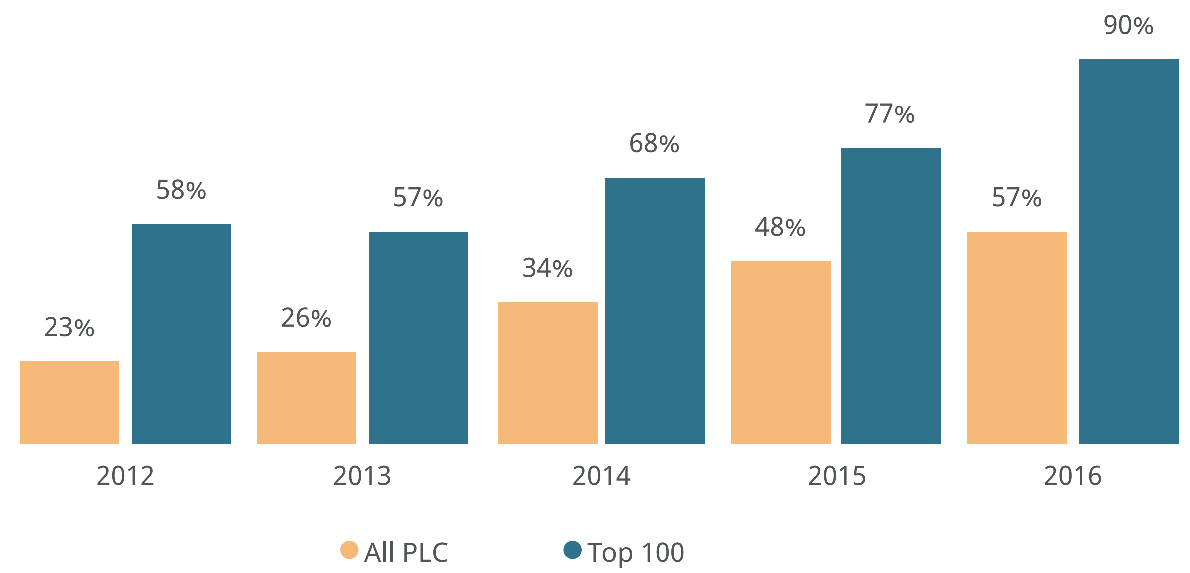
It is perhaps equally, if not more, more important that a company has a single of code ethics applicable to all employees and directors and that the said code of ethics is implemented and its compliance is monitored. In this regard, less than one-half companies disclosed that:

- **all directors, senior management and employees were required to comply with the code (n = 376; 43 percent); and**
- **how the company implemented the code of ethics and how the compliance with the code of ethics was monitored (n = 330; 38 percent).**

Box 7: Code of ethics

It was indeed a positive development where there increasing number of companies had a code of ethics, as shown in **Figure 13** below. Nevertheless, perhaps a more focused effort should be made to encourage the mid and small-cap companies to establish internal code of ethics.

Figure 13: Code of ethics



Board structure and composition

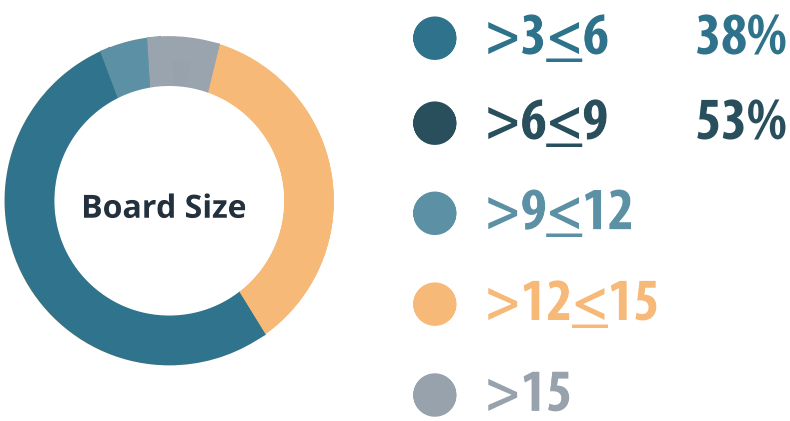
Based on the four items under this sub-section of the CG Scorecard, it was found that:

- **Slightly more than one-half of companies (n = 478; 55 percent) had independent directors making up at least 50 percent of the board of directors;**
- **Nearly all companies (n = 820; 94 percent) maintained that the independent directors were independent of management and major/substantial shareholders; and**
- **Only 76 companies (9 percent) had a term limit of nine years or less for independent directors.**

Box 8: Board composition and Independent director (INED)

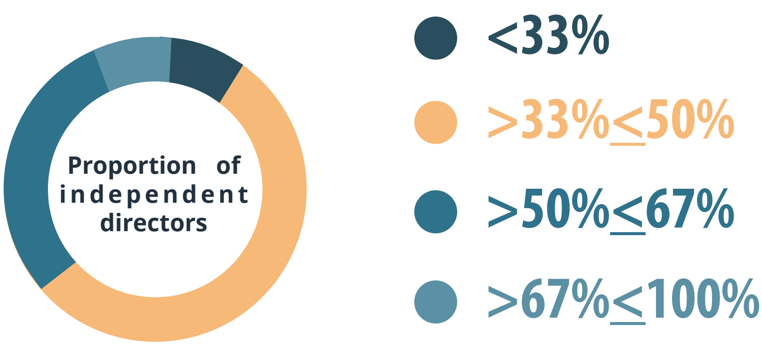
In terms of board size, the smallest and largest comprised four directors (27 companies) and 16 directors (one company) respectively. A typical board comprised 7.2 directors. **Figure 14** below shows slightly more than 50 percent of companies had board size of between seven and nine directors.

Figure 14: Board size



The LR prescribes independent directors to comprise one-third of a board. **Figure 15** below reveals that there were 42 companies that had boards with less than one-third INED, and two companies' board comprised entirely on INED. A typical company had INED comprising about 48.85 percent of the board and a typical INED had served about 7 years in the board of a company.

Figure 15: Proportion of independent directors

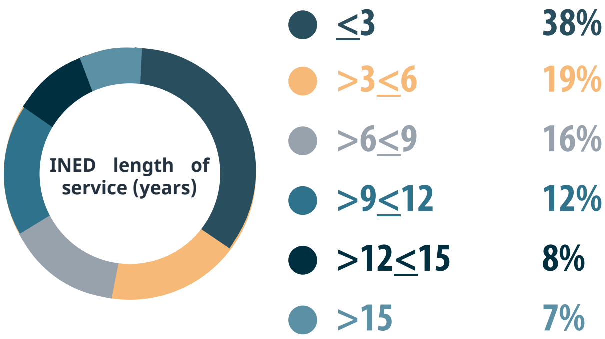


Finally, it was found that there were six companies, albeit a small number, that had any of their executive directors who served on more than two boards of listed companies outside of the group. The board of directors of these six companies ought to be fully aware of the risks of conflict of interest and/or burnt-out by these executive directors.

Box 9: Independent director length of service (years)

Overall, there were 6,211 director positions during the period under review. About 48 percent of these appointments were for the position of INED. In terms of length of service of independent director (INED), the shortest was less than one year and the longest length of service was 45 years. A typical INED length of service was 6.78 years. **Figure 16** below shows that slightly more than one-quarter of INED positions were occupied by INED who had served more than nine years.

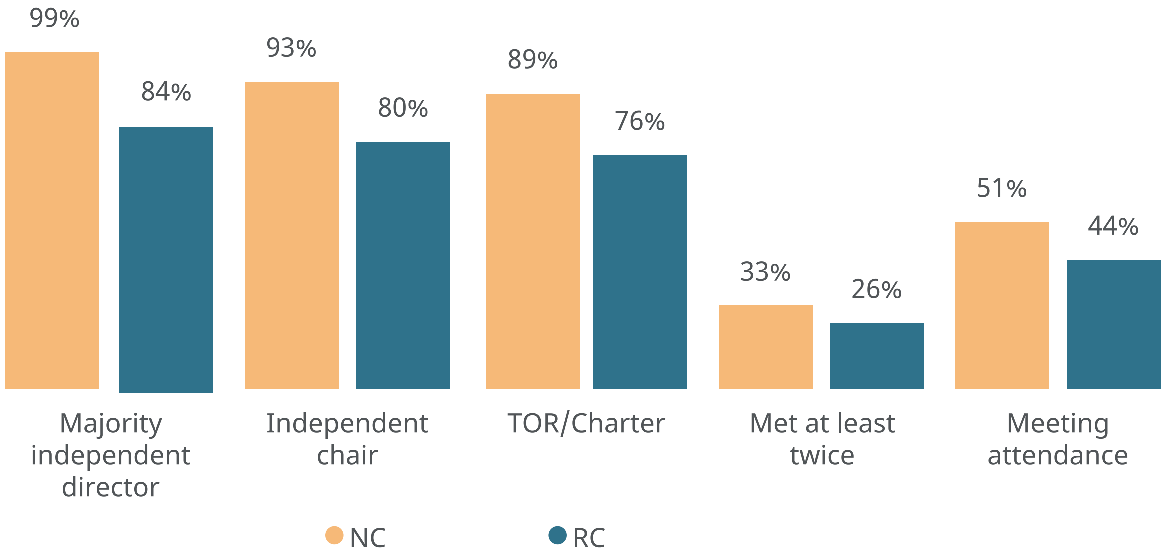
Figure 16: INED length of service (years)



Nomination and remuneration committee

At the time of current review, companies were encouraged by the Malaysian Code on Corporate Governance 2012 to establish nomination committee and remuneration committee; with both committees reporting and accountable to the board of directors. Whilst the nomination committee is one of the two board committees mandated by the **LR** since 1 June 2013, the remuneration committee remained a voluntary practice. In many instances, companies tended to combine the functions of nomination committee and remuneration committee into a single nomination and remuneration committee. This explained why the proportion of remuneration committee mirrored closely with that of nomination committee. For example, in 2016 it was found that all companies had established nomination committee and that 96 percent of companies had remuneration committee.

Figure 17: Characteristics of NC and RC



A review of **Figure 17** reveals that in all instances the proportion of NC adopting identified good practices was higher than that of RC. There were a couple of matters where further improvement could take place. That is, only about one-third and slightly more than one-quarter of NC and RC respectively did not meet at least twice during the year. Further about one-half of companies disclosed the attendance of members of respective committees

Audit committee

Audit committee is one of the two mandatory board committees that each company must establish with clearly articulated responsibilities and maintain with sufficient authority and resources. As a minimum, an audit committee is to comply with the requirements and expectations set out in **Part C** of **Chapter 9** of the **LR**. However, there were other good practices enjoined by the CG Scorecard, in which it was found that.

- **except for seven companies, the remaining 861 companies (99 percent) disclosed in the annual report the profiles or qualifications of members of the audit committee;**
- **save for 25 companies, the balance 843 companies' audit committees (97 percent) met at least four times during the year; and**
- **nearly all companies (n = 844; 97 percent) had at least one the independent directors of the audit committee had accounting expertise (that is, accounting qualification or experience);**
- **more than three-quarter of companies' audit committees (n = 764; 88 percent) had the primary responsibility for the recommending the appointment and removal of the external auditor.**

Board processes

Board meetings and attendance

Each company was assessed in relation a few identified good practices concerning board meetings and related process. It was found that:

- **about one-third of companies (n = 264; 30 percent) scheduled the board of directors' meeting before the start of financial year;**
- **slightly more than one-third of companies' board of directors (n = 314; 36 percent) convened at least six meetings during financial year;**
- **nearly two-third of companies (n = 634; 73 percent) had their directors attended at least 75 percent of all board meetings held during the year;**
- **none of the companies required a quorum of at least two-third for board decisions; and**
- **more than two-third of companies (n = 588; 68 percent) claimed that their non-executive directors met separately at least once during the year without the presence of any executives.**

Access to information

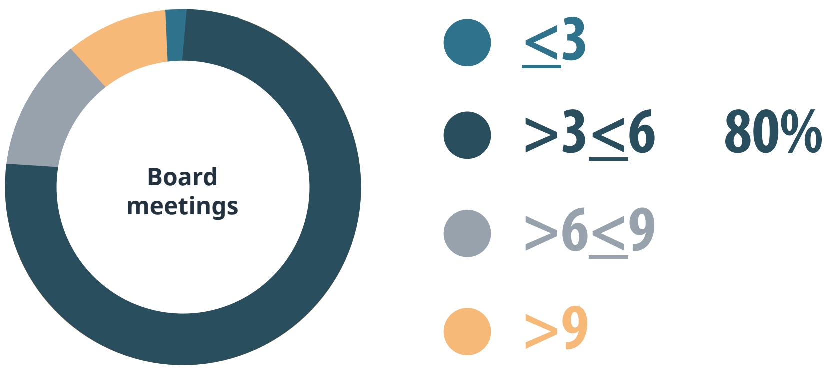
Dissemination of materials well in advanced is a good practice that would most likely help toward having efficient and effective board meetings. However, the current study found less than one-fifth of companies (n = 157; 18 percent) claimed that board papers for board of directors meetings were provided to the board at least five business days in advance of the board meeting.

Although all company secretaries of companies were someone who were regarded as qualified, not all companies (n = 100; 12 percent) claimed that their company secretaries played a significant role in supporting the boards in discharging their responsibilities.

Box 10: Board meetings

In terms of the frequency of board meetings, there were two companies with no or least number of board meetings. One company did not convene any board meeting during the year (Ranhill Holdings Berhad) and the other company, which was a newly listed company (Aemulus Holdings Berhad), had only one board meeting. Further analysis of **Figure 18** below reveals that highest number of board meetings was 25 meetings by the board of Malaysia Building Society Berhad. A typical company convened 5.6 board meetings during the year. However, the average board meetings of Top 100 companies was 7.6 meetings.

Figure 18: Board meetings



Board appointment and re-election

It is interesting to note that almost two-third of companies (n = 544; 63 percent) disclosed the criteria used in selecting new directors. However, only about one-fifth of companies (n = 187; 22 percent) disclosed the process of appointing new directors. Clearly, a lot more companies should be transparent in the appointment of directors; both in terms the criteria and the process used in selecting new directors.

Remuneration matters

Director remuneration has been a sensitive and potentially controversial matter. The current assessment found less than one-tenth of companies

- **disclosed remuneration policy especially in relation to the use of short-term and long-term incentives and performance measures for its executive directors and CEO (n = 66, 8 percent); and**
- **disclosed the fee structure for non-executive directors (n = 76; 9 percent).**

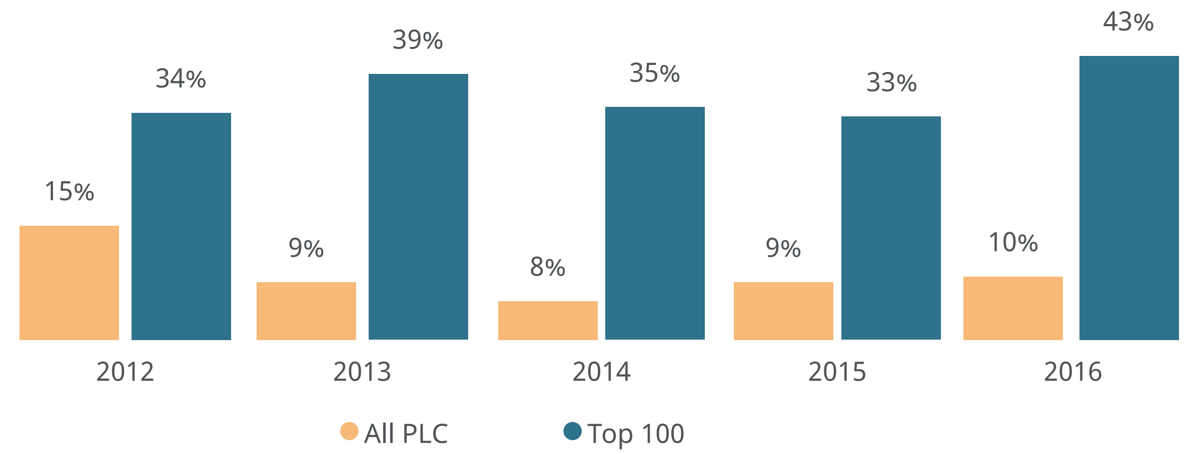
It was also found that three-quarter of companies (n = 649; 75 percent) adopted the good practice of having the board of directors or the shareholders to approve the remuneration of executive directors and/or senior management.

A very small number of companies (n = 57; 7 percent) adopted an arguably controversial practice of granting options, performance shares or bonus to independent non-executive directors.

Box 11: Disclosure of director remuneration

Figure 19 below reveals that the incidence of disclosing individual director remuneration has increased among the larger companies (Top 100), the practice among all companies remained unchanged over the years. This trend would likely to change and improve from 2018 onwards as it is the recommended practice of the recently released Malaysian Code of Corporate Governance.

Figure 19: Disclosure of individual director remuneration



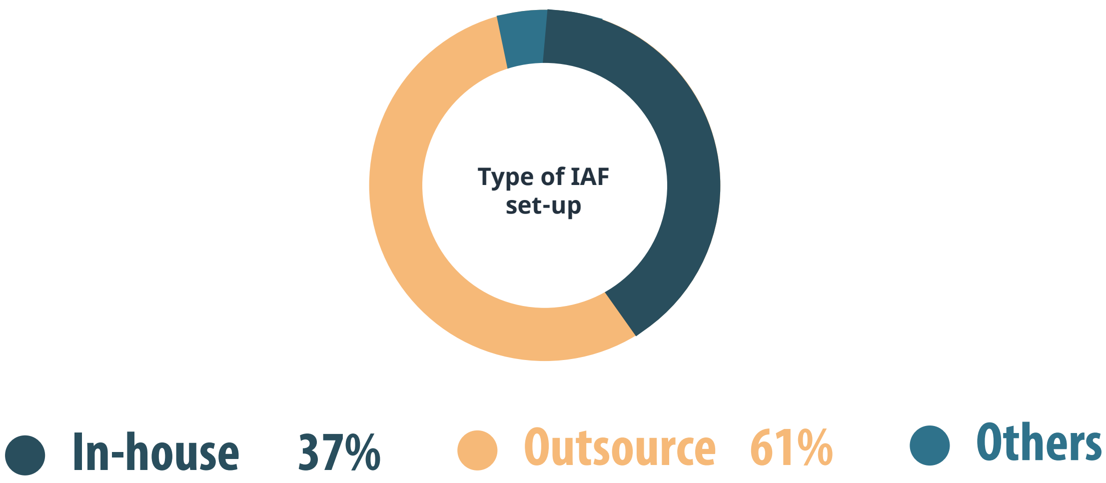
Internal audit

All companies appeared to have a separate internal audit function (IAF) with almost two-third of companies outsourced their internal audit functions (**Figure 20**). However, only slightly more than one-third of companies (n = 302; 35 percent) disclosed the identity of the head of IAF or, if outsourced, the name of the external firm engaged as internal audit function.

Box 12: Internal audit fees

In terms of the cost incurred for the internal audit, the average cost of in-house (out-source) IAF was RM195,040 (RM78,292). It was also found that 351 companies reported their IAF cost to be less than RM50,000 for the year. Of these, 20 companies reported their IAF cost to be less than RM10,000. The lowest in-house and out-source IAF cost was RM2,000 and RM4,500 respectively. Did these companies get value for money from the IAF?

Figure 20: Type of IAF set-up



Whilst nearly two-third of companies (n = 540; 62 percent) maintained that the appointment and removal of the internal auditor required approval of the Audit Committee, it was not apparent who had the authority to appoint or to remove internal auditor for the remaining 328 companies.

Risk oversight

Almost all companies assessed disclosed the internal control procedures or risk management systems that were in place (n = 823; 95 percent) and that the board of directors had conducted a review of the company's materials controls (including operational, financial and compliance controls) and risk management systems (n = 838; 97 percent). However, only 627 companies had in their annual reports a statement from the board of directors or audit committee commenting on the adequacy of the company's internal controls or risk management systems.

An aspect that needed attention from board of directors in overseeing risk management concerned the identification and management of key risks. Very few companies (n = 120; 14 percent) were found to have disclosed how key risks were managed. The lack of transparency in this matter by the remaining companies could be due to not knowing what were the key risks faced by the companies.

People on the board

Board chairman

Chairman of a board of directors plays an important role in ensuring smooth and proper functioning of a board, among others. Hence, there were certain aspects of the position that were assessed. It was found that:

- **Three-quarter of companies (n = 651; 75 percent) had different persons assuming the roles of chairman and CEO. However, only 398 companies (46 percent) whose Chairmen of the board of directors were also independent directors;**

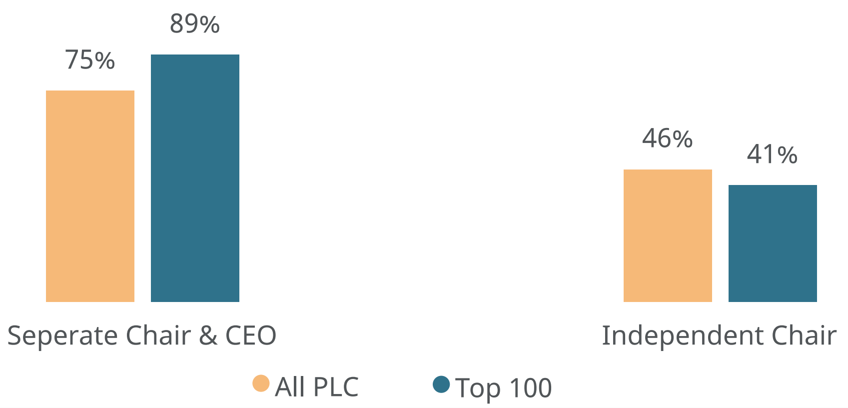
- **A handful of companies (n = 16; 2 percent) had in their board of directors, the former CEO of the company in the past two years; and**

- **Finally, only three-quarter of companies (n = 669; 77 percent) disclosed the roles and responsibilities of the chairman. As for the remaining companies, it is hoped that whilst the roles and responsibilities were not disclosed, the chairmen of the board of directors of these companies understood clearly their roles and responsibilities.**

Box 13: Chairman of board

Figure 21 below shows that the more larger companies had higher incidence of separating positions of chairman of the board and CEO. However, it appeared that the practice of having independent chairman was less prevalent in larger companies due to the presence (and perhaps, dominance) of controlling shareholders in most, if not all, of these companies.

Figure 21: Chairman of board



Board competencies

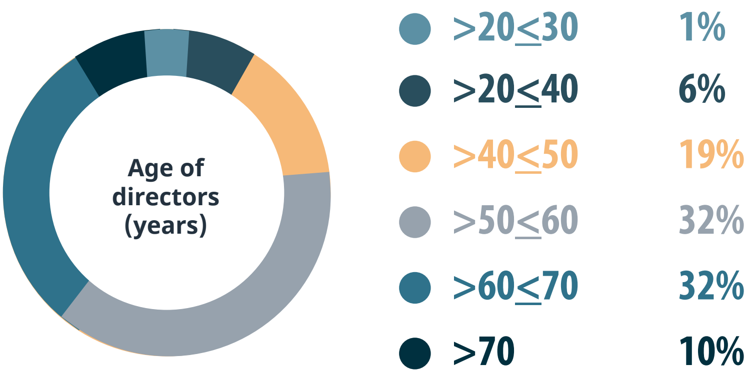
In terms of competencies of the board of directors, 76 percent of companies (n = 658) had at least one non-executive director who possessed prior working experience in the major sector that the companies were operating in.

A company is encouraged to have a board of directors that is diverse in material aspects – such as competencies and gender. However, only one-quarter of companies (n = 215; 25 percent) appeared to have and disclosed the board of directors diversity policy. The absence of such policy in the remaining companies might suggest that the boards were either not diverse in composition and did not aspire to have a diverse board.

Box 14: Board diversity

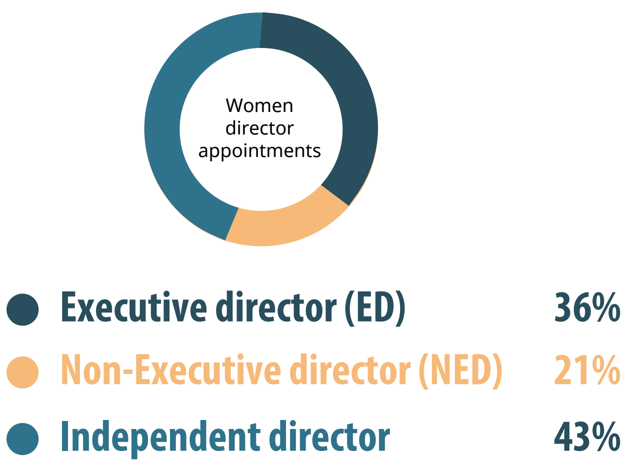
The average age of a typical director was 57.49 years old. (For Top 100 companies, the average age of a director was 60.4 years) The youngest director was 23 years old and the oldest director was 90 years old. One-third of directors were between 51 and 60 years old and further one-third were between 61 and 70 years old. There were 456 companies with at least one director who was 70 years old or older. Millenials appeared to account for about seven percent of total director positions. Does the evidence suggest Malaysian corporates have ageing boards?

Figure 22:Age of directors (years)



The other aspect of diversity related to woman representation at board of directors. Out of a total 6,211 director positions, 657 (10.57 percent) were occupied by women. This is a marginal improvement from the previous years. A separate study should be undertaken to determine the factors for this slow progress and the impediments for greater progress. **Figure 23** below shows that 43 percent of women director positions were the position of independent directors.

Figure 23: Breakdown of women director appointments



Board performance

Director development

With regard to directors development, the current assessment found:

- **Nearly one-third of companies (n = 256; 29 percent) appeared to have orientation programme for new directors appointed during the year. One wonders how the newly appointed or elected directors of the remaining companies that did not have orientation programme learned in-depth about the company and understood their roles; and**

- **More than three-quarter of companies (n = 767; 88 percent) had a policy that encouraged directors to attend on-going or continuous professional education programmes. Directors of these companies should take up the opportunities offered by such positive policy.**

It is interesting to note that very few boards of directors played significant roles in dealing with the senior management of company. It was found that less than one-fifth of companies:

- **disclosed how the board of directors planned for the succession of the CEO/MD and key management (n = 111; 13 percent); and**
- **conducted an annual performance assessment of the CEO/MD (n = 137; 16 percent).**

Appraisal of the board, director and board committees

In terms of appraising the performance of board, director and board committees, the study found that three-quarter or more companies had an annual performance assessment conducted of the board of director (n = 728; 84 percent), of individual director (n = 684; 18 percent), and of the board committees (n = 641; 74 percent). Perhaps a separate study should be conducted to understand why the remaining companies that did not undertake such performance assessment of the board, individual director and board committees

The quality of any performance assessment would depend on process following in conducting the assessments and the criteria used in such assessments. The study found that

- **in terms of the former, less than one-fifth of companies disclosed the process followed in conducting the board assessment (n = 163; 19 percent), and the individual director assessment (n = 152; 18 percent); and**
- **as for the latter, less than one-half of companies disclosed the criteria used in the performance assessment of the board (n = 377; 43 percent) and of the individual director (n = 307; 35 percent).**

The preceding findings suggest that whilst a lot of companies had undertaken performance assessment of their boards, individual directors and board committees, these assessments appeared be unstructured and ad hoc as they were conducted without clear process and criteria.

Bonus Section

The aim of this section of the scorecard was to recognise the exemplary effort of companies who adopted governance practices that were above and beyond those identified in **Level 1**. There were in total 11 bonus

Rights of shareholders

None of the companies were considered to have allowed the use of secure electronic voting in absentia at the general meetings of shareholders.

Equitable treatment of shareholders

Forty percent of companies (n = 347) released their notice of AGM (with detailed agenda and explanation circulars), as announced to the Exchange, at least 28 days before the date of the meeting. This is a compelling evidence that 28-day notice period for AGM is not just possible but also beneficial to stakeholders.

Role of stakeholders

Any initiatives or programmes done by a company for its stakeholder must yield value to the company. The Integrated Reporting framework is believed to be tool that can help a company to communicate its value creation narrative. Only one company, Sime Darby Berhad produced an intergrated report for the year under review.

Disclosure and transparency

Five companies were exemplary in releasing the audited financial statements within 60 days from the financial year end. These companies were: Axiata Group Berhad, Bursa Malaysia Berhad, KLCC Property Holdings Berhad, LPI Capital Berhad and United Plantations Berhad.

The other bonus item under this category was the disclosure of details of CEO remuneration. It was found that 79 companies (9 percent) disclosed such details.

Responsibilities of the board

Having at least one female independent director was recognised as an exemplary practice. Out of 868 companies reviewed, slightly more than one-quarter (n = 234; 27 percent) had at least one female independent director on their board of directors.

Companies were also encouraged to use alternative means to source potential candidates for directorships. The current evaluation found only 25 companies (3 percent) used 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.

In terms of bonus points for exemplary practices of nominating committee, 504 companies (58 percent) had nominating committees comprised entirely of independent directors. However, less than one-tenth of companies (n = 61; 7 percent) claimed that its nominating committees undertook the process of identifying the quality of directors aligned with the company's strategic decisions.

Companies that had independent directors as the majority of their boards were given bonus points. Out of the 868 companies, at least one-third of them (n = 296; 34 percent) had independent directors made up more than 50 percent of the board of directors.

The final bonus practice was the establishment of a separate board level risk committee. It was found that 136 companies (16 percent) had such risk committee in the year under review. As for the Top 100 companies, 36 percent of them had the board-level risk committee.

Penalty Section

The penalty items were designed to downgrade companies based on evidence of actions and events that were indicative of poor governance. There were all together 22 penalty items.

Rights of shareholders

None of the 868 companies demonstrated the following poor governance practices:

- **Failed or neglected to offer equal treatment for share repurchases to all shareholders;**
- **Inclusion of any additional and unannounced agenda item into the notice of AGM/EGM; and**
- **Evidence of barriers that prevented shareholders from communicating or consulting with other shareholders;**
- **Failure to disclose existence of shareholders agreement or voting cap or multiple voting rights.**

Equitable treatment of shareholders

It was indeed a positive development that none of the 868 companies' directors, management and employees had been convicted for insider trading in the past three years.

Role of stakeholders

In terms of dealing with stakeholders, there were cases of poor governance practice as follows:

- **Four companies were found to have violated laws pertaining to labour, employment, consumer, insolvency, commercial, competition and/or environmental issues; and**
- **Two companies were reported to have faced sanctions by regulators for failure to make announcements within the requisite time for material events.**

Disclosure and transparency

Incidences of modified audit opinion by external auditor on financial statement and sanctions by regulators on financial report / statements were recognised as indicative of poor governance. The following were found in the current study:

- **Seven companies received a qualified external audit opinion;**
- **None of the 868 companies received an adverse external audit opinion; and**
- **Two companies received a disclaimer external audit opinion.**

Responsibilities of the board

There were seven penalty items under the ambit of responsibilities of the board. The current evaluation found the following:

- **Eight companies appeared to have not complied with certain provisions of the LR, other than disclosure requirements, over the past year;**

- **One company had the situation where non-executive director or directors had resigned and raise any issues of governance-related concerns;**

- **Slightly more one-half of companies (n = 476; 55 percent) had on its board, one or more independent directors who had served for more than nine years on the same capacity;**

- **One company was found to have members of the board of directors or senior management who was a former employee or partner of the current external audit firm (in the past two years); and**

- **Slightly more than one-tenth of the 868 companies (n = 102; 12 percent) had chairman of the board who was the company's CEO in the last three years.**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Concluding Remarks

The current Malaysia-ASEAN corporate governance assessment was undertaken amidst continuing challenges facing companies from internal and external factors. This period has been characterised as volatile, uncertain, complex and ambiguous . Could this mean that companies would focus their effort and resources on bottom line at the expense of investing in sound corporate governance and sustainability practices? The results and findings from the current assessment have shown otherwise: Companies did not apply the brakes in driving towards continuous improvements in corporate governance policies and practices.

Are there tangible factors, financial and non-financial, that lend support to the view that the effort and resources invested in implementing good CG practices were worthwhile? Using the data collected in the course the assessment, the results of correlation analysis were as follows:

Table 1: Correlation analysis

	Corporate Governance (CG) Score
No. of days from FY to release of annual report	-0.3796
Return on equity (ROE)	0.2300
Market capitalisation	0.4697
Average age of director on board of directors	0.0970
Average length of service of INED on board of directors	-0.2090

(Note: Correlation statistics range from -1 (perfectly negatively correlated) to +1 (perfectly positively correlated) Negative correlation suggests that as the value of one factor (x) increases, the value of the other factor (Y) decreases, and vice versa for positive correlation.

In terms of the correlation between CG performance and financial factors, there was a moderate positive correlation between CG Score and Market Capitalisation. This could suggest that companies with better corporate governance (hence, higher CG score) were recognised with higher market valuation. There was a weak but nevertheless positive correlation between CG Score and ROE.

As for the non-financial factors, there was moderate negative correlation between CG Score and number of days taken to release/announce the annual report from the date of financial year end (FYE). This could suggest that companies with better corporate governance (hence, higher CG Score) took relatively shorter time to release annual report.

Table 1 above also shows a somewhat weak negative correlation with CG Score and the average length of INED on board of directors. This result could suggest that companies with younger INED in terms length of service or tenureship tended to have better corporate governance practices. This is perhaps consistent with the notion of term limit for INED and the need to refresh the board, especially INED, from time to time.

This report has shown and explained the areas of strengths and weaknesses in corporate governance practices observed in Malaysian companies. On a general and broader level, stakeholders should use these insights to commend companies that continued improving their corporate governance policies and practices, and to pressure companies to examine and to look at overcoming the identified weaknesses. As for the board of directors and senior management, the insights from this study should be shared with internal stakeholders and used as basis for future improvements.


EVERY HERO NEEDS AN ALLY
Building a better world is one tough challenge. You know because you step up every day and dig in. No matter what lands in front of you, you keep pushing ahead, because there are people counting on you to get it done. You don't have to tackle it alone. Cat® Equipment and Tractors Malaysia stand with you—allies ready to rise to the challenge.
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Cyberjaya Mosque
Ericsson
NTT MSC R&D Centre
Cyberjaya Lodge Resort & Spa
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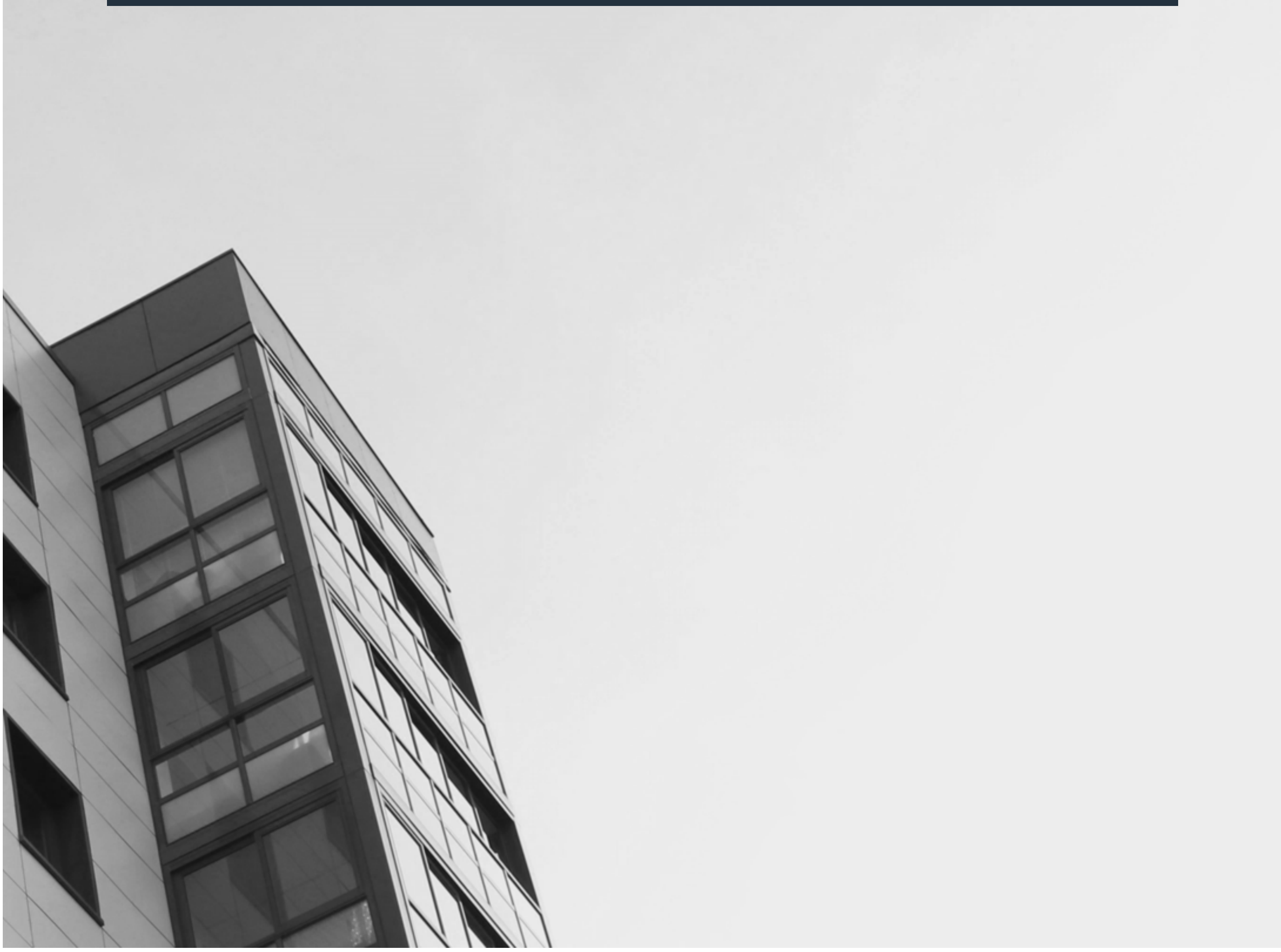

Appendix 1: Methodology/ASEAN CG Scorecard

The Malaysia-ASEAN Corporate Governance Report (CGR) 2016 is based on latest publicly available information concerning listed companies up to end of 31 July 2016. The assessment is mainly based on disclosures in annual reports and company websites. Other sources of information include filings and/or announcements to Bursa Malaysia Securities (the Exchange), circulars, articles of association, minutes of shareholders' meeting, corporate governance policies, codes of conduct, sustainability reports and any other publicly available information which is easily accessible.

Since the Malaysia-ASEAN CG assessment is an unsolicited initiative, all publicly listed companies are – in principle – eligible for consideration. At the end of April 2016, there were 920 companies listed on the Exchange. However, 52 companies had to be excluded for various reasons including being newly listed companies in 2015, delisted in 2014/2015 or subject to PN17/GN3 classification. Hence, the 868 companies were subjected to the rigorous evaluation process using the ASEAN CG Scorecard.

The ASEAN CG Scorecard, which uses the OECD Principles of Corporate Governance as the main benchmark, covered the five areas of the OECD Principles and adopts two levels of scoring to better capture the actual implementation of the substance of good corporate governance

Level 1 comprised items that were, in essence, indicative of the laws, rules, regulations, requirements and expectations of both the country and OECD Principles. Each part carried different weights based on the relative importance of the area. **Table 2** shows the number of items in each part and the weights attached to each part.

Table 2: ASEAN Corporate Governance Scorecard

	Part A	Part B	Part C	Part D	Part D	Level 1
No. of items	25	18	21	41	74	179
Weights	10%	15%	10%	25%	40%	100%

For each item in **Level 1**, score of "1" was given if the company has substantially complied to with the items in the scorecard and disclosed such compliance accordingly. If an item did not deserve a point, it was marked as a "0". There were also several items that provide for a "Not Applicable" option. In addition, where a policy or a practice was mandated by laws, regulations or listing rules, the company was assumed to have adopted the policy or practice unless there was evidence to the contrary. These items were referred to as "default response items".

Level 2 consisted of bonus and penalty items with each item assigned with different number of positive and negative points respectively. The bonus items were to recognise companies which went beyond items in **Level 1** by adopting other emerging good practices. The penalty items were designed to downgrade companies based on evidence of actions and events that were indicative of poor governance.

The total bonus and penalty points were added to or subtracted from the **Level 1** score to give the final **Corporate Governance Score (CGS)** for the company.

		Guiding Reference	Source Document/ Location of Information
A.	**Rights of Shareholders**		
A.1	**Basic Shareholder Rights**		
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? In the case where Dividend Re-Investment was offered, did the company pay within 60 days?	**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.	Dividends announcement / Annual CG Report / Minutes of AGM
A.2	**Right to participate in decisions concerning fundamental corporate changes.**		
	Do shareholders have the right to participate in:		
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.	Annual Report / Company website / Articles of Association.
A.2.2	The authorisation of additional shares?	**OECD Principle II (B):** (2) the authorisation of additional shares.	
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.	
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**		
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.	Announcement of AGM / Articles of Association / Annual Report / Company website.
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Annual Report / Company website / Articles of Association / Annual CG Report.
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Minutes of AGM / Result announcement of AGM / Articles of Association / Annual Report / Website / AGM Notice / Annual CG Report.
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	AGM Minutes / Articles of Association / Company website / AGM Notice.
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.	AGM Minutes / Summary of Minutes / Annual CG Report.
A.3.6	Do the minutes of the most recent AGM record questions and answers?		
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		
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?		
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.	
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		

		Guiding Reference	Source Document/ Location of Information
A.	**Rights of Shareholders**		
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	**OECD Principle II (C)**	Notice of AGM / Company website / Annual CG Report.
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.	AGM Announcement / AGM Minutes / Articles of Association
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most	**OECD Principle II (C)**	AGM Minutes / Annual CG Report.
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?		AGM Minutes / Annual CG Report / Notice of AGM.
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.	Company announcement / Company website.
A.3.18	Do companies provide at least 21 days notice for all resolutions?		Company announcements / Articles of Association / Annual Report / Company website.
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Company announcements / Articles of Association / Annual Report / Company website / Notice of AGM.

A.4	**Markets for corporate control should be allowed to function in an efficient and transparent**		
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?	**OECD Principle II (E):** Markets for corporate control should be allowed to function in an efficient and transparent manner. (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.	Merger announcement / Company Report on the merger.

A.5	**The exercise of ownership rights by all shareholders, including institutional investors, should**		
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	**OECD Principle II (F):** The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Annual Report / Company website.

		Guiding Reference	Source Document/ Location of Information
B.	**Equitable Treatment of Shareholders**		
B.1	**Shares and voting rights**		
B.1.1	Do the company's ordinary or common shares have one vote for one share?	**OECD Principle III** **(A) All shareholders of the same series of a class should be treated equally.** (1) Within any series of a class, all shares should carry the same 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 disclosed and justified.	Annual Report / Company website / Announcement
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?		Annual Report / Company website / Announcement

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. **OECD Principle II** (A) All shareholders of the same series of a class should be treat equally. (4) Impediments to cross border voting should be eliminated. 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. **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.	Notice of AGM
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?		Notice of AGM
	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?		Notice of AGM / Annual Report
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		Notice of AGM / Annual Report
B.2.5	Has an explanation of the dividend policy been provided?		Notice of AGM
B.2.6	Is the amount payable for final dividends disclosed?		Notice of AGM
B.2.7	Were the proxy documents made easily available?		Notice of AGM

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. **ICGN 8.5 Shareholder rights of action** ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	Annual Report / Company website / Announcement
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?		Annual Report / Company website / Announcement / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
B.	**Equitable Treatment of Shareholders**		
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. **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. **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 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.	Annual Report / Company website / Announcement
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 company and shareholders?		Annual Report / Company website / Announcement / Annual CG Report.
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?		Annual Report / Company website / Announcement
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?		Annual Report / Company website / Announcement

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. **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. **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 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. **ICGN 8.5 Shareholder rights of action** Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	Annual Report / Company website / Announcement / Media
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?		Annual Report / Company website / Announcement
B.5.3	In case of related party transactions requiring shareholders approval, is the decision made by disinterested shareholders?	**OECD Principles III. A (2):** Minority shareholders must 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.	Minutes of AGM/Annual Report

		Guiding Reference	Source Document/ Location of Information
C.	**Role of Stakeholders**		
C.1	**The rights of stakeholders that are established by law or through mutual agreements are to**		
	Does the company disclose a policy that :		
C.1.1	Stipulates the existence and scope of the company's efforts to address customers' welfare?	**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**	Annual Report / Company website / Sustainability or Corporate Responsibility Report (CSR) / Annual CG Report
C.1.2	Explains supplier/contractor selection practice?		
C.1.3	Describes the company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?		
C.1.4	Elaborates the company's efforts to interact with the communities in which they operate?		
C.1.5	Describe the company's anti-corruption programmes and procedures?		
C.1.6	Describes how creditors' rights are safeguarded?		Annual Report / Company website / Financial statements / Annual CG Report.
	Does the company disclose the activities that it has undertaken to implement the above mentioned policies?		
C.1.7	Customer health and safety	**OECD Principle IV (A) & Global Reporting Initiative**	Annual Report / Company website / Sustainability or CR Report / Annual CG Report.
C.1.8	Supplier/Contractor selection and criteria		
C.1.9	Environmentally-friendly value chain		
C.1.10	Interaction with the communities		
C.1.11	Anti-corruption programmes and procedures		
C.1.12	Creditors' rights		Annual Report / Company website / Financial statements / Annual CG Report.
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.	Annual Report / Company website / Sustainability or CR Report.

C.2	**Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights.**		
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?	**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. 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.	Company website/Annual Report.

		Guiding Reference	Source Document/ Location of Information
C.	**Role of Stakeholders**		
C.3	**Performance-enhancing mechanisms for employee participation should be permitted to develop.**		
C.3.1	Does the company explicitly disclose the health, safety, and welfare policy for its employees?	**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. Firm specific skills are those skills/competencies that are related to production technology and/or organizational aspects that are unique to a firm. 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 mechanisms are to be found in many countries.	Annual Report / Company website / Separate CR or ESG report as the case may be / Annual CG Report.
C.3.2	Does the company publish relevant information relating to health, safety and welfare of its employees?		Annual Report / Company website / Separate CR or ESG report as the case may be / Annual CG Report.
C.3.3	Does the company have training and development programmes for its employees?		Annual Report / Company website / Separate CR or ESG report as the case may be / Annual CG Report.
C.3.4	Does the company publish relevant information on training and development programmes for its employees?		Annual Report / Company website / Separate CR or ESG report as the case may be / Annual CG Report.
C.3.5	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?		Annual Report / Company website / Separate CR or ESG report as the case may be / Annual CG Report.

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.	Annual Report / Company website / Annual CG Report.
C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behaviour from retaliation?		Annual Report / Company website / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
D.	**Disclosure and Transparency**		
D.1	**Transparent ownership structure**		
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5%	**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.	Annual Report / Annual CG Report.
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Annual Report / Annual CG Report.
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors		Annual Report / Annual CG Report.
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Annual Report / Annual CG Report.
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		Annual Report / Annual CG Report.

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** **ICGN 2.4.3 Independence** **ICGN 5.0 Remuneration** **ICGN 5.4 Transparency** **UK Corporate Governance Code (2010)** A.1.2 - the number of meetings of the board and those committees and individual attendance by directors. **CLSA-ACGA (2010) CG Watch 2010 - Appendix 2** (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	Annual Report
D.2.2	Corporate objectives		Annual Report
D.2.3	Financial performance indicators		Annual Report
D.2.4	Non-financial performance indicators		Annual Report
D.2.5	Dividend policy		Annual Report
D.2.6	Details of whistle-blowing policy		Annual 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		Annual Report
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Annual Report
D.2.9	Number of board of directors/commissioners meetings held during the year		Annual Report
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Annual Report
D.2.11	Details of remuneration of each member of the board of directors/commissioners		Annual Report

		Guiding Reference	Source Document/ Location of Information
D.	**Disclosure and Transparency**		
	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?	**OECD PRINCIPLE V (A) (8)** **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: (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. **ASX CODE:** Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does not diminish the company's obligation to provide disclosure under ASX Listing Rule 3.1.	Annual Report

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?	**OECD Principle V: Disclosure and Transparency** (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions **ICGN 2.11.1 Related party transactions** The company should disclose details of all material related party transactions in its Annual Report.	Annual Report / Annual CG Report.
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Annual Report / Annual CG Report.
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Annual Report / Annual CG Report.

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?	**OECD Principle V (A):** (3) Major share ownership and voting rights **ICGN 3.5 Employee share dealing** Companies should have clear rules regarding any trading by directors and employees in the company's own securities. **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 shareholders.	Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
D.	**Disclosure and Transparency**		
D.5	**External auditor and Auditor Report**		
D.5.1	Are audit fees disclosed?	**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. **OECD Principle V (D):** External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit. **ICGN 6.5 Ethical standards (Audit)** The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report.	Annual Report
	Where the same audit firm is engaged for both audit and non-audit services		
D.5.2	Are the non-audit fees disclosed?		Annual Report
D.5.3	Does the non-audit fee exceed the audit fees?		Annual Report

D.6	**Medium of communications**		
	Does the company use the following modes of communication?		
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** Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures. **ICGN 7.2 Timely disclosure** Companies should disclose relevant and material information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sales of shares.	Announcement / Company website
D.6.2	Company website		Company website
D.6.3	Analyst's briefing		Annual Report / Announcement / Company website
D.6.4	Media briefings /press conferences		Annual Report / Announcement / Company website

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)**	Announcement / Company website/ Exchange website
D.7.2	Is the annual report released within 120 days from the financial year end?	**OECD Principle V (E) OECD Principle V-(A).**	Annual Report / Company website
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?	**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.	Annual Report / Company website

		Guiding Reference	Source Document/ Location of Information
D.	**Disclosure and Transparency**		
D.8	**Company website**		
	Does the company have a website disclosing up-to-date information on the following:		
D.8.1	Business operations	**OECD Principle V (A)**	Company website
D.8.2	Financial statements/reports (current and prior years)		Company website
D.8.3	Materials provided in briefings to analysts and media	**OECD Principle V (E)**	Company website
D.8.4	Shareholding structure		Company website
D.8.5	Group corporate structure	**ICGN 7.1 Transparent and open communication**	Company website
D.8.6	Downloadable annual report		Company website
D.8.7	Notice of AGM and/or EGM	**ICGN 7.2 Timely disclosure**	Company website
D.8.8	Minutes of AGM and/or EGM		Company website
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Company website

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**	Annual Report / Company website

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.1	**Board Duties and Responsibilities**		
	Clearly defined board responsibilities and corporate governance policy		
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.	Annual Report / Website / Annual CG Report.
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?	**OECD PRINCIPLE VI (D)**	Annual Report / Website / Annual CG Report.
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?	**OECD PRINCIPLE VI: The Responsibilities of the Board** (D) The board should fulfil certain key functions, including: 1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestitures. 2. Monitoring the effectiveness of the company's governance practices and making changes as needed. 3. Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning. 4. Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. 5. Ensuring a formal and transparent board nomination and election process. 6. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions. 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. 8. Overseeing the process of disclosure and communications.	Annual Report / Website / Annual CG Report.
	Corporate Vision/Mission		
E.1.4	Does the company have a vision and mission statement?	**OECD PRINCIPLE 6 (P58)**	Annual Report / Website / Annual CG Report.
E.1.5	Has the board review the vision and mission/strategy in the last financial year?	**ICGN:3.2 Integrity**	Annual Report / Website / Annual CG Report.
E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?	**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.	Board Charter/Annual Report/Annual CG Report

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
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.** The board has a key role in setting the ethical tone of a company, not only 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 voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multinational Enterprises which reflect all four principles contained in the ILO Declaration on Fundamental Labour Rights. Company-wide codes serve as a standard for conduct by both the board and key executives, setting the framework for the exercise of judgement in dealing with varying and often conflicting constituencies. At a minimum, the ethical code should set clear limits on the pursuit of private interests, including dealings in the shares of the company. An overall framework for ethical conduct goes beyond compliance with the law, which should always be a fundamental requirement.	Annual Report / Website / Annual CG Report.
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?		Annual Report / Website / Annual CG Report.
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		Annual Report / Website / Annual CG Report.
	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).	Annual Report / Annual CG Report.
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. The variety of board structures, ownership patterns and practices in different countries will thus require different approaches to the issue of board objectivity. In many instances objectivity requires that a sufficient number of board members not be employed by the company or its affiliates and not be closely related to the company or its management through significant economic, family or other ties. This does not prevent shareholders from being board members. In others, independence from controlling shareholders or another controlling body will need to be emphasised, in particular if the extant rights of minority shareholders are weak and opportunities to obtain redress are limited. This has led to both codes, and the law in some jurisdictions, to call for some board members to be independent of dominant shareholders, independence extending to not being their representative or having close business ties with them.	Annual Report / Annual CG Report.
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	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.	Annual Report / Website / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	**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.	Annual Report / Website / Annual CG Report.
E.2.8	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?		Annual Report / Annual CG Report.
	Nominating Committee		
E.2.9	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 Committees to ensure proper compliance with established nomination procedures and to facilitate and coordinate the search for a balanced and qualified board. It is increasingly regarded as good practice in many countries for independent board members to have a key role on this committee. 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. **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.	Annual Report / Annual CG Report.
E.2.10	Does the Nominating Committee comprise of a majority of independent directors/commissioners?		Annual Report / Annual CG Report.
E.2.11	Is the chairman of the Nominating Committee an independent director/commissioner?	This item is in most codes of corporate governance.	Annual Report / Annual CG Report.
E.2.12	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. 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 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 Given the responsibilities of the NC spelt out in codes of corporate governance, the NC is unlikely to be fulfilling these responsibilities effectively if it is only meeting once a year. Globally, the NC of large companies would meet several times a year.	Annual Report / Website / Annual CG Report.
E.2.13	Did the Nominating Committee meet at least twice during the year?		Annual Report / Annual CG Report.
E.2.14	Is the attendance of members at Nominating Committee meetings disclosed?		Annual Report / Annual CG Report.
	Remuneration Committee/ Compensation Committee		
E.2.15	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. 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.	Annual Report / Annual CG Report.
E.2.16	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?		Annual Report / Annual CG Report.
E.2.17	Is the chairman of the Remuneration Committee an independent director/commissioner?		Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.2.18	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. 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 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 Given the responsibilities of the Remuneration Committee (RC) which are spelt out in codes of corporate governance, the RC is unlikely to be fulfilling these responsibilities effectively if it only meets once a year. Globally, the RC of large companies would meet several times a year.	Annual Report / Website / Annual CG Report.
E.2.19	Did the Remuneration Committee meet at least twice during the year?		Annual Report / Annual CG Report.
E.2.20	Is the attendance of members at Remuneration Committee meetings disclosed?		Annual Report / Annual CG Report.
	Audit Committee		
E.2.21	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.	Annual Report / Annual CG Report.
E.2.22	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.	Annual Report / Annual CG Report.
E.2.23	Is the chairman of the Audit Committee an independent director/commissioner?		Annual Report / Annual CG Report.
E.2.24	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		Annual Report/ Website / Annual CG Report.
E.2.25	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.	Annual Report / Annual CG Report.
E.2.26	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	**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. 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.	Annual Report / Annual CG Report.
E.2.27	Did the Audit Committee meet at least four times during the year?		Annual Report / Annual CG Report.
E.2.28	Is the attendance of members at Audit Committee meetings disclosed?		Annual Report / Annual CG Report.
E.2.29	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	**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.	Annual Report / Website / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.3	**Board Processes**		
	Board meetings and attendance		
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 maximise 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.	Annual Report / Annual CG Report.
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	**WORLDBANK PRINCIPLE 6** (VI.I.24) Does the board meet at least six times per year? **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'	Annual Report/ Website / Annual CG Report.
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	**OECD PRINCIPLE VI (E)** (3) Board members should be able to commit themselves effectively to their responsibilities. 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.	Annual Report / Annual CG Report.
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	**WORLDBANK PRINCIPLE 6** (VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?	Annual Report / Website (In board charter/articles) / Annual CG Report.
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	**WORLDBANK PRINCIPLE 6** (VI.E.1.6) Does the corporate governance framework requires or encourages boards to conduct executive sessions?	Annual Report / Annual CG Report.
	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?	**OECD PRINCIPLE VI** (F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information. 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. **WORLDBANK 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?	Annual Report / Annual CG Report.
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	**OECD PRINCIPLE VI (F)** **ICSA Guidance on the Corporate Governance Role of the Company Secretary**	Annual Report / Annual CG Report.
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	**WORLDBANK PRINCIPLE 6** (VI.D.2.12) Do company boards have a professional and qualified company secretary?	Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
	Board Appointments and Re-Election		
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	**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.	Annual Report / Website / Annual CG Report.
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?	**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.	Annual Report / Website / Annual CG Report.
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	**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 on-going 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. **WORLDBANK 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.)	Annual Report / Website
	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?	**OECD PRINCIPLE VI (D)** (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. 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 emphasise 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.	Annual Report / Website / Annual CG Report.
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	**UK CODE (JUNE 2010)** D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. 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.	Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	**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. **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 interest of the company and its shareholders.	Annual Report / Notice to AGM.
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 performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1). **ASX CODE** Box 8.2: Guidelines for non-executive director remuneration Companies may find it useful to consider the following when considering non-executive director remuneration: 1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice into equity; they should not normally participate in schemes designed for the remuneration of executives. 2. Non-executive directors should not receive options or bonus payments. 3. Non-executive directors should not be provided with retirement benefits other than superannuation.	Annual Report / Notice to AGM / Announcements.
	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 organisation. 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 board.	Annual Report
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.	Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	**OECD PRINCIPLE VI (D) (7)** 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. **WORLDBANK 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? **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	Annual Report
	Risk Oversight		
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	**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.	Annual Report/website
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?	**UK CODE (JUNE 2010)** 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.	Annual Report
E.3.21	Does the company disclose how key risks are managed?	**OECD PRINCIPLE V (A)** (6) Foreseeable risk factors. 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.	Annual Report/website
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?	**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. 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.	Annual Report

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
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. **UK Code (June 2010)** A.3.1 The chairman should on appointment meet the independence criteria set out in B.1.1 below. A chief executive should not go on to be chairman of the same company. If, exceptionally, a board decides that a chief executive should become chairman, the board should consult major shareholders in advance and should set out its reasons to shareholders at the time of the appointment and in the next Annual Report. **ASX Code** Recommendation 3.2 The chief executive officer should not go on to become chair of the same company. A former chief executive officer will not qualify as an "independent" director unless there has been a period of at least three years between ceasing employment with the company and serving on the board.	Annual Report / Website / Annual CG Report.
E.4.2	Is the chairman an independent director/commissioner?		Annual Report / Website / Annual CG Report.
E.4.3	Is any of the directors a former CEO of the company in the past 2 years?		Annual Report / Website / Annual CG Report.
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 company's governance and where shareholders have particular concerns.	Annual Report / Website / Annual CG Report.
	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.	Annual Report Corporate website or the Exchange website may need to be used to identify the major industry the company is in.
E.4.6	Does the company disclose a board of directors/commissioners diversity policy?	**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. Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition.	Annual Report / Website / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
E.	**Responsibilities of the Board**		
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.	Annual Report / Annual CG Report.
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?	**OECD PRINCIPLE VI (E)** (3) Board members should be able to commit themselves effectively to their responsibilities. 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.	Annual Report
	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?	**OECD PRINCIPLE VI (D)** (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning. In two tier board systems the supervisory board is also responsible for appointing the management board which will normally comprise most of the key executives.	Annual Report / Website / Annual CG Report.
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	**OECD PRINCIPLE VI (D)** (2). Monitoring the effectiveness of the company's governance practices and making changes as needed. 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 organisation. 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.	Annual Report / Annual CG Report.
	Board Appraisal		
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	**OECD PRINCIPLE VI (D) (2)**	Annual Report / Website / Annual CG Report.
E.5.6	Does the company disclose the process followed in conducting the board assessment?		Annual Report / Website / Annual CG Report.
E.5.7	Does the company disclose the criteria used in the board assessment?		Annual Report / Website / Annual CG Report.
	Director Appraisal		
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	**OECD PRINCIPLE VI (D) (2)**	Annual Report / Annual CG Report.
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		Annual Report / Website / Annual CG Report.
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		Annual Report / Website / Annual CG Report.
	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.	Annual Report / Annual CG Report.

		Guiding Reference	Source Document/ Location of Information
Level 2 - Bonus Items			
(B)A.	**Rights of shareholders**		
(B)A.1	**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.**		
(B)A.1.1	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.	Annual Report / Company website / Articles of Association / Announcement of AGM / Minutes of Meeting.

(B)B.	**Equitable treatment of shareholders**		
(B)B.1	**Notice of AGM**		
(B)B.1.1	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?	**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. **OECD Principle III (A)** **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. **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. **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 days before the date of the meeting?	Notice of AGM / Announcement

(B)C.	**Roles of Stakeholders**		
(B)C.1	**The rights of stakeholders that are established by law or through mutual agreements are to be respected**		
(B)C.1.1	Does the company practice integrated report on its annual reports?	**International <IR> Framework - DRAFT ,IIRC Council Item 3b Meeting of 5 December 2013** "Integrated Reporting <IR> promotes a more cohesive and efficient approach to corporate reporting and aims to improve the quality of information available to providers of financial capital to enable a more efficient and productive allocation of capital. The IIRC's vision is a world in which integrated thinking is embedded within mainstream business practice in the public and private sectors, facilitated by <IR> as the corporate reporting norm."	Annual report / Company Website

		Guiding Reference	Source Document/ Location of Information
Level 2 - Bonus Items			
(B)D.	**Disclosure and transparency**		
(B)D.1	**Quality of Annual Report**		
(B)D.1.1	Are the audited annual financial report /statement released within 60 days from the financial year end?	**OECD Principle V (C)** **OECD Principle V (E)** **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.	Announcement/ Company website / Exchange website
(B)D.1.2	Does the company disclose details of remuneration of the CEO?		Annual Report

(B)E.	**Responsibilities of the Board**		
(B)E.1	**Board Competencies and Diversity**		
(B)E.1.1	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.	Annual Report / Annual CG Report.
(B)E.2	**Board Structure**		
(B)E.2.1	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.	Annual Report / Annual CG Report.
(B)E.2.2	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Annual Report / Annual CG Report.
(B)E.3	**Board Appointments and Re-Election**		
(B)E.3.1	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?	**WORLDBANK PRINCIPLE 6** (VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?	Annual Report / Company Website / Annual CG Report
(B)E.4	**Board Structure & Composition**		
(B)E.4.1	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners?		Annual Report / Annual CG Report.
(B)E.5	**Board Performance**		
(B)E.5.1	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) Benefits of a Board Level Risk Committee: 1. elevate risk oversight to the highest level in the company; 2. strengthen the quality of risk management; 3. inculcate a risk culture and risk-management environment to mitigate and manage risks effectively across the organization; 4. establish a platform for continuous assessment of risks in light of the changing internal and external environments; 5. improve communication among the board, management, and other stakeholders about risk management; and 6. demonstrate to internal and external stakeholders the company's commitment to risk management	Annual report / Company Website / Annual CG Report

		Guiding Reference	Source Document/ Location of Information
Level 2 - Penalty			
(P)A.	**Rights of shareholders**		
(P)A.1	**Basic shareholder rights**		
(P)A.1.1	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	**OECD Principle II (A)**	Repurchase Notice / Announcement / Annual report.
(P)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.**		
(P)A.2.1	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.	Annual Report / Company website.
(P)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**		
(P)A.3.1	Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	**OECD Principle II (C) 2**	Minutes of Meeting / Meeting results notice
(P)A.4	**Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.**		
	Did the company fail to disclose the existence of:		
(P)A.4.1	Shareholders agreement?	**OECD Principle II (D)**	Annual Report / Company website / Articles of association / Company announcement / Media
(P)A.4.2	Voting cap?		
(P)A.4.3	Multiple voting rights?		
(P)A.5	**Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.**		
(P)A.5.1	Is a pyramid ownership structure and/ or cross holding structure apparent?	**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. 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.	To check for the existence of pyramid & cross holding structure(s): Disclosure in Annual Report/website of the company. It may be directly reported by the company or it may be disclosed in the form of Group Structure that reveals the ownership of the controlling shareholder(s) in companies belonging to the group. Other sources: Check on ownership structures of chains of entities that directly/indirectly owns the listed company.

		Guiding Reference	Source Document/ Location of Information
Level 2 - Penalty			
(P)B.	**Equitable treatment of shareholders**		
(P)B.1	**Insider trading and abusive self-dealing should be prohibited.**		
(P)B.1.1	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?	**OECD Principle III: The Equitable Treatment of Shareholders** (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. **ICGN 8.5 Shareholder rights of action** … Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	Annual Report / Company website / Announcement / Media
(P)B.2	**Protecting minority shareholders from abusive action**		
(P)B.2.1	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?	**OECD Principle III** (B) Insider trading and abusive dealing should be prohibited **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. **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. **ICGN 8.5 Shareholder rights of action** Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	Annual Report / Company website / Announcement / Media

(P)C.	**Role of stakeholders**		
(P)C.1	**The rights of stakeholders that are established by law or through mutual agreements are to be respected.**		
(P)C.1.1	Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?	**OECD Principle IV** (A) The rights of stakeholders that are established by law or through mutual agreements are to be respected.	Sanction(s) from Regulator(s) / Media coverage / Company announcement / Annual Report / Company website
(P)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.**		
(P)C.2.1	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.	Sanction(s) from Regulator(s) / Media / Company announcement / Annual Report / Company website

		Guiding Reference	Source Document/ Location of Information
Level 2 - Penalty			
(P)D.	**Disclosure and transparency**		
(P)D.1	**Sanctions from regulator on financial reports**		
(P)D.1.1	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. (D) External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit.	Annual Report - see Independent Auditor's Report accompanying the company's financial statements.
(P)D.1.2	Did the company receive an "adverse opinion" in its external audit report?		
(P)D.1.3	Did the company receive a "disclaimer opinion" in its external audit report?		
(P)D.1.4	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?	ICGN 6.2 Annual audit The annual audit carried out on behalf of shareholders is an essential part of the checks and balances required at a company. It should provide an independent and objective opinion that the financial statements fairly represent the financial position and performance of the company in all material respects, give a true and fair view of the affairs of the company and are in compliance with applicable laws and regulations. ICGN 7.3 Affirmation of financial statements The board of directors and the appropriate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts. International Auditing Standard (ISA) No. 705 "Modifications to the Opinion in the Independent Auditor's Report" (2009). Paras. 7, 8 and 9 specify the three types of modifications to the auditor's opinion; that is, Qualified opinion, Adverse opinion, and Disclaimer opinion respectively.	Media / Announcement

(P)E.	**Responsibilities of the Board**		
(P)E.1	**Compliance with listing rules, regulations and applicable laws**		
(P)E.1.1	Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?	**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. Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to criminalise 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.	Company announcements to the exchange / Media
(P)E.1.2	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	**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.	Company announcements to the exchange / Media

		Guiding Reference	Source Document/ Location of Information
Level 2 - Penalty			
(P)E.2	**Board structure**		
(P)E.2.1	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?	**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. 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.	Annual report / Company website
(P)E.2.2	Did the company fail to identify who are the independent director(s) / commissioner(s)?	**ICGN 2.4 Composition and structure of the board** **ICGN 2.4.1 Skills and experience** **ICGN 2.4.3 Independence**	Annual Report
(P)E.2.3	Does the company have any independent directors/non-executive/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.	Annual Report / Annual CG Report.
(P)E.3	**External Audit**		
(P)E.3.1	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	**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. 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.	Annual Report
(P)E.4	**Board structure and composition**		
(P)E.4.1	Has the chairman been the company CEO in the last three years?		Annual Report

Appendix 2: List of Default Response Items

A.2	Right to participate in decisions concerning fundamental corporate changes. Do shareholders have the right to participate:
A.2.1	Amendments to the company's constitution?
A.2.2	The authorisation of additional shares?
A.2.3	The transfer of all or substantially all assets.which in effect results in the sale of the company
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.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/ commissioners?
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?
A.3.14	Does the company allow for voting in absentia
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?
B.1	Shares and voting rights
B.1.1	Do the company's ordinary or common shares have one vote for one share?
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 markets?
B.3.2	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the markets?
B.4	Related party transactions by directos 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?
B.4.2	Does the company have a policy requiring committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?
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?
B.4.4	Does the company have a policy 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?
D.5	External auditor and Auditor Repot
D.5.1	Are audit fees disclosed?
D.6	Medium of communucations Does the company use the following modes of communication?
D.6.1	Quarterly reporting
D.6.2	Company website
D.7	Timely filling/release of annual/financial reports
D.7.3	Is the trus and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relecant officers of the company?
E.2	Board Structure & Composition
E.2.7	Has the company set a limit of five board seats that an individual independent /non-executive director/ commissioner may hold simultaneously?
E.2	Audit Committee
E.2.21	Does the company have audit committee
E.2.22	Does the Audit committee comprise entirely of non-executive directors/commissioners with a majorityof independent directors/commissioners?
E.2.23	Is the chairmen of Audit Committee an independent director/commissioner?
E.2.24	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?
E.2.28	Is the attedance of members at Audit Commitee meeting disclosed?

E.3	Access to information
E.3.8	Is the company secretary trained in legal,accountancy or company secretarial practices?
E.3	Board Appointments and Re=Election
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?
E.3	Internal Audit
E.3.16	Does the company have a seperate internal audit function?
(P)A.1	Basic shareholder rights
(P)A.1.1	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?
(P)A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed. Did the company fail to disclose the existence of:
(P)A.4.1	Shareholders agreement?
(P)A.4.2	Voting cap?
(P)A.4.3	Multiple voting rights?

Appendix 3: Members of Adjudication Committee

1. **Puan Rita Benoy Bushon**

   Chairperson

   (Minority Shareholder Watchdog Group)

2. **Puan Lya Rahman**

   (Minority Shareholder Watchdog Group)

3. **En Ismail Zakaria**

   (Kumpulan Wang Persaraan (Diperbadankan))

4. **En Mohamad Idros bin Mosin**

   (Permodalan Nasional Berhad)

5. **Mr Gerald Ambrose**

   (Aberdeen Islamic Asset Management Sdn Bhd)

6. **Ms Vilashini Ganespathy**

   (Association of Chartered Certified Accountant)

7. **Mr Alan Chang Kong Chong**

   (The Institute of Internal Auditors Malaysia)

8. **Mr Chew Sing Guan**

   (Association of Stockbroking Companies)

Secretariat

1. **Ms Rebecca Yap**

   (Minority Shareholder Watchdog Group)

Appendix 4: List of Top 100 Companies with Good Disclosures (By Rank)

RANKING	COMPANY NAME
1	BURSA MALAYSIA BHD
2	TELEKOM MALAYSIA BHD
3	AXIATA GROUP BHD
4	MALAYAN BANKING BHD
5	SIME DARBY BHD
6	RHB CAPITAL BHD
7	CIMB GROUP HOLDINGS BHD
8	ALLIANZ MALAYSIA BHD
9	PETRONAS DAGANGAN BHD
10	TENAGA NASIONAL BHD
11	LPI CAPITAL BHD
12	MALAYSIA AIRPORTS HOLDINGS BHD
13	FELDA GLOBAL VENTURES HOLDINGS BHD
14	UEM SUNRISE BHD
15	ASTRO MALAYSIA HOLDINGS BHD
16	PUBLIC BANK BHD
17	PETRONAS GAS BHD
18	TOP GLOVE CORPORATION BHD
19	PETRONAS CHEMICALS GROUP BHD
20	UMW HOLDINGS BHD
21	IJM CORPORATION BHD
22	IJM PLANTATIONS BHD
23	SUNWAY BHD
24	IHH HEALTHCARE BHD
25	BUMI ARMADA BHD
26	BRITISH AMERICAN TOBACCO (M) BHD
27	UMW OIL & GAS CORPORATION BHD
28	NESTLE (M) BHD
29	AFFIN HOLDINGS BHD
30	KPJ HEALTHCARE BHD
31	DIGI.COM BHD
32	UEM EDGENTA BHD
33	MEDIA PRIMA BHD
34	CAHYA MATA SARAWAK BHD
35	MSM MALAYSIA HOLDINGS BHD
36	DELEUM BHD
37	PARAMOUNT CORPORATION BHD
38	MALAYSIAN RESOURCES CORPORATION BHD
39	SUNWAY CONSTRUCTION GROUP BHD
40	ALLIANCE FINANCIAL GROUP BHD
41	MATRIX CONCEPTS HOLDINGS BHD
42	PRESTARIANG BHD
43	OSK HOLDINGS BHD
44	TALIWORKS CORPORATION BHD
45	KLCC PROPERTY HOLDINGS BHD
46	AMMB HOLDINGS BHD
47	SP SETIA BHD
48	MALAYSIA BUILDING SOCIETY BHD
49	DAIBOCHI PLASTIC & PACKAGING INDUSTRY BHD
50	MAXIS BHD

RANKING	COMPANY NAME
51	MISC BHD
52	QL RESOURCES BHD
53	HEINEKEN MALAYSIA BHD
54	CCM DUOPHARMA BIOTECH BHD
55	POS MALAYSIA BHD
56	BIMB HOLDINGS BHD
57	IOI PROPERTIES GROUP BHD
58	WESTPORTS HOLDINGS BHD
59	KUMPULAN PERANGSANG SELANGOR BHD
60	TA GLOBAL BHD
61	MALAYSIA MARINE AND HEAVY ENGINEERING HOLDINGS BHD
62	TUNE PROTECT GROUP BHD
63	BARAKAH OFFSHORE PETROLEUM BHD
64	DAGANG NEXCHANGE BHD
65	FRASER & NEAVE HOLDINGS BHD
66	WEIDA (M) BHD
67	MMC CORPORATION BHD
68	MNRB HOLDINGS BHD
69	ALAM MARITIM RESOURCES BHD
70	BINTULU PORT HOLDINGS BHD
71	DATASONIC GROUP BHD
72	ORIENTAL HOLDINGS BHD
73	SMIS CORPORATION BHD
74	AIRASIA BHD
75	TRIPLC BHD
76	7-ELEVEN MALAYSIA HOLDINGS BHD
77	SYARIKAT TAKAFUL MALAYSIA BHD
78	TIEN WAH PRESS HOLDINGS BHD
79	WCT HOLDINGS BHD
80	UNITED PLANTATIONS BHD
81	SBC CORPORATION BHD
82	MALAKOFF CORPORATION BHD
83	GAS MALAYSIA BHD
84	HONG LEONG BANK BHD
85	SCOMI ENERGY SERVICES BHD
86	MBM RESOURCES BHD
87	MANULIFE HOLDINGS BHD
88	KUALA LUMPUR KEPONG BHD
89	MKH BHD
90	GENTING BHD
91	UNISEM (M) BHD
92	ELK-DESA RESOURCES BHD
93	STAR MEDIA GROUP BHD
94	TA ENTERPRISE BHD
95	AMWAY (M) HOLDINGS BHD
96	TSH RESOURCES BHD
97	MPHB CAPITAL BHD
98	OLD TOWN BHD
99	MESB BHD
100	HANDAL RESOURCES BHD

Appendix 5: List of Top 100 Companies Overall CG & Performance (By Rank)

RANKING	PLC NAME
1	BURSA MALAYSIA BHD
2	TELEKOM MALAYSIA BHD
3	AXIATA GROUP BHD
4	LPI CAPITAL BHD
5	MALAYAN BANKING BHD
6	TENAGA NASIONAL BHD
7	TOP GLOVE CORPORATION BHD
8	ASTRO MALAYSIA HOLDINGS BHD
9	PUBLIC BANK BHD
10	RHB CAPITAL BHD
11	CIMB GROUP HOLDINGS BHD
12	PETRONAS GAS BHD
13	ALLIANZ MALAYSIA BHD
14	SIME DARBY BHD
15	NESTLE (M) BHD
16	PETRONAS DAGANGAN BHD
17	SUNWAY CONSTRUCTION GROUP BHD
18	DIGI.COM BHD
19	MATRIX CONCEPTS HOLDINGS BHD
20	PRESTARIANG BHD
21	UEM EDGENTA BHD
22	PETRONAS CHEMICALS GROUP BHD
23	BRITISH AMERICAN TOBACCO (M) BHD
24	MALAYSIA AIRPORTS HOLDINGS BHD
25	SUNWAY BHD
26	IJM CORPORATION BHD
27	FELDA GLOBAL VENTURES HOLDINGS BHD
28	WESTPORTS HOLDINGS BHD
29	TALIWORKS CORPORATION BHD
30	UEM SUNRISE BHD
31	CAHYA MATA SARAWAK BHD
32	DAIBOCHI PLASTIC & PACKAGING INDUSTRY BHD
33	DELEUM BHD
34	DATASONIC GROUP BHD
35	HEINEKEN MALAYSIA BHD
36	SYARIKAT TAKAFUL MALAYSIA BHD
37	UMW HOLDINGS BHD
38	IHH HEALTHCARE BHD
39	CCM DUOPHARMA BIOTECH BHD
40	MSM MALAYSIA HOLDINGS BHD
41	MALAYSIA BUILDING SOCIETY BHD
42	KPJ HEALTHCARE BHD
43	QL RESOURCES BHD
44	IJM PLANTATIONS BHD
45	MAXIS BHD
46	FRASER & NEAVE HOLDINGS BHD
47	PADINI HOLDINGS BHD
48	GD EXPRESS CARRIER BHD
49	BIMB HOLDINGS BHD
50	OSK HOLDINGS BHD

RANKING	PLC NAME
51	UCHI TECHNOLOGIES BHD
52	MISC BHD
53	LINGKARAN TRANS KOTA HOLDINGS BHD
54	TUNE PROTECT GROUP BHD
55	BARAKAH OFFSHORE PETROLEUM BHD
56	BERJAYA AUTO BHD
57	AFFIN HOLDINGS BHD
58	ALLIANCE FINANCIAL GROUP BHD
59	MY E.G.SERVICES BHD
60	GADANG HOLDINGS BHD
61	TRIPLC BHD
62	DUTCH LADY MILK INDUSTRIES BHD
63	SIGNATURE INTERNATIONAL BHD
64	7-ELEVEN MALAYSIA HOLDINGS BHD
65	MEDIA PRIMA BHD
66	CARLSBERG BREWERY MALAYSIA BHD
67	AMMB HOLDINGS BHD
68	PARAMOUNT CORPORATION BHD
69	YINSON HOLDINGS BHD
70	BUMI ARMADA BHD
71	SCIENTEX BHD
72	LBS BINA GROUP BHD
73	KLCC PROPERTY HOLDINGS BHD
74	RGB INTERNATIONAL BHD
75	UMW OIL & GAS CORPORATION BHD
76	LII HEN INDUSTRIES BHD
77	MALAYSIAN RESOURCES CORPORATION BHD
78	POWER ROOT BHD
79	PANASONIC MANUFACTURING (M) BHD
80	SP SETIA BHD
81	MKH BHD
82	AMWAY (M) HOLDINGS BHD
83	KERJAYA PROSPEK GROUP BHD
84	POS MALAYSIA BHD
85	ECS ICT BHD
86	MEDIA CHINESE INTERNATIONAL LTD
87	KUMPULAN PERANGSANG SELANGOR BHD
88	UNITED PLANTATIONS BHD
89	CB INDUSTRIAL PRODUCT HOLDING BHD
90	SELANGOR PROPERTIES BHD
91	KUALA LUMPUR KEPONG BHD
92	KIM LOONG RESOURCES BHD
93	FIMA CORPORATION BHD
94	AEON CREDIT SERVICE (M) BHD
95	STAR MEDIA GROUP BHD
96	BINTULU PORT HOLDINGS BHD
97	HONG LEONG BANK BHD
98	SMIS CORPORATION BHD
99	LEE SWEE KIAT GROUP BHD
100	ASIA FILE CORPORATION BHD

Appendix 6: Malaysia-ASEAN CG 2016 Award Winners

EXCELLENCE AWARD FOR TOP CG AND PERFORMANCE (OVERALL CATEGORY) – BY RANK

Bursa Malaysia Bhd
Telekom Malaysia Bhd
Axiata Group Bhd
LPI Capital Bhd
Malayan Banking Bhd

CEO OF THE YEAR

YBhg Dato’ Rohana Rozhan
(Astro Malaysia Holdings Bhd)

CG WRITER OF THE YEAR

Mr Cheah Chor Sooi
(Focus Malaysia)

EXCELLENCE AWARD FOR TOP CG & PERFORMANCE (SPECIAL CATEGORY) — BY RANK

Market Cap between RM300 million and RM1 billion
Daibochi Plastic and Packaging Industry Bhd
Deleum Bhd
CCM Duopharma Biotech Bhd
Uchi Technologies Bhd

Market Cap between RM100 million and RM300 million
Signature International Bhd
RGB International Bhd

Market Cap below RM100 million
TRIplc Bhd
SMIS Corporation Bhd

EXCELLENCE AWARD FOR LONG-TERM VALUE CREATION (IN ALPHABETICAL ORDER)

Axiata Group Bhd
Bursa Malaysia Bhd
Telekom Malaysia Bhd

EXCELLENCE AWARD FOR ESG PRACTICES (IN ALPHABETICAL ORDER)

Axiata Group Bhd
CIMB Group Holdings Bhd
Sime Darby Bhd

MERIT AWARD FOR CG DISCLOSURES (BY RANK)

Bursa Malaysia Bhd
Telekom Malaysia Bhd
Axiata Group Bhd
Malayan Banking Bhd
Sime Darby Bhd
RHB Capital Bhd
Allianz Malaysia Bhd
Petronas Dagangan Bhd
Tenaga Nasional Bhd
LPI Capital Bhd

INDUSTRY EXCELLENCE

Plantation
Sime Darby Bhd

Financial
LPI Capital Bhd

Property & Construction
Sunway Construction Group Bhd

Oil & Gas
Petronas Gas Bhd

Food & Beverage
Nestle (Malaysia) Bhd

Manufacturing
Top Glove Corporation Bhd

Consumer Goods
British American Tobacco (Malaysia) Bhd

Consumer Services
Tenaga Nasional Bhd

Healthcare
IHH Healthcare Bhd

Telecommunications & Media
Telekom Malaysia Bhd

MERIT AWARD FOR MOST IMPROVED

Top Glove Corporation Bhd
Affin Holdings Bhd

MERIT AWARD FOR BOARD DIVERSITY

Telekom Malaysia Bhd

MERIT AWARD FOR BEST AGM (OVERALL CATEGORY) (IN ALPHABETICAL ORDER)

Bursa Malaysia Bhd
Public Bank Bhd
Telekom Malaysia Bhd

MERIT AWARD FOR BEST AGM (MARKET CAP BELOW RM300 MILLION) (IN ALPHABETICAL ORDER)

CCM Duopharma Biotech Bhd
Paramount Corporation Bhd

Malaysia-ASEAN CG 2016 Award Winners

Top CG and Performance (Overall) winners

CEO of the Year – Dato' Rohana Rozhan (Astro Malaysia Holdings Berhad)

Top CG and Performance for Market Cap between RM300 million and RM1 billion

Top CG and Performance for Market Cap between RM100 million and RM300 million

Merit Award for CG Disclosures

Industry Excellence Winners

Appendix 7: Key Corporate Governance Statistics (2012 – 2016)

KEY CORPORATE GOVERNANCE STATISTICS OF PUBLIC LISTED COMPANIES IN MALAYSIA

Assessment by Minority Shareholder Watchdog Group
(2012 - 2016)

1. MACRO STATISTICS

PUBLIC LISTED COMPANIES	2016	2015	2014	2013	2012
Total No. of Listed Companies	**920**	927	906	930	927
No. of Companies Covered[1]	**868**	870	873	862	500
Companies Covered in Index (%)	**94%**	94%	96%	93%	54%

MARKET CAPITALISATION	2016	2015	2014	2013	2012
All Public Listed Companies (RM billion)	**1,654**	1,718	1,683	1,484	1,420
Top 100 in Corporate Governance Score (RM billion)	**1,116**	1,161	1,304	1,041	766
Top 100 in Corporate Governance Score (%)	**67%**	68%	77%	70%	54%

2. CORPORATE GOVERNANCE STATISTICS

CORPORATE GOVERNANCE BASE SCORE[2]	2016	2015	2014	2013	2012
No. of Companies Covered	**868**	**870**	**873**	**862**	**500**
Average Base Score for All Companies	**66.52**	62.98	60.23	61.59	56.70
Average Base Score for Top 100	**85.02**	80.41	76.82	75.99	68.20

3. SUMMARY OF FINDINGS FOR THE TOP 100 COMPANIES

KEY BOARD STATISTICS	2016	2015	2014	2013	2012
Average board size (intentionally did not round up)	**8.4**	8.1	8.6	8.5	8
Average no. of board meetings	**7.7**	7.9	7.6	7.2	6.7
Separation of Chairman & CEO	**89%**	96%	95%	95%	94%
Independent Chairman	**41%**	45%	45%	43%	40%
Board Balance: ≥50% INEDs	**61%**	66%	51%	35%	33%
Board assessments carried out	**97%**	95%	81%	77%	76%
Tenureship of INEDs > 9 years	**37%**	44%	46%	38%	34%
Average INED tenureship (Year)	**5**	6	6	6	7
Existence of NC[3]	**100%**	100%	100%	100%	98%
NC comprised majority of INEDs	**100%**	96%	99%	94%	94%
Existence of RC[4]	**99%**	99%	98%	94%	99%
RC comprised majority of INEDs	**90%**	86%	86%	81%	87%

Women on Boards	2016	2015	2014	2013	2012
No. of Women on Boards					
Female EDs on boards	**14**	12	15	13	39
Female NINEDs on boards	**28**	25	26	28	
Female INEDs on boards	**81**	71	60	41	34
Total No. of Women on boards	**123**	108	101	82	73
Women on Boards (%)					
Female EDs on boards	**1.7%**	1.5%	1.7%	1.50%	4.8%
Female NINEDs on boards	**3.3%**	3.1%	3.0%	3.30%	
Female INEDs on boards	**9.6%**	8.8%	7.0%	4.90%	4.20%
Total No. of Women on boards	**14.6%**	13.4%	11.7%	9.7%	9%

**Total No. of Female EDs and NINEDs*

OTHER DISCLOSURES	2016	2015	2014	2013	2012
Companies having Board Charter	**94%**	97%	80%	70%	38%
Companies having Code of Ethics	**90%**	77%	68%	57%	58%
Companies that published AGM Minutes	**48%**	37%	26%	7%	1%
Companies that published M&A	**41%**	28%	22%	11%	8%
Companies disclosing individual director remuneration	**43%**	33%	35%	39%	34%
Companies with Dividend Policy	**41%**	38%	35%	38%	34%
Companies with Whistle Blowing Policy	**86%**	70%	51%	48%	42%
Companies with Corporate Responsibility Policy	**94%**	93%	97%	94%	90%
Companies disclosing training attended by each Director	**80%**	65%	59%	65%	56%
Annual Financial Report released within 4 months	**99%**	99%	82%	81%	81%

Risk Management	2016	2015	2014	2013	2012
Board review of material control & risk mgt systems	**100%**	86%	63%	78%	38%
Disclosure of how key risks are managed	**44%**	43%	62%	60%	58%
Establishment of board-level RMC	**36%**	47%	35%	N/A	N/A

***Notes:**

1 For 2013,2014, 2015 and 2016 all companies were covered, whilst in 2012, Top 500 companies based on market capitalisation as at 30 June 2012 were covered. REITs, PN17, GN3, privatised and newly listed companies were excluded.

2 The methodology for 2012-2016 was by way of ASEAN Scorecard which did not include performance measures.

3 Abbreviation of Nomination Committee

4 Abbreviation of Remuneration Committee

5 Abbreviation of Internal Audit Function


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