

Gap Analysis with the Myanmar Corporate Governance Scorecard

July 2020

Area	Topic	ID	Question	Answers
art A: Righ	nts of Shareholders			
	A.1 Basic Shareholder ri	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 case the company has offered Scrip	No
			dividend, did the company paid the dividend within 60 days?	
	A.2 Right to participate	in decisions concerning fundamental co	prporate changes. Do shareholders have the right to participate in:	
		A.2.1	Amendments to the company's constitution?	Yes
		A.2.2 A.2.3	The authorisation of additional shares?	Yes
A.3	3 Right to participate effect		The transfer of all or substantially all assets, which in effect results in the sale of the company? **meetings and should be informed of the rules, including voting procedures that govern general shareholder	Yes
me	eetings.			
		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? Does the company provide non-controlling shareholders a right to nominate candidates for board of	No
		A.3.2	directors/commissioners?	Yes
		A.3.3 A.3.4	Does the company allow shareholders to elect directors/commissioners individually? Does the company disclose the voting procedures used before the start of meeting?	Yes Yes
			Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask	
		A.3.5 A.3.6	questions and the questions raised by shareholders and answers given recorded? Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?	Yes
		A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	No
			Does the company disclose that all board members and the CEO (if he is not a board member) attended the	No
		A.3.8 A.3.9	most recent AGM? Does the company allow for voting in absentia?	Yes
		. 11010		No
		A.3.10	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM? Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and as unlike the user of the AGM.	No
		A.3.11	and/or validate the votes at the AGM? Does the company make publicly available by the next working day the result of the votes taken during the	
		A.3.12	most recent AGM for all resolutions?	No
		A.3.13	Does the company provide at least 21 days notice for all AGMs and EGMs? Does the company provide the rationale and explanation for each agenda item which require shareholders'	Yes
		A.3.14	approval in the notice of AGM/circulars and/or the accompanying statement?	No
	A A Markets for corners	A.3.15	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM?	No No
	A.4 Markets for corpora	A.3.15 te control should be allowed to function	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM? n in an efficient and transparent manner. In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree	No
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art B: Equi	A.5 The exercise of own itable Treatment of B.1 Shares and voting ri B.2 Notice of the AGM B.3 Insider trading and of B.4 Related party transc	A.3.15 the control should be allowed to function A.4.1 ership rights by all shareholders, include A.5.1 Shareholders ghts B.1.1 B.1.2 B.2.1 B.2.2 B.2.3 B.2.4 B.2.5 abusive self-dealing should be prohibite B.3.1 B.3.2 actions by directors and key executives. B.4.1 B.4.2	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM? In an efficient and transparent manner. In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price? In ginstitutional investors, should be facilitated. Does the company disclose its practices to encourage shareholders to engage the company beyond AGM? 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)? 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? 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? Does the notice of AGM/circulars have the following details: Are the profiles of directors/commissioners (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included? Are the auditors seeking appointment/re-appointment clearly identified? Were the proxy documents made easily available? 10. 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? Are the directors and commissioners required to report their dealings in company shares within 3 business days? Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest? Does the company have a policy requiring does not members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	No No No No Yes Yes No No Yes No No No No No No No No No

Area	Topic	ID	Question	Answers
Arcu	Торіс		question	Answers
Part C. Ro	ole of Stakeholders			
rart C. M		ders that are established by law or th	rough mutual agreements are to be respected.	
	, a , a , a , a , a , a , a , a , a , a	C.1.1	The existence and scope of the company's efforts to address customers' welfare?	Yes
		C.1.2	Supplier/contractor selection procedures?	Yes
		C.1.3	The company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?	Yes
		C.1.3 C.1.4	The company's efforts to interact with the communities in which they operate?	Yes
		C.1.5	The company's anti-corruption programmes and procedures?	Yes
		C.1.6	How creditors' rights are safeguarded?	No
		C.1.7	Does the company have a separate report/section that discusses its efforts on environment/economy and social issues?	Yes
	C.2 Where stakeholder in	terests are protected by law, stakeho	Iders should have the opportunity to obtain effective redress for violation of their rights.	
		, , ,	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	Yes
	C 2 Markaniama for amal	C.2.1	violation of their rights?	
	C.3 Mechanisms for emplo	oyee participation should be permitte	Does the company explicitly disclose the policies and practices on health, safety and welfare for its	
		C.3.1	employees?	No
		622	Does the company explicitly disclose the policies and practices on training and development programmes for	No
		C.3.2	its employees?	
		C.3.3	Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?	No
	C.4 Stakeholders including indiv		tive bodies, should be able to freely communicate their concerns about illegal or unethical practices to the boa	rd and
	their rights should not be compr	omised for doing this.		
			Does the company have a whistle blowing policy which includes procedures for complaints by employees	Yes
		C.4.1	and other stakeholders concerning alleged illegal and unethical behaviour and provide contact details via the	162
		C.4.2	Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behavior from retaliation?	Yes
Part D. D	isclosure and Transpar		Deliavior from recallation:	
rait D. D	D.1 Transparent ownership s	•		
			Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or	Voc
		D.1.1	more?	Yes
		D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	Yes
		D.1.2 D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors?	Yes
		D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management	Yes
		0.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures	Yes
	D.2 Quality of annual report	D.1.5	and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	
			Does the company's annual report disclose the following items:	
		D.2.1	Corporate objectives	Yes
		D.2.2 D.2.3	Financial performance indicators Non-Financial indicators	Yes Yes
		D.2.4	Dividend policy	No
			Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any	Yes
		D.2.5	other directorships of listed companies) of directors/commissioners	163
		D.2.6	Attendance details of each director/commissioner in respect of meetings held	Yes
	D.3 Disclosure of related part	D.2.7 tv transactions (RPT)	Total remuneration of each member of the board of directors/commissioners	No
	Jan Land Land Pull	D.3.1	Does the company disclose its policy covering the review and approval of material RPTs?	No
		D.3.2	Does the company disclose the name, relationship, nature and value for each material RPTs?	No
	D.4 Directors and commission	ners dealings in shares of the compar D.4.1	Does the company disclose trading in the company's shares by insiders?	No
	D.5 External auditor and Aud	=: ::=	oco die company alocobe daving in the company oblinice by indiceto:	NO
			Where the same audit firm is engaged for both audit and non-audit services	
		D.5.1 D.5.2	Are the audit and non-audit fees disclosed? Does the non-audit fees exceed the audit fees?	No No
	D.6 Medium of communication		Does the non-addit lees exceed the addit lees!	No
	-, -, -, -, -, -, -, -, -, -, -, -, -, -		Does the company use the following modes of communication?	
		D.6.2	Company website	Yes
		D.6.3 D.6.4	Analyst's briefing Media briefings /press conferences	No Yes
	D.7 Timely filing/release of a			103
				Yes
		D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	
		D.7.2	Is the annual report released within 120 days from the financial year end? Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board	Yes
		D.7.3	of directors/commissioners and/or the relevant officers of the company?	Yes
	D.8 Company website			
		D 9 2	Does the company have a website disclosing up-to-date information on the following:	Voc
		D.8.2 D.8.3	Materials provided in briefings to analysts and media Downloadable Annual Report	Yes Yes
		D.8.4	Notice of AGM and/or EGM	Yes
		D.8.5	Minutes of AGM and/or EGM	Yes
	D.9 Investor relations	D.8.6	Company's constitution (company's by-laws, memorandum and articles of association	Yes
	D.3 IIIVESCOI FEIGUORS		Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer responsible for	.,
		D.9.1	investor relations?	Yes

Area	Торіс	ID	Question	Answers
Part E: Re	esponsibilities of the Bo	ard		
	E.1 Board Duties and Responsi	bilities		
		E.1.1	Does the company disclose its corporate governance policy / board charter?	No
		E.1.2	Are the types of decisions requiring board of directors' approval disclosed?	No
		E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?	Yes
			Corporate Vision / Mission	
		E.1.4	Does the company have an updated vision and mission statement?	Yes
			Does the board of directors play a leading role in the process of developing and reviewing the company's	Vee
		E.1.5	strategy at least annually?	Yes
			Does the board of directors have a process to review, monitor and oversee the implementation of the	Vee
		E.1.6	corporate strategy?	Yes
	E.2 Board structure			
		E.2.1	Are the details of the code of ethics or conduct disclosed?	No
				Yes
		E.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	163
			Does the company have a process to implement and monitor compliance with the code/s of ethics or	Yes
		E.2.3	conduct?	163
			Board Structure & Composition	
			Do independent, non-executive directors/commissioners number at least three and make up more than 50%	No
		E.2.4	of the board of directors?	
			Does the company have a term limit of nine years or less or 2 terms of five years (1) each for its independent	
		E.2.5	directors/ commissioners?	No
		E.Z.3	(1) The five years term must be required by legislation which pre-existed the introduction of the ASEAN	NO
			Corporate Governance Scorecard in 2011	
			Has the company set a limit of five board seats that an individual independent/non-executive	
		E.2.6	director/commissioner may hold simultaneously?	No
			Does the company have any executive directors who serve on more than two boards of listed companies	No
		E.2.7	outside of the group?	NO
			Nomination Committee (NC)	
		E.2.8	Does the company have a Nominating Committee (NC)?	Yes
		E.2.9	Is the Nominating Committee comprised of a majority of independent directors/commissioners?	No
		E.2.10	Is the chairman of the Nominating Committee an independent director/commissioner?	No
			Does the company disclose the terms of reference/governance structure/charter of the Nominating	No
		E.2.11	Committee?	
			Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee	No
		E.2.12	meet at least twice during the year?	
			Remuneration Committee (RC)/Compensation Committee	
		E.2.13	Does the company have a Remuneration Committee (NC)?	Yes
		E.2.14	Is the Remuneration Committee comprised of a majority of independent directors/commissioners?	No
		E.2.15	Is the chairman of the Remuneration Committee an independent director/commissioner?	Yes
		E 2.16	Does the company disclose the terms of reference/governance structure/charter of the Remuneration	No
		E.2.16	Committee?	
		E.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?	Yes
		L.2.1/	committee meet at least twice during the year:	

Area	Topic	ID	Question	Answers
			Audit Committee (AC)	
		E.2.18	Audit Committee (AC) Does the company have an Audit Committee?	Yes
		E.2.19	Is the Audit Committee comprised entirely of non-executive directors with a majority of independent directors?	Yes
		E.2.20	Is the chairman of the Audit Committee an independent director/commissioner?	Yes
		2.2.20	is the sharman of the reduce committee an independent an eccor, commissioner.	
		E.2.21	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee? Does at least one of the independent directors/commissioners of the committee have accounting expertise	No
		E.2.22	(accounting qualification or experience)?	Yes
		E.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	No
		E.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	No
	E.3 Board processes			
	, , , , , , , , , , , , , , , , , , , ,		Board Meetings and Attendance	
		E.3.1	Are the board of directors meeting scheduled before the start of financial year?	No
		E.3.2	Does the board of directors/commissioners meet at least six times during the year? Has each of the directors/commissioners attended at least 75% of all the board meetings held during the	Yes
		E.3.3	year?	Yes
		E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions? Did the non-executive directors/commissioners of the company meet separately at least once during the	No
		E.3.5	year without any executives present?	No
			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?	Yes
		E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	Yes
		E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	No
		2.5.0	Board Apointment and Re-Election	
		E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	No
		E.3.10	Did the company describe the process followed in appointing new directors/commissioners?	Yes
		E.3.11	Are all directors/commissioners subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years(2) each?	Yes
			(2) 2The five years term must be required by legislation which pre-existed the introduction of the ASEAN Corporate Governance Scorecard in 2011	
			Remuneration Matters	
			Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments)	
		E 0.40	policy/practices (i.e. the use of short term and long term incentives and performance measures) for its	Yes
		E.3.12 E.3.13	executive directors and CEO? Is there disclosure of the fee structure for non-executive directors/commissioners?	Yes
			Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or	Yes
		E.3.14	the senior executives? Does the company have measurable standards to align the performance-based remuneration of the	
		E.3.15	executive directors and senior executived with long-term interests of the company, such as claw back provision and deferred bonuses?	No
			Internal audit	
		E.3.16	Does the company have a separate internal audit function?	Yes
		E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	No
		E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee? Risk Oversight	Yes
			Does the company establish a sound internal control procedures/risk management framework and	
		E.3.19	periodically review the effectiveness of that framework? Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has	No
		E.3.20	conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	No
		E.3.21	Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic)?	No
			Does the Annual Report/Annual CG 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	No
		E.3.22	systems?	

Area	Topic	ID	Question	Answers
	E.4 People on the Board			
			Board Chairman	
		E.4.1	Do different persons assume the roles of chairman and CEO?	Yes
		E.4.2	Is the chairman an independent director?	No
		E.4.3	Is any of the directors a former CEO of the company in the past 2 years?	Yes
		E.4.4	Are the role and responsibilities of the chairman disclosed?	Yes
			Lead Independent Director	
		E.4.5	If the Chairman is not independent, has the Board appointed a Lead/Senior Independent Director and has his/her role been defined?	No
		E.T.3	Skills and competencies	
		E.4.6	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	Yes
	E.5 Board Performance			
			Directors Development	
		E.5.1	Does the company have orientation programmes for new directors?	Yes
		E.5.2	Does the company have a policy that encourages directors to attend on-going or continuous professional education programmes?	Yes
			CEO/Executive Management Appointments and Performance	
		E.5.3	Does the company disclose how the board of directors plans for the succession of the CEO/Managing Director/President and key management?	No
			Does the board of directors conduct an annual performance assessment of the CEO/Managing	
		E.5.4	Director/President?	Yes
			Board appraisal	
		E.5.5	Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?	No
			Director appraisal	
		E.5.6	Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?	No
		2.5.5	Committee appraisal	
		E.5.7	Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	No
		-		