

Gap Analysis with the Myanmar Corporate Governance Scorecard

June 2023

Area	Topic	ID	Question	Answer		
Part A: R	ights of Shareholders A.1 Basic Shareholder righ					
		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 dividend, did the company paid the dividend within 60 days?	No		
	A.2 Right to participate in	A.2 Right to participate in decisions concerning fundamental corporate changes.				
		A.2.1	Do shareholders have the right to participate in: Amendments to the company's constitution?	Yes		
		A.2.2	The authorisation of additional shares?	Yes		
		A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Yes		
	A.3 Right to participate effect meetings.	tively in and vote in general shareholder	meetings and should be informed of the rules, including voting procedures that govern general shareholder			
	meetings.	A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners? 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	Does the company allow shareholders to elect directors/commissioners individually?	Yes		
		A.3.4	Does the company disclose the voting procedures used before the start of meeting?	Yes		
		A.3.5	Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask 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	No		
		A.3.6	resolutions/each agenda item for the most recent AGM?	No		
		A.3.7	Does the company disclose the list of board members who attended the most recent AGM?	No		
		Λ 3 8	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		
				Yes		
		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	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.3.15	Does the company give the opportunity for shareholder to place item/s on the agenda of AGM?	No		
	A.4 Markets for corporate	e control should be allowed to function in A.4.1	In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree	No		
	A.5 The exercise of owner	rship rights by all shareholders, including	company appoint an independent party to evaluate the fairness of the transaction price? g institutional investors, should be facilitated.			
	,	, , , ,		No		
		A.5.1	Does the company disclose its practices to encourage shareholders to engage the company beyond AGM?	110		
irt B: E	quitable Treatment of B.1 Shares and voting right	hts				
		B.1.1 B.1.2	Do the company's ordinary or common shares have one vote for one share? 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	Yes Yes		
	B.2 Notice of the AGM		regulator's website)?			
	biz notice of the rem	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?	Yes		
			Are the company's notice of the most recent AGM/circulars fully translated into English and published on the	Yes		
		B.2.2	same date as the local-language version? Does the notice of AGM/circulars have the following details:			
				No		
		B.2.3	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?	.10		
		B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Yes		
	R 3 Incider trading and al	B.2.5 busive self-dealing should be prohibited.	Were the proxy documents made easily available?	Yes		
	5.5 ms.der adding dna de	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?	Yes		
		B.3.2	Are the directors and commissioners required to report their dealings in company shares within 3 business	No		
	B.4 Related party transac	tions by directors and key executives.	days?			
		B.4.1	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 a committee of independent directors/commissioners to review	Yes		
		B.4.2	material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	No		
		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?	Yes		
		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?	Yes		
			O man and a man a			
	B.5 Protecting minority sh	hareholders from abusive actions	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms'			

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: C: Ro	ole of Stakeholders	ders that are established by law or throu	igh mutual agreements are to be respected.	
		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
			The company's efforts to ensure that its value chain is environmentally friendly or is consistent with	Yes
		C.1.3	promoting sustainable development?	163
		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	Ye
			social issues?	
	C.2 Where stakeholder int	terests are protected by law, stakeholder	rs 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	V-
			(e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible	Ye
	C 2 Machanisma for small	C.2.1	violation of their rights?	
	C.5 Mechanisms for emplo	oyee participation should be permitted t	Does the company explicitly disclose the policies and practices on health, safety and welfare for its	
		C.3.1	employees?	No
		C.3.1	Does the company explicitly disclose the policies and practices on training and development programmes for	
		C.3.2	its employees?	N
			Does the company have a reward/compensation policy that accounts for the performance of the company	
		C.3.3	beyond short-term financial measures?	N
	C.4 Stakeholders including ind		ve bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board	d and t
	rights should not be comprom		, , , , , , , , , , , , , , , , , , ,	
		C.4.1	Does the company have a whistle blowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behaviour and provide contact details via the company's website or annual report	Υe
			Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical	Ye
		C.4.2	behavior from retaliation?	
D: D	isclosure and Transpa	arency		
	D.1 Transparent ownership	structure		
			Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or	Ye
		D.1.1	more?	
			Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial	Υe
		D.1.2	shareholders?	
		D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors?	Ye
		D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures	Ye
		D.1.5	and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	Υe
	D.2 Quality of annual report		and special pulpose enterprises/ verifices (SPES)/ (SPVS):	
	2.2 Quanty of annual report		Does the company's annual report disclose the following items:	
		D.2.1	Corporate objectives	Υe
		D.2.2	Financial performance indicators	Υe
		D.2.3	Non-Financial indicators	Υe
		D.2.4	Dividend policy	N
			Pingraphical details (at least age, qualifications, date of first appointment, relevant experience, and any other	
		D 3 F	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other	Υe
		D.2.5 D.2.6	directorships of listed companies) of directors/commissioners Attendance details of each director/commissioner in respect of meetings held	V
		D.2.6 D.2.7	Total remuneration of each member of the board of directors/commissioners	Ye N
	D.3 Disclosure of related par		Total remaineration of each member of the board of directors/commissioners	IN
	2.5 2.50105ure of related put	D.3.1	Does the company disclose its policy covering the review and approval of material RPTs?	N
		D.3.2	Does the company disclose the name, relationship, nature and value for each material RPTs?	N
	D.4 Directors and commission	oners dealings in shares of the company		
		D.4.1	Does the company disclose trading in the company's shares by insiders?	N
	D.5 External auditor and Au	ditor Report		
			Where the same audit firm is engaged for both audit and non-audit services	
		D.5.1	Are the audit and non-audit fees disclosed?	N
	2000 "	D.5.2	Does the non-audit fees exceed the audit fees?	N
	D.6 Medium of communicat	tions	December company was the faller in a real conference in the 2	
		D.6.3	Does the company use the following modes of communication?	.,
		D.6.2 D.6.3	Company website Analyst's briefing	Ye N
		D.6.3 D.6.4	Media briefings /press conferences	Ye
	D.7 Timely filing/release of		means and jings / press conjerences	16
		D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	Υe
		D.7.2	Is the annual report released within 120 days from the financial year end?	Ye
			Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board	
		D.7.3	of directors/commissioners and/or the relevant officers of the company?	Ye
	D.8 Company website			
	, ,		Does the company have a website disclosing up-to-date information on the following:	
		D.8.2	Materials provided in briefings to analysts and media	No
		D.8.3	Downloadable Annual Report	Ye
		D.8.4	Notice of AGM and/or EGM	Υe
				Υe
		D.8.5	Minutes of AGM and/or EGM	16
		D.8.5 D.8.6	Minutes of AGM and/or EGM Company's constitution (company's by-laws, memorandum and articles of association	N
	D.9 Investor relations		•	

Area	Topic	ID	Question	Answ
t E: Re	esponsibilities of the	Board		
	E.1 Board Duties and Resp	onsibilities		
		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?	Yes
		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?	Ye
			Does the board of directors play a leading role in the process of developing and reviewing the company's	Va
		E.1.5	strategy at least annually?	Υe
			Does the board of directors have a process to review, monitor and oversee the implementation of the	
		E.1.6	corporate strategy?	Ye
	E.2 Board structure		,	
		E.2.1	Are the details of the code of ethics or conduct disclosed?	N
		2.2.2	The the details of the sade of comes of contact discussions	
		E.2.2	Are all directors/commissioners, senior management and employees required to comply with the code/s?	Ye
			Does the company have a process to implement and monitor compliance with the code/s of ethics or	
		E.2.3	conduct?	Υ
			Board Structure & Composition	
			Do independent, non-executive directors/commissioners number at least three and make up more than 50%	
		E.2.4	of the board of directors?	N
			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?	N
			(1) The five years term must be required by legislation which pre-existed the introduction of the ASEAN	·
			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?	N
			Does the company have any executive directors who serve on more than two boards of listed companies	
		E.2.7	outside of the group?	N
			Nomination Committee (NC)	
		E.2.8	Does the company have a Nominating Committee (NC)?	Y
		E.2.9	Is the Nominating Committee comprised of a majority of independent directors/commissioners?	Υ
		E.2.10	Is the chairman of the Nominating Committee an independent director/commissioner?	Υ
			Does the company disclose the terms of reference/governance structure/charter of the Nominating	
		E.2.11	Committee?	Ν
			Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee	
		E.2.12	meet at least twice during the year?	ı
			Remuneration Committee (RC)/Compensation Committee	
		E.2.13	Does the company have a Remuneration Committee (RC)?	Υ
		E.2.14	Is the Remuneration Committee comprised of a majority of independent directors/commissioners?	
		E.2.15	Is the chairman of the Remuneration Committee an independent director/commissioner?	Y
		L.2.13	Does the company disclose the terms of reference/governance structure/charter of the Remuneration	ľ
		E.2.16	Committee?	N
		L.Z.1U	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration	
		E 2 17		N
		E.2.17	Committee meet at least twice during the year?	
		E 2 40	Audit Committee (AC)	
		E.2.18	Does the company have an Audit Committee?	Υ
		F 2 40	Is the Audit Committee comprised entirely of non-executive directors with a majority of independent	Ν
		E.2.19	directors?	
		E.2.20	Is the chairman of the Audit Committee an independent director/commissioner?	Υ
		F 2 2 4		N
		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	Y
		E.2.22	(accounting qualification or experience)?	
			Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least	
		E 2 22	four times during the year?	Y
		E.2.23	g ,	
		E 2 24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and	Y
		E.2.24	removal of the external auditor?	

Area	Topic	ID	Question	Answers
	E.3 Board processes			
			Board Meetings and Attendance	
		E.3.1 E.3.2	Are the board of directors meeting scheduled before the start of financial year? Does the board of directors/commissioners meet at least six times during the year?	No Yes
		2.5.2	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the	
		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 year	No
		E.3.5	without any executives present?	No
			Access to Information	
		526	Are board papers for board of directors/commissioners meetings provided to the board at least five business	Yes
		E.3.6	days in advance of the board meeting?	
		E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	Yes
			Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast	No
		E.3.8	on relevant developments?	NO
		E.3.9	Board Apointment and Re-Election Poss the company disclose the criteria used in selecting new directors (commissioners)	No
		E.3.10	Does the company disclose the criteria used in selecting new directors/commissioners? Did the company describe the process followed in appointing new directors/commissioners?	No Yes
			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?	
		E.3.11	(2) The five years term must be required by legislation which pre-existed the introduction of the ASEAN	Yes
			Corporate Governance Scorecard in 2011	
			Remuneration Matters Poss the company disclose its remuneration (feet, allowances, benefit in kind and other empluments)	
			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	Yes
		E.3.12	executive directors and CEO?	
		E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?	Yes
		E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	Yes
		L.J.14	Does the company have measurable standards to align the performance-based remuneration of the	
			executive directors and senior executived with long-term interests of the company, such as claw back	No
		E.3.15	provision and deferred bonuses?	
		E.3.16	Internal audit 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
			Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	No
		E.3.18	Risk Oversight	
			Does the company establish a sound internal control procedures/risk management framework and	V
		E.3.19	periodically review the effectiveness of that framework?	Yes
			Does the Annual Report/Annual CG Report disclose that the board of directors/commissioners has conducted	Vos
		E.3.20	a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	Yes
			Does the company disclose the key risks to which the company is materially exposed to (i.e. financial,	Vos
		E.3.21	operational including IT, environmental, social, economic)?	Yes
			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	Yes
		E.3.22	systems?	163
	E.4 People on the Board			
		E.4.1	Board Chairman 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? Lead Independent Director	Yes
			·	
		F 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.4.5	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?	No
	E.5 Board Performance			
		5.5.4	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	
		553	Does the company disclose how the board of directors plans for the succession of the CEO/Managing	No
		E.5.3	Director/President and key management? Does the board of directors conduct an annual performance assessment of the CEO/Managing	
		E.5.4	Director/President?	Yes
			Board appraisal	
			Did the company conduct an annual performance assessment of the board of directors/commissioners and	No
		E.5.5	disclose the criteria and process followed for the assessment? Director appraisal	
			Did the company conduct an annual performance assessment of the individual directors/commissioners and	N 1.
		E.5.6	disclose the criteria and process followed for the assessment?	No
			Committee appraisal Did the company conduct an annual performance assessment of the board committees and disclose the	
		E.5.7	criteria and process followed for the assessment?	No
			•	