

## BONUS

ITEM No.	GOVERNING STANDARD	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>A. Rights of shareholders</b>				
A.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.	N	
<b>B. Equitable treatment of shareholders</b>				
<b>B.1 Notice of AGM</b>				

B.1.1(B)	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	<p><b>OECD Principle II (C)</b>  <b>(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.</b>  <b>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</b></p> <p><b>OECD Principle III(A)</b>  <b>ICGN 8.3.2 Shareholder participation in governance</b>  <b>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.</b></p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b>  <b>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.</b></p> <p><b>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2.</b>  <b>(I) CG rules and practices</b>  <b>(25) Do company release their AGM notices</b></p>	Y	<a href="#">Notice of Annual Shareholders Meeting</a>
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		(with detailed agendas and explanatory circulars) at least 28 days before the date of the meeting?		
<b>C. Roles of Stakeholders</b>				
<b>C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected</b>				
C.1.1 (B)	Does the company practice integrated report on its annual reports?	<p><b>International &lt;IR&gt; Framework - DRAFT, IIRC Council Item 3b Meeting of 5 December 2013</b></p> <p>“Integrated Reporting &lt;IR&gt; 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 &lt;IR&gt; as the corporate reporting norm.”</p>	N	

**D. Disclosure and transparency****D.1 Quality of Annual Report**

D.1.1 (B)	Are the audited annual financial report /statement released within 60 days from the financial year end?	<p><b>OECD Principle V (C)</b>  <b>OECD Principle V (E)</b>  <b>ICGN 7.2 Timely disclosure</b>  <b>ICGN 7.3 Affirmation of financial statements</b></p> <p>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.</p>	Y	<a href="#">2018 Audited Financial Statement</a>
D.1.2 (B)	Does the company disclose details of remuneration of the CEO?		N	

**E. Responsibilities of the Board****E.1 Board Competencies and Diversity**

E.1.1(B)	Does the company have at least one female independent director/commissioner?	<p><b>ICGN 2.4.1 Skills and experience</b></p> <p>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.</p>	N	
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E.2 Nominating Committee				
E.2.1(B)	Does the Nominating Committee comprise entirely of independent directors/commissioners?	<b>ICGN 2.4.4 Composition of board committees</b> 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 committees should be independent from management and at least a majority should be independent from dominant owners.	Y	See <a href="#">Board Committees Composition</a>
E.2.2(B)	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Y	<a href="#">Manual of Corporate Governance, pg. 10-11</a>
E.3 Board Appointments and Re-Election				
E.3.1(B)	Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?	<b>WORLD BANK PRINCIPLE 6</b> (VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?	N	
E.4 Board Structure & Composition				
E.4.1(B)	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners?		N	
E.5 Board Performance				

E.5.1(B)	Does the company have a separate level Risk Committee?	<p>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)</p> <p>Benefits of a Board Level Risk Committee:</p> <ol style="list-style-type: none"> <li>1. elevate risk oversight to the highest level in the company;</li> <li>2. strengthen the quality of risk management;</li> <li>3. inculcate a risk culture and risk-management environment to mitigate and manage risks effectively across the organization;</li> <li>4. establish a platform for continuous assessment of risks in light of the changing internal and</li> </ol>	Y	<a href="#">Website – Risk Management</a>
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		<p>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</p>			
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ITEM No.	RIGHTS OF THE SHAREHOLDERS	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>A.1 Basic shareholder rights</b>				
A.1.1(P)	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	OECD Principle II (A)	N/A	
<b>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.</b>				
A.2.1(P)	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	OECD Principle II (G)  Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	N	
<b>A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.</b>				
A.3.1(P)	Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	OECD Principle II (C) 2	N	
<b>A.4 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</b>				
<i>Did the company fail to disclose the existence of</i>				
A.4.1(P)	Shareholders agreement?	OECD Principle II (D)	N	
A.4.2(P)	Voting cap?		N	
A.4.3(P)	Multiple voting rights?		N	
<b>A.5 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</b>				

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	<p>15.1 (1) Is a pyramid ownership structure and/or cross holding structure apparent?</p>	<p>Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can be used to diminish the capability of noncontrolling shareholders to influence corporate policy.</p>	<p>N/A</p>	
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ITEM No.	EQUITABLE TREATMENT OF SHAREHOLDERS	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>B.1 Insider trading and abusive self-dealing should be prohibited.</b>				
B.1.1(P)	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?	<p><b>OECD Principle III: The Equitable Treatment of Shareholders</b> (B) Insider trading and abusive dealing should be prohibited.</p> <p><b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	N	
<b>B.2 Protecting minority shareholders from abusive action</b>				
B.2.1(P)	Has there been any cases of non-compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?	<p><b>OECD Principle III</b> (B) Insider trading and abusive dealing should be prohibited</p> <p><b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p><b>ICGN 2.11.2 Director conflicts of interest</b> 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</p>	N	

		<p>participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> 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.</p>		
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ITEM No.	ROLE OF STAKEHOLDERS	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected.</b>				
C.1.1(P)	Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?	<b>OECD Principle IV</b> (A) The rights of stakeholders that are established by law or through mutual agreements are to be respected.	N	
<b>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.</b>				
C.2.1(P)	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	<b>OECD Principle IV</b> (B) Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.	N	

ITEM No.	DISCLOSURE AND TRANSPARENCY	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>D.1 Sanctions from regulator on financial reports</b>				
D.1.1(P)	Did the company receive a "qualified opinion" in its external audit report?	<b>OECD Principle V: Disclosure and Transparency</b> (B) Information should be prepared and disclosed in accordance with high quality standards of accounting and financial and non-financial disclosures.	N	
D.1.2(P)	Did the company receive an "adverse opinion" in its external audit report?		N	
D.1.3(P)	Did the company receive a "disclaimer opinion" in its external audit report?		N	

<p>D.1.4(P)</p>	<p>Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?</p>	<p>(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.                  (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.</p> <p><b>ICGN 6.2 Annual audit</b>                  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.</p> <p><b>ICGN 7.3 Affirmation of financial statements</b>                  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.</p> <p><b>International Auditing Standard (ISA) No. 705 "Modifications to the Opinion in the Independent Auditor's Report" (2009).</b>                  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.</p>	<p>N</p>		
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ITEM No.	RESPONSIBILITY OF THE BOARD	APPLICABLE PRINCIPLE	RESPONSE	REFERENCE/SOURCE DOCUMENT
<b>E.1 Compliance with listing rules, regulations and applicable laws</b>				
E.1.1(P)	Is there any evidence that the company has not complied with any listing rules and regulation over the past year apart from disclosure rules?	<p><b>OECD Principle VI (D)</b> (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to 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.</p>	N/A	
E.1.2(P)	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	<p><b>UK CODE (JUNE 2010)</b> A.4.3 Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chairman, for circulation to the board, if they have any such concerns.</p>	N	
<b>E.2 Board Appraisal</b>				
E.2.1(P)	Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (whichever is higher) in the same capacity?	<p><b>OECD Principle V</b> (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</p>	N	

		<p>fairly represent the financial position and performance of the company in all material respects.</p> <p>Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial stake or management role in the companies they audit.</p>			
E.2.2(P)	Did the company fail to identify who are the independent director(s) / commissioner(s)?	<p><b>ICGN 2.4 Composition and structure of the board</b></p> <p><b>ICGN 2.4.1 Skills and experience</b></p> <p><b>ICGN 2.4.3 Independence</b></p>	N		
<b>E.3 External Audit</b>					
E.3.1(P)	Are any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	<p><b>OECD Principle V</b></p> <p>(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p> <p>Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial</p>	N		

		stake or management role in the companies they audit.		
<b>E.4 Board structure and composition</b>				
E.4.1 (P)	Is any of the directors a former CEO of the company in the past 2 years?		Y	<a href="#"><u>Daniel C. Go is the CEO of MAAGAP for the past 18 years and a director at the same time.</u></a>