



ỦY BAN
CHỨNG KHOÁN
NHÀ NƯỚC



HỘI NGHỊ QUẢN TRỊ CÔNG TY HƯỚNG TỚI HỘI NHẬP KHU VỰC CÁC NƯỚC ASEAN

TP.HCM, ngày 4 tháng 9 năm 2015

IMPROVING CORPORATE GOVERNANCE PRACTICES IN ASEAN FORUM

HCMC, September 4th 2015

IN PARTNERSHIP WITH



Schweizerische Eidgenossenschaft
Confédération suisse
Confederazione Svizzera
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Swiss Confederation

Federal Department of Economic Affairs,
Education and Research EAER
State Secretariat for Economic Affairs SECO

ASEAN CORPORATE GOVERNANCE SCORECARD

GUIDANCE & BEST PRACTICES

**Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project**

Sep 2015

Part D - Disclosure and Transparency

**Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project**

Sep 2015

Part D- Disclosure and Transparency

The corporate governance framework should ensure that timely and accurate disclosure is made on all material matters regarding the corporation, including the financial situation, performance, ownership, and governance of the company

*Chapter V
OECD Principles of Corporate Governance (2004)*

Part D- Disclosure and Transparency

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- 1 Transparent ownership structure
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41 Questions
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1- Transparent ownership structure

Questions

D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?

1- Transparent ownership structure

Best Practice - D.1.1

D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?
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SIME DARBY BERHAD – Malaysia
2012 Annual Report - page 312-314

30 Largest Shareholders as per the Register of Members and the Record of Depositors

	Name of Shareholder	No. of Shares Held	% of Issued Capital
1.	AmanahRaya Trustees Berhad Qualifier: Skim Amanah Saham Bumiputera	2,195,315,204	36.53
2.	Citigroup Nominees (Tempatan) Sdn Bhd Qualifier: Employees Provident Fund Board	663,259,553	11.04
3.	Permodalan Nasional Berhad	603,108,109	10.04
4.	Cartaban Nominees (Asing) Sdn Bhd Qualifier: SSBT Fund GB01 for Harbor International Fund	125,299,947	2.09
5.	Kumpulan Wang Persaraan (DIPERBADANKAN)	101,535,161	1.69
6.	AmanahRaya Trustees Berhad Qualifier: Amanah Saham Wawasan 2020	101,515,486	1.69
7.	Cartaban Nominees (Asing) Sdn Bhd Qualifier: Exempt AN for State Street Bank & Trust Company (West CLT OD67)	82,241,542	1.37
8.	AmanahRaya Trustees Berhad Qualifier: Amanah Saham Malaysia	80,564,200	1.34
9.	Lembaga Kemajuan Tanah Persekutuan (FELDA)	57,949,426	0.96
10.	Citigroup Nominees (Tempatan) Sdn Bhd Qualifier: Exempt AN for Eastspring Investments Berhad	55,693,135	0.93
11.	HSBC Nominees (Asing) Sdn Bhd Qualifier: BBH and Co Boston for Vanguard Emerging Markets Stock Index Fund	53,123,013	0.88
12.	Cartaban Nominees (Asing) Sdn Bhd Qualifier: Government of Singapore Investment Corporation Pte Ltd for Government of Singapore (C)	47,064,784	0.78
13.	AmanahRaya Trustees Berhad Qualifier: Amanah Saham Didik	45,599,594	0.76
14.	Lembaga Tabung Haji	45,434,200	0.76

1- Transparent ownership structure

Best Practice - D.1.2

D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?
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SIME DARBY BERHAD – Malaysia
2012 Annual Report - page 312-314

Substantial Shareholders as per the Register of Substantial Shareholders

	Name of Substantial Shareholder	No. of Shares Held (Direct Interest)	% of Issued Capital	No. of Shares Held (Indirect/Deemed Interest)	% of Issued Capital
1.	AmanahRaya Trustees Berhad - Skim Amanah Saham Bumiputera	2,199,700,204	36.60	.	.
2.	Employees Provident Fund Board	669,455,553	11.14	73,982,502	1.23
3.	Permodalan Nasional Berhad	604,098,109	10.05	.	.
4.	Yayasan Pelaburan Bumiputra	.	.	604,098,109 ¹	10.05

¹ Deemed interest by virtue of its interest in Permodalan Nasional Berhad pursuant to Section 6A of the Companies Act, 1965

1- Transparent ownership structure

Best Practice - D.1.3

D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?
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SIME DARBY BERHAD – Malaysia
2012 Annual Report - page 312-314

Directors' Interests as per the Register of Directors' Shareholdings

Name of Director	No. of Shares Held		% of Issued Capital
	Direct Interest	Deemed Interest	
In the Company <u>Ordinary shares of RM0.50 each</u>	Nil	Nil	Nil
Kuala Lumpur Golf & Country Club Berhad <u>Participatory interest</u>	Type of membership		
Tun Musa Hitam	Honorary		
Tan Sri Dato' Sri Hamad Kama Piah Che Othman	Honorary		
Tan Sri Samsudin Osman	Honorary		
Tan Sri Dato' Dr Wan Mohd Zahid Mohd Noordin	Honorary		
Tan Sri Datuk Amar (Dr) Tommy Bugo @ Hamid Bugo	Honorary		
Tan Sri Datuk Dr Yusof Basiran	Honorary		
Dato Sri Lim Haw Kuang	Honorary		
Dato' Henry Sackville Barlow	Honorary		
Dato' Azmi Mohd Ali	Honorary		
Dato' Sreesanthan Eliathamby	Honorary		
Dato' Mohd Bakke Salleh	Honorary		

Save as disclosed above, **none of the Directors of the Company has any interest, direct or indirect, in shares in the Company or shares in, debentures of or participatory interest made available by, a related corporation.**

1- Transparent ownership structure

Best Practice

D.1.5

Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?

Hoang Anh Gia Lai Group (HAG)

2012 Annual Report – page 85-87

Details of the Company's subsidiaries as at 31 December 2012 are as follows:

Name of subsidiaries	Location	Status of operation	Date of establishment or acquisition	% holding
Real estate				
(1) Hoang Anh Construction and Housing Development JSC	HCMC, Vietnam	Operating	04/06/2007	99.41
(2) Phu Hoang Anh JSC	HCMC, Vietnam	Operating	15/01/2007	93.45
(3) Hoang Nguyen Investment Construction and Housing Development JSC	HCMC, Vietnam	Operating	29/03/2007	88.47
(4) Minh Tuan Trading and Services Co., Ltd.	HCMC, Vietnam	Operating	22/06/2007	90.66
(5) Hoang Anh Me Kong Corporation	HCMC, Vietnam	Operating	24/10/2007	50.70
(6) Phuc Bao Minh Trading Construction Services Corporation	HCMC, Vietnam	Pre-operating	04/10/2008	98.99
(7) Minh Thanh Co., Ltd.	HCMC, Vietnam	Pre-operating	28/11/2008	52.16
(8) Hoang Anh Incomex Construction and Housing Development Co., Ltd.	HCMC, Vietnam	Pre-operating	2007	79.53
(9) An Tien Co., Ltd.	HCMC, Vietnam	Operating	10/01/2008	87.23
(10) Hoang Tho Investment Construction and Housing JSC	HCMC, Vietnam	Operating	20/12/2010	99.41
(11) Hoang Anh Gia Lai (Bangkok) Co., Ltd.	Bangkok, Thailand	Pre-operating	2009	(i) 46.72
(12) Dong Nam Housing Business and Investment Corporation	HCMC, Vietnam	Pre-operating	02/04/2010	99.31
(13) An Phu Construction JSC	Gia Lai, Vietnam	Operating	9/2010	99.41
(14) Hoang Anh Real Estate Administrative Services Corporation	HCMC, Vietnam	Operating	30/05/2007	50.70

Details of the Company's subsidiaries as at 31 December 2012 are as follows (continued)

Name of subsidiaries	Location	Status of operation	Date of establishment or acquisition	% holding
Agriculture plantation				
(22) Hoang Anh Gia Lai Rubber JSC	Gia Lai, Vietnam	Pre-operating	26/05/2010	91.17
(23) Gia Lai Industrial Forest Plantation JSC	Gia Lai, Vietnam	Pre-operating	09/09/2008	91.02
(24) Hoang Anh Attapeu Agriculture Development Co., Ltd.	Attapeu, Laos	Pre-operating	22/05/2008	91.17
(25) Hoang Anh - Quang Minh Rubber JSC	Gia Lai, Vietnam	Operating	01/02/2007	58.95
(26) Hoang Anh Dak Lak JSC	Dak Lak, Vietnam	Operating	12/09/2007	91.15
(27) Hoang Anh Andong Meas One Member Co., Ltd.	Rattanakiri, Cambodia	Pre-operating	17/02/2011	91.17
(28) Hoang Anh - Quang Minh Rubber Industrial and Agricultural Co., Ltd.	Attapeu, Laos	Operating	12/01/2007	58.95
(29) Hoang Anh Oyadav Co., Ltd.	Rattanakiri, Cambodia	Pre-operating	16/07/2010	91.17
(30) Heng Brothers Co., Ltd.	Phnom Penh, Cambodia	Pre-operating	25/01/2010	91.17
(31) CRD Co., Ltd.	Phnom Penh, Cambodia	Pre-operating	15/12/2010	91.17
(32) Dak Lak Tan Dai Thang JSC	Dak Lak, Vietnam	Pre-operating	27/11/2010	77.48
(33) Ban Me Rubber JSC	Dak Lak, Vietnam	Pre-operating	15/01/2010	74.74
(34) Hoang Anh Gia Lai Sugar Cane JSC	Gia Lai, Vietnam	Pre-operating	26/01/2011	72.94
(35) Hoang Anh Rattanakiri Co., Ltd.	Rattanakiri, Cambodia	Pre-operating	18/11/2009	91.17
(36) Hoang Anh Lum Phat Co., Ltd.	Rattanakiri, Cambodia	Pre-operating	24/8/2011	91.17
(37) Hoang Anh Lum Phat JSC	Gia Lai, Vietnam	Pre-operating	07/03/1012	89.35
(38) Hoang Anh Attapeu Sugar Cane Co., Ltd.	Attapeu, Laos	Operating	01/11/2011	72.94

Mining

Construction, trading and services

(45) Hoang Anh Gia Lai Sport JSC	Gia Lai, Vietnam	Operating	12/01/2009	69.88
(46) Central HAGL JSC	Da Nang, Vietnam	Operating	06/07/2007	51.85
(47) Hoang Anh Gia Lai Hospital JSC	Gia Lai, Vietnam	Operating	07/05/2008	99.00
(48) V&H Corporation (Lao) Co., Ltd.	Vientiane, Laos	Pre-operating	06/01/2009	80.00
(49) V&H Corporation Co., Ltd.	Vientiane, Laos	Pre-operating	27/03/2009	100.00
(50) Hoang Anh Gia Lai Bridge & Road JSC	Gia Lai, Vietnam	Operating	22/12/2009	55.12
(51) Hoang Anh Gia Lai Vientiane Co., Ltd.	Vientiane, Laos	Pre-operating	06/05/2010	100.00
(52) Hoang Anh Gia Lai Real Estate and Hotel Management JSC	Da Nang, Vietnam	Operating	27/07/2012	94.50

(i) The Group has more than 50% controlling interest in this company.

Pre-operating status means the subsidiary is still under investment stage and has not yet started its business operations as at 31 December 2012.

17.2. Investments in associates

VND'000

Name of associates	Business activities	31 December 2012		31 December 2011	
		% holding	Carrying value VND'000	% holding	Carrying value VND'000
Bidiphar Rubber JSC	Rubber plantation	39.63	195,578,247	32.68	163,003,713
East Asia Investment and Construction Consultant JSC	Electric design and consultancy	25.00	7,870,422	25.00	7,882,160
Hoang Anh Gia Dinh JSC	Real estate	25.00	8,482,218	25.00	7,475,610
TOTAL			211,930,887		178,361,483

2- Quality of Annual Report

Questions

D.2.1	Key risks
D.2.2	Corporate objectives
D.2.3	Financial performance indicators
D.2.4	Non-financial performance indicators
D.2.5	Dividend policy
D.2.6	Details of whistle-blowing policy
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
D.2.8	Training and/or continuing education programme attended by each director/commissioner

2- Quality of Annual Report Questions

D.2.9	Number of board of directors/commissioners meetings held during the year
D.2.10	Attendance details of each director/commissioner in respect of meetings held
D.2.11	Details of remuneration of each member of the board of directors/commissioners
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?

2- Quality of Annual Report

Best Practice

D.2.1	Key risks
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CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**Thanh Cong Textile Garment Investment Trading
Joint Stock Company (TCM)
2012 Annual Report – Page 10-13**

**Semcorp Marine LTD – Singapore
2012 Annual Report – Page 37-39**

Best Practice – Thanh Cong JSC

trong các năm qua làm giảm khả năng cạnh tranh của Công ty nói riêng và các doanh nghiệp dệt may Việt Nam nói chung.

6.5. *Rủi ro về thị trường và sản phẩm*

- Nhìn chung, năm 2013 các tín hiệu từ thị trường có dấu hiệu tích cực hơn so với năm 2012. Ngành dệt may đang kỳ vọng vào lợi ích mang lại từ Hiệp định đối tác kinh tế xuyên Thái Bình Dương (TPP) giữa Hoa Kỳ và 8 quốc gia khác. Chính phủ đã kiểm soát tốt chỉ số giá tiêu dùng (CPI) và điều hành tỷ giá ngoại hối. TPP dự kiến sẽ mang lại nhiều cơ hội cho Công ty với qui trình sản xuất khép kín nhưng bên cạnh đó còn là những thử thách để Công ty cải tiến hoạt động, nâng cao tính cạnh tranh với các doanh nghiệp dệt may khác.
- Để đạt được kết quả hoạt động trong năm 2013 tốt hơn năm 2012, yếu tố then chốt là hoạt động kinh doanh sợi. Tuy nhiên, hiện tại giá nguyên liệu bông để sản xuất sợi rất thất thường và thị trường bông vượt quá khả năng dự báo của Công ty.
- Hầu hết các khách hàng truyền thống từ Hoa Kỳ, Nhật, Hàn Quốc

6.4. *Human resource risk management*

- The recruitment in textile industry particularly in urban area becomes more and more difficult due to reduction of labour supply, and moving trend to rural area to close with its family.
- Labour cost tend to increase recently, it leads to reduce competitiveness of Company in particular and other Vietnamese textile enterprises in general.

6.5. *Market and product risk management*

- Generally, the year 2013 looks that it has more positive signals in business environment than in 2012. Textile industry is expecting to enjoy benefit from TPP (Trans-Pacific Partnership Agreement) between US and another 8 countries. Government is gaining confidence in managing CPI and foreign exchange control. TPP is expected to bring not only a lot of opportunities for Company with its vertical production process but also challenging to Company to improve its competitiveness with other textile companies.

Best Practice – Semcorp Marine

Risk Management System

In line with its risk management system, the Group reviews its risk policies, profiles and plans at least once every year. Seminars and talks by external and internal speakers on pertinent and current topics are organised to raise awareness and enhance understanding of the subject matters. These activities, among others, are core components of the Group's annual risk management workplan. Initiatives carried out during the year included:

- A survey for the ERM Committee to obtain feedback from the Committee members to improve the Group ERM efforts and initiatives
- Quarterly internal controls awareness sessions by Group Risk Management and Group Internal Audit to educate employees on the fundamentals of corporate governance, internal controls, risk management and internal audit and to inculcate a sense of accountability, which ultimately strengthens the Group's risk culture
- Formation of two new ERM sub-committees for insurance and information technology to accord greater emphasis and focus on these two areas that are assessed to be critical
- Formation of a formal risk governance and assurance framework with the assistance of external consultants to strengthen the current framework
- A talk by external consultants on the topic of risk governance with a special focus on risk appetite

Key Risks and Mitigation Strategies

The key risks faced by the Group and the mitigation measures are set out in the following sections. They were identified during the Group's annual risk review.

Semcorp Marine's top risk profile was developed during the Group's annual risk review, with due considerations given to the top risk profile of each strategic business unit.

The year in review was marked with catastrophic natural disasters, political upheavals, leadership transitions and the continuing economic malaise in the Eurozone and to a lesser extent, in the United States. These factors helped shape the Group's top risk profile, which will continue to evolve with the ever-changing external environment.

External Environment Risks

The significant external environment risks to the Group include volatility in the commodity markets, in particular the oil market; the state of the global economy and trade; the stability of the global financial and banking systems; foreign exchange fluctuations; political risks; regulatory landscape; and natural disasters.

On the governmental regulatory front, transfer pricing which has been previously identified as a key area of focus is now governed by a Group policy and procedure. Transfer pricing documentation has been prepared to defend significant cross-border related party transactions and pricing in the foreign tax jurisdictions that the Group operates in.

Potential risk exposures brought about by changes and developments in the external environment are identified and evaluated for potential impacts to the Group. Recognising that risks of this nature are inherently volatile, unpredictable and usually cannot be completely eliminated, the Group continues to adopt a balanced approach to mitigate such risks to as low as reasonably practicable in commensuration with its risk appetite.

Strategic Risks

Strategic risk considerations impact the Group's strategies and plans to grow its business in Singapore and internationally. They typically encompass business performance, customers, markets, industry, competition and new business opportunities. These risks are discussed at both the BRC and ERM Committee meetings and are

key inputs and considerations in the annual strategic planning meeting with the Board of Directors to formulate strategies to steer the Group forward.

Financial Risks

The Group's international presence and worldwide clientele inevitably exposes it to various counterparty and related risks within the global financial market. Policies and procedures covering key areas – including treasury, foreign exchange, credit, accounting, inter-company transactions and others – have been established and implemented throughout the Group to mitigate the associated risks. These policies also set out approval limits for significant transactions and guidelines to minimise cost of capital, adverse effects of fluctuations in foreign currencies and interest rates on income as well as to ensure that sufficient funds are available to meet financial obligations and operational needs.

Tasked to enhance the Group's financial risk management framework, the Finance Committee, a sub-committee of the ERM Committee, looks into the areas of financial system integrity, regulatory reporting, accounting, risk management and compliance systems, including internal and external audit issues. Chaired by the Group Chief Financial Officer, the committee comprises key finance personnel from the strategic business units and the corporate functions of treasury, tax, internal audit and risk management.

The Group's financial risk management is discussed in detail in Note 37 to the financial statements.

Project Management Risks

Given the project-centric nature of the Group's business, project management risks account for a significant proportion of its overall risks. The Group's ability to deliver projects safely, timely and within budget, while meeting quality standards, demonstrates the effectiveness of the risk mitigation measures throughout the project management process, from project tendering, contract negotiation, construction to delivery.

Project risk management addresses third-party risks such as contractors, suppliers or vendors who fail to fulfil their contractual obligations. This could in turn affect the Group's ability to meet its own contractual obligations to customers on a timely and cost-effective basis, subjecting it to risks of incurring liquidated damages. This is especially so if there are limited substitutes, in particular for specialised equipment. As a mitigation measure, the Group has in place processes like stringent selection criteria when working with third parties, combined with constant monitoring and assessment, allowing for warning signs to be flagged out early.

The year in review saw a significant milestone when Sembcorp Marine secured its first drillship order from Brazil, based on the Group's proprietary Jurong Espadon drillship design. This is also the first project secured by the new Brazilian shipyard, Estaleiro Jurong Aracruz. Since then, the Group went on to secure another six drillships of the same design. This will undoubtedly be a challenging undertaking, by a greenfield yard no less. The Group has an established track record of working in Brazil and the necessary plans have been put in place to address the project execution risks.

The Project Risk Management Committee, another sub-committee of the ERM Committee, is chaired by the President & CEO. This committee provides a platform for the strategic business units to report and discuss their project risk matters, including project schedule, costs, work variations, financial and contractual issues.

Health, Safety, Security and Environment Risks

Of paramount importance to the Group is to provide a safe and healthy work environment for its customers, employees, contractors and the community. This is championed by the Group Health, Safety, Security and

environment personnel from all the yards. This committee sets the direction and ensures the adoption of leading industry practices across the Group. Among other things, it also monitors closely the Group's safety performance and reports regularly to the management and the BRC.

To foster a strong safety culture, the Group has in place a performance appraisal system which includes safety as an integral part of management's key performance indicators. This demonstrates the importance of safety across the Group. The Workplace Safety and Security section of this annual report further illustrates the activities carried out in the year to mitigate risks in this area.

Human Resource Risks

The Group believes in the importance of having the right number of people with the requisite qualifications, skills and expertise to support its strategic business plans. In particular for the new yard in Brazil, the human resource plan has been activated to man up the operations in line with the progress of the projects. While actively recruiting and retaining talents to maintain and enhance its competitive edge, the Group also has in place comprehensive human resource policies and procedures for recruitment, compensation and staff development. These activities are driven by the Group Human Resource Committee which also addresses key risk areas including management succession, staff turnover, work-life balance as well as compensation and benefits. Measures have been put in place to address recent changes in the foreign worker quota and increased levies. The Group's human resource activities are discussed in detail in the Nurturing People section of this report.

Investment Risks

The Group seeks to grow its business through the acquisition of business entities or operating assets, the

activities, ranging from the identification of targets to the undertaking of due diligence exercises, are supported by a team of experienced managers and augmented by external professionals for specialised services. Business proposals are risk assessed and evaluated by senior management before the approval deliberations by the Board of Directors.

Ongoing investments – such as the New Yard Facility at Tuas View Extension in Singapore, Estaleiro Jurong Aracruz at Espirito Santo in Brazil, Sembmarine Kakinada in India, Sembmarine SLP in the United Kingdom and Ecospec Global Technology, a Singapore company – are continuously monitored and followed up against plans and budgets for smooth execution and implementation. The Group has also acquired a 34.5-hectare site for the second-phase development of the New Yard Facility.

Critical Assets Risks

Certain assets are critical to the Group's operations in Singapore and overseas. The Group Critical Assets Committee was formed as a sub-committee of the ERM Committee in 2011. The major categories of assets identified by the committee are power and utilities; material handling equipment; docks and quays; workshops, and launching facilities.

During the year, the committee formulated the Group Critical Assets Management Policy, developed risk profiles and risk mitigation measures for the five categories of assets and shared information and best practices on the operations and maintenance of these assets.

The strategic business units have established policies and procedures for managing their critical assets which cover infrastructure, facilities, machineries and equipment. The performance of such assets is tracked against pre-determined indicators like frequency of breakdown, downtime, maintenance and repair costs. Regular

Business Continuity Risks

Business continuity risks are threats with potentially disastrous impacts to the Group's ability to continue its business operations. To mitigate these risks, the Group has in place a Business Continuity Management (BCM) framework that complements its ERM framework. The BCM framework comprises the Group BCM Policy, a BCM steering committee chaired by the President & CEO, as well as response, escalation and reporting processes which will be activated in times of crises and emergencies. BCM initiatives are featured in the Group's annual ERM Workplan for 2012.

The Group BCM Policy, which is based on the Singapore Standard for BCM (SS540), sets out the methodology to guide the strategic business units in their reviews and updates of their business continuity strategies and plans. Four base disaster scenarios were identified for business continuity planning based on their likelihood and impact, namely: major fire and explosion, prolonged power outages, infectious disease outbreaks and major information technology disruptions or failures. These scenarios were included in the validation of the strategic business units' business continuity plans which started in 2011 and went on through 2012. Following the validation, areas for improvements were identified and carried out.

Fraud and Corruption Risks

The Group takes a zero tolerance stance against fraud and corruption. Acts of fraud committed by employees or parties that provide dishonest or unfair benefits to themselves or related parties to the detriment of the Group are strictly not tolerated. The perpetrators will face consequences, such as disciplinary warnings and termination of employment or other contractual relationships, and will be reported to the appropriate law enforcement or regulatory body.

Under the Group's ERM and Fraud Risk Management

addition, the ERM sub-committees and Group Internal Audit consider fraud risk, among others, in its review of controls.

Augmenting these frameworks and the Group-wide whistle-blowing structure, Group Risk Management and Group Internal Audit continue to conduct a series of in-house training sessions to educate staff on risk governance and internal controls. In 2012, over 300 employees attended these sessions.

Under the whistle-blowing policy, every reported case will be considered and investigated independently on the basis of its merits. During the year under review, there were two confirmed cases of corruption which were dealt with by the authorities, and the offenders are no longer under the employment of the Group.

Other Group-wide Risk-based Activities

In addition to these risk mitigation strategies, the Group has other risk management activities in place including Control Self Assessment and insurance programmes.

Control Self Assessment

The Group's Control Self Assessment (CSA) programme, which was established in 2008, provides a self-checking mechanism to assess if controls within the Group are well-designed and effectively implemented. Identified control lapses will give rise to corrective actions which are tracked and reported to management till completion.

The programme also seeks to raise awareness among staff on risks and controls, promote ownership and accountability through identifying control owners for respective processes, and support management's

All strategic business units in the Group have implemented the programme, with appointed CSA managers who work in tandem with Group Risk Management and Group Internal Audit. Updates on the programme are also reported at the BRC and ERM Committee meetings.

During the year, a series of workshops targeted at staff who would be embarking on the programme was conducted jointly by Group Risk Management, Group Internal Audit and current CSA practitioners at the strategic business units.

Insurance

The Group uses insurance as a means to transfer risks if practicable and where necessary if it is mandated by legislation like the Work Injury Compensation Act. Where possible, it is also used to protect against foreseeable events with catastrophic financial losses. The Group insures its risks based on an approach that seeks to balance the cost benefits with its risk appetite, risk management capabilities and self-insuring capacity.

To benefit from economies of scale, the Group procures its insurance on an aggregate basis, whenever possible, pooling the needs of its strategic business units to obtain optimal coverage at competitive prices. This is achieved through working closely with insurance brokers who are familiar with its business and operations.

During the year, external consultants were engaged to perform a review of the Group's insurance policies against best practices and a valuation of specified buildings, civil works, plant and equipment to ensure that the insurance coverage is appropriate and adequate. The findings were considered and factored into the insurance plans for 2013 and beyond.

2- Quality of Annual Report

Best Practices

D.2.2

Corporate objectives



CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**DHG Pharmaceutical Joint Stock Company – Vietnam
2012 Annual Report – page 33**

**Keppel Corporation Limited – Singapore
2012 Annual Report – page 16**

2- Quality of Annual Report

Best Practice - DHG

OBJECTIVES IN 2013

Change the organization structure, change the orientation of business strategy to widen cooperation, promote efficiency of concentric diversification, maximize competitive advantages, speed up development, seek potential business partner to study and develop alongside pharmaceutical groups in the world in general, Asia pharmaceutical groups in particular.



2- Quality of Annual Report

Best Practice - KEPPEL



Keppel Corporation

Offshore & Marine

Infrastructure

Property

STRATEGIC DIRECTIONS

Fortifying Core Competencies

- Ensure continued focus on execution excellence to produce top quality products and solutions for customers.
- Sharpen competitive edge by investing in Research and Development (R&D) and technology innovation for long-term growth.
- Maximise talent development and knowledge sharing to enhance productivity.

Expanding Global Footprint

- Build on the Group's strong global network for new business opportunities.
- Leverage the Keppel brand to enhance presence in existing markets and enter new ones.

FOCUS FOR 2013/2014

- Deliver on excellent execution, enhance productivity and manage costs.
- Continue R&D efforts to fortify market leadership in selected segments.
- Explore opportunities in new markets and adjacent businesses.

FOCUS FOR 2013/2014

- Keppel Energy to grow its share of Singapore's power market and further enhance its integrated platform in gas and utilities businesses.
- KIE to complete construction of remaining projects in Qatar and the UK, as well as enhance operations and maintenance capabilities.

FOCUS FOR 2013/2014

- Focus on core markets of Singapore and China, as well as growth markets of Vietnam and Indonesia
- Scale up in high-growth cities to develop competitive advantage.
- Expand commercial portfolio overseas.
- Increase fee income from

2- Quality of Annual Report

Best Practice

D.2.3	Financial performance indicators
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CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**Hoa Phat Group JSC (HAG)
2012 Annual Report – page 6**

HOA PHAT GROUP - FINANCIAL HIGHLIGHTS

Content (Unit: VND)	2010	2011	2012
Total assets	14,903,658,232,099	17,524,683,026,074	19,015,763,461,546
Short and long term debts	5,566,493,637,903	6,424,215,216,403	6,305,957,434,476
Owner's equity	6,398,095,940,359	7,413,804,561,023	8,085,135,114,809
Financial ratios			
Gross profit margin	17.23%	16.09%	14.77%
EBITDA margin	16.58%	15.59%	13.28%
EBIT margin	14.07%	12.55%	9.74%
Net profit margin	9.65%	7.26%	6.12%
Net Revenue growth rate	75.63%	25.13%	-5.74%
Net Profit growth rate	8.31%	-5.77%	-20.54%
Quick ratio (times)	0.52	0.45	0.43
Debts/ equity	87.00%	86.65%	77.99%
ROE	22%	17.5%	12.7%
ROA	92%	7.4%	5.4%
EPS	4,115	3,573	2,386

2- Quality of Annual Report

Best Practice

D.2.4	Non-financial performance indicators
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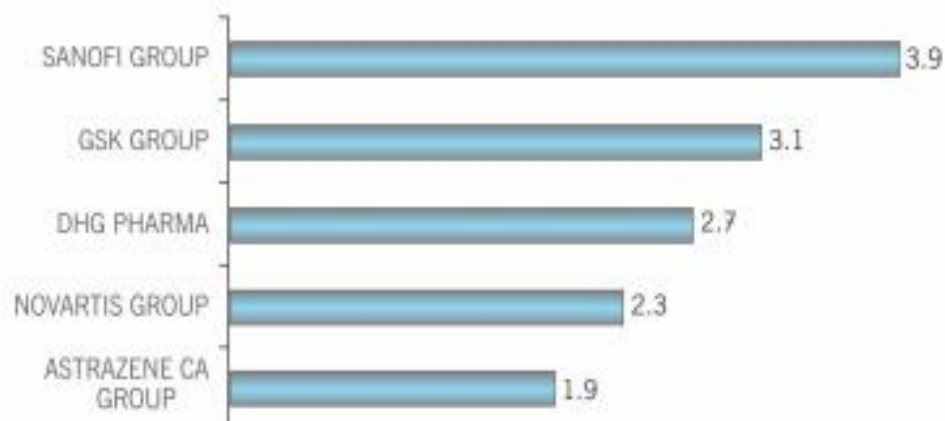
**DHG Pharmaceutical Joint Stock Company (DHG)
2012 Annual Report – page 18**

Market share:

According to the statement made in 2012 by the Drug Administration of Vietnam, the total estimated costs of medicines used in 2012 was USD 2.6 billion, up 9.1% compared to 2011 (USD 2.38 billion). In particular, the value of domestically produced drugs is estimated at USD 1.2 billion, an increase of 5.26% of 2011, accounting for 46.15% of the total value of used drugs (the figure of 47.82% is 2011). Per capita drug costs in 2012 estimated USD 29.5/person/year (2011: USD 27/person/year).

In 2012, the net sales from DHG's self-produced pharmaceutical products reached VND 2,691 billion. Conversion rate by USD at 31/12/2012 was 20,855, DHG's market share compared with domestically produced drugs market accounted for 10.8% and with the total value of used drugs accounted for 5%.

According to the IMS report of 2008-2011, DHG is the only enterprise in the country in top 5 of market share among leading enterprises in Vietnam pharmaceutical market along with other foreign enterprises. According to the IMS report on Vietnam pharmaceutical market of the fourth quarter of 2012, DHG continues ranking the third position after two large groups (Sanofi Group and GlaxoSmithKline Group).



2- Quality of Annual Report

Best Practice

D.2.5 Dividend policy



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**INDOSAT - Indonesia
2012 Annual Report – page 77**

2.1. Dividend Policy

Our shareholders determine dividend payouts at the Annual General Meeting of Shareholders pursuant to recommendations from our Board of Directors. At our 2010, 2011 and 2012 Annual General Meetings of Shareholders, our shareholders declared final cash dividends amounting to **50.0%** of our net income for each of the years ended December 31, 2009, 2010 and 2011, respectively.

We intend to continue to recommend paying dividends in such amounts to allow us to meet sound financial governance and investor expectations.

2- Quality of Annual Report

Best Practice

D.2.6	Details of whistle-blowing policy
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CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**IRPC PUBLIC COMPANY LIMITED – Thailand
2012 Annual Report – page 41**

2- Quality of Annual Report

Best Practice

Whistleblowing and complaint-making

IRPC has instituted channels for whistleblowing or complaint-making for stakeholders who are or may be affected by damage caused by IRPC's operation, and for reporting IRPC employees who are involved in unlawful or dishonest acts, corruption, fraud, unequitable treatment, and careless acts by directly submitting the case via mail to:

Chairman of the Audit Committee, or
Head of the Office of Corporate Internal Audit
IRPC Public Company Limited
6th Floor, Energy Complex, Building B
555/2 Vibhavadi Rangsit Road, Chatuchak,
Chatuchak, Bangkok 10900
Telephone : +66(0) 2649 7000
Facsimile : +66(0) 2649 7982

Stakeholders can also contact the Chairman of the Audit Committee at the 'Contact Chairman of Audit Committee' link by logging on to www.irpc.co.th.

When IRPC has received the matter, the Office of Corporate Internal Audit will register the complaint, consider its content, and verify facts. If irregularity is involved, a Complaint Inspection Committee (the "Inspection Committee") will be set up with representatives of related agencies as members.

If the inspection indicates no ground to pursue it further, the Inspection Committee will close the case. If the inspection indicates valid ground, however, the committee will proceed according to the discipline or the law, depending on the case. Then the committee will summarize, report and seek approval from the President to take disciplinary or legal action, compensation for the affected persons, or rehabilitation of the situation, depending on the case. When the President approves it, the committee will notify the reporting persons and notify related agencies to provide compensation to the affected persons and restore the situation to its former state. The Office of Corporate Internal Audit will make a summary and report it to the Audit Committee, the President, and related executives. Through the entire process, the Company does not reveal name of the person reporting the case to prevent any conflict or problem that may harm the person reporting whistleblow or complaint.

2- Quality of Annual Report

Best Practice

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



CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**Fraser and Neave Ltd – Singapore
2012 Annual Report – page 12-17**



Mr Lee Hsien Yang 55

Chairman

Non-executive and non-independent Director

Date of first appointment as a director	: 06 Sep 2007
Date of last re-election as a director	: 27 Jan 2011
Length of service as a director (as at 30 Sep 2012)	: 5 years 01 month

Board committee(s) served on:

- Board Executive Committee (Chairman)
- Food & Beverage Board Committee (Chairman)

Academic & Professional Qualification(s):

- Bachelor of Arts (Double First), Cambridge University, UK
- Master of Science Management, Stanford University, USA

Present Directorships (as at 30 Sep 2012)

Listed companies

- Australia and New Zealand Banking Group Ltd
- Singapore Exchange Limited

Others

- Asia Pacific Investment Pte Ltd (Chairman)
- Civil Aviation Authority of Singapore (Chairman)
- Frasers Centrepoint Limited (Chairman)
- Governing Board of Lee Kuan Yew School of Public Policy
- Kwa Geok Choo Pte Ltd
- The Islamic Bank of Asia Limited (Chairman)

Major Appointments (other than Directorships)

Nil

Past Directorships in listed companies held over the preceding three years (from 01 Oct 2009 to 30 Sep 2012)

Nil

Others

- Previously Chief Executive Officer of Singapore Telecommunications Limited
- President's Scholar
- SAF Scholar



2- Quality of Annual Report

Best Practice

D.2.8

Training and/or continuing education programme attended by each director/commissioner



CHECK ONLY ANNUAL REPORT TO GET INFORMATION

**CIMB THAI BANK PUBLIC COMPANY LIMITED –
Thailand
2012 Annual Report – page 99-103**

Name of Director, Management / Position	Age (years)	Education	share holding (%)	Period	Position	Company / Organization
2. Dato' Robert Cheim Dau Meng Vice Chairman Member and Alternate Chairman of Nomination and Remuneration Committee	61	<ul style="list-style-type: none"> - Fellow of the Institute of Chartered Accountants in England and Wales - Member of the Malaysian Institute of Accountants 	(0.00)	<ul style="list-style-type: none"> 6 Nov 2012 - Present 2006 - Present 2006 - Present 2005 - Present 2005 - Present 1999 - 2006 1993 - 1999 	<ul style="list-style-type: none"> Director Non-Executive Director Adviser Director Chairman Executive Director Chief Executive Officer 	<ul style="list-style-type: none"> Yu Cai Foundation CIMB Group Holdings Bhd CIMB Investment Bank Berhad CIMB Securities International Pte Ltd. Tanjong PLC. CIMB Investment Bank Berhad CIMB Investment Bank Berhad
		<p>Training</p> <ul style="list-style-type: none"> - CIMB Private Banking: Quarter 1 Outlook Roadshow (9 April 2012) - Seminar on Effective Dispute Resolution for Corporate Malaysia (25 April 2012) - Oliver Wyman: Training on Pillar 2 / ICAAP under Basel II for Senior Management: Part 1 (7 May 2012) - 2nd CIMB ASEAN Conference (14 June 2012) - CIMB-Boardroom: Corporate Governance Today and the Directions Moving Forward (14 June 2012) - MINDA Talk: Innovation for Growth (23 August 2012) - Board Training: Anti-Money Laundering Act: Financial Crime Risk-CIMB Perspective (10 September 2012) - Briefing on the ICAEW South East Asia Economic Insight (4 December 2012) 				

2- Quality of Annual Report

Best Practices

D.2.9	Number of board of directors/commissioners meetings held during the year
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D.2.10	Attendance details of each director/commissioner in respect of meetings held
--------	--

 **CHECK ONLY ANNUAL REPORT TO GET INFORMATION**

**Kinh Do Corporation (KDC)
2012 Annual Report - page 42**

**Fraser and Neave Ltd – Singapore
2012 Annual Report – page 79-80**

Best Practice- Kinh Do Corp.

BOARD OF DIRECTORS ACTIVITIES

No	Member	Position	Meeting Attended	%	Note
1	Tran Kim Thanh	Chairman	6/6	100%	
2	Tran Le Nguyen	Vice Chairman	6/6	100%	
3	Wang Ching Hua	Member	6/6	100%	
4	Vuong Buu Linh	Member	6/6	100%	
5	Co Gia Tho	Member	6/6	100%	
6	Vuong Ngoc Xiem	Member	6/6	100%	
7	Tran Quoc Nguyen	Member	6/6	100%	
8	Nguyen Van Thuan	Member	6/6	100%	
9	Ma Thanh Danh	Member	6/6	100%	
10	Le Cao Thuan	Head of Supervisory Board	6/6	100%	
11	Vo Long Nguyen	Member of Supervisory Board	6/6	100%	
12	Luong My Duyen	Member of Supervisory Board	6/6	100%	

Best Practice - Fraser and Neave Ltd

Meetings of the Board and Board Committees

The Board and its various Board Committees meet regularly, and as necessitated by business requirements or if the members of the Board deem it appropriate to do so. For the financial year ended 30 September 2012, the Board met 18 times, including an annual offsite strategic review meeting in Hong Kong March 2012 in conjunction with one of the Board meetings.

This annual off-site Board strategic review meeting is a platform for Directors and Management to discuss and review the Group's strategies and plans. This presents an invaluable platform for the Board to familiarise itself and interact with key members of the Management team. Site visits and meetings with business partners, where appropriate, may also be included as part of the ongoing process for Directors to have an intimate understanding of the F&N Group's key business operations.

The Directors are also given direct access to the Management team of the Group's three business divisions through presentations at Board and Board Committee meetings. The Company's Articles of Association provide for Board members who are unable to attend physical meetings to participate through telephone conference, videoconference or any other forms of electronic or instantaneous communication facilities.

Best Practice - Fraser and Neave Ltd

Board Matters (cont'd)

Meetings of the Board and Board Committees (cont'd)

The number of Board meetings and Board Committee meetings held in the financial year ended 30 September 2012 and the attendance of Directors at these meetings are as follows:

	Board	Board EXCO	Audit Committee	Risk Management Committee	Remuneration & Staff Establishment Committee	Nominating Committee	F&B Committee
Meetings held for the financial year ended 30 September 2012	18	5	5	2	3	-(4)	1
Mr Lee Hsien Yang	18/18	5/5	-	-	-	-	1/1
Mr Timothy Chia Chee Ming	18/18	-	5/5	-	3/3	-	-
Ms Maria Mercedes Corrales ⁽¹⁾	18/18	-	-	-	-	-	1/1
Mr Ho Tian Yee	16/18	3/5	-	-	3/3	-	-
Mr Hirotake Kobayashi ⁽¹⁾	14/18	-	-	-	-	-	1/1
Mr Koh Beng Seng	17/18	-	5/5	-	-	-	-
Dr Seek Ngee Huat ⁽²⁾	17/18	-	-	2/2	-	-	-
Mr Soon Tit Koon ^{(2) (3)}	12/12	4/4	-	1/1	2/2	-	1/1
Mr Tan Chong Meng ⁽²⁾	15/18	-	3/4	2/2	-	-	-
Mr Nicky Tan Ng Kuang	16/18	5/5	3/5	-	-	-	1/1

Notes:

- (1) Ms Maria Mercedes Corrales and Mr Hirotake Kobayashi were appointed as members of the F&B Committee on 11 May 2012.
- (2) Dr Seek Ngee Huat, Mr Soon Tit Koon and Mr Tan Chong Meng were appointed as members of the RMC on 11 May 2012. Mr Tan, who relinquished his membership of the Audit Committee, was appointed Chairman of the RMC.
- (3) Mr Soon Tit Koon resigned from the Board and from the Board EXCO, F&B Committee, RMC and Remuneration & Staff Establishment Committee on 14 August 2012.
- (4) Matters during the year requiring the Nominating Committee's approval were either dealt with via circular resolutions or discussions at Board meetings.

2- Quality of Annual Report

Best Practices

D.2.11	Details of remuneration of each member of the board of directors/commissioners
--------	--



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**PVFC Co. (DPM) Vietnam
2012 Annual Report - Page 86-87**

**Fraser and Neave Ltd – Singapore
2012 Annual Report – page 87**

Best Practice - PVFC Co.

Detailed description of salary, compensation, and bonus in 2012

No.	Full name	Position	Salary + Bonus (VND million)	Bonus and welfare from Fund (VND million)	Total (VND million)
I. BOD					
1	Bui Minh Tien	Chairman	698	474	1,172
2	Cao Hoai Duong	Member cum President & CEO	692	470	1,162
3	Nguyen Thi Hien	Vice Chairwoman	635	401	1,036
4	Nguyen Duc Hoa	BOD Member	611	354	965
5	Bui Quang Hung	BOD Member	611	354	965
II. BOM					
6	Le Van Quoc Viet	Vice President	611	354	965
7	Tu Cuong	Vice President	623	354	977
8	Chu Thi Hien	Vice President	611	354	965
9	Nguyen Van Tong	Vice President	611	354	965
10	Nguyen Hong Vinh	Vice President	611	354	965
11	Hoang Viet Dung	Vice President	611	354	965
12	Huynh Kim Nhan	Chief Accountant	592	315	907

Best Practice - Fraser and Neave Ltd

Remuneration of Directors and Top Five Key Executives

Information on the remuneration of Directors of the Company and key executives of the Group is set out below.

Directors of the Company	Remuneration \$	Fee %	Salary %	Bonus %	Allowances & Benefits %	Long Term Incentive %	Total %
Mr Lee Hsien Yang	1,588,200 ⁽²⁾	100	0	0	0	0	100
Mr Timothy Chia Chee Ming	174,000	100	0	0	0	0	100
Ms Maria Mercedes Corrales	104,743 ⁽³⁾	100	0	0	0	0	100
Mr Ho Tian Yee	218,550 ⁽⁴⁾	100	0	0	0	0	100
Mr Hirotake Kobayashi	92,923	100	0	0	0	0	100
Mr Koh Beng Seng	152,000	100	0	0	0	0	100
Dr Seek Ngee Huat	99,847	100	0	0	0	0	100
Mr Soon Tit Koon ⁽¹⁾	128,605	100	0	0	0	0	100
Mr Tan Chong Meng	166,836 ⁽⁵⁾	100	0	0	0	0	100
Mr Nicky Tan Ng Kuang	170,500	100	0	0	0	0	100

Notes:

- (1) Mr Soon Tit Koon resigned from the Board on 14 August 2012.
 (2) Includes payment of (i) \$79,200 in lieu of company car entitlement and (ii) \$150,000 being director's fees from FCL.
 (3) Includes payment of \$7,820 being director's fees from Times Publishing Limited ("TPL").
 (4) Includes payment of \$53,550 being director's fees from TPL.
 (5) Includes payment of \$42,820 being director's fees from TPL.

Key Executives of the F&N Group	Remuneration \$	Fee %	Salary %	Bonus %	Allowances & Benefits %	Long Term Incentive %	Total %
Lim Ee Seng	3,325,493	0	35	31	4	30	100
Roland Pirmez	2,877,965	0	41	37	4	18	100
Pascal De Petrini	2,781,402	0	41	26	33	0	100
Anthony Cheong Fook Seng	1,626,573	0	39	41	4	16	100
Dato' Ng Jui Sia	1,290,106	0	45	18	7	30	100

2- Quality of Annual Report

Question

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?

2- Quality of Annual Report

Best Practice – D.2.12

**Keppel Land Ltd – Singapore
2012 Annual Report – page 96**

The Company's Directors and Management firmly believe that full commitment to high standards of corporate governance is essential to ensure the sustainability of the Company's businesses and performance as well as to safeguard shareholders' interests and maximise long-term shareholder value. They are pleased to confirm that the Company has adhered to the principles and guidelines of Singapore's Code of Corporate Governance 2005 (the "Code"). The revised Code of Corporate Governance issued by the Monetary Authority of Singapore on 2 May 2012 ("revised Code") will only apply to the Company for the financial years commencing from 1 January 2013. However, the Company is already in compliance with most of the guidelines in the revised Code and is working to adopt the other changes, where appropriate.

These standards include having clear

transparency, and helps it to be forward-looking with fresh ideas, and to be more decisive in the execution of strategies and initiatives.

The Company has received many awards for achieving high standards in corporate governance and transparency. Information on these awards is set out on pages 29 to 31.

As part of the continuous effort to improve the Company's corporate governance practices, the following changes took place in 2012:

- The Board has agreed to set up a Board Committee which will have direct oversight over consideration of sustainability issues such as environmental, social and governance factors as part of its strategic formulation and execution of the Company's objectives.
- As part of the Board renewal process, Mr I oh Chin Hua was

20 April 2012, and Mr Teo Soon Hoe stepped down as a non-independent and non-executive Director with effect from 1 July 2012. In addition, Mr Kevin Wong Kingcheung resigned as the Group Chief Executive Officer ("Group CEO") and an executive Director with his last day of service on 31 December 2012 and Mr Ang Wee Gee was appointed as the Chief Executive Officer ("CEO") and an executive Director with effect from 1 January 2013.

As required by the Listing Manual of the Singapore Stock Exchange Securities Trading Limited ("SGX-ST"), the sections which follow describe how the Company has effectively applied the principles and guidelines of the Code.

THE BOARD'S CONDUCT OF AFFAIRS

Principle 1:

Effective Board to Lead and Control the Company

3- Disclosure of related party transactions

(RPT)

Question - D.3.1

D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?
-------	---

**ASTRO MALAYSIA HOLDINGS BHD- Malaysia
Audit Committee Charter – Art 4.3**

**SIAM COMMERCIAL BANK– Thailand
2012 Annual Report – page 58**

3- Disclosure of related party transactions

(RPT)

Best Practice - ASTRO

- 4.3 Review Related Party Transactions: Review any related party transaction entered into by the Group to ensure:
 - 4.3.1 that the transactions have been conducted on the Group's normal commercial terms at an arm's length basis, on terms which are not more favourable to the related party than those generally available to the public;
 - 4.3.2 that the internal control procedures relating to such transactions are sufficient and have been complied with; and
 - 4.3.3 compliance with the Listing Requirements and Practice Notes of Bursa Securities that are in force from time to time..
-

3- Disclosure of related party transactions (RPT)

Best Practice – Siam Commercial Bank

2) Connected and Conflict-of-Interest Transactions

The members of the Board and executives recognize, and are well aware of, the Bank's policy and guidelines regarding the approval process and engagement in any connected or conflict-of-interest transaction as follows:

- To strictly follow the regulations and notifications of the Stock Exchange of Thailand, the Securities and Exchange Commission and the Capital Market Supervisory Board whereby directors and executives are prohibited from participating in consideration of any matter in which they might have a beneficial interest, and the company secretary takes notes of their related interests in the minutes of the meeting.
- To set a policy for price quotation and other conditions for related-party transactions to ensure that such pricing and conditions are in line with those of other regular business.

• To set forth that the Board (excluding interested members) has a duty to consider and grant approval on any provision of credit facilities or investment the interest or benefit of which relates to the Bank, any director, or person with management authority (as defined in the Financial Institutions Business Act, A.D. 2008).

- To prescribe the regulations regarding appropriate securities trading by employees who are senior executives and/or persons in the units where access to inside information might be misused for their own benefit or the benefit of any other person. Such regulations must also cover any persons related to such executives.

Detailed information regarding transactions between the Bank and related persons is shown on page 74 of this Annual Report.

3- Disclosure of related party transactions (RPT)

Questions – D.3.2 & D.3.3

D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?
D.3.3	Does the company disclose the nature and value for each material/significant RPT?

**Refrigeration Electrical Engineering Corporation (REE)
2012 Annual Report – page 145-146**

**IRPC PUBLIC COMPANY LIMITED - Thailand
2012 Annual Report – page 72-74**

Best Practice - REE

B09-DN/HN

Notes to the Consolidated Financial Statements

as at and for the year ended 31 December 2012 (continued)

26. Transactions With Related Parties (continued)

Amount due to and due from related parties at the balance sheet date as follows:

VND

Related parties	Relationship	Transactions	Receivable (payable)
<i>Advances to suppliers</i>			
Doan Nhat Mechanical Electrical Joint Stock Company	Associate	Advance for sub-contractor service	6,466,868,895
Quality Mechanical Electrical Joint Stock Company	Associate	Advance for sub-contractor service	4,321,081,617
Hop Nhat Mechanical Electrical Joint Stock Company	Associate	Advance for sub-contractor service	1,507,626,273
Total			12,295,576,785
<i>Other receivable</i>			
Sai Gon Real Estate JSC	Associate	Lending	9,225,474,000

Best Practice - IRPC Public Co., Ltd.

Connected Transactions

Details about the connected transactions between IRPC and its subsidiaries with connected parties that occurred in 2011 and 2012 appear below:

Unit: Baht Million

Connected Party / Relationship	Transaction	2011	2012	Nature and Condition
PTT Plc (PTT) - IRPC's major shareholder with 38.51% - Two common directors: Mr. Paillin Chuchottaworn Mr. Watcharakiti Watcharothai - PTT management on IRPC Board: Mr. Paillin Chuchottaworn Mr. Wichai Pornkeratiwat Mr. Atikom Terbsiri	- Sale of goods - Purchase of goods - Account receivable - Account payable - Administrative expenses - Other revenue/ expenses - Other receivable - Other payable	18,602 177,877 860 14,114 53 (539) 115 595	21,594 196,814 1,585 12,372 59 151 56 108	IRPC sold petroleum products to PTT at market prices IRPC bought crude oil and petroleum products from PTT at market prices IRPC paid personnel expenses and other administrative expenses to PTT Gain (loss) from crack spread hedging contracts of crude oil and petroleum products
Thai Oil Plc (TOP) 49.1% of shares held by PTT	- Sale of goods - Purchase of goods - Other revenue	2,051 2,377 3	1,337 - 2	IRPC sold mixed crude to TOP at market prices IRPC bought diesel from TOP at market prices
Thai Lube Base Plc (TLB) 99.99% of shares held by TOP	- Sale of goods - Purchase of goods - Account receivable - Account payable	1,362 136 2 15	1,967 25 60 -	IRPC sold asphalt and slack wax to TLB at market prices IRPC bought lube base oil from TLB at market prices
Thai Paraxylene Co., Ltd. (TPX) 99.99% of shares held by TOP	- Sale of goods - Purchase of goods	1,151 705	333 1,349	IRPC sold mixed xylenes to TPX at market prices IRPC bought benzene from TPX at market prices

4- Directors and commissioners dealings in shares of the company

Question

D.4.1

Does the company disclose trading in the company's shares by insiders?

THUDUC HOUSE

2012 Annual Report – Page 87

Best practice – D.4.1

SHARE TRANSACTION OF INTERNAL SHAREHOLDERS, LEADING SHAREHOLDERS AND RELATED INDIVIDUALS

(AS OF 22 FEBRUARY 2013)

No.	TRANSACTORS	RELATIONSHIP WITH INTERNAL SHAREHOLDERS / LEADING SHAREHOLDERS	NUMBER OF SHARES OWNED AS AT 1 ST JANUARY 2012	NUMBER OF SHARES OWNED AS AT 31 ST DECEMBER 2012	REASON FOR THE INCREASE OR DECREASE (BUYING, SELLING, TRANSFERRING, REWARDING)
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Percentage (%)	Number of Shares	Number of Shares	Percentage (%)
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I. INTERNAL SHAREHOLDERS AND RELATED INDIVIDUALS

1	Mr. Le Chi Hieu	Chairman	575,932	1,52%	706,739	1.86%	converted bond
2	Mr. Tran Quang Nghi	Vice chairman	2,007,720	5,30%	1,347,720	3.54%	Selling
3	Mrs. Pham Thi Xuan Lan	Chairman's wife	353,407	0,94%	341,607	0.90%	Selling
4	Phong Phu Corporation	Mr. Tran Quang Nghi is Chairman of BOM of Phong Phu Corporation	85,590	0,23%	35,590	0.09%	Selling

II. LEADING SHAREHOLDERS

1	Deutsche Bank	Leading shareholder	3,350,075	8,89%	1,897,495	4.98%	Selling
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5- External auditor and Auditor Report

Questions

D.5.1	Are audit fees disclosed?
D.5.2	Are the non-audit fees disclosed?
D.5.3	Does the non-audit fees exceed the audit fees?

**The Siam Commercial Bank -Thailand
2012 Annual Report - Page 73**

5- External auditor and Auditor Report

Best practice

AUDIT FEES

Audit Fees

The Bank and its subsidiaries incurred audit fees of **Baht 25.9 million** payable to the auditors for the 2012 fiscal year.

Non-Audit Fees

The Bank and its subsidiaries paid fees for services other than statutory audits as follows:

1. Special audit in accordance with a notification by the Bank of Thailand.
2. Examination of foreign exchange booths.
3. Information technology review covering electronic money transfer system.
4. Comfort letter in connection with bond issuance.
5. Special audit in accordance with a notification by the Office of the Insurance Commission.
6. Audit of the Risk-Based Capital Reports.
7. Examination of banking returns of the branch as required by the regulator.
8. Tax services.

Non-audit fees amounted to **Baht 12.5 million** for the 2012 fiscal year, of which Baht 5.5 million was paid in 2012, and Baht 7 million is due subsequently.

6 - Medium of communications

Questions

D.6.1 Quarterly reporting

D.6.2 Company website

D.6.3 Analyst's briefing

D.6.4 Media briefings /press conferences

6 - Medium of communications

Best practices

D.6.1	Quarterly reporting
-------	---------------------

D.6.2	Company website
-------	-----------------

**WBL CORPORATION LIMITED – Singapore
Company Website**

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Title	Date	File Type/Size	Download
Financials			
Fourth Quarter Financial Statement for the period ended 30 Sept 2013			
Financial Statement	14 Nov 2013	100 KB	<input type="checkbox"/>
Third Quarter Financial Statement and Dividend Announcement for the period ended 30 June 2013			
Financial Statement	14 Aug 2013	99 KB	<input type="checkbox"/>
Second Quarter Financial Statement and Dividend Announcement for the period ended 31 March 2013			
Financial Statement	31 Mar 2013	161 KB	<input type="checkbox"/>
First Quarter Results Financial Statement And Related Announcement			
Financial Statement	11 Mar 2013	132 KB	<input type="checkbox"/>
Full Year Financial Statement And Dividend Announcement for the period ended 30 September 2012			
Financial Statement	30 Sep 2012	177 KB	<input type="checkbox"/>
Press Release	30 Sep 2012	55 KB	<input type="checkbox"/>
Third Quarter Financial Statement and Dividend Announcement for the period ended 30 June 2012			
Financial Statement	30 Jun 2012	626 KB	<input type="checkbox"/>
Second Quarter Financial Statement and Dividend Announcement for the period ended 31 March 2012			
Financial Statement	31 Mar 2012	189 KB	<input type="checkbox"/>
Financial Statement	31 Mar 2012	55 KB	<input type="checkbox"/>

6 - Medium of communications

Best practices

D.6.3	Analyst's briefing
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D.6.4	Media briefings/press conferences
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**Yoma Strategic Holdings Limited – Singapore
2012 Annual Report (p.38) / Company
Website**

COMMUNICATIONS WITH SHAREHOLDERS

Principle 14 – Regular, Effective and Fair Communication with Shareholders

Principle 15 – Greater Shareholder Participation

The Company has in place a communication framework that disseminates timely and complete financial data, price-sensitive information and material developments to shareholders. Quarterly releases of financial results and all other information including presentation materials are first announced on the website of the SGX-ST via SGXNET and then posted on the Company's website at <http://www.yomastrategic.com>. The Company's latest financial results and annual reports are available on the website. There is also a specific "Investor Relations" link and the investor relations contact provided on the Company's website. The Company also issues press releases after the release of significant developments and regularly conducts briefings for the media and analysts together, with key Management being present. Presentation materials for such briefings are made available on SGXNET and on the Company's website.



AGM Presentation Slides



PDF



Results Briefing for FY 31 March 2013



PDF



Investor Presentation Slides



EGM Presentation Slides

7 - Timely filing/release of annual/ financial reports

Questions

D.7.1	Is 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?
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?

7 - Timely filing/release of annual/ financial reports

Best practice – D.7.1

D.7.1	Is the audited annual financial report / statement released within 120 days from the financial year end?
-------	--

**Dry Cell & Storage Battery Joint Stock Company
(PAC)
Company Website**



PINACO

Oustanding Energy Supply

ISO 9001 - ISO/TS 16949 - ISO 14001 - ISO/IEC 17025

Pinaco > Investors > Financial Information

> Investors

- Shareholder announcement
- Annual Report
- **Financial Information**

Financial Information



Consolidated Interim Financial Statement for the six-month period ended 30 june 2014 (20/08/14)



Download Download: 486



[2013] - Separate Financial Report 2013 (Audited) (20/03/14)



Download Download: 899



[2013] - Consolidated Financial Report 2013 (Audited) (20/03/14)



Download Download: 970



[2012] - Mid-Year Consolidated Financial Report 2012 (Audited) (23/08/12)



Download Download: 2352

7 - Timely filing/release of annual/ financial reports

Best practice – D.7.2

D.7.2	Is the annual report released within 120 days from the financial year end?
-------	--

HAGL GROUP (HAG)
Company Website



▶ [Announcements](#)

▶ [Financial reports](#)

▶ [Shareholders' meeting](#)

▶ [Charter](#)

▶ [Prospectus](#)

▶ **[Annual reports](#)**

▶ [Resolution of the Board of Directors](#)

Annual reports

[Annual Report 2014](#)

16/04/2015 07:37

Hoang Anh Gia Lai Joint Stock Company publicly announces its 2014 Annual Report as follows:

[Annual Report 2012](#)

16/04/2013 11:43

Hoang Anh Gia Lai Joint Stock Company publicly announces its 2012 Annual Report as follows:

[Annual Report 2010](#)

26/04/2011 11:32

Hoang Anh Gia Lai Joint Stock Company publicly announces

[Annual Report 2013](#)

15/04/2014 14:41

Hoang Anh Gia Lai Joint Stock Company publicly announces its 2013 Annual Report as follows:

[Annual Report 2011](#)

20/04/2012 13:22

Hoang Anh Gia Lai Joint Stock Company publicly announces its 2011 Annual Report as follows:

[Annual Reports 2009](#)

13/12/2010 11:33

7 - Timely filing/release of annual/ financial reports

Best practice – D.7.3

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?
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**Viet Nam Dairy Products JSC (VNM)
2013 Annual Report – Page 140**

STATEMENT OF THE BOARD OF DIRECTORS

STATEMENT OF THE RESPONSIBILITY OF THE BOARD OF DIRECTORS IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors is responsible for the consolidated financial statements of Vietnam Dairy Products Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as "the Group") which give a true and fair view of the consolidated financial position of the Group as at 31 December 2013 and of the consolidated results of operations and cash flows for the year then ended. In preparing these consolidated financial statements, the Board of Directors is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Board of Directors is responsible for ensuring that proper accounting records are maintained, which disclose, with reasonable accuracy at any time, the consolidated financial position of the Group and which enable these consolidated financial statements to be prepared which complies with Vietnamese Accounting Standards, the Vietnamese Accounting System and the relevant statutory requirements applicable to financial statements. The Board of Directors is also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

We hereby approve the accompanying consolidated financial statements set out on pages 5 to 58 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2013, and of the consolidated results of operations and cash flows for the year ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and the relevant statutory requirements applicable to financial statements.

On behalf of the Board of Directors



Mai Kieu Lien

Chief Executive Officer

Ho Chi Minh City, 28 February 2014

8 - Company website

Questions

D.8.1	Business operations
D.8.2	Financial statements/reports (current and prior years)
D.8.3	Materials provided in briefings to analysts and media
D.8.4	Shareholding structure
D.8.5	Group corporate structure
D.8.6	Downloadable annual report
D.8.7	Notice of AGM and/or EGM
D.8.8	Minutes of AGM and/or EGM
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)

8 - Company website

Best practice

D.8.1	Business operations
-------	---------------------

**INDOSAT – Indonesia
Company website**



Business > Products & Services > Mobile

Mobile

Convergence

Machine to Machine

IT Services

Connectivity

Satellite

Mobile

Mobile Paket Bundling Paket Add-On

BUNDLING + PROTEKSI bagi pelanggan bisnis

- + 100% Jaminan proteksi
- + Kuota internet 2 GB
- + 24 jam telepon unlimited antar karyawan
- + 24 jam telepon ke sesama Indosat
- + 150 menit telepon ke operator lain
- + 1.200 SMS ke semua operator

SAMSUNG
Galaxy S6



Rp **619.000**
selama 24 bulan

SAMSUNG
Galaxy S6 edge



Rp **739.000**
selama 24 bulan

+
GRATIS
WIRELESS
CHARGER





Mobile

Convergence

Machine to Machine

IT Services

Connectivity

Satellite

Convergence



UNIFIED COMMUNICATION

Always connected almost anytime, anywhere, and any device

[Info Lengkap](#)



WIRELESS VPN

Secured mobile access to your intranet

[Info Lengkap](#)

8 - Company website

Best practice

D.8.2	Financial statements/reports (current and prior years)
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**INDOSAT – Indonesia
Company website**



Financial Reports

Annual Reports


Corporate Presentation

Financial Highlight

Investor Memo

Financial Statements

2014

Financial Statements 1Q-2014 Financial Statements 2Q-2014 Financial Statements 3Q-2014 Financial Statements Full Year 2014 

2013

Financial Statements 1Q-2013 Financial Statements 2Q-2013 Financial Statements 3Q-2013 Financial Statements Full Year 2013 

2012

Financial Statements 1Q-2012 Financial Statements 2Q-2012 

8 - Company website

Best practice

D.8.3	Materials provided in briefings to analysts and media
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**INDOSAT – Indonesia
Company website**

[Financial Reports](#)[Annual Reports](#)[Corporate Presentation](#)[Financial Highlight](#)[Investor Memo](#)

Corporate Presentation

2014

[Corporate Presentation Q1 – 2014](#)[Corporate Presentation Q2 - 2014](#)[Corporate Presentation Q2 - 2014 Re-issued](#)[Corporate Presentation Q3 – 2014](#)[Corporate Presentation Full Year 2014](#)

2013

[Indosat Analysts Day 2013](#)[Corporate Presentation Q1 – 2013](#)[Corporate Presentation Q2 - 2013](#)[Corporate Presentation Q3 – 2013](#)[Corporate Presentation Full Year 2013](#)

2012

8 - Company website

Best practice

D.8.4	Shareholding structure
-------	------------------------

**INDOSAT – Indonesia
Company website**



Home > About Us > Investor Relations > [Major Shareholders](#)

Major Shareholders

Shareholders (as of 30 October 2012)

Qtel Asia	65.00%
Government of Indonesia	14.29%
Skagen AS entities	5.57%
Public	15.14%

Shareholders (as of 31 March 2013)

Ooredoo Asia Pte. Ltd.	65.00%
Government of Indonesia	14.29%
Skagen AS entities	5.42%
Public	15.29%

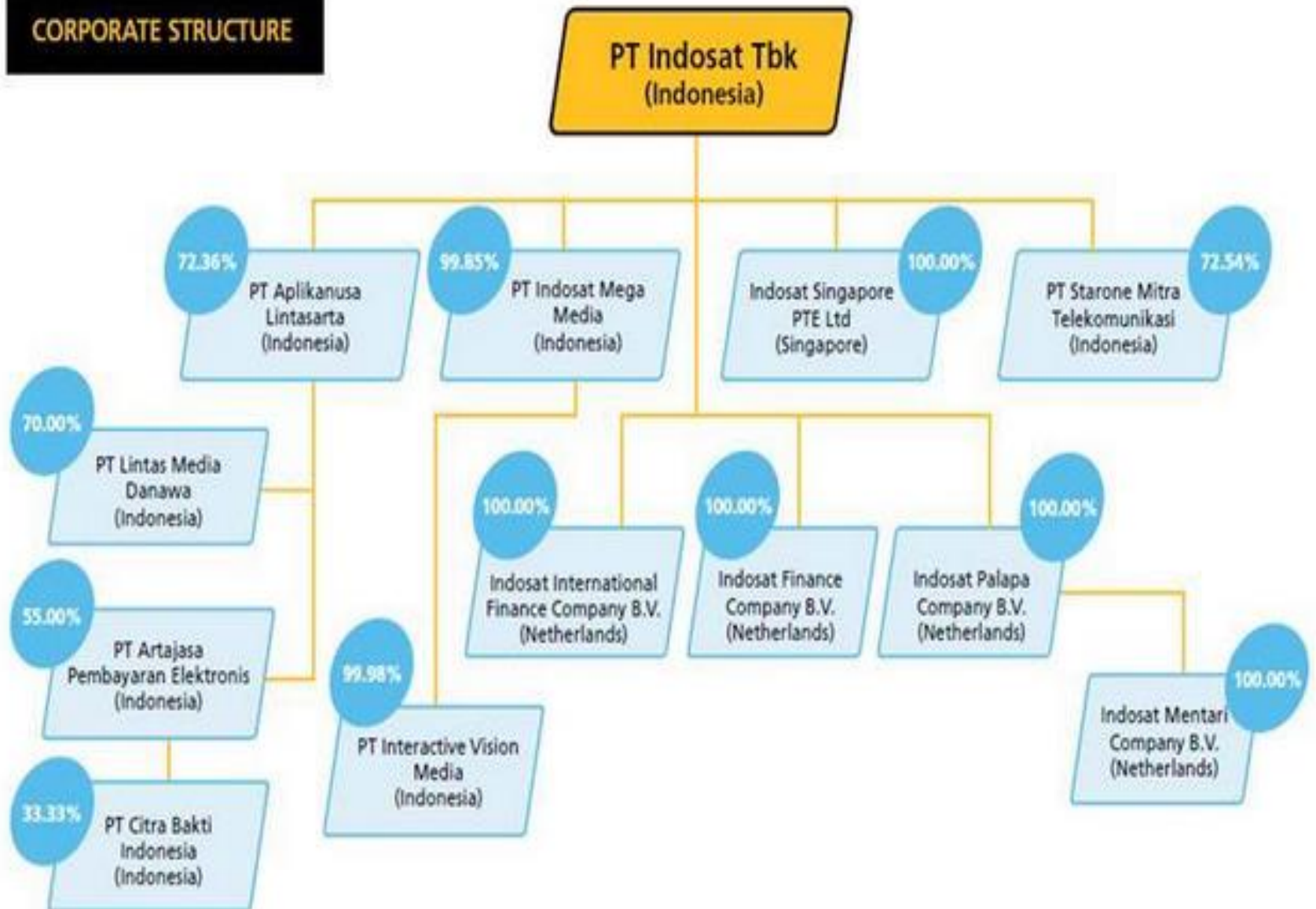
8 - Company website

Best practice

D.8.5	Group corporate structure
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**INDOSAT – Indonesia
Company website**

CORPORATE STRUCTURE



8 - Company website

Best practice

D.8.6	Downloadable annual report
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**INDOSAT – Indonesia
Company website**



Financial Reports

Annual Reports

Corporate Presentation

Financial Highlight

Investor Memo

Annual Reports

Indosat 2013 Annual Report on Form 20-F



Indosat 2012 Annual Report on Form 20-F



Indosat 2011 Annual Report on Form 20-F



Indosat 2010 Annual Report on Form 20-F



Indosat 2009 Annual Report on Form 20-F



Indosat 2008 Annual Report on Form 20-F



Indosat 2007 Annual Report on Form 20-F



Indosat 2006 Annual Report on Form 20-F



Indosat Annual Report 2013



Indosat Annual Report 2012



Indosat Annual Report 2011



Laporan Tahunan Indosat 2010



Indosat Annual Report 2009



8 - Company website

Best practice

D.8.7 Notice of AGM and/or EGM

D.8.8 Minutes of AGM and/or EGM

**Thanh Cong Textile Garment Investment Trading
JSC (TCM)
Company website**

Annual Shareholder's Meeting 2014 of ThanhCong Textile Garment Investment Trading JS.Co. will take place on March 29, 2014. www.thanhcong.com.vn would like to disclosure about the documents at the Annual Shareholder Meeting 2014

▶ Shareholder Information

▶ Stock Information

▶ Newsroom

▶ IR Presentation

Information Request

Email Alerts

Online Q and A

IR Contact

1. GSM Announcement	(Please click to link)
1a. Authorization Form	(Please click to link)
2. Shareholder list for GSM 2014	(Please click to link)
3. GSM Agenda 2014	(Please click to link)
4. GSM Regulation 2014	(Please click to link)
4a. Voting card	(Please click to link)
5. 2013 BOD & IC Compensation payment	(Please click to link)
6. 2014 BOD & IC Compensation payment plan	(Please click to link)
7. 2014 profit distribution plan	(Please click to link)
8. 2014 Auditor selection	(Please click to link)
9. Registration of BOD member	(Please click to link)
10. Amendment of Company Charter	(Please click to link)
10a. Draft TCM Charter 6th amendment	(Please click to link)
11. IC report 2014	(Please click to link)
12. Report on BOD activities	(Please click to link)
13. Annual Report 2013	(Please click to link)
14. Report 2013 performance & 2014 plan	(Please click to link)
15. Resolution No.1 of GSM 2013	(Please click to link)
16. Resolution No.2 of GSM 2013	(Please click to link)
17. General shareholders' meeting minutes in 2014	(Please click to link)
18. Minutes of voting checking results	(Please click to link)
19. GENERAL SHAREHOLDERS' MEETING RESOLUTION 01 IN 2014	(Please click to link)
20. GENERAL SHAREHOLDERS' MEETING RESOLUTION 02 IN 2014	(Please click to link)

8 - Company website

Best practice

D.8.9

Company's constitution (company's by-laws, memorandum and articles of association)

Saigon Securities Incorporation (SSI)
Company website

SECURITIES
SERVICESASSET
MANAGEMENTINVESTMENT
BANKING









SEARCH

 News Quotes[SSI HOME](#) > [INVESTOR RELATIONS](#) > [SHAREHOLDER INFORMATION](#) > Regulations◀ SHAREHOLDER
INFORMATION

Regulations

 Print  Email page

The latest and archived Prospectus & Regulations in PDF, webcast or excel file. Please download file attached for more details

 **Charter 2015****»  CHARTER OF SAI GON SECURITIES INCORPORATION** **Charter 2014** **Charter 2013** **Charter 2012** **Charter 2010** **Charter 2009** **Other regulator**

9 - Investor Relations

Best practice

D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?
-------	--

**Thanh Cong Textile Garment Investment Trading
JSC (TCM)
Company website**



INVESTOR RELATIONS

Investor Information

- Masseages From CEO
- Fact Sheet
- ▶ Financial Information
- ▶ Annual Report
- ▶ Corporate Governance
- ▶ Shareholder Information

IR CONTACT

Huynh Thi Thu Sa (Ms.) / Legal manager

T (84.8) 38153962 - 38153968 (Ext: 400)

M 0909 746 324

E sahuynh@thanhcong.com.vn

ne: 31.20 | Change : -0.30↓ | % C

THANK YOU

**Dr. Nguyen Thu Hien and assessment team
ASEAN Corporate Governance Scorecard 2015 Project**

May 2015
