



MYANMAR AGRO EXCHANGE PUBLIC COMPANY LIMITED

Gap Analysis on Corporate Governance and Disclosure of Information

Gap Analysis done for Corporate Governance and Disclosure of Information Myanmar Agro Exchange Public Ltd.

September, 2020

Introduction

The gap analysis conducted is to gauge on any areas of improvement needed for our company in terms of Corporate Governance and Disclosure of Information on our company's website and related publications. The analysis is based on the ASEAN Corporate Governance Scorecard (ACGS), later adapted to and called the “**Myanmar Corporate Governance Scorecard**” which has been adapted to meet Myanmar Standards by the IFC in partnership with SECM, YSX, DICA, Australian Aid and UK Aid.

Based on the results of the Myanmar Corporate Governance Scorecard 2018, the average score among Myanmar companies was 30% in contrast to the ASEAN Average of 69%.

Part A: Rights of Shareholders

A.1 Basic Shareholders Rights	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>(A.1.1) Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered scrip dividend, did the company pay the dividend within 60 days?</p>	<ul style="list-style-type: none"> • Dividend policy is disclosed in the Prospectus available on the company website. • Extraordinary and Annual General meeting resolutions are disclosed to the public in the form of the Annual report as well as disclosed on the company website • Corporate Governance polices, principles and guidelines are disclosed on the company's website 	
<p>A.2 Right to participate in decisions concerning fundamental corporate changes</p> <p>(A.2.1) Amendments to the company's constitution?</p> <p>(A.2.2) The authorization of additional shares?</p> <p>(A.2.3) The transfer of all or substantially all assets, which in effect results in the sale of the company?</p>	<ul style="list-style-type: none"> • All changes to the particular details such as authorization, issuance of additional shares and transfer of assets have been registered on the DICA affiliated, MYCO online and SECM have been stored in the company's registrars. 	<ul style="list-style-type: none"> • All filings registered on MYCO and SECM will need to be disclosed.

A.3 Right to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures that govern general shareholder meetings.	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>(A.3.1) Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind, and other emoluments) or any increases in remuneration for non-executive directors/commissioners?</p> <p>(A.3.2) Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?</p> <p>(A.3.3) Does the company allow shareholders to elect directors/commissioners individually?</p> <p>(A.3.4) Does the company disclose the voting procedures used before the start of meeting?</p> <p>(A.3.5) Do the minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions? Are the questions raised by shareholders and answers given recorded?</p>	<ul style="list-style-type: none"> Shareholders meetings, Board Meetings and AGMs are attended by the shareholders and Directors and proceedings, resolutions and voting procedures are stored in the company's registrars. Extraordinary and Annual General meeting resolutions are disclosed to the public in the form of the Annual report as well as disclosed on the company website The MAEX constitution is disclosed on the company's website 	

	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>(A.3.6) Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent AGM?</p> <p>(A.3.7) Does the company disclose the list of board members who attended the most recent AGM?</p> <p>(A.3.8) Does the company disclose that all board members and the CEO (if he is not a board member) attended the most recent AGM?</p> <p>(A.3.9) Does the company allow for voting in absentia?</p> <p>(A.3.10) Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?</p> <p>(A.3.11) Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?</p> <p>(A.3.12) Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?</p> <p>(A.3.13) Does the company provide at least 21 days' notice for all AGMs and EGMs?</p> <p>(A.3.14) Does the company provide the rationale and explanation for each agenda item that requires shareholder approval in the notice of AGM/circulars and/or the accompanying statement? (A.3.15) Does the company give shareholders the opportunity to place item/s on the agenda of the AGM?</p>	<ul style="list-style-type: none"> • Board Meeting attendance details disclosed on Group's website under Management team section. • The company is following the Myanmar Company Law and the Director's Guideline in terms of Notice of meetings which is 21 days. • Shareholders are sent invitations 2 months in advance to attend the Annual General Meetings • MAEX constitution is disclosed on the company's website • AGM is held in front of all shareholders 	

<p><i>A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner</i></p> <p>(A.4.1) In cases of mergers, acquisitions, and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?</p>	<p>Current State</p>	<p>Areas for Improvement (Gaps)/ Action Plan</p>
<p><i>A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated</i></p> <p>(A.5.1) Does the company disclose its practices to encourage shareholders to engage with the company beyond the AGM?</p>	<ul style="list-style-type: none"> Any business activities concerning mergers/acquisitions/ take-overs are conducted with the consul of professional legal advisers. All business activities including CSR is disclosed on the Group's website 	

Part B: Equitable Treatment of Shareholders

B.1 Shares and Voting Rights	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>(B.1.1) Do the company's ordinary or common shares have one vote for one share?</p> <p>(B.1.2) Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (e.g. through the company website/reports/the stock exchange/ the regulator's website)?</p>	<ul style="list-style-type: none"> • Yes • Currently, all subsidiaries in which the company holds controlling shares as well as public shares there are only common shares issued. 	
<p>B.2 Notice of the AGM</p> <p>(B.2.1) Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?</p> <p>(B.2.2) Are the company notices of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?</p> <p>(B.2.3) Are the profiles of directors/commissioners(at least age, qualification, date of first appointment, experience, and directorships in other listed companies) included when they seek election/re-election?</p>	<ul style="list-style-type: none"> • No • No • Yes, profiles of Directors and Board members are disclosed on the company's website as well as in the Annual Report. 	

(B.2.4) Are the auditors seeking appointment/re-appointment clearly identified?

(B.2.5) Were the proxy documents easily available?

B.3 Insider trading and abusive self-dealing should be prohibited

(B.3.1) Does the company have policies and/or rules prohibiting directors/ commissioners and employees to benefit from knowledge not generally available to the market?

(B.3.2) Are the directors and commissioners required to report their dealings in company shares within three business days?

B.4 Related-party transactions by directors and key executives

(B.4.1) Does the company have a policy requiring directors/commissioners to disclose their interest in transactions and any other conflicts of interest?

- Audit Committee Terms of Reference are disclosed on the company's website under the Corporate policies, principles, guidelines and Audit Charter.

- Board meeting attendance details are disclosed on the company's website.

- The company has applied and has Whistle blowing and Anti-Corruption Polices in place. And is disclosed on the company's website.

- All activities concerning company shares are registered and filed on MYCO and to SECM are stored in the company's registrar.

- The company has Corporate Governance polices, principles and guidelines which are disclosed on the company's website.

<p>(B.4.2) Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?</p> <p>(B.4.3) Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they have a conflict?</p> <p>(B.4.4) Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length and at market rates?</p> <p>B.5 Protecting minority shareholders from abusive actions</p> <p>(B.5.1) Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?</p>	<ul style="list-style-type: none"> • Yes • The company has Corporate Governance polices, principles and guidelines which are disclosed on the Group's website. • This can applied to the Remuneration Committee Terms of Reference which is disclosed on the company's website. • The company has Corporate Governance polices, principles and guidelines which are disclosed on the company's website. 	
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Part C: Role of Stakeholders

	Current State	Areas for Improvement (Gaps)/ Action Plan
<p><i>C.1 The rights of stakeholders established by law or through mutual agreements are to be respected</i></p> <p>(C.1.1) The existence and scope of the company's efforts to address customers' welfare?</p> <p>(C.1.2) Supplier/contractor selection procedures?</p> <p>(C.1.3) The company's efforts to ensure that its value chain is environmentally friendly or consistent with promoting sustainable development?</p> <p>(C.1.4) The company's efforts to interact with the communities in which they operate?</p> <p>(C.1.5) The company's anti-corruption programs and procedures?</p> <p>(C.1.6) How creditors' rights are safeguarded?</p> <p>(C.1.7) Does the company have a separate report/section that discusses its efforts on the environment/economy and social issues?</p> <p><i>C.2 Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights</i></p> <p>(C.2.1) Does the company provide contact details via the company's website or annual report which stakeholders (e.g. customers, suppliers, general public etc.) can use to voice their concerns and/or complaints for possible violation of their rights?</p>	<ul style="list-style-type: none"> • Customer Health and Safety Guidelines are disclosed on the company's website. • Supplier/ Contractor selection criteria is disclosed under the Rule of Finance section on the company's website • The Environmental Policy as well as the EIA report is disclosed on the company's website. • The CSR Policy is disclosed in the Corporate polices, principles, guidelines on the company's website. • The Anti-corruption and Bribery policy is disclosed in the Corporate polices, principles, guidelines on the company's website. • Disclosed in the Audit Committee's Terms of Reference and Audit Charter which is disclosed on the company's website • A dedicated section for social and environmental issues is disclosed on the Group's website • Yes, on the company's website 	

C.3 Mechanisms for employee participation should be permitted to develop

(C.3.1) Does the company explicitly disclose the policies and practices on health, safety, and welfare for its employees?

(C.3.2) Does the company explicitly disclose the policies and practices on training and development programs for its employees?

(C.3.3) Does the company have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures?

C.4 Stakeholders, including individual employees and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board and their rights should not be compromised for doing this

(C.4.1) Does the company have a whistle-blowing policy that includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behaviors and provide contact details via the company's website or annual report?

(C.4.2) Does the company have a policy or procedures to protect an employee/person who reveals illegal/unethical behaviors from retaliation?

- The company has Labor Standard policies, Code of conduct as well as Corporate Governance polices, principles and guidelines which are disclosed on the company's website.
- The training and development principles mentioned in the HR policy in the Corporate Governance polices, principles and guidelines which are disclosed on the company's website.
- Any updates on share information is disclosed on the company's website.
- The reward and motivation principles mentioned in the HR policy in the Corporate Governance polices, principles and guidelines which are disclosed on the company's website.
- The Whistle blowing policy in the Corporate Governance polices, principles and guidelines which are disclosed on the company's website.
- Procedures for the protection of the Whistle blower are in place and are disclosed in the Corporate Governance polices, principles and guidelines which are disclosed on the company's website.

- A detailed reward/ compensation policy and plan are to be devised by management.

Part D: Disclosure and Transparency

	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>(D.1.1) Does the information on shareholdings reveal the identity of beneficial owners with 5 percent shareholdings or more?</p> <p>(D.1.2) Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?</p> <p>(D.1.3) Does the company disclose the direct and indirect (deemed) shareholdings of directors?</p> <p>(D.1.4) Does the company disclose the direct and indirect (deemed) shareholdings of senior management?</p> <p>(D.1.5) Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures, and special purpose enterprises/ vehicles?</p> <p><i>D.2 Quality of Annual Report</i></p> <p>(D.2.1) Corporate objectives</p> <p>(D.2.2) Financial performance indicators</p> <p>(D.2.3) Non-financial indicators</p> <p>(D.2.4) Dividend policy</p> <p>(D.2.5) Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners</p> <p>(D.2.6) Attendance details of each director/commissioner in respect of meetings held</p> <p>(D.2.7) Total remuneration of each member of the board of directors/commissioners</p>	<ul style="list-style-type: none"> • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes. Disclosed in the Prospectus and in the Annual report which is disclosed on the company’s website. • Yes • Yes • Yes • Yes • Yes • Yes • No 	

D.3 Disclosure of related party transactions (RPT)

(D.3.1) Does the company disclose its policy covering the review and approval of material RPTs?

(D.3.2) Does the company disclose the name, relationship, nature, and value for each material RPTs?

D.4 Director and commissioner dealings in shares of the company

(D.4.1) Does the company disclose trading in the company's shares by insiders?

D.5 External auditor and auditor report

(D.5.1) Are the audit and non-audit fees disclosed?

(D.5.2) Does the non-audit-fees exceed the audit fees?

D.6 Medium of communication

(D.6.1) Company Website

(D.6.2) Analyst Briefing

(D.6.3) Media briefings/ press conference

D.7 Timely filing/release of annual/financial reports

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

(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?

- The procedures concerning RPTs are included in the Disclosure and Transparency policy under Corporate Governance which is disclosed on the company's website.
- Currently, RPTs were disclosed in the Prospectus which is on the company's website.
- Shares information is shared on the company's website as well as in the Extraordinary and Annual General Meetings.
- Yes. Disclosed in the Financial statements shared on the company's website.
- N/A
- Yes
- No
- Dedicated section disclosed for News and Events on the Group's website.
- Yes
- Yes
- Yes

- Details of any RPTs to be disclosed in the future.

D.8 Company website

(D.8.2) Materials provided in briefings to analysts and the media

(D.8.3) Downloadable Annual Report

(D.8.4) Notice of AGM/EGM

(D.8.5) Minutes of AGM/ EGM

(D.8.6) Company constitution

D.9 Investor Relations

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

- Dedicated section disclosed for News and Events on the Group's website.
- Yes
- Yes
- Yes
- Yes
- Currently, there is no investor relations department but a sales/ marketing and shares department are in place.

Part E: Responsibilities of the Board

	Current State	Areas for Improvement (Gaps)/ Action Plan
<p>E.1 Board Duties and Responsibilities</p> <p>(E.1.1) Does the company disclose its corporate governance policy/board charter?</p> <p>(E.1.2) Are the types of decisions requiring board approval disclosed?</p> <p>(E.1.3) Are the roles and responsibilities of the board of directors/commissioner clearly stated?</p> <p>(E.1.4) Does the company have an updated vision and mission statement?</p> <p>(E.1.5) Does the board play a leading role in developing and reviewing the company strategy at least annually?</p> <p>(E.1.6) Does the board have a process to review, monitor, and oversee the implementation of the corporate strategy?</p> <p>E.2 Board Structure</p> <p>(E.2.1) Are the details of the code of ethics or conduct disclosed?</p> <p>(E.2.2) Are all directors/commissioners, senior management, and employees required to comply with the code/s?</p> <p>(E.2.3) Does the company have a process to implement and monitor compliance with the code/s of ethics or conduct?</p> <p>(E.2.4) Do independent, non-executive directors/commissioners number at least three and make up more than 50% of the board of directors?</p>	<ul style="list-style-type: none"> • Corporate Governance Policy is disclosed in the Corporate Governance polices, principles and guidelines which are disclosed on the company’s website. • Board responsibilities are only disclosed. • Board Responsibilities are indicated in the Management team section under Board and its responsibilities which is disclosed on the Group’s website. • Yes • Yes • Policies to ensure Corporate Strategy is overseen and monitored by the Board is disclosed on the Group’s website. • The Code of conduct is disclosed on the company’s website • Directors are to follow the Director’s guidelines in accordance to the Myanmar Companies Law • Policies to ensure Corporate Governance is overseen and monitored by the Board is disclosed on the company’s website under Corporate Governance policy. • Yes, at least three 	<ul style="list-style-type: none"> • To disclose the Director’s guidelines

(E.2.5) Does the company have a term limit of nine years or less, or two terms of five years (1) each for its independent directors/commissioners?

(E.2.6) Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?

(E.2.7) Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?

(E.2.8) Does the company have a nominating committee?

(E.2.9) Does the nominating committee comprise a majority of independent directors/commissioners?

(E.2.10) Is the chairman of the nominating committee an independent director/commissioner?

(E.2.11) Does the company disclose the terms of reference/governance structure/charter of the nominating committee?

(E.2.12) Is the meeting attendance of the nominating committee disclosed and if so, did the nominating committee meet at least twice during the year?

(E.2.13) Does the company have a remuneration committee?

(E.2.14) Is the remuneration committee comprised a majority of independent directors/commissioners?

- Yes

- Yes

- No. The Chairman currently sitting on only one listed companies outside the group.

- Yes. Nomination Committee Terms of Reference and Polices are disclosed on the company's website.

- No. Independent director makes up 33%

- Yes

- Yes. Nomination Committee Terms of Reference and Polices are disclosed on the company's website.

- Meetings of the Nominating committee is disclosed in the annual report.

- Yes. Remuneration Committee Terms of Reference and Polices are disclosed on the Group's website.

- No. Independent directors make up 50%.

(E.2.15) Is the chairman of the remuneration committee an independent director/commissioner?

(E.3.16) Does the company disclose the terms of reference/governance structure/charter of the remuneration committee?

(E.3.17) Is the meeting attendance of the remuneration committee disclosed and, if so, did the remuneration committee meet at least twice during the year?

(E.2.18) Does the company have an audit committee?

(E.2.19) Is the audit committee comprised entirely non-executive directors with a majority of independent directors?

(E.2.20) Is the chairman of the Audit committee an independent director/commissioner?

(E.2.21) Does the company disclose the terms of reference/governance structure/charter of the audit committee?

(E.2.22) Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?

(E.2.23) Is the meeting attendance of the audit committee disclosed and, if so, did the audit committee meet at least four times during the year?

(E.2.24) Does the audit committee have primary responsibility for recommendation the appointment and

- Yes
- Yes. Remuneration committee Terms of Reference and Polices are disclosed on the company's website.
- Yes. Meetings are disclosed in the annual report which is disclosed on the company's website.
- Yes. Audit Committee Terms of Reference and Polices are disclosed on the Group's website.
- No
- Yes
- Yes. Audit Committee Terms of Reference and Polices are disclosed on the Group's website.
- Yes
- Yes. Is disclosed in the annual report
- Yes. As indicated in the Audit Committee Terms of Reference as disclosed on the company's website.

E.3 Board processes

(E.3.1) Are the board meetings scheduled before the start of the financial year?

- Yes

(E.3.2) Does the board of directors/commissioners meet at least six times during the year?

- Yes. Board meeting attendance details are disclosed on the company's website.

(E.3.3) Has each of the directors/commissioners attended at least 75 percent of all board meetings held during the year?

- Yes. Board meeting attendance details are disclosed on the company's website.
- Yes.

(E.3.4) Does the company require a minimum quorum of at least 2/3 for board decisions?

- No

(E.3.5) Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?

- Yes.

(E.3.6) Are board papers for board meetings provided to the board at least five business days in advance of the meeting?

- No

(E.3.7) Does the company secretary play a significant role in supporting the board in discharging its responsibilities?

- The company secretary is trained in company secretarial practices and she is kept abreast on relevant developments.

(E.3.8) Is the company secretary trained in legal, accountancy or company secretarial practices and has he/she kept abreast on relevant developments?

- Terms of reference of the Nominating committee is disclosed on the company's website.

(E.3.10) Did the company describe the process used to appoint new directors/commissioners?

(E.3.11) Are all directors/commissioners subject to re-election every three years or five years for listed companies in countries whose legislation prescribes a term of five years(2) each?

(E.3.12) Does the company disclose its remuneration (fees, allowances, benefit-in-kind, and other emoluments) policy/practices (i.e. the use of short-term and long-term incentives and performance measures) for its executive directors and CEO?

(E.3.13) Is there disclosure of the fee structure for non-executive directors/commissioners?

(E.3.14) Do the shareholders or the board approve the remuneration of the executive directors and/or senior executives?

(E.3.15) Does the company have measurable standards to align the performance-based remuneration of executive directors and senior executives with the long-term interests of the company, such as clawback provisions and deferred bonuses?

(E.3.16) Does the company have a separate internal audit function

(E.3.17) Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?

- Terms of reference of the Nominating committee is disclosed on the company's website.
- Yes
- Yes as indicated in the Terms of Reference for Remuneration Committee disclosed on the company's website.
- The recommendation process for remuneration of non-execs is disclosed in the Rule of Finance on the company's website.
- Yes as indicated in the Terms of Reference for Remuneration Committee disclosed on the company's website.
- The Remuneration committee reviews once annually the performance and its TOR.
- Yes
- .Name of Audit firm is indicated in the financial statements which are disclosed in the annual report.

(E.3.18) Does the appointment and removal of the internal auditor require the approval of the audit committee?

(E.3.19) Does the company establish sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?

(E.3.20) Does the annual report/annual corporate governance report disclose that the board of directors/commissioners has conducted a review of the company's material (including operational, financial, and compliance) controls and risk management systems?

(E.3.21) Does the company disclose the key risks to which the company is materially exposed to (i.e. financial, operational, IT, environmental, social, economic, etc.)?

(E.3.22) Does the annual report/annual corporate governance report contain a statement from the board or the audit committee commenting on the adequacy of the company's internal controls/risk management systems?

E.4 People on the board

(E.4.1) Do different people assume the roles of chairman and CEO?

(E.4.2) Is the chairman an independent director?

(E.4.3) Is any of the directors a former CEO of the company in the past two years?

- Yes. Terms of reference of the audit committee is disclosed on the company's website.

- Yes as indicated in the risk management policy stated in the Disclosure Transparency policy on the company's website.

- No

- No

- No

- Votes by shareholders at AGMs are done annually for the role of chairman. The role of CEO is reviewed annually by the board.

- No

- No

(E.4.4) Are the role and responsibilities of the chairman disclosed?

(E.4.5) If the chairman is not independent, has the board appointed a lead/senior independent director and has his/her role been defined?

(E.4.6) Does at least one non-executive director/commissioner have prior working experience in the major sector in which the company operates?

E.5 Board Performance

(E.5.1) Does the company have orientation programs for new directors?

(E.5.2) Does the company have a policy that encourages directors to attend ongoing or continuous professional education programs?

(E.5.3) Does the company disclose how the board of directors plans for the succession of the CEO/managing director/president and key management?

(E.5.4) Does the board of directors conduct an annual performance assessment of the CEO/managing Director/president?

(E.5.5) Did the company conduct an annual performance assessment of the board of directors/commissioners and disclose the criteria and process followed for the assessment?

- Yes as indicated in the Board and its responsibilities section disclosed in the company’s website.
- Yes
- Yes. As disclosed in the Management teams section on the company’s website, all non-executives directors have prior experience in the major sectors which the company operates.
- Yes. As indicated in Board of Directors Orientation disclosed in the Corporate policies, principles and guidelines disclosed in the company’s website.
- HR policy indicates the career development of all members of the group including directors.
- Succession planning is one of the duties of the Nomination Committee. TOR of the Nomination Committee is disclosed.
- Yes
- Yes

(E.5.6) Did the company conduct an annual performance assessment of the individual directors/commissioners and disclose the criteria and process followed for the assessment?

(E.5.7) Did the company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?

- Yes

- Annual review of the board committees is done and is disclosed in the annual report.

Conclusion

Being a public company, Myanmar Agro Exchange Public Limited meets the standards and norms as its competitors in this industry and in Myanmar. Most guidelines have already been met during the due diligence stage by the Securities Exchange Commission of Myanmar (SECM) of the registration as a public company and issuing shares. Only a handful of guidelines as indicated in the Myanmar Corporate Governance Scorecard 2018 need to be improved in terms of transparency and disclosure in the future.