

**2016 ASEAN CORPORATE GOVERNANCE SCORECARD
MALAYAN INSURANCE COMPANY INC.**

PART B: EQUITABLE TREATMENT OF SHAREHOLDERS

B.1	Shares and Voting Rights	Source Document	Yes/No	Remarks
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Amended By- Laws of the Malayan Insurance Corporation Inc. (Article II, Section 5, Page 2); Minutes of the 2016 Annual Stockholders' Meeting (Page 6)	Y	<u>Default item.</u> The Minutes of the Annual Stockholders' meeting disclose that a holder of one common share is entitled to one vote. The public can access the company's by- laws through the Company's website
		(1) MICO's By Laws		
		(2) SP - MICO Minutes - ASM		
		(1) MICO Minutes - ASM		
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	Amended By- Laws of the Malayan Insurance Corporation Inc. (Article II, Section 5, Page 2)	Y	<u>Default item.</u> The public may also access the Company's By- laws through the Company's website.
B.2 Notice of AGM				
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?	Minutes of the Annual Stockholders' Meeting (Annex - Page 19)	Y	The Minutes of the Annual Stockholders' Meeting (Annex) disclose that each resolution deals only with a single subject matter. The public can access the Minutes through the Company's website.
		(1) SP - MICO - Minutes - ASM		
		(2) MICO - Minutes - ASM		
B.2.2	Is the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Notice of the Annual Stockholders' Meeting.	Y	The Notice of the Annual Stockholders' Meeting is in a language known to its Stockholders (i.e: English). The public can access the Notice for the 2016 ASM through the Company's website.

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	Does the notice of AGM/circulars have the following details:	Source Document	Yes/No	Remarks
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Notice of the Annual Stockholders' Meeting (Annex)	Y	The Profile of the Directors is attached to the Notice of the Annual Stockholders' Meeting. The public can access it through the Company's website.
		(1) SP - Notice of Annual StockHolders Meeting		
		(2) Notice of Annual StockerHolders Meeting		
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Notice of the Annual Stockholders' Meeting, (Page 2)	Y	Notice of the Annual Stockholders' Meeting discloses the name of the external auditing firm seeking re-appointment (i.e: Sycip, Gorres, Velayo & Company ("SGV"). The public can access the Notice for the 2016
		(1) SP - Notice of Annual StockHolders Meeting		
		(2) Notice of Annual StockerHolders Meeting		

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		Source Document	Yes/No	Remarks
B.2.5	Has an explanation of the dividend policy been provided?	NOT APPLICABLE ITEM Annex C- Class 2	N/A	The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard.
B.2.6	Is the amount payable for final dividends disclosed?	NOT APPLICABLE ITEM Annex C- Class 2	N/A	The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard.
B.2.7	Were the proxy documents made easily available?	Notice of Annual Stockholders' Meeting (Proxy Form)	Y	Notice of the Annual Stockholders' Meeting sent to all Stockholders provides for a Proxy Form. The public can access the Notice for the 2016 ASM through the Company's website.
		(1) SP - Notice of Annual StockHolders Meeting		
		(2) Notice of Annual StockerHolders Meeting		
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 which is not generally available to the market?	The Company's Code of Ethics (Pages 9 & 13); YGC Code of Business Conduct and Ethics (Pages 2, 7-8) As a member of the Yuchengco Group of Companies (YGC), Malayan adopts and adheres to the YGC Code of Business Conduct and Ethics; Corporate Governance Manual (Pages 3 & 4)	Y	<u>Default item.</u> Expressly provided in the Company's Code of Ethics, YGC Code of Business and Ethics and Corporate Governance Manual. The public can access these through the Company's website.
		(1) Code of Ethics		
		(2) SPConfidentiality COBC		
		(3) Confidentiality COBC		
		(4) Corporate Governance Manual		

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		Source Document	Yes/No	Remarks
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	NOT APPLICABLE ITEM Annex C- Class 2	N/A	The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard.
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?	Corporate Governance Manual (Pages 4-5); YGC Code of Business Conduct and Ethics (Pages 2, 4-6)	Y	<u>Default item.</u> Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual and Code of Business Conduct and Ethics. The public can access the CGM, YGC Code of Business and Ethics through the Company's website.
		(1) Corporate Governance Manual		
		(2) Conflict of Interest		
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?	Corporate Governance Manual(Pages 9-10)	Y	As stated in the CGM, the Risk Management Committee reviews and discusses with management significant financial reporting issues (which may include material RPT's). The public can access the CGM through the Company's website.
		(1) SP - Corporate Governance Manual		
		(2) Corporate Governance Manual		
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Corporate Governance Manual (Pages 5 & 11)	Y	<u>Default item.</u> Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual. The public can access the CGM through the Company's
		(1) SP - Corporate Governance Manual		
		(2) Corporate Governance Manual		

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		Source Document	Yes/No	Remarks
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	Corporate Governance Manual (Pages 5, 10, 12); YGC Code of Business Conduct and Ethics (Pages 2 & 9)	Y	<u>Default item</u> . Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual and Code of Business Conduct and Ethics. The public can access the CGM, Company's Code of Ethics and YGC Code of Business and Ethics through the Company's website.
		(1) Corporate Governance Manual		
		(2) Fair Dealing		
B.5	Protecting minority shareholders from abusive actions			
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	Annual Report (Pages 119-120)	Y	The public can access the Annual Report through the Company's website.
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Corporate Governance Manual (Page 12)	Y	It is enshrined in the Company's Corporate Governance Manual that related party transactions shall be conducted in terms favorable to the Company, Policyholders and stakeholders. The public can access the CGM through the Company's website.