

Company Name: Charter Ping An Insurance Corporation (CPAIC)
Financial Year End: 2018
Sector: Insurance
Class: 1

	OECD Principle	Yes / No	Reference/Source Document	Links
A Rights of Shareholders				
A.1 Basic Shareholder Rights				
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 annual general meeting (AGM) for final dividends?	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015
A.2 Right to participate in decisions concerning fundamental corporate changes.				
Do shareholders have the right to participate in:				
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Y	Default Item in IC Circular No. 2015-23 dated 08 May 2015 Stockholders have the right to participate in the amendments to CPAIC Articles of Incorporation (AOI) and By-Laws. The Stockholders may vote in person or by proxy. These are embodied in Article II, Section 7 and Section 9 of CPAIC Amended By-Laws: Section 7. Manner of Voting. Section 9. Matters requiring two-thirds (2/3) vote. x x x (a) Amendment of the Articles of Incorporation
A.2.2	The authorisation of additional shares?	OECD Principle II (B): (2) the authorisation of additional shares.	Y	Default Item in IC Circular No. 2015-23 dated 08 May 2015 Article II, Section 7 and Section 9 of CPAIC Amended By-Laws. Section 7. Manner of Voting Section 9. Matters requiring two-thirds vote. C) Increase or decrease of the authorized capital stock of the Corporation or the creation of a new class of shares, rights or options to take up shares.

[Amended By-Laws](#)

[Amended By-Laws](#)

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A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Y	Default Item in IC Circular No. 2015-23 dated 08 May 2015 Article II, Section 7 and Section 9 of CPAIC Amended By-Laws. Section 7. Manner of Voting Section 9. Matters requiring two-thirds vote. k) Any disposition of or the voluntary creation of any mortgage, charge, encumbrances or lien on all or substantially all of the assets or business, or any major asset or business of the Corporation except in the ordinary course of business.	Amended By-Laws
A.3 Right to participate effectively in and vote in general shareholder meetings and <u>should</u> be informed of the rules, including voting procedures, that govern general shareholder meetings.				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the <u>non-executive directors/commissioners</u> ?	Y	Default Item in IC Circular No. 2015-23 dated 08 May 2015	
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	Y	Amended By-Laws : Article II, Section 7; Article III, Section 2; Article IV, Section 1 Minutes of the Annual Meeting of Stockholders dated 25 April 2019: Item No. 8	Amended By-Laws Minutes of the 2019 ASM
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015 CPAIC 2018 ASM Minutes: Item No. 2	Minutes of 2019 ASM
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions to the board, including questions	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	

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	allowing for shareholders to ask questions or raise issues?	ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.		During the recent ASM, after the President has rendered his report for year 2018, the Chairman opened the floor for questions and comments from the stockholders. All throughout the meeting, the Chairman accepted questions and issues raised by any shareholder. CPAIC 2018 ASM Minutes	Minutes of 2019 ASM
A.3.6	Do the minutes of the most recent AGM record questions and answers?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015 The 2019 ASM Minutes record questions and answers. 2019 ASM Minutes	Minutes of 2019 ASM
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	The 2019 ASM Minutes include the resolutions passed during the meeting. 2019 ASM Minutes	Minutes of 2019 ASM
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y	The 2019 ASM Minutes include the voting results including the approving, dissenting and abstaining votes of each resolutions passed. For 2018 ASM, all resolutions were approved by 100% of the shares represented during the meeting. 2019 ASM Minutes	Minutes of the 2019 ASM
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?		Y	The 2019 ASM Minutes provides for the list of Directors who attended the ASM. 2019 ASM Minutes: Attendance and Item No. 7	Minutes of 2019 ASM
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?	OECD Principle II (C); and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	CPAIC's Chairman, Mr. Solomon S. Cua, attended the most recent ASM, as reflected in the minutes, and facilitated the meeting. 2019 ASM Minutes	Minutes of 2019 ASM
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	CPAIC President and CEO, Mr. Rahul Hora, attended the most recent ASM, as reflected in the minutes. He also made the report on the CPAIC's performance during year 2019 during the ASM. 2019 ASM Minutes	Minutes of 2019 ASM

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A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	The Chairman of CPAIC's Board Risk Management, Audit and Compliance Committee, Dr. Jaime Laya, attended the most recent ASM, as reflected in the minutes. 2019 ASM Minutes	Minutes of 2019 ASM
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	The most recent ASM was conducted in the same building (GT Tower International) as CPAIC's principal office, which is situated in the central business district of Makati City, Philippines. 2019 ASM Minutes	Minutes of 2019 ASM
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Default Item in IC Circular No. 2015-23 dated 08 May 2015 CPAIC Amended By-Laws provides the manner of voting which includes voting by proxy. Amended By-Laws: Article II, Section 7	Amended By-Laws
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
A.3.17	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?	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015 CPAIC most recent ASM was held on 25 April 2019 (Thursday). The copies of the ASM Minutes were uploaded at the company's website on the same day. Corporate Secretary Certificate	Certification

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A.3.18	Do companies provide at least 21 days notice for all resolutions?	Y	CPAIC endeavors to release the notice of ASM at least 21 days from the date of the meeting to encourage its stockholders to attend the ASM personally or through proxy. For 2018, the Notice of ASM was transmitted to each stockholder of record via personal delivery on 25 March 2019. The Notice of Annual Stockholders Meeting was thereafter uploaded and made available at the CPAIC website on the same date. Minutes of 2019 ASM: Item 2 Notice of 2019 ASM	Minutes of 2019 ASM Notice of 2019 ASM
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	Y	CPAIC provided the rationale and explanation for each agenda item in the Notice of ASM. Notice of the 2019 ASM	Notice of 2019 ASM
A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.				
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?	OECD Principle II (E): Markets for corporate control should be allowed to function in an efficient and transparent manner. (1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.				
A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015