

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

		OECD Principle	Yes / No	Reference/Source Document	Links
D Disclosure and Transparency					
D.1 Transparent ownership structure					
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership. ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
				AXA Philippines owns 100% of CPAIC.	2018 Annual Report
				2018 Annual Report: Page 5	
				CPAIC 2019 GIS	2019 GIS
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
				CPAIC 2019 GIS	2019 GIS
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
				CPAIC 2018 Corporate Governance Report	2018 Corporate Governance Report
D.1.5	Does the company disclose details of the subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
D.2 Quality of Annual Report					
Does the company's annual report disclose the following items:					
D.2.1	Key risks	OECD Principle V (A):	N		
D.2.2	Corporate objectives	(1) The financial and operating results of the company;	Y	The Message from the Chief Executive Officer highlights the corporate objectives of CPAIC and the Operational Highlights in the Annual Report	2018 Annual Report
		(2) Company objectives, including ethics, environment, and other public policy commitments;		2018 Annual Report: Pages 4-7	
				Minutes of the 2019 ASM: President's Report	2019 ASM Minutes
D.2.3	Financial performance indicators	(3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership;	Y	2018 Annual Report: Page 20-28	2018 Annual Report
D.2.4	Non-financial performance indicators	(4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships	Y	2018 Annual Report: Page 4-7	2018 Annual Report

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D.2.5	Dividend policy	(6) Foreseeable risk factors, including risk management system;	Y	2018 Annual Report: Page 19	2018 Annual Report
D.2.6	Details of whistle-blowing policy	(7) Issues regarding employees and other stakeholders;	Y	2018 Annual Report: Page 19	2018 Annual Report
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	(8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	2018 Annual Report	2018 Annual Report
D.2.8	Training and/or continuing education programme attended by each director/commissioner	OECD Principle V (E):	Y	2018 Annual Report	2018 Annual Report
D.2.9	Number of board of directors/commissioners meetings held during the year	Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.	Y	2018 Annual Report	2018 Annual Report
D.2.10	Attendance details of each director/commissioner in respect of meetings held	ICGN 2.4 Composition and structure of the board	Y	2018 Annual Report	2018 Annual Report
D.2.11	Details of remuneration of each member of the board of directors/commissioners	ICGN 2.4.1 Skills and experience	Y	2018 AFS	2018 AFS
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?	OECD PRINCIPLE V (A) (8) UK CODE (JUNE 2010): Listing Rules 9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out: (i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance. ASX CODE: Under ASX Listing Rule 4.10.3, companies are	N		

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D.3. Disclosure of related party transactions (RPT)					
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions ICGN 2.11.1 Related party transactions The company should disclose details of all material related party transactions in its Annual Report.	Y	Revised Corporate Governance Manual: Appendix I	Corporate Governance Manual
				Guidelines on Related Party Transactions	Guidelines on RPTs
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	2018 Audited Financial Statement	2018 AFS
D.3.3	Does the company disclose the nature and value for each material/significant RPT?	Y	2018 Audited Financial Statement	2018 AFS	
D.4 Directors and commissioners dealings in shares of the company					
D.4.1	Does the company disclose trading in the company's shares by insiders?	OECD Principle V (A): (3) Major share ownership and voting rights ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of shareholders.	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
D.5 External auditor and Auditor Report					
D.5.1	Are audit fees disclosed? Where the same audit firm is engaged for both audit and non-audit services	OECD Principle V (C): An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. OECD Principle V (D): External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit.	N		
D.5.2	Are the non-audit fees disclosed?		N/A	Not applicable since CPAIC engages its External Auditors for audit services only. Therefore, no non-audit fees were paid and disclosed in the Annual Report	

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D.5.3	Does the non-audit fees exceed the audit fees?	ICGN 6.5 Ethical standards (Audit) The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report.	N/A	Not applicable since CPAIC engages its External Auditors for audit services only.	
D.6 Medium of communications					
Does the company use the following modes of communication?					
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.	Y	Quarterly Statistical Reports submitted to the Insurance Commission	
D.6.2	Company website	ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures. ICGN 7.2 Timely disclosure Companies should disclose relevant and material information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sales of shares.	Y	Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies. The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018. AXA Website: CPAIC Page AXA Website (About Us tab)	AXA Website: CPAIC Page AXA Website
D.6.3	Analyst's briefing		N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	
D.6.4	Media briefings /press conferences		N		
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?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A). ICGN 7.2 Timely disclosure	Y	CPAIC has complied with all applicable regulatory requirements on the Audited Financial Statements and was released on April 30, 2019, which is 120 days from the financial year end of CPAIC. 2018 AFS: Page 3	2018 AFS
D.7.2	Is the annual report released within 120 days from the financial year end?	ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	Corporate Secretary Certificate: Item I.4	Certification

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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?		Y	2018 AFS: Page 1	2017 AFS
D.8 Company website					
Does the company have a website disclosing up-to-date information on the following:					
D.8.1	Business operations	OECD Principle V (A) OECD Principle V (E) ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure	Y	Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies. The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018. CPAIC Website AXA Website	AXA Website: CPAIC Page AXA Website
D.8.2	Financial statements/reports (current and prior years)		Y	Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies. The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018. CPAIC Website AXA Website	AXA Website: CPAIC Disclosure Page AXA Website
D.8.3	Materials provided in briefings to analysts and media		Y	Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies. The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018. AXA Website	 AXA Website
D.8.4	Shareholding structure		Y	Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies. The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018. The shareholding structure of CPAIC can be found in its updated General Information Sheets found under the relevant year of the Source Documents in the Corporate Governance page. CPAIC Website AXA Website	AXA Website: CPAIC Page AXA Website: CPAIC Disclosure

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D.8.5	Group corporate structure		Y	<p>Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies.</p> <p>The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018.</p> <p>The Group corporate structure of AXA and CPAIC can be found as one of the Source Documents in the Corporate Governance page and in the Company Information page.</p> <p>CPAIC Website</p>	AXA Website: CPAIC Page
				AXA Website	AXA Website: CPAIC Disclosure
D.8.6	Downloadable annual report		Y	<p>Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies.</p> <p>The former website of CPAIC contained the contact details of the Company. CPAIC Website will be decommissioned this 2018.</p> <p>The Annual Report may be downloaded from the Company Information page and from the Corporate Governance page as one of the Source Documents and under Company Information Page.</p> <p>CPAIC Website</p>	CPAIC Website: Disclosure
				AXA Website	AXA Website: CPAIC Disclosure
D.8.7	Notice of AGM and/or EGM		N/A	<p>Not applicable item in IC Circular No. 2015-23 dated 08 May 2015</p>	
				<p>Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies.</p> <p>The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018.</p> <p>The the Notices of AGM may be downloaded from the Corporate Governance page under Source Documents of the relevant year.</p>	AXA Website: CPAIC Corporate Governance Page
				AXA Website	AXA Website: CPAIC Disclosure
D.8.8	Minutes of AGM and/or EGM		N/A	<p>Not applicable item in IC Circular No. 2015-23 dated 08 May 2015</p>	

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				<p>Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies.</p> <p>The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018.</p> <p>The Minutes of AGM may be downloaded from the Corporate Governance page under Source Documents of the relevant year.</p>	AXA Website: CPAIC Corporate Governance Page
				AXA Website	AXA Website: CPAIC Disclosure
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	<p>Recently, AXA and CPAIC received the approval of the Insurance Commission to use one (1) webpage for both companies.</p> <p>The former website of CPAIC contained the contact details of the Company. CPAIC Website was decommissioned last 2018.</p> <p>CPAIC AOI and By-Laws may be downloaded from the Corporate Governance page as Source Documents.</p>	AXA Website: CPAIC Corporate Governance Page
				AXA Website	AXA Website: CPAIC Disclosure
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?	ICGN 7.1 Transparent and open communication	N/A	Not applicable item in IC Circular No. 2015-23 dated 08 May 2015	