

D.1 Transparent ownership structure		Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	Y	General Information Sheet pages 4-6; Annual Statement Report to IC page 43
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?		
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		
		N/A	The Company has no subsidiaries, joint ventures, etc.

D.2 Quality of Annual Report

		<i>Does the company's annual report disclose the following items:</i>		
D.2.1	Key risks	<p>"OECD Principle V (A):</p> <p>(1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.</p> <p>OECD Principle V (E):</p> <p>Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</p> <p>ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence</p> <p>ICGN 5.0 Remuneration ICGN 5.4 Transparency</p>	Y	Audited Financial Statement
D.2.2	Corporate objectives		Y	Vision and Mission are stated in the Co. Website & Co. Profile
D.2.3	Financial performance indicators		Y	Audited Financial Statement- Financial Ratio Analysis
D.2.4	Non-financial performance indicators		Y	Audited Financial statement
D.2.5	Dividend policy		Y	By-Laws Article VI page 7
D.2.6	Details of whistle-blowing policy		N	Given the small size of the Company, Management is discreet in addressing such reports & keeps informants' names confidential. All are reported to the Board.
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		Y	Bio-data of Directors reported to IC
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Y	Company Profile
D.2.9	Number of board of directors/commissioners meetings held during the year		Y	Annual Certificate of Attendance to IC
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Y	Annual Certificate of Attendance to IC
D.2.11	Details of remuneration of each member of the board of directors/commissioners		Y	Audited Financial Statement Page 38 Item 21
		<i>Corporate Governance Confirmation Statement</i>		

<p>D.2.12</p>	<p>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?</p>	<p>OECD PRINCIPLE V (A) (8)</p> <p>UK CODE (JUNE 2010): Listing Rules</p> <p>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:</p> <p>(i) those provisions, if any, it has not complied with;</p> <p>(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</p> <p>(iii) the company's reasons for non-compliance.</p> <p>ASX CODE:</p> <p>Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does</p>	<p>N</p>	<p>Not indicated in AR however the Company is in compliance. Asean Corporate Governance Scorecard</p>
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<p>D.3.</p>	<p>Disclosure of related party transactions (RPT)</p>
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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	Audited Financial Statement page 38 Item 21
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	Audited Financial Statement page 38 Item 21
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	Audited Financial Statement page 38 Item 21

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	N	

D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	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	Y	Board Mtg Minutes/ Audited FS
	Where the same audit firm is engaged for both audit and non-audit services			
D.5.2	Are the non-audit fees disclosed?		Y	Board Mtg Minutes/ Audited FS

D.5.3	Does the non-audit fee exceed the audit fees?	the financial position and performance of the company in all material respects	N	
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D.6 Medium of communications				
<i>Does the company use the following modes of communication?</i>				
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. ICGN 7.1 Transparent and open communication	N/A	Company has Monthly reports and Monthly Board Meetings
D.6.2	Company website		Y	empireinsurance.co
D.6.3	Analyst's briefing		N/A	
D.6.4	Media briefings /press conferences		Y	Synopsis in Newspaper

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 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	Complied with BIR, S.E.C. and Insurance Commission
D.7.2	Is the annual report released within 120 days from the financial year end?		Y	Complied with BIR, S.E.C. and Insurance Commission
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	Statement of Management Responsibility for Financial Statements in AFS; Annual Board Meeting Minutes and Annual Stockholders Meeting Minutes

D.8 Company website				
<i>Does the company have a website disclosing up-to-date information on the following:</i>				

D.8.1	Business operations	OECD Principle V (A)	Y	Company Website, empireinsurance.co
D.8.2	Financial statements/reports (current and prior years)	OECD Principle V (E)	Y	Company Website, empireinsurance.co
D.8.3	Materials provided in briefings to analysts and media	ICGN 7.1 Transparent and open communication	Y	Synopsis, newspaper, website
D.8.4	Shareholding structure	ICGN 7.2 Timely disclosure	Y	Gen. Information Sheet, Annual Statement to IC
D.8.5	Group corporate structure		Y	Company Website, empireinsurance.co
D.8.6	Downloadable annual report		Y	Audited Financial statement, company website
D.8.7	Notice of AGM and/or EGM		Y	Notice, Agenda Company Website
D.8.8	Minutes of AGM and/or EGM		Y	
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	Amended By- Laws and Amended Articles of Incorporation

D.9 Investor relations				
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	N/A	Co. website / General Information Sheet/ Co. Profile