

**BETHEL GENERAL INSURANCE AND SURETY CORPORATION  
CORPORATE GOVERNANCE SCORECARD**

		Source Document/ Location of Information	Yes / No	Point	REMARKS
<b>A Rights of Shareholders</b>					
<b>A.1 Basic Shareholder Rights</b>					
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, <u>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?</u>		NO	0	
<b>A.2 Right to participate in decisions concerning fundamental corporate changes.</b>					
	Do shareholders have the right to participate in:				
A.2.1	Amendments to the company's constitution?	By Laws	YES	0	
A.2.2	The authorisation of additional shares?	By Laws	YES	0	
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	By Laws	YES	0	
A.3	<b>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.</b>	By Laws			
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>	By Laws	YES	0	

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<b>A</b>	<b>Rights of Shareholders</b>				
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors?	Procedures/Rules on Elections	YES	0	
A.3.3	Does the company allow shareholders to elect directors individually?	Minutes of the Meeting/By Laws/Procedure for voting tabulation	YES	0	
A.3.4	<u>Does the company disclose the voting and vote tabulation procedures used</u> , declaring both before the meeting proceeds?	AGM Minutes	YES	0	
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	AGM Minutes/ Summary of Minutes	YES	0	
A.3.6	Do the minutes of the most recent AGM record questions and answers?		YES	0	
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		YES	0	
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?		YES	0	
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?		YES	0	
A.3.10	Did the chairman of the board of directors attend the most recent AGM?		YES	0	
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		YES	0	
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		YES	0	

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A.3.13	Did the company organise their most recent AGM in an easy to reach location?	Notice of Shareholders/Members Meeting	YES	0	
A.3.14	Does the company allow for voting in absentia?	Procedure for voting tabulation	NO	0	Advance written notice w/ justification of absence & the vote must be placed in a sealed envelope
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	By Laws	YES	0	
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?		NO	0	
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?		NO	0	
A.3.18	Do companies provide at least 21 days notice for all resolutions?	By Laws/Company Policies/Guidelines	YES	0	
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?	Minutes of the Meeting	YES	0	

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<b>A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.</b>					
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?	Corporate Governance Manual	YES	0	
<b>A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</b>					
A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?	Company Policies/Guidelines/Code of Ethics	YES	0	
A.5.2	Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?		NO	0	