

SCGA Scorecard - Questions

Sections	Questions
Part 1	Shareholders' Rights and Equitable Treatment - 30%
	AGM Meeting Procedures
1	Does the company disclose the voting and vote tabulation procedures used before the meeting proceeds?
2	Are the questions and answers asked during the AGM recorded in the minutes?
3	Did the board chairman attended the most recent AGM?
4	Did the CEO attended the most recent AGM?
5	Did the company vote by poll for all resolutions at the most recent AGM?
6	Does the company appoints an independent party (scrutineers) to count /validate the votes at the AGM?
	Shareholder Participation
7	Does the company allow shareholders who hold shares through nominees to appoint multiple proxies?
8	Does the company allow shareholders who hold shares through nominees to attend AGMs as observers without being constrained by the two-proxy rule?
9	Is detailed information on each item in the agenda AGM Notice disclosed?
10	Does the company publish detailed information of the AGM vote results?
	Medium of Communication
	Does the company use the following modes of communication?
11	Analyst's briefing
12	Media briefings /press conferences
13	Did the company have an effective investor relations policy?
14	Does the company disclose its policies and practices to encourage shareholders to engage with the company beyond AGM?
	Dividend Payment
15	Does the company pay dividends in an equitable and timely manner; paid within 30 days after being either declared for interim dividends or approved by shareholders at general meetings for final dividends?
16	Did the company disclose a dividend policy?
17	Where dividends are not paid, did the company disclose the reasons?
	Bonus and Penalties
18	Reducing share issue mandate
19	Does the company release its AGM notice at least 28 days before the AGM is held?
20	Did all board members attended the most recent AGM?
21	Are AGM minutes or summary of AGM minutes available?
22	Other than controlling shareholders, is the share ownership held by institutional investors greater than 5%?
23	Investor relations issues?
24	Are there any significant interested party transactions (IPTs) involving major shareholders, directors or senior management or evidence of serious conflicts of interest?
25	Is a pyramid ownership structure and/ or cross holding structure apparent?
Part 2	Transparency and Disclosure - 20%
	Quality of Annual Report
	Does the company's annual report disclose the following items:
26	Vision and mission statement
27	Financial performance indicators
28	Non-financial performance indicators
29	Are key risks disclosed and how these risks are managed?

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	Disclosure of Interested Party Transactions (IPT)
30	Does the company disclose that IPTs are conducted in such a way to ensure that they are fair and at arms' length?
31	Does the company have a policy requiring board members to recuse themselves or to abstain from participating in the board discussion on a particular agenda when they are conflicted?
32	Directorships/Chairmanships in Listed Companies
33	Does the company disclose all the directorships and chairmanships held by its directors at present and over the past 3 years?
34	Does the company have set the limit on the number of directorships that can be held?
35	Timeliness of Release of Results
	Financial year end
	Results release date
36	Number of days taken to release the results
37	Is the audited annual financial report/results announcement released within 60 days from the financial year end?
	Executive Director/Top 5 Executives' Remuneration
38	Is the remuneration details of executive directors disclosed?
39	Is the remuneration details of CEO disclosed?
40	Is the remuneration details of top 5 key executives disclosed?
41	Are the names of the top 5 executives disclosed?
42	Did the company disclose the total amount of remuneration paid to the top five key executives?
	Non-Executive Director Fees
43	Is the director fees of non-executive directors disclosed?
	Corporate Website
44	Is the corporate website link provided on the SGX website and/or annual report?
45	Does the website have a clearly dedicated Investor Relations (IR) link?
46	Are the latest financial results announcements available on the website?
47	Is the latest annual report available on the website?
	Bonus and Penalties
48	Non-disclosure of director information?
49	Earnings restatements?
50	Breach of listing rules?
51	Query on trading activity?
Part 3	Accountability and Audit - 15%
	Composition of the Audit Committee
52	Are all the audit committee members independent?
53	If the answer to the above is N, are all the audit committee members non-executive with an independent chairman?
54	Does the majority of the audit committee members have an accounting or finance related background?
55	If the answer to the above is N, does at least one audit committee member have an accounting or finance related background?
56	Does the audit committee chairman have an accounting or finance related background?
	Risk Management and Internal Controls
57	Is the process and framework used to assess the adequacy of internal control systems and risk management disclosed?
58	Does the annual report have a statement by the board or audit committee on the adequacy of the internal controls (including operational, financial compliance, and Information technology) and risk management systems?
59	Did CEO/CFO provided certification of financial statements?
60	Did CEO/CFO provided assurance regarding the effectiveness of the company's risk management and internal control system?
	Internal Audit
61	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?
	Bonus and Penalties
62	Did the Board set the risk tolerance, or is there a risk management policy describing the tolerance and risk appetite for various classes of risk?
63	Did the Board/Risk Committee consider linking risk management with remuneration, ensuring that the level and structure of remuneration is aligned with the long-term interest and risk policies of the company?

Sections	Questions
Part 4	Responsibilities of the Board - 20%
	Board Duties and Responsibilities
64	Are the roles and responsibilities of the board of directors clearly stated?
	Board Size
65	Number of directors on board
	Board Independence
66	Independence on board
	CEO-Chairman Separation
67	Is the chairman independent?
68	If the answer to the above is N, is the chairman a non-executive and not related to the CEO?
69	If chairman is the CEO, is related to the CEO, is a controlling shareholder or is an executive director, does the company appointed a lead independent director?
	Board Competencies
70	Does the company have a diversity policy and disclose measurable objectives for implementing and monitoring its board diversity and report on progress in achieving its objectives?
71	Did the company disclose information on director training?
	Nominating Committee
72	Number of members in the committee
73	Number of independent members in the committee
74	Is the chairman independent?
75	Does the Nominating Committee undertake the process appointing and identifying the quality of directors aligned with the company's strategic directions?
	Selection of Directors
76	Is the skills and experience sought disclosed?
77	Is the appointment process followed disclosed?
	Board and Individual Director Appraisal
78	For board appraisal, is the process disclosed in detail?
79	For board appraisal, is the criteria (financial performance of the company and sustainability indicators are considered in assessing the board) disclosed?
80	For individual director appraisal, is the process disclosed?
81	For individual director appraisal, is the criteria disclosed?
82	Is an external party used at least periodically to conduct the board and/or individual director appraisal?
	Remuneration Committee
83	Number of members in the committee
84	Number of independent members in the committee
85	Is the chairman independent?
	Remuneration Policy
86	Are short-term incentives used?
87	Are long-term incentives used?
88	Did the company disclose that the remuneration paid to the executive directors and key executives is link to performance?
89	Is there contractual provisions to allow the company to reclaim incentive components of remuneration from executive directors and key executives?
90	Does Remuneration Committee engages remuneration consultant at least periodically to decide on remuneration of all directors?
	Bonus and Penalties
91	Does the tenure of independent directors exceeds nine years?
92	Same independent directors sitting on the nominating, remuneration and audit committees
93	CEO/MD not subject to re-election
Part 5	Stakeholders' Roles - 15%
	Rights of Stakeholders Established through Law and Mutual Agreements Upheld
	Does the company disclose a policy and its relevant activities that:
94	Stipulates the scope of the company's efforts to address customers' health and safety?
95	Explains supplier/contractor selection practice?
96	Describes the company's efforts to ensure that its value chain is environmentally friendly?

Sections	Questions
97	Elaborates the company's efforts to interact with the communities in which they operate?
98	Describe the company's anti-corruption (integrity/zero tolerance) programmes and procedures?
99	Describes how creditors' rights are safeguarded?
	Stakeholders' Avenue for Redress for Violation of Rights
100	Does the company provide contact details through which stakeholders can use to voice their concerns / complaints?
	Performance Enhancing Mechanisms for Employee Participation
101	Does the company disclose the policy on health, safety, and welfare for its employees?
102	Does the company publish relevant information relating to health, safety and welfare of its employees?
103	Does the company have training and continuous education programmes for its employees?
104	Does the company publish relevant data on training and continuous education programmes undergone by its employees?
105	Are details of its code of conduct/ethics disclosed?
	Whistleblowing Policy
106	Does the company have a whistleblowing policy?
107	If the answer to the above is yes, are key details of the policy disclosed and is anonymous reporting allowed?
	Bonus and Penalties
108	Does the company produces an annual sustainability report?
109	Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?