

# Statement on Corporate Governance

The Board of Directors of Alliance Financial Group Berhad has adopted the best practice of corporate governance in all areas of its activities with the objective of achieving business prosperity and corporate accountability. The ultimate objective is to safeguard the interests of all stakeholders and to enhance shareholders' value. The Board is committed to ensure that the Company is in compliance with the guidelines on Best Practices in Corporate Governance set out in the Malaysian Code on Corporate Governance (Revised 2007) and Bank Negara Malaysia (BNM) Guidelines on Corporate Governance for Licensed Institutions.

## 1. The Board of Directors

### 1.1 Composition

The Board comprises nine members, who are all Non-Executive Directors, of whom six are Independent Directors. The Board is constituted of individuals of high calibre and diverse experience and collectively has the necessary skills and qualifications to effectively manage the Company and to discharge the responsibilities of the Board. The current Board members are all very experienced in the management of businesses and in terms of academic background have skills in the areas of law, banking, finance, accounting, economic, information technology and human capital.

The presence of a majority of Independent Non-Executive Directors also provides the necessary checks and balances to ensure that the interests of all shareholders and the general public are given due consideration in the decision-making process.

A brief profile of each Director is presented on pages 14 to 19 of this Annual Report.

### 1.2 Duties and Responsibilities

The Board is led by the Chairman, Datuk Oh Chong Peng, who is an Independent Non-Executive Director.

The Chairman receives strong and positive support from the Group Company Secretary in discharging his duties and responsibilities to ensure the effective functioning of the Board.

There are matters specifically reserved for the Board's decision to ensure that the direction and control of the Group are firmly in hand. The day-to-day conduct of the Group's business is delegated to the employees subject to the authority limits given. The Board is ultimately responsible for the overall performance of the Company and of the Group.

The principal duties and responsibilities of the Board are:

- formulating the business direction and objectives of the Group;
- reviewing, adopting and approving the Group's annual budgets, strategic plans, key operational initiatives, major investments and funding decisions;
- overseeing the conduct of business of the Group;
- reviewing the risk management processes within the Group;
- assuming responsibility in succession planning within the Group; and
- reviewing the adequacy and integrity of internal control systems and management information systems to ensure compliance with relevant laws, rules, regulations, directives and guidelines.

The Board also assumes various functions and responsibilities that are required of them by regulatory authorities, as specified in guidelines and directives issued from time to time.

### 1.3 Board Charter

The Board has adopted a charter which was designed to provide Directors and Officers with greater clarity regarding the role of the Board, the requirements of Directors in carrying out their role and discharging their duties to the Company, and the Board's operating practices. The charter will be reviewed from time to time and updated in accordance with the needs of the Company and any new regulations that may have an impact on the role and responsibilities of the Board.

### 1.4 Directors' Code of Ethics

The Directors in the Group adhere to the Code of Ethics as set out in the Bank Negara Malaysia's BNM/GP7 - Part 1 Code of Ethics: Guidelines on the Code of Conduct for Directors, Officers and Employees in the Banking Industry and the Code of Ethics for Company Directors established by the Companies Commission of Malaysia.

### 1.5 Board Meetings

The Board meets on a regular basis to review business performance, strategies, business plans and significant policies as well as to consider business and other proposals which require the Board's approval. Ad-hoc Board meetings, where necessary, are held to deliberate on corporate proposals or urgent issues which require the Board's consideration between scheduled meetings.

The Board met eight times during the financial year ended 31 March 2012 (FY2012). Details of each Director's attendance during the financial year are as follows:

Name of Director	Attendance
Datuk Oh Chong Peng ( <i>Chairman</i> )	8/8
Dato' Thomas Mun Lung Lee	8/8
Stephen Geh Sim Whye	8/8
Tan Yuen Fah	8/8
Megat Dziauddin bin Megat Mahmud	7/8
Kung Beng Hong	8/8
Ou Shian Waei	8/8
Sng Seow Wah	8/8
Phoon Siew Heng (Resigned on 18 April 2012)	6/8
Lee Ah Boon (Appointed on 18 April 2012)	N/A

## 1.6 Access to Information

Board members are provided with relevant proposal papers and supporting documents at least three clear days before the relevant Board and Board Committee meetings to provide sufficient time for the Directors to review, consider and obtain further information, where required, for deliberation at meetings. Urgent proposals can be presented less than three clear days subject to approval of the Chairman. Senior management and advisers are invited to attend Board meetings, where necessary, to provide additional information and insights on the relevant agenda items tabled at Board meetings.

The Directors have full access to the services of the Company Secretary, whose role includes ensuring that Board procedures, applicable rules and regulations are complied with.

Every Director has the right to resources, whenever necessary and reasonable, for the performance of his duties at the cost of the Company. Directors may seek external independent professional advice at the expense of the Company, to assist them in making well-informed decisions whether as a full Board or in their individual capacity.

## 1.7 Appointment and Re-election of Directors

Pursuant to the guidelines issued by BNM, the appointment of new Directors and re-appointment of Directors upon the expiry of their respective tenure of office as approved by BNM, are subject to the prior approval of BNM.

Any proposed appointment of new Board members and proposed re-appointment will be assessed by the Nomination Committee. The Nomination Committee will, upon its assessment, submit its recommendation to the Board for approval subject to BNM's consent.

Upon appointment, new Directors are advised of their legal and statutory responsibilities. All Directors are also regularly being updated on new requirements affecting their responsibility and are constantly reminded of their obligations.

In accordance with the Articles of Association of the Company, newly appointed Directors shall hold office only until the next Annual General Meeting (AGM), and shall then be eligible for re-election. Additionally, one-third (1/3) of the remaining existing Directors shall retire from office at each AGM and be eligible to offer themselves for re-election provided always that all Directors shall retire from office at least once every three years.

A Director of the Company who is over the age of 70 years will retire at the AGM and may be re-appointed pursuant to Section 129 of the Companies Act, 1965.

As the capacity, energy and enthusiasm of a Director is not necessarily linked to age, it is deemed not appropriate to prescribe age limits for the retirement of directors. The Board believes in having healthy mix of age and experience and therefore does not prescribe a minimum or maximum age limit for its Board members apart from what is laid down under Section 129 of the Companies Act, 1965.

The Board had adopted the policy where Non-Executive Independent Directors after having served for 12 years will not be considered for further re-appointment.

## Statement on Corporate Governance (cont'd)

### 1.8 Directors' Training

The Board places the responsibility for training of directors on the Nomination Committee which on a continuous basis, evaluates and determines the training needs of Directors.

As at 31 March 2012, all the Directors have completed the Mandatory Accreditation Programme and pursuant to the requirement of Bursa Securities, they have attended various training programmes during the financial year.

The Company has in place a Directors' Orientation Programme for newly appointed Directors to familiarise themselves with the Group's business operations. The Directors are provided with the opportunity for relevant training programmes on an ongoing basis on areas relating to the banking and financial industry to keep themselves abreast with the latest developments in the marketplace including the eight-day Financial Institutions Directors' Education (FIDE) Programme which promotes high-impact Boards by strengthening Board competencies in dealing with corporate governance, risk management and strategic issues faced by the financial services industry.

During the financial year, all the Directors have attended seminars, conferences and courses on various topics covering accounting, tax, corporate governance, finance, management and risk management. Some of the seminars, conferences and courses attended by Directors are:

- Advanced Corporate Tax Planning
- Improving Corporate Governance in Malaysian Capital Markets – The Role of the Audit Committee
- Budget Seminar
- FIDE Programme : Board IT Governance & Risk Management
- FIDE Programme : Board Risk Management Committee Programme – Managing Risks in Banks
- FIDE programme : Insurance Insights Programme
- FIDE Programme : Banking Insights
- Operational Risk Management
- Introduction to Actuarial Liability Provisioning and Introduction to Risk Based Capital
- Italian Insurance Market Overview
- State of the Market Using Business Intelligence to optimise Profitability in a Challenging Market
- Catastrophic Modeling and the Tools available in the market today
- Solvency II – A non-technical Strategic Overview and Potential Relevance to Asia
- ICLIF Leadership & Governance Conference

- Corporate Governance Blueprint 2011 – Towards Excellence In Corporate Governance
- Controversies on Financial Reporting Practices in Malaysia – An Educational Perspective
- Reviewing the Risk and Control on the Quality of Financial Statement
- Malaysian Competition Act
- First Asian Central Bank's Watchers Conference – Promoting Financial and Monetary Stability at a Time of Transition
- Scrutinising Financial Statement Fraud and Detection Of Red Flags For Directors and Officers Of PLC's And Government Regulatory Agencies
- Strategic ALM & Capital Adequacy

### 1.9 Board Committees

The Board has established various Board Committees to assist and complement the Board in the execution of its responsibilities. Each Board Committee operates within its terms of reference, which clearly define its functions and authority. The Board Committees of the Company are as follows:

#### a) Audit Committee

The Terms of Reference and the composition of the Audit Committee are presented in the Audit Committee Report on pages 65 to 69 of this Annual Report.

#### b) Nomination Committee

The Nomination Committee reviews the existing mix of skills, experience, size, effectiveness of the Board, Board Committees and contribution of each individual Director. It also considers and recommends to the Board, candidates for directorships.

The salient Terms of Reference of the Nomination Committee are as follows:

- to establish minimum requirements for the Board i.e. required mix of skills, experience, qualification and other core competencies required of a director. The Committee is also responsible for establishing minimum requirements for the Chief Executive Officer (CEO). The requirements and criteria should be approved by the full Board;
- to recommend and assess the nominees for directorship, Board committee members as well as nominees for the CEO. This includes assessing directors for reappointment, before an application for approval is submitted to BNM. The actual decision as to who shall be nominated should be the responsibility of the full Board;

- to oversee the overall composition of the Board, in terms of the appropriate size and skills, and the balance between Executive Directors, Non-Executive Directors and Independent Directors through annual review;
- to recommend to the Board the removal of a Director/CEO from the Board/Management if the Director/CEO is ineffective, errant and negligent in discharging his responsibilities;
- to establish a mechanism for the formal assessment on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the CEO and other key senior management officers. Annual assessment is conducted based on an objective performance criterion. Such performance criteria are approved by the full Board;
- to ensure that all Directors continue to receive appropriate training in order to keep abreast with the latest development in the industry;
- to oversee the appointment, management succession planning and performance evaluation of key senior management officers;
- to recommend to the Board the removal of key senior management officers if they are ineffective, errant and negligent in discharging their responsibilities; and
- to assess, on an annual basis, to ensure that the Directors and key senior management officers are not disqualified under Section 56 of the Banking and Financial Institutions Act, 1989.

The Nomination Committee annually assesses the effectiveness of the Board as a whole and the contribution of each individual Director by way of a set of customised self-assessment questionnaires. In addition to the self-assessment by Directors, each individual Director's performance will be assessed by the Board Chairman. The results of the self-assessment by Directors and assessment of individual Directors by the Board Chairman are compiled by the Group Company Secretary and tabled to the Nomination Committee and Board for deliberation.

Arising from the annual review, the Nomination Committee was satisfied that the current size and composition of the Board is appropriate and well-balanced with the right mix of skills and that the Board comprises individuals of calibre, credibility and with necessary skills and qualifications to enable the Board to discharge its responsibility effectively.

The Nomination Committee has also assessed the independence of Independent Directors and the fitness and propriety of the Directors.

The Nomination Committee comprises entirely of Non-Executive Directors with the majority being independent. In FY2012, a total of four meetings were held by the Nomination Committee. The members of the Nomination Committee and the details of attendance during the financial year are as follows:

Committee Members	Attendance
Datuk Oh Chong Peng ( <i>Chairman</i> )	4/4
Dato' Thomas Mun Lung Lee	4/4
Megat Dziauddin bin Megat Mahmud	3/4
Stephen Geh Sim Whye	4/4
Kung Beng Hong (Appointed on 13 March 2012)	1/1
Phoon Siew Heng (Resigned on 18 April 2012)	3/4
Lee Ah Boon (Appointed on 18 April 2012)	N/A

#### c) Remuneration Committee

The Remuneration Committee reviews and makes recommendations to the Board on the remuneration package of Non-Executive Directors. The reviews cover all aspects of remuneration, including but not limited to Directors' fees, allowances and benefits-in-kind based on the level of responsibilities undertaken by the particular Director concerned.

The salient Terms of Reference of the Remuneration Committee are as follows:

## Statement on Corporate Governance (cont'd)

- to recommend a framework of remuneration for Directors, CEO and key senior management officers of the Company for the full Board's approval. The remuneration framework should support the Company's culture, objectives and strategy and should reflect the responsibility and commitment, which goes with the Board membership and responsibilities of the CEO and senior management officers. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain the employees and/or directors of calibre, and yet not excessive to the extent of the Company's funds are used to subsidise the excessive remuneration. This framework should cover all aspects of remuneration including director's fees, salaries, allowances, bonuses, options and benefits-in-kind;
- to provide oversight on remuneration matters of operating subsidiaries and to recommend specific remuneration packages for Executive Director(s) and CEO. The remuneration package should be structured such that it is competitive and consistent with the Company's culture, objectives and strategy. Salary scales drawn up should be within the scope of the general business policy and not be dependant on short-term performance to avoid incentives for excessive risk-taking. As for Non-Executive Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the board. In addition, the remuneration of each Board member may differ based on their level of expertise, knowledge and experience;
- to review annually the Group Policy on remuneration of Non-Executive Directors of the subsidiaries and to recommend the remuneration of the Non-Executive Directors for the Board's approval;
- to approve new key senior management appointments and remuneration package, transfers and promotions of senior management officers and assessing the performance of key senior management officers of the Company; and
- to review and approve annual salary increment and performance bonus for employees of the Company.

The Remuneration Committee comprises of entirely Non-Executive Directors with the majority being independent. In FY2012, two meetings were held by the Remuneration Committee. The members of the Remuneration Committee and the details of attendance during the financial year are as follows:

Committee Members	Attendance
Datuk Oh Chong Peng ( <i>Chairman</i> )	2/2
Dato' Thomas Mun Lung Lee	2/2
Megat Dziauddin bin Megat Mahmud	2/2
Ou Shian Waei	2/2
Kung Beng Hong	2/2
Phoon Siew Heng (Resigned on 18 April 2012)	-
Lee Ah Boon (Appointed on 18 April 2012)	N/A

### d) Employees' Share Participating Scheme Committee

The Employees' Share Participating Scheme Committee (ESPS Committee) is a sub-committee of the Remuneration Committee established to implement and administer the AFG Employees' Share Scheme (ESS) in accordance with the Bye-Laws approved by the shareholders of the Company on 28 August 2007.

The members of the ESPS Committee and the details of attendance during the financial year are as follows:

Committee Members	Attendance
Datuk Oh Chong Peng ( <i>Chairman</i> )	2/2
Dato' Thomas Mun Lung Lee	2/2
Megat Dziauddin bin Megat Mahmud	2/2
Ou Shian Waei	2/2
Kung Beng Hong	2/2
Phoon Siew Heng (Resigned on 18 April 2012)	1/2
Lee Ah Boon (Appointed on 18 April 2012)	N/A

The minutes of all Board Committees are circulated to the Board for notation.

### 1.10 Directors' Remuneration

The objective of the Company's policy on Directors' remuneration is to attract and retain Directors needed to steer the Company towards achieving its goal effectively. The determination of the Non-Executive Directors' remuneration is a matter for the Board as a whole.

The level of remuneration of Non-Executive Directors is linked to their level of responsibilities.

Non-Executive Directors are paid annual Directors' fees and sitting allowances for attending to Board/Board Committee meetings. The members of Board Committees are also paid allowances for additional responsibilities undertaken. Directors of the Company who are employees within the Group are remunerated separately in accordance with their employment contracts.

Details of the Company's Directors' Remuneration (including benefits-in-kind) for each Director in the Company and the Group for FY2012 are set out below:

	COMPANY		Company Total RM'000	SUBSIDIARIES								Group Total RM'000	
	Fees RM'000	Salary, Allowances, Benefits-in-kind and others RM'000		ABMB		AIBB		AIS		AIMB			
				Fees RM'000	Salary, Allowances, Benefits-in-kind and others RM'000								
<b>Executive Directors</b>	–	–	–	–	–	–	–	–	–	–	–	–	–
<b>Non-Executive Directors</b>													
Datuk Oh Chong Peng (Chairman)	120	73	193	–	–	–	–	–	–	–	–	–	193
Dato' Thomas Mun Lung Lee	60	42	102	144	82	120	8	–	–	–	–	–	456
Stephen Geh Sim Whye	60	48	108	–	–	–	–	–	–	–	–	–	108
Tan Yuen Fah	60	37	97	72	38	–	–	–	–	–	–	–	207
Megat Dziauddin bin Megat Mahmud	60	53	113	72	80	60	8	120	9	30	24	–	516
Kung Beng Hong	60	47	107	72	159	60	42	–	–	–	–	–	440
Ou Shian Waei	60	42	102	72	51	–	–	–	–	–	–	–	225
Sng Seow Wah	–	–	–	–	* 3,426	–	–	–	–	–	–	–	* 3,426
Phoon Siew Heng (Resigned on 18 April 2012)	60	29	89	72	64	60	30	–	–	–	–	–	315
Lee Ah Boon (Appointed on 18 April 2012)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Total</b>	<b>540</b>	<b>371</b>	<b>911</b>	<b>504</b>	<b>3,900</b>	<b>300</b>	<b>88</b>	<b>120</b>	<b>9</b>	<b>30</b>	<b>24</b>	<b>–</b>	<b>5,886</b>

\* This includes the fair value of share options and share grants offered/awarded to Mr Sng Seow Wah under the Employees' Share Scheme amounting to RM733,000.

ABMB: Alliance Bank Malaysia Berhad

AIBB: Alliance Investment Bank Berhad

AIS: Alliance Islamic Bank Berhad

AIMB: Alliance Investment Management Berhad

## Statement on Corporate Governance (cont'd)

## 2. Accountability and Audit

### 2.1 Financial Reporting

The annual financial statements and quarterly results are reviewed by the Audit Committee and approved by the Board of Directors for BNM's clearance prior to public release. A statement by the Directors explaining the Board's responsibility for preparing the annual financial statements is set out on page 80 of this Annual Report.

### 2.2 Risk Management Framework

A Risk Management report, which provides an overview of the risk management framework within the Group, is disclosed on pages 71 to 77 of this Annual Report.

### 2.3 Internal Control

A Statement on Internal Control, which provides an overview of the state of internal control within the Group, is disclosed on page 70 of this Annual Report.

### 2.4 Policy against Fraud

All employees are entrusted with the responsibility to stay alert to risk of fraud and assist in the combat against fraud. The Group has in place reporting procedures with regards to fraud, robbery/burglary and including breach of the Code of Ethics.

The Group also has in place a Whistleblower Policy which is designed to provide an avenue for staff to report any possible financial improprieties such as manipulation of financial results, misappropriation of assets, intentional circumvention of internal controls, inappropriate influence on related party transactions by related parties, or other improprieties. The Whistleblower Policy is also an avenue for employees to raise concerns in relation to the specific issues which are in the interest of integrity and justice, and which fall outside the scope of other Group policies and procedures.

### 2.5 Anti-Money Laundering and Counter-Financing of Terrorism

The Anti-Money Laundering and Anti-Terrorism Financing Act 2001 provides the legal framework to counter money laundering and terrorism financing in reporting institutions. In order to reduce the likelihood of any of the entities within the Group becoming vehicles for money laundering, terrorism financing and other unlawful activities, the Group has a policy on anti-money laundering and counter-financing of terrorism setting out the minimum standards that are to be adopted and implemented by the entities within the Group.

The key features of the policy are:

- a customer acceptance policy which requires, amongst others, establishment of a business relationship only after satisfactory verification and due diligence of a new customer or persons acting on their behalf;
- ongoing monitoring of transactions to detect unusual and suspicious patterns of activity and intensified monitoring for higher risk customers;
- clear enunciation of the roles and responsibilities of various persons within the Group, including the Board of Directors;
- requirement for reporting of suspicious transactions and prohibition against disclosure of suspicious transaction reports made;
- co-operation with the Financial Intelligence Unit, BNM and other regulatory authorities with no compromise on confidentiality of customer information;
- proper retention of records for the prescribed retention period; and
- ensuring staff awareness and training.

The standards expected by the Group are upheld and reinforced by periodic training programmes on anti-money laundering and counter-financing of terrorism.

### 2.6 Relationship with the Auditors

Through the Audit Committee, the Company has established a formal and transparent relationship with the auditors, both internal and external. The External Auditors are invited to discuss the annual financial statements, their audit plan, audit findings and other special matters that require the Board's attention. The Audit Committee meets with the External Auditors and Internal Auditors twice a year, without the presence of the Management.

## 3. Corporate Responsibility

The Board has adopted the best practices in corporate governance in all its activities to ensure that we achieve business prosperity for the benefit of all stakeholders. Whilst we are committed to achieving our business and financial goals in an ethical, responsible and sustainable manner, we are also mindful of the need to fulfil our responsibilities to the marketplace, workplace, community and the environment in which we operate.

#### 4. Investor Relations and Shareholders Communication

The Company acknowledges the importance of regular communication with shareholders and investors. The Company endeavours to maintain constant and effective communication with shareholders through timely and comprehensive announcements. The Board regards the AGM as an opportunity to communicate directly with shareholders and encourages attendance and participation. The notice of AGM is despatched to shareholders, together with explanatory notes or circulars on items of special business, at least 21 days prior to the meeting date.

The Investor Relations team engages the financial community, stakeholders and other key constituencies of the Group to provide consistent, accurate, transparent and timely information. Briefings for analysts are conducted every quarter in conjunction with the release of the quarterly financial results to provide consistent dialogue between the Group's Senior Management and the investment community. During the last 12 months, the Group has participated at roadshows and dialogues to share with the investment community the latest updates and pertinent information on the Group's progress. These platforms enabled the investment community to express their views on the Group's performance and in turn, the Group had the opportunity to manage investors' expectations and strengthen their understanding of the Group.

Shareholders, potential investors and members of the public can access the Company's website at [www.alliancegroup.com.my](http://www.alliancegroup.com.my) for information of the Group. They can also convey their concerns and queries to the Senior Independent Non-Executive Director of the Company, Dato' Thomas Mun Lung Lee. The Senior Independent Non-Executive Director serves as the point of contact between the Independent Directors and the Chairman on sensitive issues and act as a designated contact to shareholders' concerns or queries that may be raised, as an alternative to the formal channel of communication with shareholders.

All correspondence to the Senior Independent Non-Executive Director can be faxed to 03-2694 6200 or sent via e-mail to [leetml@yahoo.com](mailto:leetml@yahoo.com), or by mail to the registered office of the Company at 3rd Floor, Menara Multi-Purpose, Capital Square, No. 8, Jalan Munshi Abdullah, 50100 Kuala Lumpur, Malaysia.

#### 5. Corporate Disclosure

The Corporate Disclosure Policies and Procedures for the Group (CDPP) provides timely, consistent and fair disclosure of corporate information to enable informed decisions by investors.

The objectives of the CDPP are:

- a) raising awareness of Directors, management and employees on disclosure requirements and practices;
- b) providing guidance in disseminating corporate information to, and in dealing with investors, analysts, media representatives and the public; and
- c) ensuring compliance with the disclosure obligations under the Main Market Listing Requirements of Bursa Securities and other applicable laws.

The Group Company Secretary being the Corporate Disclosure Manager (CDM), serves as the primary contact person for matters referenced in the CDPP. He oversees and co-ordinates disclosure of material information to Bursa Securities. The CDM also ensures compliance with the CDPP and undertakes reviews of any violations, including assessment and implementation of appropriate consequences and remedial action.

Certain designated senior management staff of the Group are authorised to communicate Group information to the investing public. The authorised spokespersons are regularly reminded of their responsibility to exercise due diligence in making sure that the information to be disseminated to the investing public is accurate, clear, timely and complete, and that due care is observed when responding to analysts, the media and the investing public.

To take advantage of current information technology to disseminate relevant information to the investing public, all announcements released by the Company are made accessible via the Company's website, [www.alliancegroup.com.my](http://www.alliancegroup.com.my).

#### 6. Dealings in Securities

The Group has in place an internal procedure governing dealings in securities by the Directors and employees to prevent contravention of applicable rules and requirements, including the provisions of the Main Market Listing Requirements of Bursa Securities and insider trading laws.

"Watch List" and "Restricted List" are circulated regularly to AIBB Directors and relevant employees reminding them to refrain from dealing with relevant securities. Directors and principal officers of the Group are also reminded on a quarterly basis in relation to restriction in dealings in securities of the Company during Closed Periods.

This Statement on Corporate Governance is made in accordance with a resolution of the Board of Directors dated 30 May 2012.