2024 ACGS

Country Reports and Assessments

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Foreword

By the Director General, Sectors Department 3, Asian Development Bank

Good corporate governance remains fundamental to resilient and transparent economies as the world grows ever more complex and interconnected. Indeed, robust governance frameworks can help sustain investor confidence as uncertainties from climate risks to rapid technological change roil economies. By supporting long-term value creation and ensuring accountability to investors and stakeholders, such frameworks help develop capital markets.

The ASEAN Corporate Governance Scorecard (ACGS) remains vital in advancing these objectives. The scorecard shows how publicly listed companies are responding to governance expectations and identifies room for improvement in the region. By raising governance standards, it has helped attract investment, spur economic growth, and raise global competitiveness in ASEAN's markets.

The 2024 assessment also marks an ACGS milestone. In it, a revised scorecard was implemented for the first time across all participating jurisdictions, reflecting adjustments after a comprehensive review in 2023. The updated framework consolidates governance categories, integrates sustainability and resilience more explicitly into the assessment, and strengthens alignment with the revised G20/OECD Principles of Corporate Governance. These refinements respond to fast-changing global investor expectations and reinforce ACGS relevance.

The new assessment also demonstrates the Association of Southeast Asian Nations' (ASEAN) progress. Average scores among ASEAN companies improved relative to the previous assessment as more companies achieved scores of 100 points and above. Not only did top-performing companies improve, but so did a broader group, suggesting that regulatory reforms and efforts to strengthen governance practices are having impact. Nonetheless, companies and authorities must sustain their focus on narrowing performance gaps and embedding good governance practices consistently across companies.

The ACGS is thus clearly an essential tool for investors, regulators, and other stakeholders. Its evidence-based features help companies make informed investment decisions and conduct effective supervision. These are invaluable assets as authorities aim to advance sustainable finance and long-term economic growth.

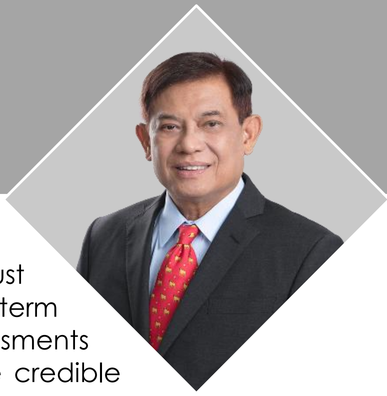
ADB is honored to partner with the ASEAN Capital Markets Forum (ACMF) on the ASEAN Corporate Governance Scorecard initiative and committed to advancing sound corporate governance and reinforcing investor confidence. We share the ACMF's objective of building an interconnected, inclusive, and resilient ASEAN capital market.

We extend our sincere gratitude to the Securities and Exchange Commission Philippines as Chair of the ASEAN Corporate Governance Working Group, ACMF members, domestic ranking bodies, and all contributors to the 2024 assessment. We also acknowledge the leadership and guidance provided under the Securities Commission Malaysia's 2025 ACMF Chairship and the Securities and Exchange Commission Philippines' 2026 Chairship.

Christine Engstrom
Director General, Sectors Department 3, Asian Development Bank

Foreword

By the Chair, ASEAN Corporate Governance Working Group



Markets do not stand still. They deepen, diversify, and place greater demands on the institutions that govern them. Corporate standards must therefore keep pace to preserve trust, strengthen resilience, and sustain long-term market confidence. In that context, the 2024 ACGS Country Reports and Assessments stands as a regional record of ASEAN's commitment to stronger and more credible corporate governance.

This publication presents the results of the 2025 assessment following the 2023 revision of the ASEAN Corporate Governance Scorecard (ACGS). That revision aligned the Scorecard more closely with the Revised G20/OECD Principles of Corporate Governance and reflected evolving expectations in sustainability and resilience, disclosure, and board accountability. In doing so, this publication strengthens transparency, comparability, and mutual learning across participating jurisdictions.

Its findings show that publicly listed companies across the region continue to make progress in corporate governance, even under a more rigorous framework. They also underscore the need for stronger more consistent adoption across markets. For regulators, market participants, investors, and other stakeholders, this document serves both a reference and a reminder that good governance is a continuing task.

As the Corporate Governance Working Group, under the chairmanship of the Securities and Exchange Commission Philippines, continues to advance governance standards in the region, we hope this report will encourage dialogue, support improvement, and help strengthen capital markets across ASEAN. We also hope that, in time, the adoption and use of the Scorecard will expand across all ASEAN member states.

This shared endeavor would not be possible without the steady support of the institution and partners that have helped advance it. I therefore extend my sincere appreciation to the ASEAN Capital Markets Forum, the Asian Development Bank, the Working Group Secretariat, and the domestic ranking bodies for their continued support to this initiative.

May this momentum carry us toward stronger, more credible, and better-governed markets across ASEAN.

Francisco Ed. Lim
Chair, ASEAN Corporate Governance Working Group

Acknowledgements

This report was prepared by a group of ASEAN corporate governance experts composed of Angela Simatupang (RSM Indonesia), Dr. Ismet Yusoff (Minority Shareholders Watch Group, Malaysia), Catherine S. Jalandoni and Roberto T. Bascon (Institute of Corporate Directors, Philippines), John KM Lim (Singapore Institute of Directors and the Centre for Governance and Sustainability of the National University of Singapore Business School), Kulvech Janvatanavit (Thai Institute of Directors), and Minh Hien Nguyen (Vietnam Institute of Directors). The Asian Development Bank and the Securities and Exchange Commission Philippines jointly led the publication of the report.

The ASEAN Corporate Governance Scorecard is an initiative under the ASEAN Capital Markets Forum. The forum endorsed the scorecard and the methodology used in the ranking exercise but was not involved in the assessment and selection of the publicly listed companies in the sample.

Executive Summary

The ASEAN Corporate Governance Scorecard (ACGS) remains one of the most significant regional initiatives promoting good corporate governance standards in Southeast Asia. The ACGS was designed to raise corporate governance practices of publicly listed companies (PLCs) in line with international best practice standards and to promote the Association of Southeast Asian Nations (ASEAN) as a competitive and credible investment region. Since its first implementation in 2011, the ACGS has evolved into both a benchmarking tool and a mechanism for dialogue between regulators, listed companies, investors, and other stakeholders. The scorecard was established under the initiative of the ASEAN Capital Markets Forum (ACMF), with support from the Asian Development Bank (ADB).

For almost 10 years, the Securities and Exchange Commission Philippines has led the ASEAN Capital Markets Forum (ACMF) Working Group D, the body responsible for the development of the scorecard and assessment. This follows the handover from the Securities Commission Malaysia in November 2015. It brings together capital market regulators and corporate governance advocates from across the region.

Following the 2021 assessment, Working Group D led another holistic review of the ACGS with technical support from the ADB. In 2023, the regional assessment was deferred to allow for revision and streamlining of the scorecard in line with the Revised G20/OECD Principles of Corporate Governance and evolving global expectations on sustainability, disclosure quality, and board accountability. The updated scorecard was approved during the ACMF Chairs' Meeting on 17 October 2023 and formally launched during the ACMF International Conference on 18 October 2023.

The revised scorecard consolidates the previous five categories into four, integrates sustainability and resilience more fully into governance assessment, refines the scoring methodology, and enhances alignment with global standards and best practices. The 2024 assessment marks the first full implementation of the updated framework across all participating jurisdictions.

The ACGS 2024 assessment covered 569 PLCs across six jurisdictions. Companies were selected based on market capitalization, as of 31 May 2024, to capture the largest and most economically significant issuers in each capital market. The process concluded with an awarding ceremony in Kuala Lumpur in July 2025, marking the return of in-person recognition after the virtual awarding in 2022. The awards are a recognition and signalling mechanism to investors highlighting companies that demonstrate governance practices aligned with global expectations, and thus can strengthen confidence in ASEAN capital markets.

Review of the ASEAN Corporate Governance Scorecard

The ASEAN Corporate Governance Scorecard (ACGS) was developed and continues to be refined using international benchmarks such as the Revised G20/OECD Principles of Corporate Governance, the International Corporate Governance Network Principles, and best practices from ASEAN and global markets. Earlier editions of the ACGS reports helped raise awareness of the initiative and highlighted top PLCs in each domestic ranking body. Subsequent reports elevated the visibility of Association of Southeast Asian Nation (ASEAN) publicly listed companies (PLCs) among investors and strengthened comparative insights across markets.

A one-year hiatus in 2016 allowed for a comprehensive review and update of the scorecard and its methodology, resulting in a revised framework finalised in 2017. This framework became the basis for the 2017, 2019, and 2021 assessments and strengthened alignment with international governance standards. Following the 2021 assessment, the Working Group D led another holistic review of the ACGS with Asian Development Bank (ADB) technical support. In 2023, the regional assessment was deferred to allow for revision and streamlining of the scorecard in line with the Revised G20/OECD Principles of Corporate Governance and evolving global expectations on sustainability, disclosure quality, and board accountability.

Key revisions included the consolidation of shareholder rights sections into a single category, the reframing of stakeholder responsibilities into a broader sustainability and resilience dimension, stricter criteria on board independence, remuneration, attendance, and audit-related disclosures, and the relocation of default questions to an appendix where compliance is already mandated across participating jurisdictions. These updates strengthen alignment with global governance standards while maintaining comparability with earlier assessment cycles.

Table 1: Summary of Scorecard Changes

<table>
<tr><td></td><td colspan="9">Number of Questions</td><td></td></tr>
<tr><td></td><td></td><td>2012</td><td>2013</td><td>2014</td><td>2015</td><td>2017</td><td>2019</td><td>2021</td><td>2024</td><td></td></tr>
<tr><td rowspan="5">Level 1</td><td>Part A</td><td>26
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[40]</td><td>Part D</td></tr>
<tr><td rowspan="2">Level 2</td><td>Bonus</td><td>11
[17]</td><td>9
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[(67)]</td><td>26
[(69)]</td><td>Penalty</td></tr>
</table>

Source: ACMF Working Group D Secretariat 2024.

Overview of the Revised ASEAN Corporate Governance Scorecard

The G20/OECD Principles of Corporate Governance remain the main benchmark for the ACGS, with many items reflecting international and regional best practices beyond national legislation.

The revised framework places greater emphasis on sustainability governance, board accountability, and disclosure quality, as well as the reliability and integrity of information used by investors and other stakeholders. These areas reflect evolving expectations from global investors and standard setters such as the OECD, IFRS Foundation, and institutional investors.

The revised framework retains the two-tiered scoring system but applies more rigorous standards and clearer evidentiary requirements for disclosures and practices. Level 1 now covers four parts: (A) Rights and Equitable Treatment of Shareholders; (B) Sustainability and Resilience; (C) Disclosure and Transparency; and (D) Responsibilities of the Board. Level 2 consists of bonus and penalty items, recognizing exemplary practices and deducting for poor practices.

The 2023 review introduced 16 new questions and revised 15 others to reflect global standards, while consolidating Level 1 categories from five to four. It also strengthened board accountability, disclosure timeliness, and data quality, including stricter requirements on independence, remuneration, and annual general meeting (AGM) practices. Several default questions were excluded from scoring and moved to an appendix. The maximum score was retained at 130 points for comparability with prior assessments.

Level 1

Level 1 of the 2023 revised scorecard consists of 149 items and is divided into four parts, reflecting the updated G20/OECD Principles. Each part carries a weight proportionate to its importance, with Rights of Shareholders and Equitable Treatment merged into one, and the Role of Stakeholders reframed as Sustainability and Resilience. Table 2 presents the composition and structure of the 2023 Scorecard Level 1.

Table 2: Composition and Structure of Level 1

Composition and Structure	Number of Questions	Weight (% of total Level 1 score)	Maximum Attainable Score
Rights and Equitable Treatment of Shareholders	30	20	20 points
Sustainability and Resilience	22	15	15 points
Disclosure and Transparency	34	25	25 points
Responsibilities of the Board	63	40	40 points

The weighted score of each part is obtained using the following formula:

$$\text{Score} = \frac{\text{no. of items scored by PLC}}{\text{total possible points for all questions}} \times \text{weightage for the part in points}$$

The total number of questions is computed after adjusting for items that are not applicable to a PLC. As an example, if two questions are not applicable to PLC1, and PLC1 scores in 18 out of the 20 remaining items in Part B, then:

PLC's score in Part B = 18/(22-2) x 15 points = 13.5 points

The Level 1 score is obtained by totalling the scores of parts A through D. The maximum attainable score for Level 1 is therefore 100 points.
Hence, if PLC1 scores 13.5 points in part B and perfect in all the other parts in Level 1, then:

PLC1's Level 1 score = 20 + 13.5 +25 + 40 = 98.5 points

Level 2
Level 2 of the revised scorecard consists of bonus and penalty items that strengthen the robustness of the assessment by going beyond the minimum compliance. Bonus items recognise companies that adopt emerging good corporate governance practices not captured in Level 1, while penalty items reduce scores for poor practices such as regulatory sanctions or governance breaches not otherwise reflected in Level 1 results.

Under the 2023 framework, Level 2 contains 18 bonus items and 26 penalty items, each weighted differently. The maximum attainable points remain at 30, while the maximum deductible penalty is 69 (Table 3)

Table 3: Composition and Structure of Level 2

Level 2	Number of Questions	Maximum Score (points)
Bonus	18	30
Penalty	26	-69

The Level 2 score is obtained by totalling the bonus and penalty scores. For example, if PLC1 scores 26 bonus points and three penalty points, then:

PLC1's Level 2 score = 26 + (-3) = 23 points

Total Score
The total score is obtained using the following formula:

Total score = Level 1 score + Level 2 score

To illustrate, PLC1's total score = 98.5 + 23 = 121.5 points.

The maximum attainable score is 130 points, with 100 points coming from Level 1 and 30 points from Level 2.

Default Items
In the 2023 Scorecard, certain questions were classified as *default items* because compliance with them is already mandated in all six participating jurisdictions. These items are no longer scored but are recorded in an ***appendix*** for reference. A company is still expected to comply, and any evidence of non-compliance may be flagged during the assessment. To ensure transparency, each jurisdiction must disclose its list of default items before assessment starts.

Assessment Methodology
The 2024 assessment was based solely on publicly available and accessible information, including annual reports, corporate websites, notices, circulars, articles of association, minutes of shareholder meetings, corporate governance policies, codes of conduct, and sustainability

reports. To qualify for assessment and ranking, documents had to be available in English. Disclosures were credited only if they were clear, unambiguous, and sufficiently complete.
The ACGS methodology remains one of the few regional governance benchmarks that combines domestic assessment with cross-jurisdictional peer review, regulatory oversight, and structured reconciliation of scoring differences. This dual-layer process enhances comparability and reduces jurisdiction-specific bias.

The assessment process involved a domestic review conducted by each jurisdiction's ranking body, followed by a peer review by other jurisdictions to ensure consistency across markets. Unlike the 2017 assessment, which added an independent external validation, the 2019, 2021, and 2024 assessments did not include this step. External validation was undertaken in earlier cycles to test the robustness of the methodology and peer review process. Following successful validation, subsequent assessments have relied on strengthened cross-jurisdictional peer review to ensure consistency and comparability.

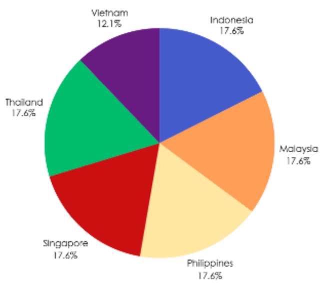
With the adoption of the revised scorecard in 2023, the 2024 assessment applied a more rigorous standard, particularly in areas such as environmental, social, and governance integration, board independence, remuneration disclosures, and stakeholder engagement, ensuring that the methodology captured not only compliance but also the quality of governance practices.

Domestic Assessment Process
The domestic assessment is the first stage of the assessment process. Using the scorecard, the domestic ranking bodies in the participating countries assess the corporate governance practices of their top 100 domestic PLCs based on market capitalization.

Peer Review Process
In 2024, the top 35 PLCs per country and PLCs with a preliminary score of 75% and above were subjected to peer review. Companies were assigned to peer reviewers at random to ensure that each ranking body assessed companies outside its own market.

This step was designed to validate the initial domestic assessments and to promote consistency in interpreting the scorecard questions. Where differences arose, peer reviewers and the domestic ranking bodies engage in structured discussions to reconcile scoring interpretations and agree on a final outcome. If the differences reflected a broader issue of interpretation, the domestic ranking body was required to apply the agreed revision across all assessed companies, not only those under peer review. This check-and-balance mechanism improved comparability across jurisdictions and reinforced the reliability of the 2024 results.

Figure 1: Number of PLCs Assessed by Country in 2024



Overall Results and Analysis

The 2024 assessment covered 569 PLCs across the six participating jurisdictions. Like the previous assessments, the number of companies assessed was not evenly distributed, since eligibility depended on the availability of disclosures in English. In Vietnam, fewer than 100 domestic PLCs met this requirement and were included in the review (Figure 1).

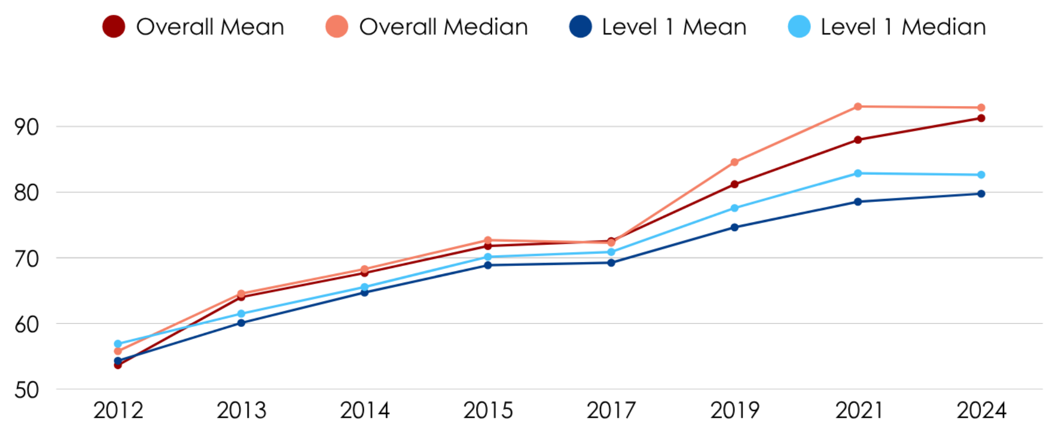
Table 4: Comparison of Total Scores, 2012–2015, 2017, 2019, 2021, 2024 (points)

Overall	2012	2013	2014	2015	2017	2019	2021	2024
Mean	53.66	64.02	67.69	71.81	72.57	81.21	87.98	91.28
Median	55.79	64.55	68.29	72.69	72.3	84.58	93.05	92.88

Maximum attainable score	117	142	128	126	130	130	130	130

The mean total score increased to 91.28 points in 2024, up from 87.98 points in 2021, representing a 3.75% improvement over the previous assessment. The median score reached 92.88 points, slightly lower than the 2021 median of 93.05, but still showing that performance across most companies remained strong despite stricter criteria. While the increase over the last assessment is modest, the overall improvement of 70.11% since 2012 demonstrates progress in strengthening fundamental and core corporate governance practices among ASEAN PLCs (Table 4).

Table 5: Comparison of Level 1 Scores, 2012–2015, 2017, 2019, 2021, 2024 (points)



Level 1	**2012**	**2013**	**2014**	**2015**	**2017**	**2019**	**2021**	**2024**
Mean	54.32	60.09	64.72	68.87	69.25	74.65	78.55	79.77
Median	56.91	61.5	65.56	70.16	70.9	77.59	82.88	82.66
Maximum Attainable Score	100	100	100	100	100	100	100	100

For Level 1, the mean score in the 2024 assessment is 79.77, 1.55% higher than the 78.55 recorded in the 2021 assessment. As anticipated, the use of the revised scorecard in the 2024 assessment resulted in one of the lowest mean score increases across the 8 assessment periods, only slightly higher than the 2017 assessment.

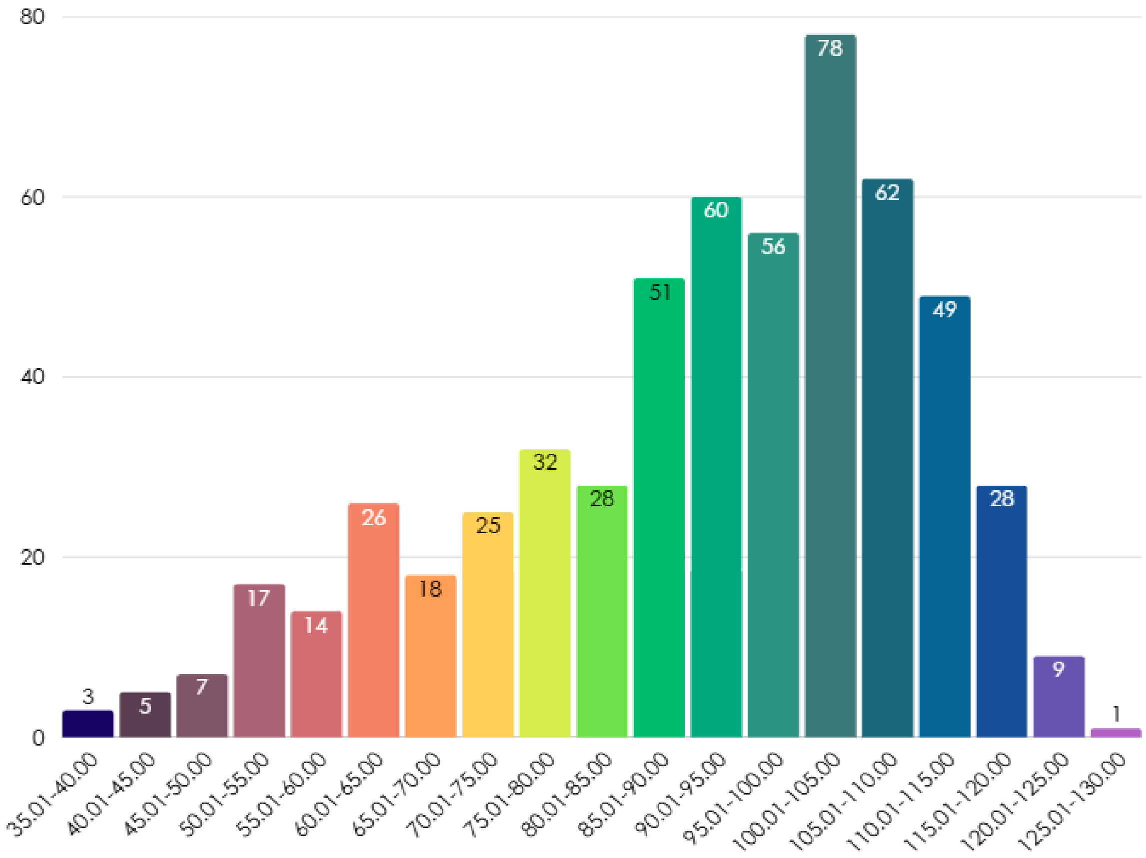
Table 6: Comparison of Level 2 Scores, 2012–2015, 2017, 2019, 2021, 2024(points)

Level 2	**2012**	**2013**	**2014**	**2015**	**2017**	**2019**	**2021**	**2024**
Mean	-0.66	3.92	2.98	2.94	3.32	6.57	9.42	11.51
Median	0.00	3.00	2.00	2.00	2.00	6.00	10.00	12.00
Maximum Attainable Score	17	42	28	26	30	30	30	30

For Level 2, the mean score in the 2024 assessment increased to 11.51 points, up from 9.42 points in 2021, representing a 22.19% improvement. The median also rose from 10.00 points in 2021 to 12.00 points in 2024, showing stronger adoption of advanced governance practices across a wider group of companies (Table 6).

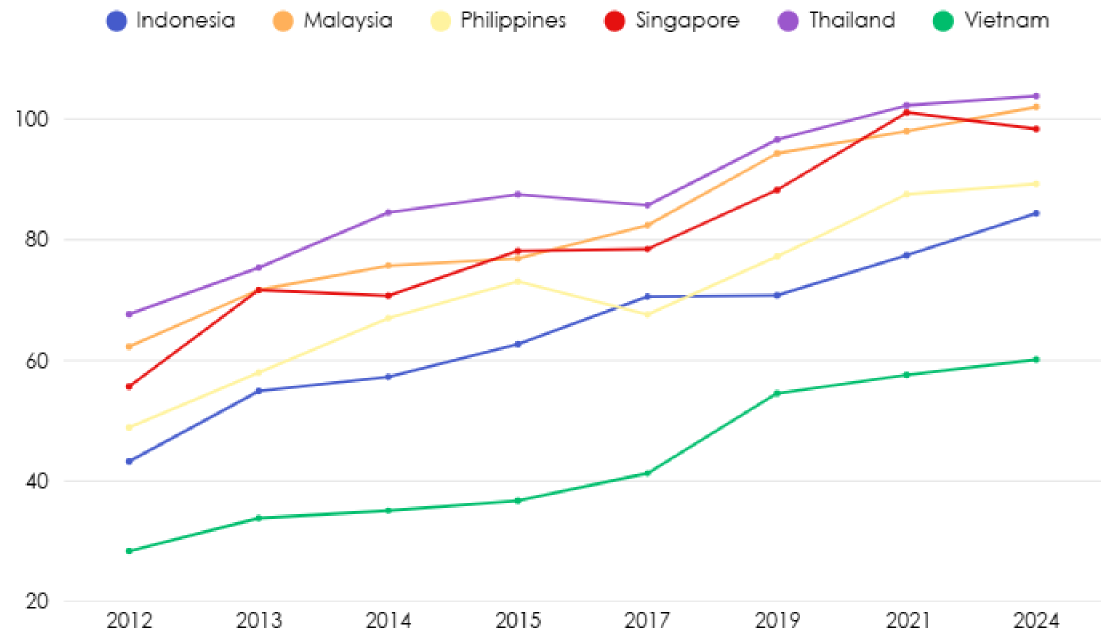
In 2024, the highest score recorded is 128.31 and is the only company within the 125.01– 130.00 range, which is only slightly below the maximum attainable score of 130 points. The overall distribution of scores continued to shift toward the higher tiers, with the largest concentration of companies scoring between 95.01 and 110.00 points. Notably, 227 companies scored 100 points and above, compared to 219 in 2021, a 3.65% increase (Figure 2).

Figure 2: Distribution of Total Scores 2024



Despite the more rigorous standard for this year's assessment, most countries recorded higher mean scores in the 2024 assessment compared with 2021. Thailand continued to lead, achieving the highest mean score of 103.83 points, followed closely by Malaysia at 102.02 points and Singapore at 98.37 points. The Philippines averaged 89.27 points, while Indonesia reached 84.41 points and Vietnam improved to 60.15 points, its highest score to date.

Figure 3: Mean Score by Country



Year	Indonesia	Malaysia	Philippines	Singapore	Thailand	Vietnam
2012	43.26	62.29	48.9	55.67	67.66	28.42
2013	54.95	71.69	57.99	71.68	75.39	33.87
2014	57.27	75.72	67.02	70.72	84.53	35.14
2015	62.68	76.91	73.09	78.14	87.53	36.75
2017	70.59	82.4	67.61	78.45	85.73	41.3
2019	70.8	94.31	77.24	88.27	96.6	54.55
2021	77.43	97.98	87.55	101.1	102.27	57.6
2024	84.41	102.02	89.27	98.37	103.83	60.15

Among the six jurisdictions, Indonesia and Vietnam posted the strongest percentage improvements since 2021. Indonesia rising by 9.01% (from 77.43 to 84.41) and Vietnam by 4.43% (from 57.6 to 60.15). These gains, while starting from lower baselines, highlight how the region is moving toward higher governance standards. Meanwhile, Thailand, Malaysia, and Singapore maintained their positions at the top end, demonstrating consistent leadership in corporate governance practices across ASEAN (Figure 3).

2024 ASEAN Corporate Governance Scorecard Awards

The 2024 ASEAN Corporate Governance Awards, based on the 2024 ACGS assessment, were conferred at the ASEAN Corporate Governance Conference & Awards 2025 in Kuala Lumpur, Malaysia on 24 July 2025. The Minority Shareholders Watch Group hosted the event in conjunction with Malaysia's ASEAN Chairmanship and the Securities Commission Malaysia's leadership of the ACMF. The ceremony recognised the Top 50 ASEAN PLCs and Top 5 PLCs from each participating country, as well as 250 ASEAN Asset Class companies that met the established regional threshold. The ASEAN Asset Class Award is given to ASEAN PLCs that have attained a final score of 97.5 and above (i.e., at least 75% of the maximum attainable score of 130).

Conclusion

The 2024 assessment reflects the first full implementation of the revised 2023 ASEAN Corporate Governance Scorecard, which consolidated the Level 1 categories, introduced new questions on sustainability and resilience, and tightened criteria for board accountability, disclosures, and independence. Despite the stricter standards, the mean score of ASEAN PLCs increased compared to the 2021 assessment, with more companies scoring 100 points and above, with 227 PLCs reaching this milestone under the revised and more rigorous framework. This underscores the region's progressive adoption of higher governance standards and the ability of PLCs to respond to evolving global expectations.

Importantly, the gains were not limited to top performers. Many mid-tier companies across several markets also made meaningful progress, showing that good governance is taking root more widely. This suggests that the region's capacity-building efforts, regulatory reforms, and peer-review processes are helping companies improve in practical and measurable ways.

Nevertheless, challenges remain. Narrowing the gap between top and lower-ranked PLCs is essential to ensure that the benefits of improved governance are felt across capital markets. Continued focus is needed on the timeliness of dividend payments, AGM participation and disclosure practices, and board-approved sustainability targets to drive meaningful change in areas where performance remains uneven.

Future updates to the scorecard may focus on areas repeatedly highlighted in the 2024 country reports, such as the adoption of assurance mechanisms for sustainability reporting, timeliness and accessibility of digital disclosures, and board diversity targets. Strengthening these areas will be key to positioning ASEAN PLCs as credible, responsible, and attractive investment opportunities, and to reinforcing ASEAN's standing as a competitive and investable asset class in global capital markets.

Table 7: Top 50 ASEAN Publicly Listed Companies
(alphabetically)

No.	Company Name	Country
1	AFFIN BANK BERHAD	Malaysia
2	ALLIANCE BANK MALAYSIA BERHAD	Malaysia
3	ALLIANZ MALAYSIA BERHAD	Malaysia
4	AMMB HOLDINGS BERHAD	Malaysia
5	ASSET WORLD CORP PUBLIC COMPANY LIMITED	Thailand
6	AXIATA GROUP BERHAD	Malaysia
7	AYALA CORPORATION	Philippines
8	B.GRIMM POWER PUBLIC COMPANY LIMITED	Thailand
9	BANK ISLAM MALAYSIA BERHAD	Malaysia
10	BDO UNIBANK, INC.	Philippines
11	BURSA MALAYSIA BERHAD	Malaysia
12	CAPITALAND ASCENDAS REIT	Singapore
13	CAPITALAND ASCOTT TRUST	Singapore
14	CAPITALAND INTEGRATED COMMERCIAL TRUST	Singapore
15	CAPITALAND INVESTMENT LTD	Singapore
16	CENTRAL PATTANA PUBLIC COMPANY LIMITED	Thailand
17	CENTRAL RETAIL CORPORATION PUBLIC COMPANY LIMITED	Thailand
18	CIMB GROUP HOLDINGS BERHAD	Malaysia
19	CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.	Philippines
20	GLOBE TELECOM, INC.	Philippines
21	IRPC PUBLIC COMPANY LIMITED	Thailand
22	KASIKORNBANK PUBLIC COMPANY LIMITED	Thailand
23	MALAYAN BANKING BERHAD	Malaysia
24	MBSB BERHAD	Malaysia
25	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	Thailand
26	NETLINK NBN TRUST	Singapore
27	OVERSEA-CHINESE BANKING CORP LTD	Singapore
28	PETRONAS CHEMICALS GROUP BERHAD	Malaysia
29	PETRONAS GAS BERHAD	Malaysia
30	PT BANK CIMB NIAGA TBK	Indonesia
31	PT BANK MANDIRI (PERSERO) TBK	Indonesia
32	PT BANK TABUNGAN NEGARA (PERSERO) TBK	Indonesia
33	PT PERUSAHAAN GAS NEGARA TBK	Indonesia
34	PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED	Thailand
35	PTT GLOBAL CHEMICAL PUBLIC COMPANY LIMITED	Thailand
36	PTT PUBLIC COMPANY LIMITED	Thailand
37	RATCH GROUP PUBLIC COMPANY LIMITED	Thailand
38	RHB BANK BERHAD	Malaysia
39	SCG PACKAGING PUBLIC COMPANY LIMITED	Thailand
40	SD GUTHRIE BERHAD	Malaysia
41	SIA ENGINEERING CO LTD	Singapore
42	SIME DARBY PROPERTY BERHAD	Malaysia
43	SM INVESTMENTS CORPORATION	Philippines
44	SM PRIME HOLDINGS, INC.	Philippines
45	SRI TRANG GLOVES (THAILAND) PUBLIC COMPANY LIMITED	Thailand
46	STONEWEG EUROPEAN REIT	Singapore
47	SUNWAY REAL ESTATE INVESTMENT TRUST	Malaysia
48	THAI OIL PUBLIC COMPANY LIMITED	Thailand
49	TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED	Thailand
50	TOP GLOVE CORPORATION BHD	Malaysia
51	WHA CORPORATION PUBLIC COMPANY LIMITED	Thailand

A total of 51 PLCs is listed due to a tie in the score of the Top 50
Source: ACMF Working Group D Secretariat 2024.

Table 8: ASEAN Asset Class
(alphabetically)

No.	Company Name	Country
1	ABOITIZ EQUITY VENTURES, INC.	Philippines
2	ABOITIZ POWER CORPORATION	Philippines
3	ACEN CORPORATION	Philippines
4	ADVANCED INFO SERVICE PUBLIC COMPANY LIMITED	Thailand
5	AEON CREDIT SERVICE (M) BERHAD	Malaysia
6	AFFIN BANK BERHAD	Malaysia
7	AIMS APAC REIT	Singapore
8	AIRPORTS OF THAILAND PUBLIC COMPANY LIMITED	Thailand
9	ALLIANCE BANK MALAYSIA BERHAD	Malaysia
10	ALLIANZ MALAYSIA BERHAD	Malaysia
11	AMMB HOLDINGS BERHAD	Malaysia
12	AREIT, INC.	Philippines
13	ASIA AVIATION PUBLIC COMPANY LIMITED	Thailand
14	ASSET WORLD CORP PUBLIC COMPANY LIMITED	Thailand
15	AXIATA GROUP BERHAD	Malaysia
16	AYALA CORPORATION	Philippines
17	AYALA LAND, INC.	Philippines
18	AYALALAND LOGISTICS HOLDINGS CORP.	Philippines
19	AZTECH GLOBAL LTD	Singapore
20	B.GRIMM POWER PUBLIC COMPANY LIMITED	Thailand
21	BANGCHAK SRIRACHA PUBLIC COMPANY LIMITED	Thailand
22	BANGKOK BANK PUBLIC COMPANY LIMITED	Thailand
23	BANGKOK COMMERCIAL ASSET MANAGEMENT PUBLIC COMPANY LIMITED	Thailand
24	BANGKOK DUSIT MEDICAL SERVICES PUBLIC COMPANY LIMITED	Thailand
25	BANGKOK EXPRESSWAY AND METRO PUBLIC COMPANY LIMITED	Thailand
26	BANGKOK LIFE ASSURANCE PUBLIC COMPANY LIMITED	Thailand
27	BANK ISLAM MALAYSIA BERHAD	Malaysia
28	BANK OF AYUDHYA PUBLIC COMPANY LIMITED	Thailand
29	BANK OF THE PHILIPPINE ISLANDS	Philippines
30	BANPU POWER PUBLIC COMPANY LIMITED	Thailand
31	BANPU PUBLIC COMPANY LIMITED	Thailand
32	BDO UNIBANK, INC.	Philippines
33	BELLE CORPORATION	Philippines
34	BETAGRO PUBLIC COMPANY LIMITED	Thailand
35	BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED	Thailand
36	BUMI ARMADA BERHAD	Malaysia
37	BURSA MALAYSIA BERHAD	Malaysia
38	CAPITALAND ASCENDAS REIT	Singapore
39	CAPITALAND ASCOTT TRUST	Singapore
40	CAPITALAND CHINA TRUST	Singapore
41	CAPITALAND INDIA TRUST	Singapore
42	CAPITALAND INTEGRATED COMMERCIAL TRUST	Singapore
43	CAPITALAND INVESTMENT LTD	Singapore
44	CARABAO GROUP PUBLIC COMPANY LIMITED	Thailand
45	CARLSBERG BREWERY MALAYSIA BERHAD	Malaysia
46	CDL HOSPITALITY TRUSTS	Singapore
47	CEBU AIR, INC.	Philippines
48	CELCOMDIGI BERHAD	Malaysia
49	CENTRAL PATTANA PUBLIC COMPANY LIMITED	Thailand
50	CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED	Thailand
51	CENTRAL RETAIL CORPORATION PUBLIC COMPANY LIMITED	Thailand
52	CHAROEN POKPHAND FOODS PUBLIC COMPANY LIMITED	Thailand
53	CHINA BANKING CORPORATION	Philippines

54	CIMB GROUP HOLDINGS BERHAD	Malaysia
55	CITY DEVELOPMENTS LTD	Singapore
56	CK POWER PUBLIC COMPANY LIMITED	Thailand
57	COM7 PUBLIC COMPANY LIMITED	Thailand
58	COMFORTDELGRO CORP LTD	Singapore
59	CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.	Philippines
60	CP ALL PUBLIC COMPANY LIMITED	Thailand
61	CP AXTRA PUBLIC COMPANY LIMITED	Thailand
62	CTOS DIGITAL BERHAD	Malaysia
63	D & O GREEN TECHNOLOGIES BERHAD	Malaysia
64	DBS GROUP HOLDINGS LTD	Singapore
65	DELTA ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED	Thailand
66	DMCI HOLDINGS, INC.	Philippines
67	DOHOME PUBLIC COMPANY LIMITED	Thailand
68	ECO WORLD DEVELOPMENT GROUP BERHAD	Malaysia
69	ELECTRICITY GENERATING PUBLIC COMPANY LIMITED	Thailand
70	ESR-LOGOS REIT	Singapore
71	FAR EAST HOSPITALITY TRUST	Singapore
72	FGV HOLDINGS BERHAD	Malaysia
73	FIRST RESOURCES LTD	Singapore
74	FRASER & NEAVE HOLDINGS BHD	Malaysia
75	FRASER AND NEAVE LTD	Singapore
76	FRASERS CENTREPOINT TRUST	Singapore
77	FRASERS HOSPITALITY TRUST	Singapore
78	FRASERS LOGISTICS & COMMERCIAL TRUST	Singapore
79	FRASERS PROPERTY (THAILAND) PUBLIC COMPANY LIMITED	Thailand
80	FRASERS PROPERTY LTD	Singapore
81	GAMUDA BERHAD	Malaysia
82	GAS MALAYSIA BERHAD	Malaysia
83	GENTING BERHAD	Malaysia
84	GENTING MALAYSIA BERHAD	Malaysia
85	GENTING PLANTATIONS BERHAD	Malaysia
86	GLOBAL POWER SYNERGY PUBLIC COMPANY LIMITED	Thailand
87	GLOBE TELECOM, INC.	Philippines
88	GREAT EASTERN HOLDINGS LTD	Singapore
89	GREATECH TECHNOLOGY BERHAD	Malaysia
90	GT CAPITAL HOLDINGS, INC.	Philippines
91	GULF ENERGY DEVELOPMENT PUBLIC COMPANY LIMITED	Thailand
92	HANA MICROELECTRONICS PUBLIC COMPANY LIMITED	Thailand
93	HAP SENG CONSOLIDATED BERHAD	Malaysia
94	HEINEKEN MALAYSIA BERHAD	Malaysia
95	HOME PRODUCT CENTER PUBLIC COMPANY LIMITED	Thailand
96	HONG LEONG BANK BERHAD	Malaysia
97	HONG LEONG FINANCE LTD	Singapore
98	HONG LEONG FINANCIAL GROUP BERHAD	Malaysia
99	I-TAIL CORPORATION PUBLIC COMPANY LIMITED	Thailand
100	IHH HEALTHCARE BERHAD	Malaysia
101	IJM CORPORATION BERHAD	Malaysia
102	INDORAMA VENTURES PUBLIC COMPANY LIMITED	Thailand
103	INTOUCH HOLDINGS PUBLIC COMPANY LIMITED	Thailand
104	IOI CORPORATION BERHAD	Malaysia
105	IOI PROPERTIES GROUP BERHAD	Malaysia
106	IRPC PUBLIC COMPANY LIMITED	Thailand
107	JARDINE CYCLE & CARRIAGE LTD	Singapore
108	KASIKORNBANK PUBLIC COMPANY LIMITED	Thailand
109	KCE ELECTRONICS PUBLIC COMPANY LIMITED	Thailand

110	KEPPEL DC REIT	Singapore
111	KEPPEL INFRASTRUCTURE TRUST	Singapore
112	KEPPEL LTD	Singapore
113	KEPPEL REIT	Singapore
114	KIATNAKIN PHATRA BANK PUBLIC COMPANY LIMITED	Thailand
115	KLCC PROPERTY HOLDINGS BERHAD	Malaysia
116	KPJ HEALTHCARE BERHAD	Malaysia
117	KRUNG THAI BANK PUBLIC COMPANY LIMITED	Thailand
118	KRUNGTHAI CARD PUBLIC COMPANY LIMITED	Thailand
119	LAND AND HOUSES PUBLIC COMPANY LIMITED	Thailand
120	LENDLEASE GLOBAL COMMERCIAL REIT	Singapore
121	LOPEZ HOLDINGS CORPORATION	Philippines
122	LPI CAPITAL BHD	Malaysia
123	MAH SING GROUP BERHAD	Malaysia
124	MALAKOFF CORPORATION BERHAD	Malaysia
125	MALAYAN BANKING BERHAD	Malaysia
126	MALAYSIA AIRPORTS HOLDINGS BERHAD	Malaysia
127	MANILA ELECTRIC COMPANY	Philippines
128	MANILA WATER COMPANY, INC.	Philippines
129	MAPLETREE INDUSTRIAL TRUST	Singapore
130	MAPLETREE LOGISTICS TRUST	Singapore
131	MAPLETREE PAN ASIA COMMERCIAL TRUST	Singapore
132	MAXIS BERHAD	Malaysia
133	MBK PUBLIC COMPANY LIMITED	Thailand
134	MBSB BERHAD	Malaysia
135	MEGAWORLD CORPORATION	Philippines
136	METROPOLITAN BANK & TRUST COMPANY	Philippines
137	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	Thailand
138	MISC BERHAD	Malaysia
139	MONDE NISSIN CORPORATION	Philippines
140	MR D.I.Y. GROUP (M) BERHAD	Malaysia
141	MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED	Thailand
142	NESTLE (MALAYSIA) BERHAD	Malaysia
143	NETLINK NBN TRUST	Singapore
144	NICKEL ASIA CORPORATION	Philippines
145	OLAM GROUP LTD	Singapore
146	OSK HOLDINGS BERHAD	Malaysia
147	OSOTSPA PUBLIC COMPANY LIMITED	Thailand
148	OVERSEA-CHINESE BANKING CORP LTD	Singapore
149	PETRONAS CHEMICALS GROUP BERHAD	Malaysia
150	PETRONAS DAGANGAN BERHAD	Malaysia
151	PETRONAS GAS BERHAD	Malaysia
152	PHILIPPINE NATIONAL BANK	Philippines
153	PLAN B MEDIA PUBLIC COMPANY LIMITED	Thailand
154	PLDT INC.	Philippines
155	PRESS METAL ALUMINIUM HOLDINGS BERHAD	Malaysia
156	PT AKR CORPORINDO TBK	Indonesia
157	PT ANEKA TAMBANG TBK	Indonesia
158	PT BANK BTPN TBK	Indonesia
159	PT BANK CENTRAL ASIA TBK	Indonesia
160	PT BANK CIMB NIAGA TBK	Indonesia
161	PT BANK DANAMON INDONESIA TBK	Indonesia
162	PT BANK MANDIRI (PERSERO) TBK	Indonesia
163	PT BANK MAYBANK INDONESIA TBK	Indonesia
164	PT BANK NEGARA INDONESIA (PERSERO) TBK	Indonesia
165	PT BANK OCBC NISP TBK	Indonesia
166	PT BANK PERMATA TBK	Indonesia

167	PT BANK RAKYAT INDONESIA (PERSERO) TBK	Indonesia
168	PT BANK TABUNGAN NEGARA (PERSERO) TBK	Indonesia
169	PT BUKIT ASAM TBK	Indonesia
170	PT ELANG MAHKOTA TEKNOLOGI TBK	Indonesia
171	PT INDO TAMBANGRAYA MEGAH TBK	Indonesia
172	PT JASA MARGA (PERSERO) TBK	Indonesia
173	PT PERTAMINA GEOTHERMAL ENERGY TBK	Indonesia
174	PT PERUSAHAAN GAS NEGARA TBK	Indonesia
175	PT SARANA MENARA NUSANTARA TBK	Indonesia
176	PT SEMEN INDONESIA (PERSERO) TBK	Indonesia
177	PT TELKOM INDONESIA (PERSERO) TBK	Indonesia
178	PT UNILEVER INDONESIA TBK	Indonesia
179	PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED	Thailand
180	PTT GLOBAL CHEMICAL PUBLIC COMPANY LIMITED	Thailand
181	PTT OIL AND RETAIL BUSINESS PUBLIC COMPANY LIMITED	Thailand
182	PTT PUBLIC COMPANY LIMITED	Thailand
183	PUBLIC BANK BERHAD	Malaysia
184	QL RESOURCES BERHAD	Malaysia
185	RATCH GROUP PUBLIC COMPANY LIMITED	Thailand
186	RHB BANK BERHAD	Malaysia
187	RIZAL COMMERCIAL BANKING CORPORATION	Philippines
188	S P SETIA BERHAD	Malaysia
189	SAHA PATHANA INTER-HOLDING PUBLIC COMPANY LIMITED	Thailand
190	SAN MIGUEL FOOD AND BEVERAGE, INC.	Philippines
191	SANSIRI PUBLIC COMPANY LIMITED	Thailand
192	SASSEUR REIT	Singapore
193	SATS LTD	Singapore
194	SBS TRANSIT LTD	Singapore
195	SCB X PUBLIC COMPANY LIMITED	Thailand
196	SCG PACKAGING PUBLIC COMPANY LIMITED	Thailand
197	SD GUTHRIE BERHAD	Malaysia
198	SEATRIUM LTD	Singapore
199	SECURITY BANK CORPORATION	Philippines
200	SEMBCORP INDUSTRIES LTD	Singapore
201	SEMIRARA MINING AND POWER CORPORATION	Philippines
202	SHELL PILIPINAS CORPORATION	Philippines
203	SIA ENGINEERING CO LTD	Singapore
204	SIAM CITY CEMENT PUBLIC COMPANY LIMITED	Thailand
205	SIAM GLOBAL HOUSE PUBLIC COMPANY LIMITED	Thailand
206	SIME DARBY BERHAD	Malaysia
207	SIME DARBY PROPERTY BERHAD	Malaysia
208	SINGAPORE AIRLINES LTD	Singapore
209	SINGAPORE EXCHANGE LTD	Singapore
210	SINGAPORE LAND GROUP LTD	Singapore
211	SINGAPORE POST LTD	Singapore
212	SINGAPORE TECH ENGINEERING LTD	Singapore
213	SINGAPORE TELECOMMUNICATIONS LTD	Singapore
214	SM INVESTMENTS CORPORATION	Philippines
215	SM PRIME HOLDINGS, INC.	Philippines
216	SRI TRANG AGRO-INDUSTRY PUBLIC COMPANY LIMITED	Thailand
217	SRI TRANG GLOVES (THAILAND) PUBLIC COMPANY LIMITED	Thailand
218	STAR PETROLEUM REFINING PUBLIC COMPANY LIMITED	Thailand
219	STARHILL GLOBAL REIT	Singapore
220	STARHUB LTD	Singapore
221	STONEWEG EUROPEAN REIT	Singapore
222	SUNTEC REIT	Singapore
223	SUNWAY BERHAD	Malaysia

224	SUNWAY CONSTRUCTION GROUP BERHAD	Malaysia
225	SUNWAY REAL ESTATE INVESTMENT TRUST	Malaysia
226	SUPALAI PUBLIC COMPANY LIMITED	Thailand
227	SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD	Malaysia
228	TELEKOM MALAYSIA BERHAD	Malaysia
229	TENAGA NASIONAL BERHAD	Malaysia
230	THAI OIL PUBLIC COMPANY LIMITED	Thailand
231	THAI PRESIDENT FOODS PUBLIC COMPANY LIMITED	Thailand
232	THAI UNION GROUP PUBLIC COMPANY LIMITED	Thailand
233	THE PHILIPPINE STOCK EXCHANGE, INC.	Philippines
234	THE SIAM CEMENT PUBLIC COMPANY LIMITED	Thailand
235	THONBURI HEALTHCARE GROUP PUBLIC COMPANY LIMITED	Thailand
236	TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED	Thailand
237	TMBTHANACHART BANK PUBLIC COMPANY LIMITED	Thailand
238	TOA PAINT (THAILAND) PUBLIC COMPANY LIMITED	Thailand
239	TOP GLOVE CORPORATION BHD	Malaysia
240	TRUE CORPORATION PUBLIC COMPANY LIMITED	Thailand
241	TTW PUBLIC COMPANY LIMITED	Thailand
242	UEM SUNRISE BERHAD	Malaysia
243	UNION BANK OF THE PHILIPPINES	Philippines
244	UNITED OVERSEAS BANK LTD	Singapore
245	UOL GROUP LTD	Singapore
246	VIVANT CORPORATION	Philippines
247	WESTPORTS HOLDINGS BERHAD	Malaysia
248	WHA CORPORATION PUBLIC COMPANY LIMITED	Thailand
249	WILMAR INTERNATIONAL LTD	Singapore
250	YINSON HOLDINGS BERHAD	Malaysia

Source: ACMF Working Group D Secretariat 2024.

Table 9: Top 5 Publicly Listed Companies per Country
(alphabetically)

Top 5 – INDONESIA
PT BANK CIMB NIAGA TBK
PT BANK MANDIRI (PERSERO) TBK
PT BANK RAKYAT INDONESIA (PERSERO) TBK
PT BANK TABUNGAN NEGARA (PERSERO) TBK
PT PERUSAHAAN GAS NEGARA TBK
Top 5 – MALAYSIA
BURSA MALAYSIA BERHAD
CIMB GROUP HOLDINGS BERHAD
MALAYAN BANKING BERHAD
RHB BANK BERHAD
TOP GLOVE CORPORATION BHD
Top 5 – PHILIPPINES
AYALA CORPORATION
CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.
GLOBE TELECOM, INC.
SM INVESTMENTS CORPORATION
SM PRIME HOLDINGS, INC.
Top 5 – SINGAPORE
CAPITALAND INTEGRATED COMMERCIAL TRUST
CAPITALAND INVESTMENT LTD
NETLINK NBN TRUST
OVERSEA-CHINESE BANKING CORP LTD
STONEWEG EUROPEAN REIT
Top 5 – THAILAND
PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED
PTT GLOBAL CHEMICAL PUBLIC COMPANY LIMITED
PTT PUBLIC COMPANY LIMITED
SCG PACKAGING PUBLIC COMPANY LIMITED
THAI OIL PUBLIC COMPANY LIMITED
Top 5 – VIETNAM
FPT CORPORATION
HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK
PETROVIETNAM CA MAU FERTILIZER CORPORATION
VIET NAM DAIRY PRODUCTS JOINT STOCK COMPANY
VIETNAM PROSPERITY JOINT STOCK COMMERCIAL BANK

Source: ACMF Working Group D Secretariat 2024

COUNTRY REPORTS AND ASSESSMENTS

INDONESIA

Background of Corporate Governance Framework

- **Corporate Governance Framework in Indonesia**

Indonesia's corporate governance framework has evolved substantially in recent years, reflecting a combination of regulatory reforms, adoption of international best practices, and proactive market oversight. To understand its corporate governance landscape, it is essential to understand the country's legal framework for companies. In accordance with Law No. 40 of 2007 on Limited Liability Companies, a company's organs consist of the General Meeting of Shareholders, Board of Commissioners, and Board of Directors. Each of these organs has distinct duties and responsibilities and operates independently in the interest of the company, based on the principle of checks-and-balances. Indonesia adheres to a two-board system, which differs from the one-board model in some other jurisdictions. In the two-board system, the Board of Commissioners serves an independent oversight function separate from the Board of Director's management function. This structure requires a clear separation of duties between oversight and management. Despite structural differences, the two-board system is designed to uphold the same core principles of good corporate governance (e.g., transparency, accountability, fairness, and responsibility), while accommodating legal provisions and the business culture.

- **Evolution of the Governance Framework**

A major milestone in significant Indonesian initiatives to strengthen its corporate governance framework was the launch of the Indonesian Corporate Governance Roadmap in 2014 by Otoritas Jasa Keuangan, with support from the International Finance Corporation. Among the goals for improving corporate governance, the strategy included (i) a stronger supervisory role for company boards, (ii) higher quality disclosures and transparency, and (iii) better protection of shareholders and stakeholders' rights. These objectives laid the foundation for a series of regulatory enhancements and initiatives in subsequent years designed to instil more robust governance practices among publicly listed companies (PLCs) and align the country's practices with regional and international standards.

As part of this reform agenda, the Otoritas Jasa Keuangan (the OJK, or Financial Services Authority) introduced numerous regulations from 2017 through 2024 to embed good corporate governance principles across sectors. Key regulatory developments during this period include:

- 2017: OJK issued foundational rules such as POJK No. 51/POJK.03/2017 on Sustainable Finance mandating the integration of sustainability principles (environmental, social, and governance [ESG]) for financial institutions and public companies. In the same year, the OJK rolled out new corporate governance guidelines for financial sectors such as POJK No. 3/POJK.05/2017 on good corporate governance for guarantee institutions, POJK No. 59/POJK.03/2017 on the governance of sharia commercial banks, and POJK No. 57/POJK.04/2017 on governance for securities companies.
- 2018: The governance framework was extended to other industries. The OJK enacted regulations such as SEOJK No. 4/SEOJK.05/2018, requiring venture capital companies to report on their governance implementation; POJK No. 24/POJK.03/2018 on governance for sharia rural banks, which was later repealed and superseded by POJK No. 25/ 2024; and POJK No. 10/POJK.04/2018 on governance for investment managers, which amended by

POJK No. 2/2023. Each of these regulations details the application of good corporate governance principles within the respective institutions.

- 2019: OJK broadened the scope of governance oversight to cover pension funds and insurance. OJK introduced POJK No. 15/POJK.05/2019 on governance of pension funds and updated the insurance sector's code through POJK No. 43/POJK.05/2019 to reinforce good governance requirements for insurance companies.
- 2020: New regulations strengthened shareholder rights and transparency in publicly listed companies. Notably, POJK No. 15/POJK.04/2020 and POJK No. 16/POJK.04/2020 established clearer procedures for conducting General Meetings of Shareholders (including provisions for electronic meetings), and POJK No. 17/POJK.04/2020 along with POJK No. 42/POJK.04/2020 imposed stricter rules on material transactions, changes in business activities, and on affiliated transactions/conflicts of interest. These measures aimed to ensure minority shareholders are protected and significant corporate actions are conducted with transparency and fairness.
- 2021: Emphasizing disclosure quality, OJK issued SEOJK No. 16/SEOJK.04/2021 regarding the Form and Content of Annual Reports for issuers/public companies. This circular aligned annual report's disclosure requirements with regional governance standards.
- 2023: The most recent updates include POJK No. 17/POJK.03/2023 for Commercial Banks, reflecting ongoing efforts to refine sector-specific governance standards. This regulation modernises bank governance practices in line with both national priorities and international best practices, ensuring Indonesian banks uphold high governance thresholds.

In addition to issuing regulations, the OJK, in collaboration with the Indonesia Stock Exchange (IDX) and the designated domestic ranking body (currently RSM Indonesia), has actively promoted good governance through outreach and capacity building programs. From late 2023 to mid-2025, multiple programs were conducted for public companies and regulators—including workshops, seminars, and press releases—to familiarise issuers with the ASEAN Corporate Governance Scorecard (ACGS) methodology and encourage improved governance disclosures and practices in line with ASEAN standards.

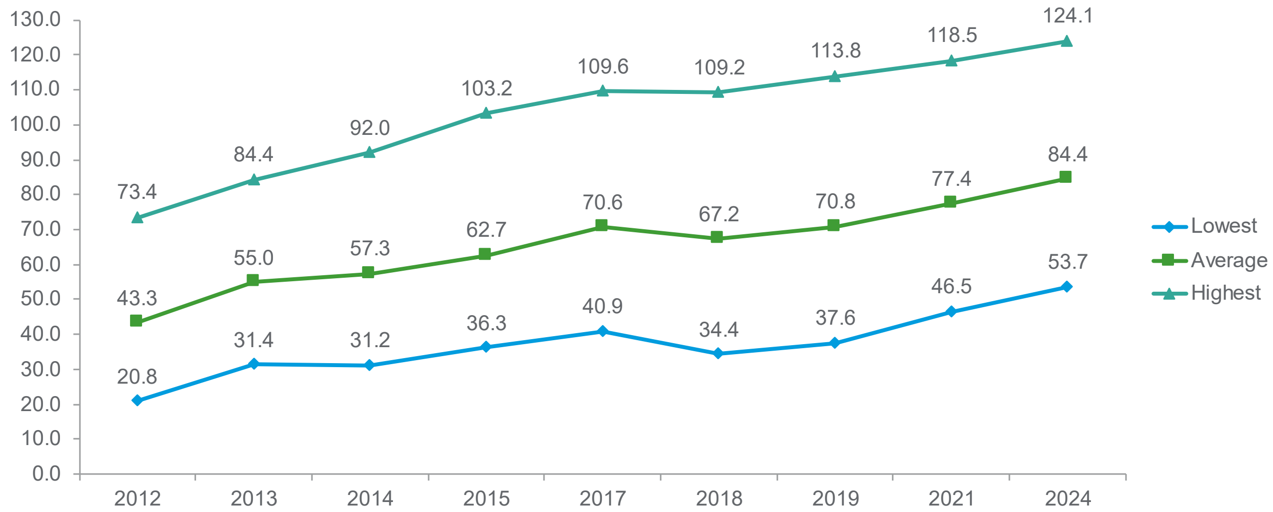
Overall Analysis of Corporate Governance Disclosures

- **Key Highlights**

One hundred PLCs were assessed in Indonesia, selected based on their market capitalisation as of a certain date. The top 100 represented 10.76% of the total number of PLCs and accounted for 87.47% of market capitalisation as of 31 May 2024.

Indonesia's corporate governance disclosures improved notably between 2021 and 2024, with the average score rising 9.02% from 77.43 to 84.41. The highest-performing company, from the financial sector, achieved a score of 124.08—a 4.74% increase. The lowest score, recorded in the consumer discretionary sector, also progressed, rising 15.52% from 46.46 to 53.67. These gains suggest that even historically lower-scoring sectors are meaningfully improving, although the performance gap between top and bottom sectors remains significant.

Figure 4: Indonesia Corporate Governance Disclosure Scores, 2012–2024



The financial sector, with 23 PLCs, leads with the highest absolute score, 124.08, and with an average score, at 90.50. The consumer discretionary sector has the lowest score, at 53.67, followed by the information technology sector, at 56.21. The lowest average score is in the consumer discretionary sector, with 4 PLCs, at 63.09.

Table 10: Indonesia Average Score per Sector

Sector	Average Score 2024 (Year End 2023)	2021 (Year End 2020)
Communication Services	▲ 88.41	70.82
Consumer Staples	▲ 76.98	70.46
Consumer Discretionary	▼ 63.09	65.65
Energy	▲ 86.87	78.54
Financials	▲ 90.50	89.67
Healthcare	▲ 81.16	76.35

Sector		Average Score: 2024 (Year End 2023)	Average Score: 2021 (Year End 2020)
Industrials	▲	95.50	70.95
Information Technology	▲	85.26	72.30
Materials	▲	83.86	78.41
Real Estate	▲	76.70	71.55
Utilities	▼	85.46	85.99
	▲	**84.41**	**77.43**

- **Average Score**

By analysing the average score for 100 PLCs categorised in 11 sectors, disclosures in 9 sectors increased over the previous assessment. In four sectors, they increased more than 10%:

- Industrials increased by 24.55 (34.60%).
- Communication services increased by 17.59 (24.84%).
- Information technology increased by 12.96 (17.92%).
- Energy increased by 8.33 (10.60%).

The industrial sector's 34.60% improvement reflects progress supported by regulatory initiatives and increased adoption of ESG disclosures within manufacturing supply chains. Likewise, the communication services sector's 24.84% rise may be linked to stronger investor engagement and improved transparency practices in digital service providers. The consumer discretionary sector's 3.90% decrease suggests that some areas may benefit from targeted guidance and shared learning to help elevate governance practices more evenly across all sectors.

Disclosure level, as measured by the ACGS scoring, is very much influenced by additions and subtractions from the list of PLCs for assessment each year, apart from fundamental factors such as the tone from the top and motivation to implement the ACGS.

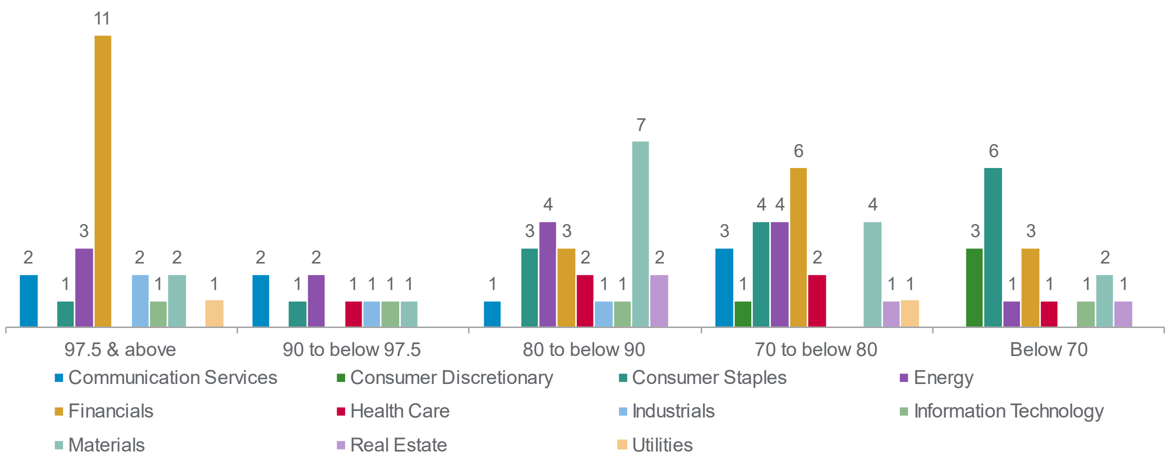
In 2024, 4 Indonesian companies ranked among the ASEAN top 50 PLCs. More notably, the number of Indonesian PLCs achieving the ASEAN Asset Class threshold (97.5 points or above) surged from 9 in 2021 to 23 in 2024—an increase of 155.56%. This improvement far outpaced the regional trend, where ASEAN Asset Class companies rose only 2.88% from 243 to 250. Indonesia's sharp rise reflects sustained governance reforms and growing alignment with regional best practices.

- **Distribution of Scores**

The score distribution shifted significantly between 2021 and 2024. Top-performing PLCs—scoring above 97.5—rose from 9 to 23 companies, a 155.56% increase and PLCs scoring below 70 dropped from 31 to 18, a 41.94% decline. This shift indicates improvement among the best performers and a reduction in low-scoring outliers, suggesting that governance practices are strengthening across a broader segment of the Indonesia market.

Indeed, this overall improvement points to a growing governance culture. The narrowing gap between top and low performers suggests that training, regulatory engagement, and peer learning are having positive impact. Continuing to focus on mid-tier performers will help sustain these gains and move more companies toward the region's leading governance benchmarks.

Figure 5: Score Distribution by Interval

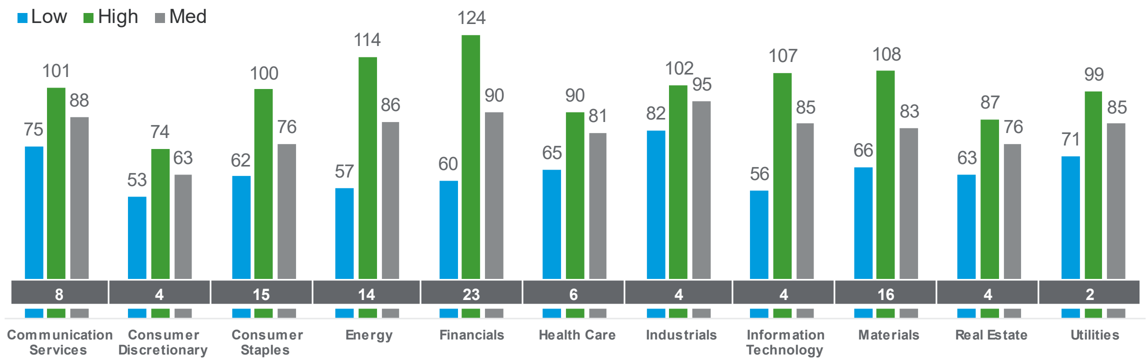


- **By Industry Sector**

Figure 6 shows that the financial sector leads, with the absolute highest score and second highest average score. This might be significantly influenced by the stricter regulation environment for the sector, predominantly in banking. Consumer discretionary sectors scored lowest in both absolute and average terms.

The strong performance of the financial sector reflects its long-standing adherence to comprehensive regulatory standards, particularly in banking and insurance, which embed governance at the core of operations. Sectors with lower average scores, such as consumer discretionary, may not yet have the same level of formal governance guidance, presenting an opportunity for tailored initiatives that can support improvement and consistency across industries.

Figure 6: Score Distribution by Sector



- **By Market Capitalisation**

By market capitalisation, the assessment shows no correlation between the score and size of the PLC. Larger market cap does not reflect larger score attainment in the disclosure assessment.

From 23 PLCs that scored 97.5 and above, 17 had a market cap below Indonesian rupiah 50 trillion. The similar condition also applies to the 9 PLCs that scored between 90 to below 97.5, where 3 of the 9 had a market cap below 50 trillion rupiah.

The absence of a clear link between market capitalisation and governance scores shows that effective governance is achievable across companies of all sizes. In some cases, smaller-cap PLCs may have the advantage of being able to adapt more quickly to new governance requirements, while larger firms may require more coordination to implement changes consistently. This presents opportunities to share good practices across size categories so that governance standards continue to rise market-wide.

Figure 7: Scoring Distribution by Market Capitalisation

IDR T = Indonesian rupiah in trillion.

- **Impact of Scorecard Revision on Country Performance**

The 2023 ASEAN Corporate Governance Scorecard revision introduced 16 new criteria to broaden the scope of sustainability and resilience. These raised the bar for PLCs by requiring more comprehensive and transparent sustainability disclosures. By 2024, adoption was strongest in core governance-related sustainability practices, with six of eight new Part B criteria implemented by a majority of companies. However, uptake was more selective for bonus section items, and several criteria—including B.2.2, B.3.1, and (B).B.1.2—remain weak points, indicating where further targeted improvement is needed.

The more gradual adoption of certain criteria, such as B.2.2 and B.3.1, highlights areas where companies could further integrate sustainability governance into their strategic and operational decision-making. Supporting companies in these areas could strengthen their long-term positioning, enhance stakeholder trust, and open doors to greater ESG-focused investment opportunities.

Based on the 2024 assessment results, adoption rates for these 16 new criteria vary considerably. In Part B, most PLCs adopted six out of eight criteria, reflecting encouraging progress in core governance and sustainability areas. In Part Bonus, most PLCs adopted three out of seven criteria, indicating selective uptake of voluntary best practices. For Part Penalty, no PLC incurred any deductions under the new criteria.

Nevertheless, several criteria continue to exhibit relatively low adoption rates, namely B.2.2, B.3.1, (B).B.1.2, (B).B.1.5, (B).B.1.6, and (B).B.1.7. These criteria highlight specific areas where further targeted efforts are needed, particularly to enhance sustainability governance frameworks and to improve comprehensiveness, consistency, and quality of related disclosures.

- **Part A: Rights and Equitable Treatment of Shareholders**

Figure 8 shows that Part A represents the highest-performing area for all Indonesian PLCs, with an adoption rate exceeding 50.00% across the entire sample and an average adoption rate of 81.24%. The maximum attainable score for this section is 20, and three PLCs achieved a perfect score by fully meeting all assessment items.

Figure 8: Part A. Rights and Equitable Treatment of Shareholders, Adoption Rate, and Score

	Adoption Rate	Score
Average	81.24%	15.92
Lowest	50.00%	9.73
Highest	100.00%	20.00

I. Strengths

Key strong points in part A include:

- Vote by poll (not show of hands) for all resolutions.
- Appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the annual general meeting (AGM).
- Each resolution in the AGM deals with only one item, i.e., there is no bundling of several items into the same resolution.
- Notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version.
- Proxy documents for AGM purposes are made easily available.

II. Areas for Improvement

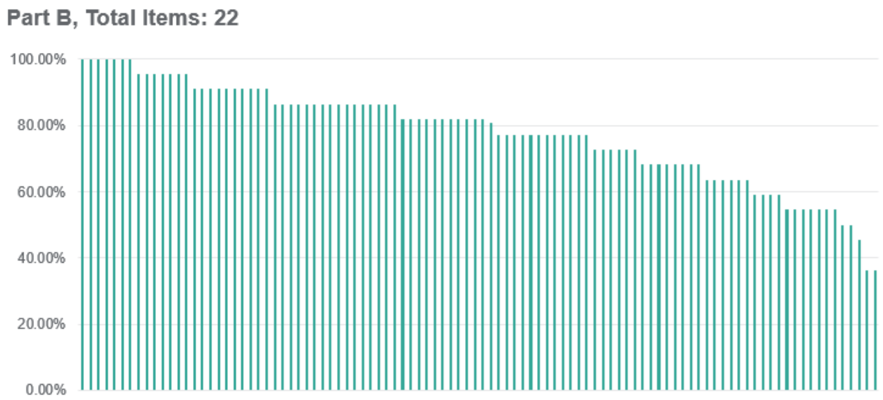
The key areas for improvement in Part A are as follows:

- Minutes of the most recent AGM record that the shareholders were given the opportunity to ask questions and the questions raised by shareholders and answers given recorded.
- By the next working day, make the result of votes taken during AGMs and extraordinary general meetings available for all resolutions.
- The profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included in notice of AGM.
- Auditors seeking appointment or re-appointment explicitly stated in notice of AGM.
- Policies on loans to directors and commissioners, either forbidding this practice or ensuring that they are being conducted on an arm's-length basis and at market rates, to manage the related party transactions by directors and key executives.

- **Part B: Sustainability and Resilience**

Figure 9 shows that Part B has an average adoption rate of 77.67%. The maximum attainable score for this section is 15, with 7 PLCs achieving a perfect score by fully meeting all assessment items.

Figure 9: Part B. Sustainability and Resilience, Adoption Rate, and Score



	Adoption Rate	Score
Average	77.67%	11.94
Lowest	36.36%	5.19
Highest	100%	15.00

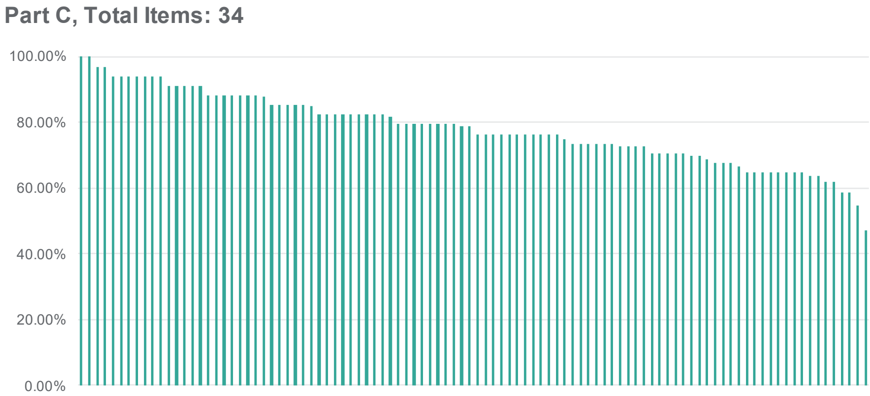
I. **Strengths**
Key strong points in Part B include:
- Identifies ESG topics material to the organisation's strategy.
- Engage with internal stakeholders to exchange views and gather feedback on sustainability matters material to the business of the company.
- Policies and practices on efforts to interact with the communities.
- Policies and practices on health, safety, and welfare for its employees.
- Policies and practices on training and development programmes for its employees.

II. **Areas for Improvement**
The key areas for improvement in Part B are as follows:
- Sustainability report is reviewed and/or approved by the Board or Board Committee.
- Engage with external stakeholders to exchange views and gather feedback on sustainability matters material to the business of the company and clearly identify the stakeholders as external stakeholders.
- Board reviews on an annual basis that the company's capital and debt structure is compatible with its strategic goals and its associated risk appetite.
- Policies and practices on creditors' rights.
- Reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

- **Part C: Role of Stakeholders**

Figure 10 shows that Part C has an average adoption rate of 78.08%. The maximum attainable score for this section is 25, with two PLCs attaining the full score by fulfilling all the assessment items in this part of the scorecard.

Figure 10: Part C. Role of Stakeholders, Adoption Rate, and Score



	Adoption Rate	Score
Average	78.08%	18.84
Lowest	47.06%	10.00
Highest	100.00%	25.00

I. Strengths

Key strong points in Part C include:
- Information on shareholdings reveals the identity of beneficial owners, holding 5% shareholding or more.
- Annual report discloses financial performance indicators.
- The use quarterly reporting and website as modes of communication.
- Opinion about true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners.
- Website disclosing up-to-date information and a downloadable annual report.

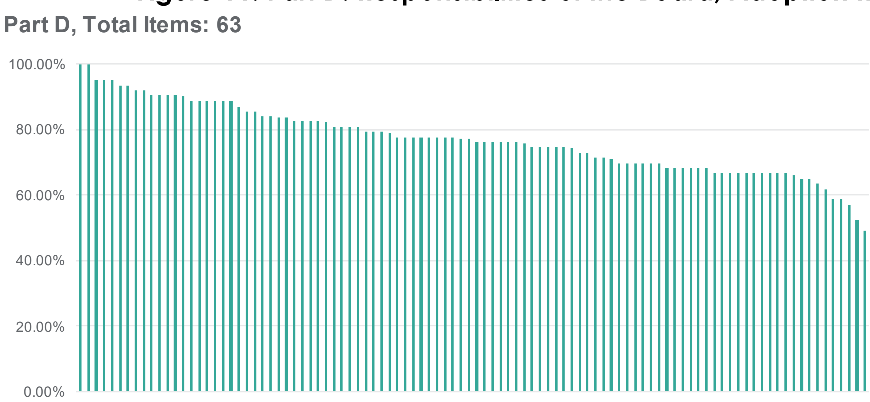
II. Areas for Improvement

The key areas for improvement in Part C are as follows:
- Quantifiable dividend policy, for example a target dividend pay-out ratio/ dividend per share.
- Disclosure of fee structure and details of remuneration for each of commissioners.
- Disclosure of remuneration policy and details of remuneration for each of directors and CEO.
- Disclosure of policy covering the review and approval of material related party transactions.
- Media briefings/press conference as mode of communication. Media releases, per se, are not media briefings/press conferences.

- **Part D: Responsibilities of the Board**

Figure 11 shows that Part D has an average adoption rate of 77%. The maximum attainable score for this section is 40, with two PLCs achieving a perfect score by fulfilling all assessment items in this part of the scorecard.

Figure 11: Part D. Responsibilities of the Board, Adoption Rate, and Score



	Adoption Rate	Score
Average	77.00%	30.89
Lowest	49.21%	20.28
Highest	100.00%	40.00

I. **Strengths**

Key strong points in Part D include:

– Roles and responsibilities of the boards and directors/commissioners are clearly stated.
– Disclosure of company secretary plays significant role in supporting the board.
– Head of internal audit is clearly stated.
– Disclosure of key risks the PLC is materially exposed to (i.e., financial, operational, including IT, environmental, social, economic).
– Different people appointed in the roles of chair and CEO.

II. **Areas for Improvement**

Key areas for improvement in Part D are as follows:

– Nominating and Remuneration Committee comprises a majority of independent commissioners.
– A minimum quorum of at least two-thirds for board decision.
– Board papers for board of directors/commissioners' meetings provided to the board at least five business days in advance of the board meeting.
– Measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses.
– Chairman is an independent commissioner.

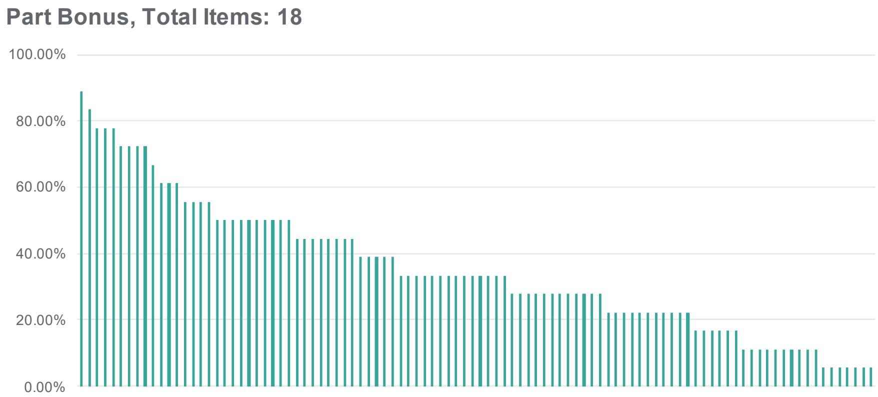
- **Bonus and Penalty**

Level 2 is the bonus and penalty section. Scores from this section are added to the scores in Level 1 to obtain the total score. A positive net score will increase the total score, and a negative net score will result in a reduction. Bonus points are intended to motivate companies to adopt corporate governance practices beyond minimum expected practice for ASEAN PLCs (Level 1), while penalty points are intended to eliminate violations of laws and regulations, inconsistency of stated policies, and other poor corporate governance practices.

- **Bonus**

Figure 12 shows that the Part Bonus section has an average adoption rate of 35.11%. The maximum attainable score for this section is 30 and no PLC achieved a perfect score in this part.

Figure 12: Part Bonus, Adoption Rate, and Score



	Adoption Rate	Score
Average	35.11%	9.89
Lowest	5.56%	1.00
Highest	88.89%	28.00

I. **Strengths**

Key strong points in this section are as follows:

– Practice real time secure electronic voting in absentia at the general meetings of shareholders.
– Disclosure of how the company manages climate-related risks and opportunities.
– Disclosure of the engagement channel with stakeholder groups and how the company responds to stakeholders' ESG concerns.

- The company has a unit/division/committee specifically responsible for managing sustainability matters.

II. Areas for Improvement

Key areas for improvement in this section are as follows:

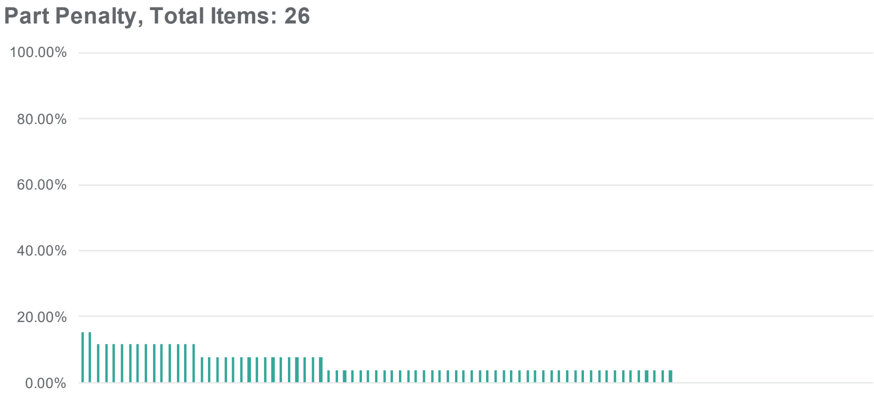
- Release notice of AGM at least 28 days before the date of the meeting.
- Disclosure of the linkage between directors and senior management remuneration and sustainability performance for the previous year.
- Nominating committee entirely comprised of independent commissioners.
- Chairman is independent commissioner and independent commissioners make up more than 50% of the board of commissioners.

The current average bonus adoption rate (35.11%) shows that while many companies meet core ASEAN Corporate Governance Scorecard expectations, room remains to adopt practices that go beyond compliance and further differentiate the companies in the eyes of global investors. Regularly reviewing elements such as board composition and tenure can help maintain alignment with evolving governance expectations and reinforce confidence among key stakeholders.

- **Penalty**

Figure 13 shows that the average penalty score is -4.73%, with the maximum deduction being -10.00 points, and 25 PLCs did not incur any penalty points in this part of the scorecard.

Figure 13: Part Penalty, Adoption Rate, and Score



	Adoption Rate	Score
Average	-4.73%	-3.06
Lowest	-15.38%	-10.00
Highest	0.00%	0.00

I. Strengths

Key strong points in this section are as follows:

- PLCs did not fail or neglect to offer equal treatment for share repurchases to all shareholders.
- No conviction of insider trading involving directors/commissioners, management, and employees in the past three years to manage risk of insider trading and abusive self-dealing.
- PLC did not receive disclaimer opinion in its external audit report.

II. Areas for Improvement

Key areas for improvement in this section are as follows:

- The Chairman of the Board, the Chairmen of all Board Committees, and the CEO were absent from the most recent general meeting.
- The PLC has independent directors/commissioners who have served for more than nine years or two terms of five years each (whichever is higher) in the same capacity.
- Independent non-executive directors/commissioners receive options, performance shares, or bonuses.

Conclusions and Recommendations

The strengthened corporate governance framework in Indonesia, coupled with stricter enforcement, has led to tangible improvements in the country's performance in regional assessments. In the 2024 assessment of the ACGS, Indonesia's average score for corporate governance disclosure rose to 84.41, up from 77.43 in the previous assessment. This represents roughly a 9% improvement in the country's mean score and indicates a marked improvement in the overall quality of governance practices and disclosures by Indonesian PLCs.

Another significant milestone is the substantial increase in the number of Indonesian PLCs achieving the "ASEAN Asset Class" distinction, which is awarded to PLCs scoring 97.5 points or above in the ACGS assessment. The number of Indonesian PLCs in this elite category jumped more than 150% from 9 in the 2021 assessment to 23 in 2024, suggesting a far larger cohort of these companies now meet ASEAN's stringent benchmarks for excellent corporate governance.

Continuous policy support and guidance from OJK and IDX have been instrumental in achieving these improvements. Notable elements of this support include initiatives to promote greater transparency, integrate ESG considerations into corporate reporting, and strengthen internal controls and risk management. These concerted OJK and IDX efforts have significantly contributed to the rising corporate governance standards in Indonesian companies.

Sustaining the positive momentum will benefit from a balanced focus on further integrating advanced sustainability criteria and ensuring high governance standards are embraced across a wider group of PLCs. Continued OJK and IDX support, particularly through outreach to sectors and companies where progress may be slower, can help maintain the upward trend. Likewise, encouragement from investors in recognizing and rewarding consistent, high-quality disclosures can reinforce good practices and inspire broader adoption.

Top 50 PLCs in 2024

Table 11 presents the top PLCs.

Table11: Indonesian Top 50 Publicly Listed Companies (alphabetically)

No	Company Name	Top 50 ASEAN PLCs	ASEAN Asset Class	Top 5 Indonesian PLCs
1	PT Adaro Energy Indonesia Tbk			
2	PT Adaro Minerals Indonesia Tbk			
3	PT AKR Corporindo Tbk		✓	
4	PT Aneka Tambang Tbk		✓	
5	PT Astra International Tbk			
6	PT Avia Avian Tbk			
7	PT Bank BTPN Tbk		✓	
8	PT Bank Central Asia Tbk		✓	
9	PT Bank CIMB Niaga Tbk	✓	✓	✓
10	PT Bank Danamon Indonesia Tbk		✓	
11	PT Bank Ina Perdana Tbk			
12	PT Bank Jago Tbk			
13	PT Bank Mandiri (Persero) Tbk	✓	✓	✓
14	PT Bank Maybank Indonesia Tbk		✓	
15	PT Bank Negara Indonesia (Persero) Tbk		✓	
16	PT Bank OCBC NISP Tbk		✓	

No	Company Name	Top 50 ASEAN PLCs	ASEAN Asset Class	Top 5 Indonesian PLCs
17	PT Bank Permata Tbk		✓	
18	PT Bank Rakyat Indonesia (Persero) Tbk		✓	✓
19	PT Bank Syariah Indonesia Tbk			
20	PT Bank Tabungan Negara (Persero) Tbk	✓	✓	✓
21	PT Bukit Asam Tbk		✓	
22	PT Bumi Resources Tbk			
23	PT Bumi Serpong Damai Tbk			
24	PT Dayamitra Telekomunikasi Tbk			
25	PT Dian Swastatika Sentosa Tbk			
26	PT Elang Mahkota Teknologi Tbk		✓	
27	PT Global Digital Niaga Tbk			
28	PT Golden Energy Mines Tbk			
29	PT GoTo Gojek Tokopedia Tbk			
30	PT Impack Pratama Industri Tbk			
31	PT Indo Tambangraya Megah Tbk		✓	
32	PT Indocement Tunggal Prakarsa Tbk			
33	PT Indosat Tbk			
34	PT Industri Jamu dan Farmasi Sido Muncul Tbk			
35	PT Jasa Marga (Persero) Tbk		✓	
36	PT Kalbe Farma Tbk			
37	PT Medco Energi Internasional Tbk			
38	PT Merdeka Battery Materials Tbk			
39	PT Merdeka Copper Gold Tbk			
40	PT Pertamina Geothermal Energy Tbk		✓	
41	PT Perusahaan Gas Negara Tbk	✓	✓	✓
42	PT Sarana Menara Nusantara Tbk		✓	
43	PT Semen Indonesia (Persero) Tbk		✓	
44	PT Siloam International Hospitals Tbk			
45	PT Sumber Alfaria Trijaya Tbk			
46	PT Telkom Indonesia (Persero) Tbk		✓	
47	PT Trimegah Bangun Persada Tbk			
48	PT Unilever Indonesia Tbk		✓	
49	PT Vale Indonesia Tbk			
50	PT XL Axiata Tbk			

MALAYSIA

Background of the Corporate Governance Framework

Malaysia's capital market regulators have progressively fortified corporate governance and sustainability within listed companies, thoughtfully adapting to evolving business structures and escalating environmental and social imperatives. The Securities Commission Malaysia revamped the Malaysian Code on Corporate Governance in April 2021, sharpening best practices and actionable guidance to cultivate a culture of integrity and transparency.

The Securities Commission's November 2021 Corporate Governance Strategic Priorities (2021–2023) signalled a long-term, holistic vision, placing environmental, social, and governance (ESG) fitness and board leadership at the forefront. Eleven targeted initiatives, including director sustainability onboarding, digital governance-data tools, and university-led youth engagement projects, reinforced Malaysia's commitment to nurturing sustainability-savvy leadership and enhancing disclosure quality through its Corporate Governance Monitor 2021.

In January 2022, Bursa Malaysia elevated listing benchmarks for board independence, quality, and gender diversity. Newly introduced rules limited independent directors' tenure to 12 years. They mandated that Main Market firms with ringgit 2 billion market capitalisation appoint at least one woman director by 1 September 2022 (and all others by 1 June 2023).

On the sustainability reporting front, Malaysia boldly embraced the National Sustainability Reporting Framework, issued in September 2024, to align with the IFRS Sustainability Disclosure Standards, namely IFRS S1 (General Requirements) and IFRS S2 (Climate Disclosures). The framework's phased, "climate-first" approach ensures disclosures remain consistent, comparable, and investor-ready, bringing the country onto the global stage in sustainability transparency. Furthermore, Malaysia stands as the first country in ASEAN to advance toward adopting an international assurance standard for sustainability reporting. In July 2025, the Securities Commission's Advisory Committee on Sustainability Reporting proposed the adoption of the International Auditing and Assurance Standards Board's International Standard on Sustainability Assurance 5000, International Standard on Quality Management 1, and International Ethics Standards for Sustainability Assurance, alongside expanded regulatory oversight via the Audit Oversight Board, to foster confidence in sustainability assurance quality. This forward-looking move underscores Malaysia's regional leadership in embedding reliability and assurance into ESG disclosures.

Within this evolving landscape, the Minority Shareholders Watch Group continues to be the voice of investors and a driving force in shaping Malaysia's corporate governance and sustainability journey. Through vigilant monitoring of nearly 450 PLCs, active participation at general meetings, and engagements that extend well beyond meeting halls, the group ensures shareholder voices are heard where they matter most. The group activism has consistently placed minority shareholder rights and ESG accountability on the national agenda, holding boards and management to higher standards of transparency and stewardship. As the domestic ranking body for the ASEAN Corporate Governance Scorecard, the group has also driven continuous improvement in governance practices, with 854 companies assessed in 2023 alone. Beyond assessments, its influence has expanded through modern platforms: Minority Shareholders Watch Group TV now garners more than 30,000 monthly views, while its weekly newsletter reaches over 180,000 readers, making it one of the most widely read investor-focused publications in Malaysia. Complementing these efforts, the Minority Shareholders Watch Group conducts investor education programmes and director training initiatives that continue to set the tone for higher standards of accountability and board effectiveness.

Today, the group is also a thought leader and educator, in addition to watchdog, amplifying shareholder rights, advancing sustainability, and championing governance practices that inspire confidence in Malaysia's capital market.

OVERALL ANALYSIS

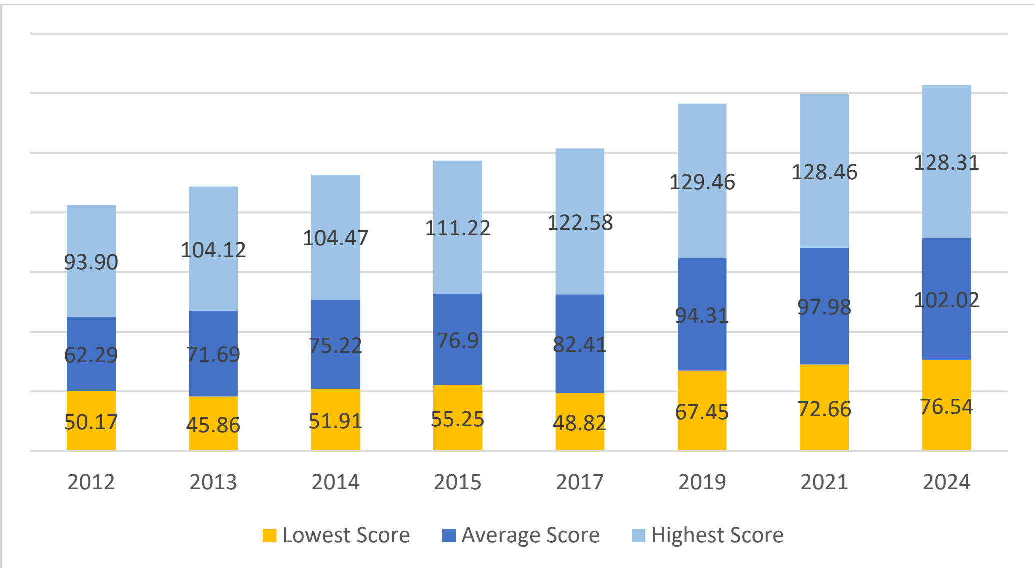
Overall Performance

The 2024 assessment was particularly significant as it was conducted using a revised ASEAN Corporate Governance Scorecard (ACGS) framework aligned with the 2023 G20/OECD Principles of Corporate Governance. This updated methodology introduced more stringent criteria, particularly in areas such as sustainability, board effectiveness, stakeholder engagement, and data-driven disclosure practices.

The current assessment covered the top 100 Malaysian publicly listed companies (PLCs) based on market capitalisation as of 31 May 2024 and includes real estate investment trusts. Despite the more stringent criteria and enhanced expectations, Malaysian PLCs performed well, with a country average score of 102.02 points, outperforming the total overall ASEAN average score of 91.28 points. Seventeen Malaysian PLCs were among the Top 50 ASEAN PLCs and accounted for 65 PLCs out of 250 ASEAN Asset Class recipients.

Figure 14 shows that the 2024 average score increased by 4.1% when compared to the country score of 97.98 points in 2021, indicating that Malaysian PLCs have taken greater steps to embed better corporate governance best practices since the last round of assessment. Progress was also evident at the lower end of the spectrum, with the lowest score improving by 5.3% from 72.66 points in 2021 to 76.54 points in 2024. The highest score dipped slightly from 128.46 points in 2021 to 128.31 points in 2024 out of a maximum of 130 points.

Figure 14: Malaysia Overall Corporate Governance Score of Top 100 Publicly Listed Companies, 2012–2015, 2017, 2019, 2021, and 2024



Source: Minority Shareholders Watch Group, Malaysia.

Performance by Score Range

Table 12 shows the average corporate governance score distribution of the top 100 PLCs from 2012 to 2024. The number of top performers scoring 100 points and above increased to 59 PLCs in 2024 from 48 PLCs in 2021. Encouragingly, no companies scored below 70 points in 2024, and there was a smaller number of companies in the 70–79.9 band when compared to 2021.

Table 12: Malaysia—Performance by Score Range

Score Range	Number of Companies							
	2012	**2013**	**2014**	**2015**	**2017**	**2019**	**2021**	**2024**
≥100	-	-	-	-	-	34	48	59
90–99.9	1	11	17	19	33	27	22	26
80–89.9	5	15	14	19	17	22	18	13
70–79.9	13	26	31	23	23	16	12	2
60–69.9	30	2	30	32	18	1	-	-
50–59.9	43	23	8	7	9	-	-	-
<50	8	1	-	-	-	-	-	-
Total Companies	**100**	**100**	**100**	**100**	**100**	**100**	**100**	**100**

Source: Minority Shareholders Watch Group, Malaysia.

Performance by Industry Sector

All industry sectors showed improved average scores in 2024, except the energy sector. As shown in **Table 13**, companies in the financial services sector continued to lead, with the highest average score of 113.60 points. A very encouraging observation is that 8 out of 12 industry sectors recorded average scores exceeding 100 points in 2024, compared to only three sectors in 2021. In addition, although the technology sector had the lowest average score, of 93.54 points, it surpassed the 90-point band in 2024. This positive trend across industry sectors demonstrated the strong commitment by Malaysian PLCs to embedding better governance practices over the years.

Table 13: Malaysia—Performance by Industry Sector

Industry Sector	**Average Corporate Governance Score**	
	2024	**2021**
Construction	105.12	99.89
Consumer Products and Services	100.31	97.68
Energy	96.54	101.36
Financial Services	113.60	109.42
Healthcare	101.47	97.62
Industrial Products and Services	96.80	93.22
Plantation	100.02	95.93
Property	101.23	94.66
Technology	93.54	88.33
Telecommunications and Media	106.54	105.40
Transportation and Logistics	106.19	98.48
Utilities	98.87	93.51

Source: Minority Shareholders Watch Group, Malaysia.

Performance by Component

Table 14 shows the distribution of average corporate governance scores (Level 1) for the top 100 PLCs since 2012. Responsibilities of the Board (Part D) was the most improved, with average score increasing by 1.35 points. The average score for sustainability and resilience (Part B), previously called "role of stakeholders", also increased, albeit marginally. The Rights & Equitable Treatment of Shareholders (Part A) and Disclosure & Transparency (Part C) sections recorded slightly lower scores compared to 2021.

Table 14: Malaysia—Distribution of Average Scores for Top 100 Publicly Listed Companies, 2012–2015, 2017, 2019, 2021, and 2024

Score (Points)	Year	Part A	Part B	Part C	Part D	Part E
		Part A* (2024)		**Part B (2024)**	**Part C (2024)**	**Part D (2024)**
Average Score	**2024**	**17.91**		**13.85**	**19.40**	**33.47**
	2021	8.67	9.33	13.58	19.66	32.12
	2019	8.75	8.94	12.83	19.67	32.14
	2017	8.47	8.92	11.57	18.80	29.83
	2015	6.19	13.03	6.68	18.86	28.86
	2014	5.95	13.60	6.40	18.60	27.96
	2013	5.18	12.81	5.88	17.23	25.19
	2012	5.11	13.38	5.86	16.55	21.54
Highest Score	**2024**	**20.00**		**15.00**	**23.89**	**40.00**
	2021	10.00	10.00	15.00	25.00	39.46
	2019	10.00	10.00	15.00	25.00	39.46
	2017	10.00	10.00	15.00	23.75	39.46
	2015	9.60	15.00	10.00	23.78	37.84
	2014	9.20	15.00	10.00	23.78	37.87
	2013	8.80	15.00	10.00	23.13	35.79
	2012	7.31	15.00	10.00	22.02	33.92
Maximum Possible Score	2024	20.00	NA	15.00	25.00	40.00
	2017–2021	10.00	10.00	15.00	25.00	40.00
	2012–2015	10.00	15.00	10.00	25.00	40.00

*Part A on Rights of Shareholders and Part B on Equitable Treatment of Shareholders in the 2021 assessment have been consolidated under Part A Rights & Equitable Treatment of Shareholders in the 2024 assessment.
Source: Minority Shareholders Watch Group, Malaysia.

Part A: Rights and Equitable Treatment of Shareholders

This section comprises 30 items, with 14 default items for Malaysian PLCs.

	2024	2021
Average score	17.91	18.00
Min score	15.26	15.43
Max score	20.00	20.00

In 2024, the rights of shareholders and equitable treatment of shareholders categories were consolidated to better align with the G20/OECD Principles of Corporate Governance. Malaysian PLCs generally performed well in disclosures relating to the observance of rights and equitable treatment of shareholders.

The biggest improvements were observed in relation to disclosures of board members' attendance and full board (including the CEO) attendance at the annual general meeting (AGM). More PLCs disclosed engagements with shareholders beyond the AGM platform, as well as related party transactions being conducted in a fair and arm's length manner; nevertheless, these areas could be further improved. Malaysian PLCs are also encouraged to make timely dividend payments within 30 days of the date of declaration.

Strengths

- All resolutions were voted on via poll, with independent scrutineers appointed to validate the votes.
- All PLCs disclosed the voting rights attached to different classes of shares.
- More PLCs disclosed voting procedures before the start of the AGM.
- All PLCs did not have bundling of items in resolutions for AGMs.
- All companies made publicly available the results of votes taken at the AGM by the following working day.
- All proxy documents are made readily available.
- Shareholders had the opportunity to approve non-executive directors' remuneration at the AGM.

Areas for Improvement

- More companies are to make dividend payments in a timely manner.
- Disclosure of related-party transactions is being conducted to ensure that they are fair and at arm's length.
- Disclosure of shareholder engagement practices beyond the AGM platform.
- More companies are encouraged to have a notice period of 21 days for extraordinary general meetings.

Part B: Sustainability and Resilience

Among the key revisions in the revised ACGS are the introduction of new items related to sustainability in Part B, now known as "sustainability and resilience". This section comprises 22 items, with no default items for Malaysian PLCs.

	2024	2021
Average score	13.85	13.58
Min score	10.38	7.50
Max score	15.00	15.00

The average score increased slightly, by 2.0%, to 13.85 points from 13.58 points in 2021. Progress is good at the lower spectrum, whereby the lowest score climbed by 2.88 points to 10.38 points, up 38.4% over 2021.

A commendable improvement was related to supplier/contractor selection procedures, whereby almost all companies had disclosed their policy and practices in this area, compared to less than 70% doing so in the previous assessment. It is observed that new disclosure items on ESG material matters, climate change, stakeholder engagements, and disclosure of quantitative sustainability targets were generally well disclosed by PLCs. This may be attributed to the focus on sustainability in the last update of the Malaysian Code on Corporate Governance, as well as the enhanced sustainability framework introduced under Bursa Malaysia listing rules, which elevated the sustainability practices and disclosures of PLCs.

An area for further improvement, which is a new item in the 2024 assessment, relates to annual board reviews on the compatibility of the company's capital and debt structure with its strategic goals and associated risk appetite. Malaysian PLCs do not commonly disclose this in the annual report.

Strengths

- All PLCs disclosed sustainability statements in the annual report/standalone sustainability report.
- Clear disclosures of policies and practices relating to:
    - environment-friendly value chain
    - customers' welfare
    - supplier/contractor selection
    - interaction with communities
    - safeguarding creditors' rights
    - health, safety, and welfare policy for employees
    - staff training and development programmes.
- Whistle-blowing policy well established, including procedures for complaints and protection of whistleblowers from retaliation when they reveal illegal or unethical behaviour.

Areas for Improvement

- Annual board reviews on the compatibility of the company's capital and debt structure with its strategic goals and its associated risk appetite.
- Reward or compensation policies for employees linked to long-term corporate performance.

Part C: Disclosure and Transparency

This section comprises 34 items. There are no default items under this section.

	2024	2021
Average score	19.40	19.66
Min score	14.44	15.63
Max score	23.89	25.00

The average score for Part C decreased slightly, 1.3%, from 19.66 points to 19.40 points in 2024. In 2024, questions relating to remuneration of board members and key senior management were moved to the Disclosure and Transparency section from the Responsibilities of the Board section. This covered the questions relating to disclosure of individual directors' remuneration, fee structure for non-executive directors and remuneration policies or practices covering the use of short term and long-term incentives and performance measures for their executive directors and CEOs.

Disclosure of remuneration policies or practices covering the use of short-term and long-term incentives and performance measures for their executive directors and CEOs is still poor. Other potential areas for improvement remain similar to past assessments, as identified below.

Strengths

- All PLCs disclosed the identity of the beneficial owners holding 5% shareholding or more as well as the direct and indirect shareholdings of substantial shareholders and directors.
- All PLCs disclosed the compliance statement to the Malaysian Code on Corporate Governance.
- All PLCs disclosed remuneration of individual directors.
- All PLCs disclosed financial and non-financial performance indicators in the annual report.

Areas for Improvement

- Disclosure of direct and indirect shareholdings of senior management.
- Disclosure of details of trading in the company's shares by senior management.
- Disclosure of remuneration policies or practices covering the use of short-term and long-term incentives and performance measures for their executive directors and CEO.
- Disclosure of a quantifiable dividend policy.
- Disclosure of name, relationship, nature, and value for each material and/or significant related-party transaction.
- Disclosure of company's constitution in the corporate website.
- Disclosure of conduct of media briefings and press conferences.

Part D: Responsibilities of the Board

This section comprises 63 items, with 11 default items for Malaysian PLCs.

	2024	2021
Average score	33.47	32.12
Min score	26.48	24.00
Max score	40.00	39.46

Malaysian PLCs showed strongest performance in this section in Level 1, whereby the average score increased by 4.2% to 33.47 points in 2024. The majority of the items assessed reflected positive improvements, which demonstrated that companies had strengthened their best practices relating to board responsibilities and boardroom matters.

Areas which showed considerable progress were adoption of a nine-year term limit for independent directors and the adoption of best practice for non-executive directors meeting separately at least once during the year without the presence of the executive directors. More companies also clearly disclosed that the board of directors conducted an annual performance assessment of the CEO, in addition to the normal board and individual director assessments. Nonetheless, while progress has been made in these areas, room for improvement remains as adoption is still moderate at around 50%.

Strengths

- Disclosure of the board charter and the roles and responsibilities of the board.
- Disclosure of the types of decisions requiring board approval.
- Disclosure of the board's role in reviewing their annual corporate strategies.
- Audit committee has the primary responsibility for recommendations on the appointment and removal of both the external auditor and internal auditor.
- Disclosure of the internal control procedures and risk management systems.

Areas for Improvement

- Adoption of a nine-year term limit for independent directors.
- Disclosure of measurable standards which aligned the executive directors' remuneration with the long-term interests of the company.
- Disclosure of succession planning of the CEO and key management.
- Disclosure of annual performance assessment for CEO.
- Disclosure of the process and criteria used for board, board committees, and individual directors' assessments.

Bonus and Penalty

Bonus and penalty items are meant to enhance scorecard robustness in assessing the extent to which companies apply the spirit of good governance.

	2024	2021
Average bonus score	18.23	16.42
Average penalty score	-0.84	-1.79
Average level 2 score	17.39	14.63

In Malaysia, more PLCs have embraced the recommended best practices in Level 2, going over and above basic expectations. Bonus scores increased 11% to 18.23 points, from 16.42 points, out of a maximum of 30. In addition, the 2024 assessment found fewer instances of poor governance, hence lower penalty points against the PLCs, which contributed to the higher Level 2 average score in that year.

Strengths

- Disclosure of the board of directors' oversight of sustainability-related risks and opportunities.
- Disclosure of the engagement channel with stakeholder groups and how the company responds to stakeholders' ESG concerns.
- Adoption of an internationally recognised reporting framework on sustainability.
- Companies practiced secure electronic voting in absentia.
- Company has a policy and disclose measurable objectives for implementing its board diversity and report on the progress.
- The nominating committee is undertaking the identification of the quality of directors aligned with the company's strategic direction.
- Disclosures of board risk oversight relating to governance process around IT issues including description, cybersecurity, and disaster recovery.

Areas for Improvement

- Disclosure of the linkage between the executive director's and senior management's remuneration and sustainability performance.
- Disclosure of the management of climate-related risks and opportunities.
- External assurance of the Sustainability Report.
- Whistle blowing system to be managed by independent parties/institutions.
- Companies are to release the annual audited report within 60 days of the financial year-end.
- Companies are to use professional search firms or other external sources when searching for board candidates.
- Companies are to have a separate board-level risk committee.

Conclusions and Recommendations

Overall, the top 100 Malaysian PLCs showed high commitment in adopting governance best practices, as reflected by the improvement in the average corporate governance score in 2024 since the last assessment in 2021. This stronger performance is also reflected in the classification of 65 Malaysian PLCs as ASEAN Asset Class companies (i.e., scoring at least 97.5 points), an increase of 20.4% over 54 in 2021. The number of Malaysian PLCs recognised as ASEAN top 50 was also highest among participating jurisdictions, at 17 companies, an outstanding achievement considering the more stringent assessment criteria for the 2024 cycle.

The ACGS has been instrumental in fostering a strong corporate governance culture in ASEAN, encouraging PLCs to adopt internationally recognised corporate governance principles. Advocacy dialogue and/or engagements by regulators and local domestic ranking bodies will continue to be essential to encourage boards and companies to elevate their governance practices beyond minimum expectations.

Moving forward, PLCs must be able to adapt to the constantly evolving landscape of regulations, stakeholder expectations, and technological advancements. Companies should look into integrating new principles, such as sustainability and diversity, digital transformation, while also strengthening existing ones like accountability and transparency. More robust sustainability and climate-related disclosures will be required to meet the rising expectations in the region.

Table 15 lists the top 50 Malaysian publicly listed companies in the 2024 assessment.

Table 15: Malaysia—Top 50 Publicly Listed Companies in 2024 (alphabetically)

No	Company Name	ASEAN Top 50	ASEAN Asset Class	Country Top 5
1	AFFIN BANK BERHAD	★	★	
2	ALLIANCE BANK MALAYSIA BERHAD	★	★	
3	ALLIANZ MALAYSIA BERHAD	★	★	
4	AMMB HOLDINGS BERHAD	★	★	
5	AXIATA GROUP BERHAD	★	★	
6	BANK ISLAM MALAYSIA BERHAD	★	★	
7	BUMI ARMADA BERHAD		★	
8	BURSA MALAYSIA BERHAD	★	★	★
9	CELCOMDIGI BERHAD		★	
10	CIMB GROUP HOLDINGS BERHAD	★	★	★
11	CTOS DIGITAL BERHAD		★	
12	ECO WORLD DEVELOPMENT GROUP BERHAD		★	
13	FGV HOLDINGS BERHAD		★	
14	FRASER & NEAVE HOLDINGS BHD		★	
15	GAMUDA BERHAD		★	
16	GAS MALAYSIA BERHAD		★	
17	GREATECH TECHNOLOGY BERHAD		★	
18	HEINEKEN MALAYSIA BERHAD		★	
19	HONG LEONG BANK BERHAD		★	
20	HONG LEONG FINANCIAL GROUP BERHAD		★	
21	IHH HEALTHCARE BERHAD		★	
22	IOI CORPORATION BERHAD		★	
23	KLCC PROPERTY HOLDINGS BERHAD		★	
24	LPI CAPITAL BHD		★	
25	MAH SING GROUP BERHAD		★	
26	MALAKOFF CORPORATION BERHAD		★	
27	MALAYAN BANKING BERHAD	★	★	★
28	MALAYSIA AIRPORTS HOLDINGS BERHAD		★	
29	MBSB BERHAD	★	★	
30	MISC BERHAD		★	
31	MR D.I.Y. GROUP (M) BERHAD		★	
32	NESTLE (MALAYSIA) BERHAD		★	
33	OSK HOLDINGS BERHAD		★	
34	PETRONAS CHEMICALS GROUP BERHAD	★	★	
35	PETRONAS DAGANGAN BHD		★	
36	PETRONAS GAS BERHAD	★	★	
37	PUBLIC BANK BERHAD		★	
38	RHB BANK BERHAD	★	★	★
39	S P SETIA BERHAD		★	
40	SIME DARBY BERHAD		★	

No	Company Name	ASEAN Top 50	ASEAN Asset Class	Country Top 5
41	SD GUTHRIE BERHAD	★	★	
42	SIME DARBY PROPERTY BERHAD	★	★	
43	SUNWAY BERHAD		★	
44	SUNWAY CONSTRUCTION GROUP BERHAD		★	
45	SUNWAY REAL ESTATE INVESTMENT TRUST	★	★	
46	TELEKOM MALAYSIA BERHAD		★	
47	TENAGA NASIONAL BERHAD		★	
48	TOP GLOVE CORPORATION BHD	★	★	★
49	UEM SUNRISE BERHAD		★	
50	YINSON HOLDINGS BERHAD		★	

★ASEAN Top 50
★ASEAN Asset Class
★Country Top 5
Source: Minority Shareholders Watch Group, Malaysia.

PHILIPPINES

Background of the Corporate Governance Framework

The Philippines formally began participating in the ASEAN Corporate Governance Scorecard (ACGS) on 11 September 2012. Since then, the Securities and Exchange Commission (SEC), supported by the Institute of Corporate Directors and in collaboration with market stakeholders, has implemented a phased program of reforms to strengthen governance among publicly listed companies (PLCs) and align local practices with ASEAN and global standards.

In recent years, the SEC has introduced reforms to strengthen corporate governance disclosures, sustainability reporting, and board accountability. These measures have enhanced reporting requirements for PLCs, reinforced expectations on board oversight of sustainability matters, and supported continued alignment with international governance benchmarks.

Early initiatives focused on awareness and disclosure. In 2013, the SEC and Institute of Corporate Directors launched a nationwide information campaign to raise awareness of the ACGS among PLCs and investors. Companies were required to prepare and disclose an Annual Corporate Governance Report consolidating governance policies, while directors and key officers were encouraged to complete regular corporate governance training.

Subsequent reforms strengthened the regulatory framework. Amendments to the Code of Corporate Governance embedded responsibilities toward stakeholders beyond shareholders and introduced standardised templates for PLC website disclosures. The Philippine Corporate Governance Blueprint, issued in 2015, set out a five-year roadmap grounded in OECD principles and international best practices, marking a shift from a compliance-based approach toward measurable improvements in board performance, sustainability integration, and long-term value creation.

Additional reforms enhanced transparency. The revised General Information Sheet introduced beneficial ownership disclosure requirements, while the Revised Corporation Code of 2019 strengthened shareholder rights, streamlined corporate processes, and improved ease of doing business.

In October 2023, the ASEAN Capital Markets Forum approved the first major revision of the ACGS since 2017, introducing new questions, and placing greater emphasis on sustainability and resilience disclosures. The Philippine regulatory framework continues to evolve in parallel with these regional developments.

Recent SEC issuances in 2024 reinforced this governance standards. New rules require PLCs to disclose shareholder meeting minutes promptly, maintain public accessibility of records, and disclose detailed voting results. Additional disclosure requirements on audit fees were introduced to strengthen auditor independence and transparency.

Taken together, these measures form a cohesive governance reform agenda that strengthens transparency, accountability, board effectiveness, sustainability integration, and investor confidence. Supporting institutions continue to play an important role in facilitating ACGS assessments and promoting governance capacity-building, helping ensure alignment with ASEAN objectives and global standards.

Assessment Findings

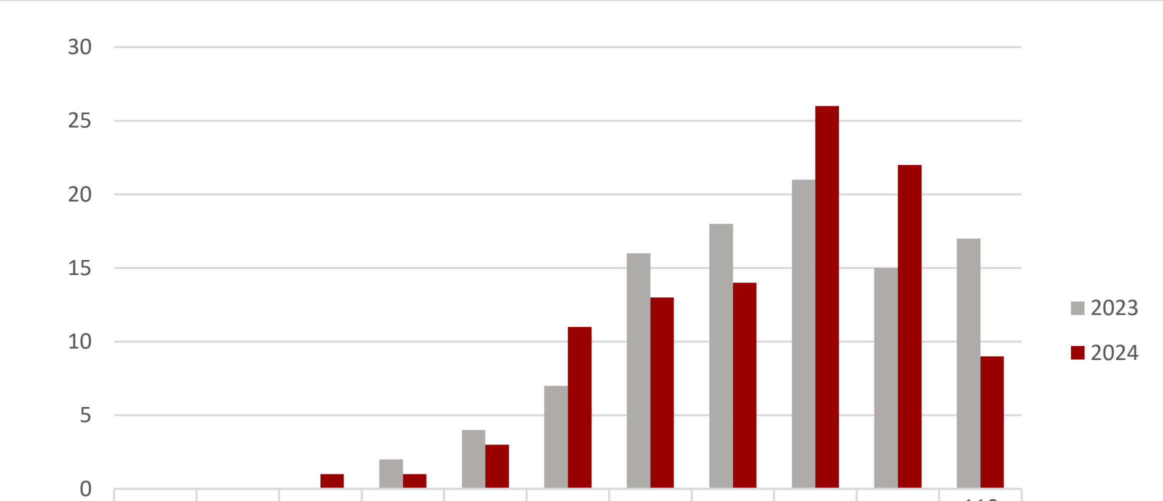
Top 100 PLCs According to Market Capitalization

The 2024 ASEAN Corporate Governance Scorecard assessment evaluated the top 100 Philippine PLCs, ranked by market capitalization as of 31 May 2024. Results confirm sustained improvement over the past decade, with the national average total score rising from 48.91 in 2012 to 89.27 in 2024.

Category performance shows notable progress:

- Responsibilities of the Board recorded the highest 2024 score at 30.15 out of 40 and the largest increase since 2012 (+16.57 points).
- Rights and equitable treatment of shareholders improved significantly over the period.
- Sustainability and resilience reached 11.57 in 2024, reflecting stronger environmental and social disclosures.
- Bonus and penalty increased from negative levels in 2012 to positive recognition in 2024, indicating stronger governance practices and enforcement.

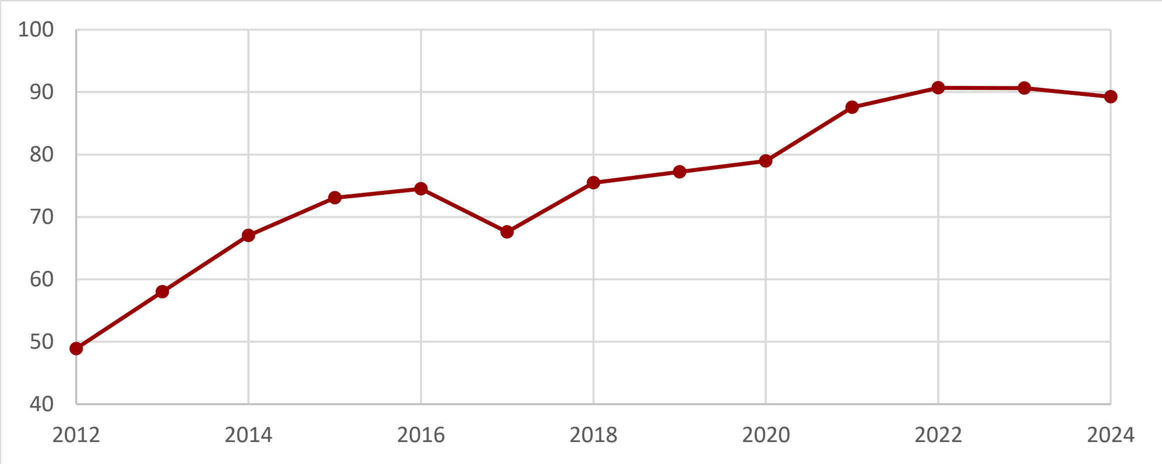
Figure 15: Comparison of Score Distribution between 2023 and 2024



	10-19.99	20-29.99	30-39.99	40-49.99	50-59.99	60-69.99	70-79.99	80-89.99	90-90.99	100-109.99	110 and Higher
2023	0	0	0	2	4	7	16	18	21	15	17
2024	0	0	1	1	3	11	13	14	26	22	9

Source: Institute of Corporate Directors.

Figure 16: Total Average Score Trend (2012–2024)



Source: Institute of Corporate Directors

Table 16: 2024 Average Score per Category

Category	Score
Rights and Equitable Treatment of Shareholders	17.51
Sustainability and Resilience	11.57
Disclosure and Transparency	19.72
Responsibilities of the Board	30.15
Bonus and Penalty	10.32

Trend analysis and performance spread

From 2012 to 2022, the Philippines improved steadily across all ACGS categories, reflecting progressive adoption of ASEAN and OECD-aligned governance standards. The slightly lower average score in 2024 compared with 2023 does not indicate a decline in governance practices but reflects the introduction of a revised and more rigorous scorecard. The updated framework placed stronger emphasis on sustainability, resilience, and stakeholder engagement, resulting in a recalibration of scores under higher standards (see Figure 16).

The 2024 results also highlight a wide performance spread among the top 100 PLCs. More than one-third achieved scores above 90 points, with a smaller group exceeding 100 points, indicating strong governance practices among leading issuers. However, a minority of companies remain below 60 points, underscoring the need for continued governance capacity-building and targeted technical support to help lower-performing companies strengthen disclosure practices and board oversight (Figure 15).

Figure 17: Trend in Largest Category Gain (Responsibilities of the Board) and Total Average ACGS Scores

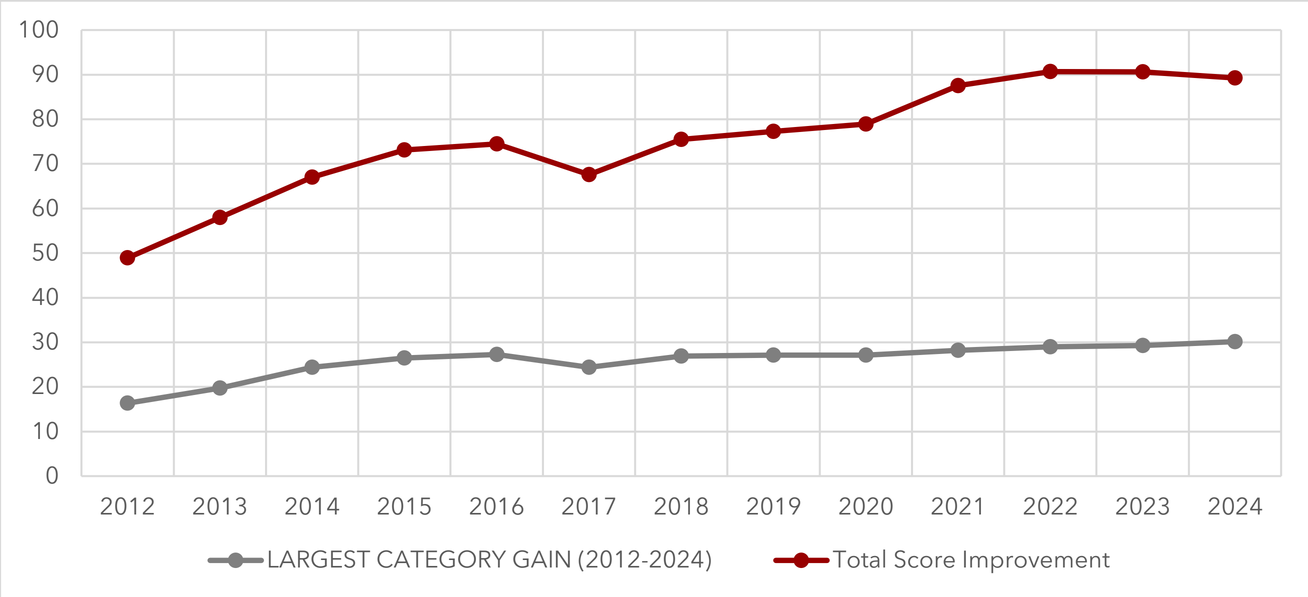


Table 17: Largest Category Gain (Responsibilities of the Board) and Total Average ACGS Scores

Year	Largest Category Gain Score (Responsibilities of the Board)	Total Average Score
2012	16.35	48.91
2013	19.71	58
2014	24.41	67.02
2015	26.51	73.09
2016	27.23	74.51
2017	24.4	67.61
2018	26.88	75.47
2019	27.1	77.24
2020	27.15	78.95
2021	28.23	87.55
2022	28.96	90.68
2023	29.28	90.64
2024	**30.15**	**89.27**

Standing in ASEAN

The Philippines continue to perform competitively within ASEAN ACGS assessments, particularly in Responsibilities of the Board (Figure 17 and Table 17). Continued improvements in disclosure timeliness, data quality, and integration of sustainability considerations could further strengthen overall performance and support progress across all governance dimensions (Table 16).

Evidence from 2012 to 2024 confirms that Philippine PLCs have moved beyond basic compliance toward more integrated governance practices that combine shareholder rights, board accountability, transparency, and sustainability considerations. Performance in the 2024 cycle under the revised and more rigorous scorecard suggests that governance reforms are becoming more embedded across leading companies, supporting investor confidence and the development of a transparent and resilient capital market.

The score distribution in Figure 18 shows the performance of top 100 PLCs according to market capitalization over the period from 2012 to 2024. Over time, a growing share of companies has clustered within higher score ranges, with many companies scoring between 90 and 109.99 in recent assessments. This concentration in higher bands suggests steady improvements in corporate governance practices among leading Philippine issuers, while also highlighting the need for continued support for companies that remain below these ranges.

Figure 18: Score Distribution (2012–2024)

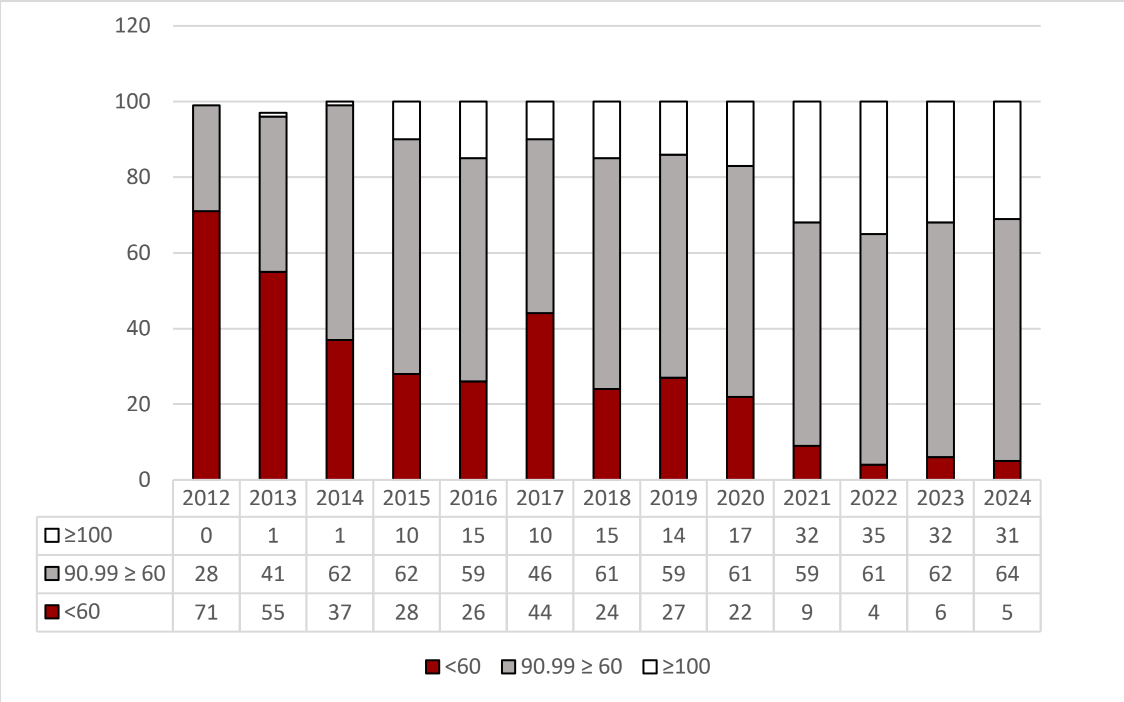


Table 18 and 19: Score Range and Modal Bin

Year	Score Range			Year	Modal Bin
	<60	≥90	≥100		
2012	71	0	0	**2012**	40-49.99
2013	55	1	1	**2013**	40-49.99
2014	37	9	1	**2014**	50-59.99
2015	28	13	10	**2015**	60-69.99
2016	26	11	15	**2016**	60-69.99
2017	44	8	10	**2017**	50-59.99
2018	24	10	15	**2018**	60-69.99
2019	27	18	14	**2019**	50-59.99
2020	22	20	17	**2020**	60-69.99
2021	9	12	32	**2021**	90-99.99
2022	4	17	35	**2022**	90-99.99
2023	6	21	32	**2023**	70-79.99
2024	5	26	31	**2024**	100-109.99

Most of the top 100 PLCs according to market capitalization achieved scores above 90 points in the 2024 assessment, indicating strong governance practices among leading issuers. Seventy-one companies scored over 80 points, including 31 companies that exceeded 100 points. A small number of companies remain below 60 points, with five companies in this range compared with six in the 2023 assessment. The overall distribution suggests continued improvement at the upper end of the market, while highlighting the need for sustained capacity building to support lower-performing companies.

Strengths and Areas for Improvement

Part A: Rights and Equitable Treatment of Shareholders

STRENGTHS

- Ninety-nine of the top 100 PLCs provided at least 21 days' notice for their annual stockholders' meeting, with 86 also explaining the rationale for each agenda item.
- Advance disclosure of voting procedures was disclosed in advance by 99 companies, and 93 conducted voting by poll.
- Shareholder engagement during annual stockholders' meeting improved, with 91 companies recording that shareholders were given the opportunity to ask questions, up from 70 in 2023.
- Timely disclosure of voting results strengthened, with 98 companies posting results by the next working day, and 89 providing a full breakdown of approving, dissenting, and abstaining votes, up from 66 in 2023.
- Transparency on board attendance improved, with 86 companies disclosing the list of directors present at the most recent annual stockholders' meeting and 68 reporting full attendance.
- Independent validation of voting results increased to 78 companies in 2024 from 69 in 2023.
- Audit-related transparency remained high, with 98 companies identifying auditors seeking appointment or reappointment.
- Eighty-seven companies require directors to report share dealings within three business days.
- Ninety companies have policies requiring a committee without executive directors to review material related party transactions.

AREAS FOR IMPROVEMENT

- Timeliness of dividend payments remains a gap, with only 44 companies paying dividends within 30 days of declaration and approval, unchanged from 2023.
- Disclosure of complete candidate profiles for board elections declined slightly, with only 60 companies providing full information compared with 67 in 2023.
- While 90 companies state that related party transactions are conducted fairly and at arm's length or under normal commercial terms, consistent adoption of this disclosure across companies remains an area for improvement.

Overall, disclosures relating to shareholder rights and equitable treatment remain strong among leading Philippine PLCs, although improvements in dividend timeliness and board election disclosures would further strengthen investor confidence.

Part B: Sustainability and Resilience

STRENGTHS

- Ninety-seven of the top 100 PLCs publish sustainability reports, indicating broad commitment to transparency on environmental, social, and governance (ESG) matters.

- Disclosures across key stakeholder areas remain strong: 85 companies disclosed customer welfare policies, 87 disclosed supplier and contractor selection criteria, 97 reported environmentally responsible value chain practices, 85 described community engagement policies, and 92 implemented anti-corruption programs.
- Whistleblowing mechanisms are in place in 88 companies, with most providing explicit assurances against retaliation.

New Items

- Ninety companies identified ESG topics material to their strategy, likewise recognised climate change as a key issue.
- Eighty-four companies aligned sustainability disclosures with internationally recognised reporting frameworks or standards.

AREAS FOR IMPROVEMENT

- Disclosure of policies and practices to safeguard creditors' rights remains limited, with only 42 companies providing such information.
- Integration of sustainability or non-financial metrics into executive reward and compensation structures remains low, observed in only 39 companies.

New Items

- While most companies publish standalone sustainability reports, only 42 disclosed that these reports are formally reviewed and approved by the board.
- Quantitative sustainability targets and reporting on progress remain uneven, with Only 48 companies disclosing measurable targets and tracking performance against them.
- Only 18 companies disclosed that the board annually reviews capital and debt structures for alignment with strategy and risk appetite.

Part C: Disclosure and Transparency

STRENGTHS

- Most of the top 100 PLCs make their annual and quarterly reports, annual stockholders' meeting notices, articles of incorporation, and by-laws available for download on their websites.
- Direct and indirect shareholdings of substantial shareholders, directors, and officers are generally well disclosed.
- Seventy-nine companies disclose the fee structure for non-executive directors.
- Timeliness of reporting has improved, with more companies meeting the 120-day submission period after year-end. Audited financial report submissions increased from 90 companies in 2023 to 96 in 2024, while annual report submissions rose from 90 to 94 over the same period.
- Ninety-nine companies included a statement of full compliance with the Code of Corporate Governance in their Integrated Annual Corporate Governance Report.
- All top 100 PLCs have a policy on material related party transactions, with 93 disclosing the name, relationship, nature, and value for each material transaction.
- Disclosure of annual shareholders meeting minutes improved significantly, from 78 companies in 2023 to 95 in 2024.
- Ninety-seven companies provide the contact details of their investor relations officer.

AREAS FOR IMPROVEMENT

- Annual reports could provide clearer articulation of corporate objectives to enhance stakeholder understanding of strategy and long-term direction.
- Full board member profiles should be consistently disclosed, including age, academic qualifications, date of first appointment, relevant experience, and other listed company directorships.
- Disclosure of total board remuneration remains uneven and could be strengthened to improve transparency.
- Transactions by directors and officers involving company shares should be presented in a more accessible format, including holdings at the beginning and end of the year.
- Many PLCs, including some within the top 100, do not provide documented evidence of analyst or media briefings, limiting transparency on market communications.

Overall, disclosure practices among leading Philippine PLCs remaining strong, particularly in statutory reporting and related-party transaction transparency, although further improvements in strategic disclosure and remuneration transparency would enhance investor confidence.

Part D: Responsibilities of the Board

STRENGTHS

- Ninety companies have a defined process for reviewing, monitoring, and overseeing the implementation of corporate strategy.
- Ninety-four companies make their code of business conduct publicly available on their websites.
- Seventy-two companies limit independent or non-executive directors to a maximum of five concurrent board seats.
- Board committees with publicly disclosed charters are widely established among the top 100 PLCs, supporting effective board oversight.
- Ninety-nine companies have an audit committee chaired by an independent director.
- Sixty-seven companies disclose that board meetings are scheduled before the start of the financial year.
- Eighty-two companies hold at least six board meetings annually.
- Most companies provide board materials at least five business days in advance of meetings.
- Boards are generally supported by corporate secretaries with legal training.
- Ninety-seven companies disclose the key risks to which they are materially exposed.
- Ninety companies have at least one non-executive director with prior experience in the company's primary industry.

AREAS FOR IMPROVEMENT

- Only nine companies have boards composed of at least 50% independent directors.
- A majority-independent composition is not yet standard across board committees:
    - Nomination Committee – 62 companies in 2024, slightly down from 66 in 2023.
    - Remuneration Committee – 53 companies in 2024, down from 60 in 2023.
    - Audit Committee – 70 companies in 2024, a marginal increase from 69 in 2023.
- Board attendance remains uneven, with only 69 companies achieving at least 75% attendance, down from 77 in 2023.
- Only 32 companies require a minimum quorum of two-thirds for board decisions.

- Just 44 companies have non-executive directors meet at least once annually without executive directors present.
- Independent directors chair only seven boards among the top 100.
- Only 18 companies link performance-based remuneration for executive directors and senior executives to measurable long-term objectives.
- Annual performance evaluations are not yet widely adopted or consistently disclosed:
  - CEO – 39 companies (up from 36 in 2023).
  - Board – 56 companies (up from 54 in 2023).
  - Individual Directors – 56 companies (up from 53 in 2023).
  - Board Committees – 53 companies (up from 52 in 2023).

Overall, disclosures relating to board responsibilities remain strong among leading Philippine PLCs, particularly in committee structures and risk oversight, although further progress in board independence, evaluation practices, and long-term remuneration alignment would strengthen governance outcomes.

Level 2: Bonus and Penalty

STRENGTHS

- Eighty-one companies released their annual shareholders meeting notice at least 28 days before the meeting date, slightly lower than from 88 in 2023, but still indicating strong disclosure practices.
- Fifty-eight companies disclosed that the board's Nomination or Corporate Governance Committee is responsible for identifying and recommending director candidates aligned with the company's strategic direction.

<u>New Items</u>

- Seventy companies disclosed how they manage climate-related risks and opportunities.
- Seventy companies have a designated unit responsible for managing sustainability matters.
- Sixty-three companies disclosed their stakeholder engagement channels and how ESG-related concerns are addressed.
- Fifty-two companies confirmed that their boards oversee sustainability-related risks and opportunities.

AREAS FOR IMPROVEMENT

- Only 28 companies provide secure, real-time electronic voting in absentia during the annual shareholders meeting.
- Only 21 companies released their audited financial statement within 60 days of year-end.
- Transparency in board recruitment remains limited: 22 companies disclosed both policy and practice on the use of professional search firms, while another 22 disclosed policy only.
- Only five companies have boards composed of more than 50% independent directors.
- Fifty-four companies have a board diversity policy with measurable objectives and progress reporting.
- Eleven companies have independent directors serving more than nine years from first appointment, up from eight in 2023.

- Sixteen companies have directors holding more than five concurrent PLC board seats, down from 18 in 2023.

New Items

- Only 15 companies have their sustainability report externally assured.
- Only six companies disclose a link between executive and senior management remuneration and sustainability performance for the prior year.
- Only 20 companies have their whistleblowing system managed by an independent party.

For investors, the trajectory of governance disclosures in the Philippines suggests improving transparency and board oversight among larger publicly listed companies. Continued focus on sustainability governance, board independence, and quality of disclosures will further strengthen investor confidence and market credibility.

CONCLUSION AND RECOMMENDATIONS

More than a decade after the Philippines began participating in the ACGS, the framework has evolved from a compliance-oriented tool into a recognised benchmark for assessing board effectiveness, transparency, and investor confidence. Over this period, the scorecard has helped companies identify governance gaps, improve disclosure practices, and strengthen alignment with regional and international standards.

Expectations have also shifted. Beyond disclosure, boards are increasingly expected to demonstrate how environmental, social, and governance considerations are integrated into strategy, risk management, and stakeholder engagement. The 2024 assessment indicates continued progress in these areas, with many companies strengthening board oversight, sustainability reporting, and stakeholder communication.

The revised scorecard introduced in 2023 raised the bar by placing greater emphasis on sustainability integration, board accountability, and the quality and timeliness of disclosures. While many Philippine PLCs have begun to align with these enhanced standards, implementation remains uneven across companies. Continued efforts will be needed to translate policy commitments into measurable actions and consistent governance practices.

Looking ahead, sustained progress will depend on strengthening stakeholder engagement, enhancing board oversight of sustainability and risk, and improving the quality and accessibility of disclosures. Ongoing regulatory guidance, targeted capacity-building initiatives, and continued collaboration among regulators, market institutions, and listed companies will support consistent application of the revised scorecard and reinforce investor confidence.

The continued embedding of governance reforms into boardroom practice and corporate strategy will be critical to maintaining market credibility. Companies that align transparency, accountability, and sustainability with long-term strategy will be better positioned to attract long-term investment and compete within an increasingly demanding regional and global environment.

Philippine Publicly Listed Companies Asset Class Awardees

Among the top 100 Philippine PLCs by market capitalization, these companies achieved scores of at least 97.5 points in the 2024 ACGS assessment. The qualifying threshold was set at 75% of the maximum possible score of 130 points. A total of 35 companies met this standard and are recognised under the Philippine Publicly Listed Companies Asset Class.

The table lists companies that qualified for this recognition.

No.	Company Name	Top 5 Philippine PLCs	Top 50 ASEAN	ASEAN Asset Class
1	Aboitiz Equity Ventures, Inc.			✓
2	Aboitiz Power Corporation			✓
3	ACEN CORPORATION			✓
4	AREIT, Inc.			✓
5	Ayala Corporation	✓	✓	✓
6	Ayala Land, Inc.			✓
7	AyalaLand Logistics Holdings Corp.			✓
8	Bank of the Philippine Islands			✓
9	Belle Corporation			✓
10	BDO Unibank, Inc.		✓	✓
11	Cebu Air, Inc.			✓
12	China Banking Corporation			✓
13	Converge Information and Communications Technology Solutions, Inc.	✓	✓	✓
14	DMCI Holdings, Inc.			✓
15	Globe Telecom, Inc.	✓	✓	✓
16	GT Capital Holdings, Inc.			✓
17	Lopez Holdings Corporation			✓
18	Manila Electric Company			✓
19	Manila Water Company			✓
20	Megaworld Corporation			✓
21	Metropolitan Bank & Trust Company			✓
22	Monde Nissin Corporation			✓
23	Nickel Asia Corporation			✓
24	Philippine National Bank			✓
25	PLDT Inc.			✓
26	Rizal Commercial Banking Corporation			✓
27	San Miguel Food and Beverage, Inc.			✓
28	Security Bank Corporation			✓
29	Semirara Mining and Power Corporation			✓
30	Shell Pilipinas Corporation			✓
31	SM Investments Corporation	✓	✓	✓
32	SM Prime Holdings, Inc.	✓	✓	✓
33	The Philippine Stock Exchange, Inc.			✓
34	Union Bank of the Philippines			✓
35	Vivant Corporation			✓

Annex 1: Average Scores per Category (2012–2024)

Year	Rights and Equitable Treatment of Shareholders		Sustainability and Resilience	Disclosure and Transparency	Responsibilities of the Board	Bonus and Penalty	Total Score
2012	5.61	10.71	2.81	13.58	16.35	-0.14	48.91
2013	5.55	11.06	4.85	16.03	19.71	0.78	58.00
2014	6.79	11.17	5.48	16.57	24.41	2.60	67.02
2015	7.62	11.74	5.45	18.96	26.51	2.79	73.09
2016	7.48	12.03	5.41	19.12	27.23	3.24	74.51
2017	7.24	8.45	7.13	17.83	24.40	2.57	67.61
2018	7.63	8.57	9.35	18.67	26.88	4.37	75.47
2019	7.75	8.88	8.72	19.29	27.10	5.51	77.24
2020	7.91	9.28	9.46	18.55	27.15	6.59	78.95
2021	8.39	9.02	11.93	19.33	28.23	10.65	87.55
2022	8.48	9.11	12.72	20.22	28.96	11.19	90.68
2023	8.29	8.96	12.47	20.35	29.28	11.29	90.64
2024	**17.51**		**11.57**	**19.72**	**30.15**	**10.32**	**89.27**

Annex 2: Score Range Distribution (2012–2024)

Year	10–19.99	20–29.99	30–39.99	40–49.99	50–59.99	60–69.99	70–79.99	80–89.99	90–90.99	100–109.99	110 and Higher
2012	0	9	18	28	16	19	5	4	0	0	0
2013	0	1	10	22	22	18	18	4	1	1	0
2014	0	0	4	11	22	26	12	15	9	1	0
2015	0	0	0	6	22	25	11	13	13	10	0
2016	0	0	0	4	22	22	13	13	11	12	3
2017	0	1	6	13	24	16	7	15	8	9	1
2018	0	1	1	5	17	19	15	17	10	9	6
2019	0	0	5	9	13	12	13	16	18	8	6
2020	0	0	0	7	15	19	11	11	20	10	7
2021	1	0	0	1	7	5	23	19	12	17	15
2022	0	0	0	1	3	9	16	19	17	21	14
2023	0	0	0	2	4	7	16	18	21	15	17
2024	0	0	1	1	3	11	13	14	26	22	9

SINGAPORE

Singapore Country Report

Background of the Corporate Governance Framework

Singapore maintains a balanced corporate governance ecosystem, designed to support business growth and innovation for a diverse group of companies while also protecting investor rights. As a leading global financial and trading centre, it is critical that Singapore has an efficient and highly credible capital market which can attract and protect both international and local investments without unduly burdensome and complex requirements.

The Companies Act is the primary corporate governance legislation in Singapore, supplemented with additional rules in the common law. Further legislation is found in the Securities and Futures Act, focusing specifically on capital market regulation. Complementing these are listing rules set by the Singapore Exchange (SGX) and given statutory force by the act. The Singapore Exchange Regulation (SGX RegCo) oversees and enforces these rules, with penalties ranging from public reprimands and fines to delisting. The third element of Singapore's corporate governance framework is the Code of Corporate Governance issued by the Monetary Authority of Singapore. The 2018 Code consists of mandatory principles, and provisions which are to be followed on a comply-or-explain basis. It is complemented by the Practice Guidance, which provides guidance and examples of best practice which may be used in application. The Corporate Governance Advisory Committee is currently reviewing the Code.

A significant development in corporate governance standards in recent years has been the incorporation of sustainability into the corporate governance framework. This is reflected in the sustainability reporting regulations introduced since SGX made sustainability reporting compulsory from fiscal year (FY) 2017, and climate reporting from FY2022, both on a comply-or-explain basis. Two trends can be seen:

1. Increasing standardization: Acknowledging that the numerous frameworks and standards hinder investors from being able to compare companies' sustainability performance, SGX has taken steps to promote standardization while ensuring compatibility with international frameworks. This includes identifying metrics which companies may include in their disclosures. Regulators have also specified which climate-reporting frameworks should be used—most recently, the International Sustainability Standards Board's IFRS Sustainability Disclosure Standards, starting from FY2025.

2. Increasing stringency of requirements. The comply-or-explain regime is being successively removed for sustainability reporting, beginning with mandatory climate reporting introduced on a phased basis from FY2023, to cover all listed companies

within two years. This includes disclosure of scope 1 and scope 2 greenhouse gas emissions.[1]

Aside from these, other initiatives have aimed to improve transparency and board effectiveness. From FY2022, listed companies have been required to disclose their board diversity policies in their annual reports. These disclosures must address specified aspects of diversity, and detail targets, plans, timelines and progress. Other developments include the mandating of disclosures of exact CEO remuneration and implementing a nine-year tenure limit for independent directors. Both of these took full effect in FY2024; as such, neither are fully captured in the current ASEAN Corporate Governance Scorecard (ACGS) assessment.[2]

More fundamental changes are expected, as regulators seek to enhance the attractiveness of Singapore's equities market for both issuers and investors. A notable shift is a recent proposal to enhance the disclosure-based aspect of the regime, adopting an even more pro-enterprise approach in line with current international practice. This would focus on requiring companies to provide sufficient, material disclosures in a timely manner while reducing unnecessary regulatory hurdles. Such an approach places greater responsibility on companies to ensure their disclosures are transparent and accurate. A key goal of this proposal will be to maintain robust investor protection while offering issuers greater flexibility in fulfilling listing requirements. Boards, in particular would need to be more vigilant in ensuring that all material matters—including actual and potential risks and conflicts—are assessed and clearly communicated.

One feature of Singapore's corporate governance ecosystem is the continual consultation with stakeholder groups. Climate-reporting requirements were introduced following public consultations. The current proposals to revitalise the equities market were also subject to public consultation. The Corporate Governance Advisory Committee provides a more permanent mechanism, comprising representatives appointed from the private sector, professional bodies, stakeholder organizations and academia. Its remit includes monitoring local and overseas corporate governance trends, and consulting with stakeholders on proposed changes to the Code or Practice Guidance. Such activities enable the committee to provide regulatory authorities with relevant information and feedback that helps minimise mismatch between requirements and the implications of their implementation.

1. Overall Analysis

The ACGS 2024 assessment covers the top 100 entities listed on Singapore Exchange by market capitalization as of 31 May 2024, including business trusts/real estate investment trusts (BTs/REITs). The 100 entities comprise 71 public listed companies (PLCs) and 29 BTs/REITs and had a combined market capitalization of S$594.6billion, accounting for 74.5% of SGX's total market capitalization of S$798.5 billion.

1.1 Comparison of Overall Country Score Before and After Revision of the Scorecard

The assessment for 2024 was conducted using a revised scorecard, developed over 2023 and approved by the ASEAN Capital Markets Forum. The main changes involved the addition of new questions, mostly related to sustainability and resilience, and more rigorous standards of assessment. Two questions were moved from the Bonus section to Level 1, and stricter assessment guidelines were adopted, most notably in the definition of independent directors.

[1] Large non-listed companies will also have to do this from FY2030. Reporting of Scope 3 greenhouse gas emissions will remain largely voluntary for listed and non-listed companies.
[2] Although the nine-year term limit was introduced earlier, companies were granted a transitional period until the end of FY2023 to allow time for adjustment.

In addition, seven "default" questions were moved to the appendix and so excluded from scoring. These are questions which relate to important corporate governance issues, but for which compliance by all listed companies is mandated in all six participating jurisdictions.

Singapore's overall average score for ACGS 2024 is 98.4 points, slightly lower than in 2021 (101.1 points). However, results reveal significantly different scores by the top 50 performers (Tier 1 entities) compared to entities in the bottom 50 performers (Tier 2 entities) relative to the scores of entities of these two tiers in 2021. The top 50 entities (Tier 1 entities)[3] earned an average total score of 107.4 points out of a maximum of 130 points. This is comparable to the performance of the Top 50 entities in 2021 (107.7 points), and higher than Singapore's overall performance in 2021 (average of 101.1 points), pointing to Tier 1's contribution in boosting national performance (**Tables 1** and **2**).

In contrast, the 50 entities with weaker results (Tier 2) show declines in performance relative to 2021, having an average score of 89.3 points. Tier 2 can be further divided into entities which were also assessed in ACGS 2021 (repeat entities), and those which were not (new entrants). Out of 15 new entrants for Singapore in 2024, 13 are in Tier 2 and 11 are in the lowest quartile. The average score of the Tier 2 new entrants is four points below that of the Tier 2 repeat entities (86.3 points and 90.4 points, respectively).

Table 20 Singapore—Average Total Scores

Year	Max Total Score	Total Score Range	Average Total Score
2021	130	85.5–121.8	101.1
2024 (all)	130	64.7–116.3	98.4
2024 (Tier 1)	130	99.5–116.3	107.4
2024 (Tier 2)	130	64.7–98.8	89.3

Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

Table 21 Singapore—Average Total Scores (Tier 1 vs. Tier 2)

Year	Tier 1	Tier 2
2021	107.7	94.5
2024	107.4	89.3

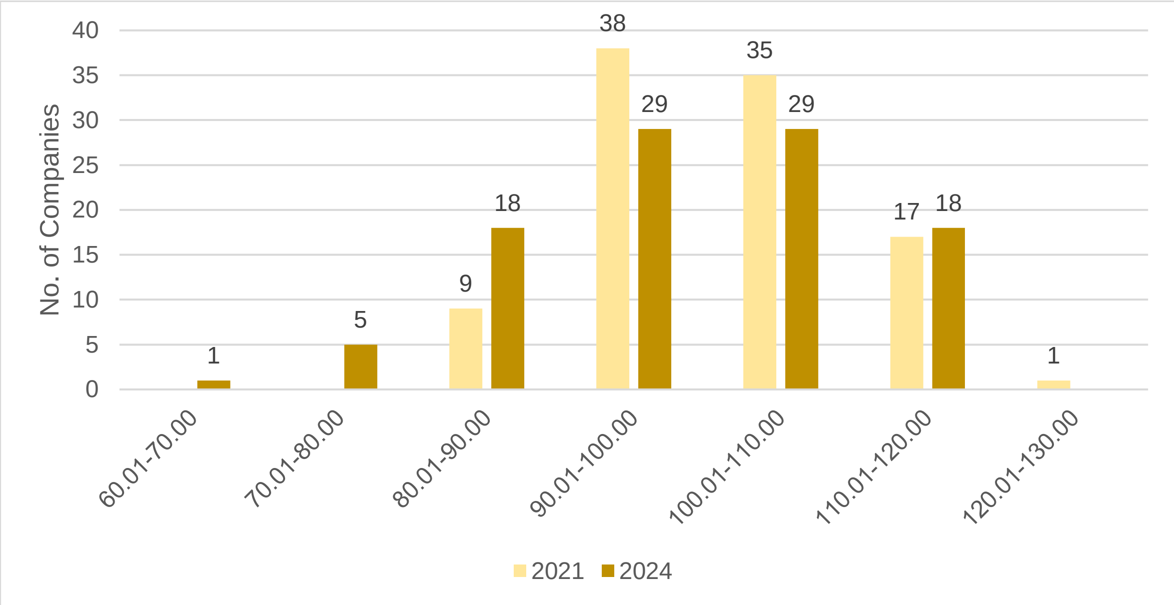
Note: 'Tier 1' refers to the top 50 entities in each assessment year. The composition of Tier 1 entities in 2021 and 2024 are not identical. This also applies to Tier 2.
Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

The performance of Tier 2, and particularly the Tier 2 new entrants, has led to a reduction in the overall results for Singapore (**Table 20**). It is also seen in the marked decline in the minimum score (from 85.5 points to 64.7 points, a fall of 21 points) and the greater variability in performance in 2024 (standard deviation of total scores rising from 8.2 in 2021 to 10.9 in 2024).

[3] "Tier 1" refers to the top 50 entities in each assessment year, while "Tier 2" refers to the lowest-scoring 50 entities in each assessment year. The composition of Tier 1 entities in 2021 and 2024 is not identical. This is also true for Tier 2.

The effect of having two tiers of entities with quite different performance levels can be seen in the distribution of total scores (**Figure 19**). The performance of Tier 1 entities is reflected in the fact that the number of entities at the higher score ranges (greater than 110 points) is the same (18 entities in both assessment years). However, due to Tier 2—especially those in the bottom quartile—the number of entities with scores of 90 points or below rose from nine to 24. Also, unlike the 2021 assessment, a number of entities had scores in the lower ranges (i.e., below 80 points).

Figure 19 Singapore—Distribution of Entities by Total Score



Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

Overall then, the results for Singapore in ACGS 2024 do not appear to be significantly affected by the scorecard revision. Rather, they are more driven by the distinct differences between Tier 1 and Tier 2 entities—especially the lowest-quartile new entrants. In addition, the current assessment was conducted more stringently. These factors also explain the lower number of Singapore entities qualifying for the ASEAN Asset Class award (53 entities in 2024 vs. 62 entities in 2021).

The 10 highest-scoring entities, alphabetically, are CapitaLand Ascendas REIT, CapitaLand Ascott Trust, CapitaLand China Trust, CapitaLand Integrated Commercial Trust, CapitaLand Investment Ltd, Keppel Ltd, Netlink NBN Trust, Oversea-Chinese Banking Corp Ltd, SIA Engineering Co Ltd and Stoneweg European REIT (previously Cromwell European REIT).

1.2 Average Scores for Level 1

The average Level 1 score for Tier 1 in 2024 (88.9 points) dipped slightly relative to Tier 1 in 2021 (91.4 points), but is marginally higher than the 2021 national average of 88.2 points (**Table 22**). The Tier 2 entities' average Level 1 score shows a larger reduction of five points (80.1 points in 2024 vs. 85.1 points in 2021). Overall then, Singapore's Level 1 scores declined to 84.5 points.

Table 22 Singapore—Level 1 Scores

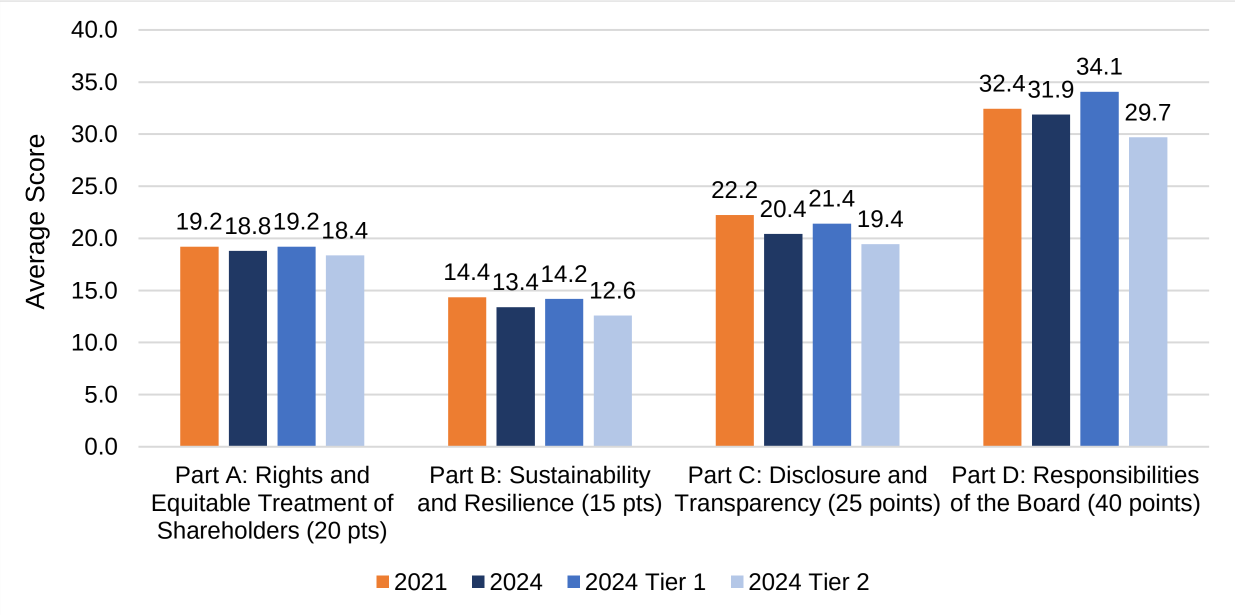
Year	Average Score for Level 1 (out of 100)
2021	88.2
2024 (all)	84.5
2024 (Tier 1)	88.9
2024 (Tier 2)	80.1

Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

1.3 Scores by Component

Looking at the individual components of Level 1, Tier 1 entities show decline mainly in transparency of disclosures (Part C) (average of 21.4 points in 2024 vs. 23.2 points in 2021) (see **Figure 20** for 2024 data). Tier 2 entities exhibit lower performance in all four components, although most evidently in Disclosure and Transparency and Sustainability and Resilience, which both fell almost two points on average relative to Tier 2 in 2021.

Figure 20 Singapore—Level 1 Scores by Section



Note: The 2021 score for Section A is based on a combination of the scores for the previous Sections A (Rights of Shareholders) and B (Equitable Treatment of Shareholders).
Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

1.4 Average Scores for Level 2

The Level 2 section of the ACGS framework comprises bonus and penalty questions. Bonus points award entities which adopt emerging best practices beyond the standard required in Level 1; penalty points are incurred for breaches of regulations and of good corporate governance practices.

Tier 1 entities show a distinct improvement in their Level 2 scores. Their average of 18.5 points is two points higher than the Tier 1 average in 2021, due both to increased bonus points (19.5 vs.17.6) and reduced penalties (-1.0 vs. -1.3). This improvement is all the more notable given the raised assessment standards for a number of the Level 2 questions in the revised scorecard.

Tier 1's performance resulted in an overall increase in Singapore's Level 2 scores to 13.9 points in 2024, with average bonus scores increasing and penalties falling (**Table 23**). Scores for this section could have been even higher, but for a question regarding provision of real-time secure electronic voting at general meetings. A regulatory requirement for physical annual general meetings (AGMs), combined with the cost of holding hybrid meetings, have led Singapore entities to largely confine themselves to physical meetings.

Tier 2's average Level 2 score of 9.2 points is comparable to Tier 2 performance in 2021 (average of 9.4 points). The impact of Tier 2 new entrants is particularly apparent, as their bonus scores are substantially below those Tier 2 repeat entities (average of 9.5 points and 12.0 points, respectively).

Table 23 Singapore—Average Bonus and Penalty Scores

Year	Average Bonus Score	Average Penalty Score	Average Level 2 Score
2021	14.7	-1.8	12.9
2024 (all)	15.5	-1.6	13.9
2024 (Tier 1)	19.5	-1.0	18.5
2024 (Tier 2)	11.4	-2.1	9.2

Source: Singapore Institute of Directors and Centre for Governance and Sustainability, NUS Business School.

1.5 Part A: Rights and Treatment of Shareholders

Shareholder rights are strongly embedded in Singapore's regulatory framework, as reflected in the fact that most of the default items for Singapore belong to Part A. The assessed entities generally performed well in disclosures regarding treatment of shareholders and upholding their rights. The average score of 18.8 points (out of a maximum of 20 points) is the equivalent of 94%, making this the highest-scoring section among the Singapore entities.

1.5.1 Strengths

- All entities provided the rationale and explanation for each agenda item that required shareholders' approval in the notice of AGM/circulars and/or the accompanying statement.
- All entities made their proxy documents easily available.
- All entities avoided bundling of items in resolutions for AGMs.
- All entities disclosed voting procedures used before the start of meeting.
- All entities disclosed in their most recent AGM minutes that shareholders had the opportunity to ask questions; the questions raised by shareholders and answers given were also recorded.
- Almost all entities disclosed having policies requiring board members to abstain from participating in board discussion when they are conflicted.

1.5.2 Areas for Improvement

- More entities should disclose that all board members and the CEO attended the most recent AGM.
- More entities should disclose the profiles of directors seeking election/re-election in their AGM notices.
- More entities could have paid dividends in a timely manner.

Additional areas of improvement for Tier 2 entities:

- More entities should provide at least 21 days' notice for all AGMs and extraordinary general meetings.
- More entities should disclose their practices to encourage shareholders to engage with them beyond general meetings.
- More entities should disclose that related party transactions are conducted in such a way to ensure that they are fair and at arm's length.

1.6 Part B: Sustainability and Resilience

SGX mandated sustainability reporting on a comply-or-explain basis from FY2017 and has since continued to strengthen its requirements. This may account for the entities' relative strength in sustainability and resilience disclosures, having an average score of 13.4 points out of a maximum of 15 points for this section. With a normalised score of 89%, this is the second-highest score out of the four components assessed in Level 1.

1.6.1 Strengths

- All entities issued sustainability reports using internationally-recognised reporting frameworks and identified their material topics.
- All entities disclosed efforts to ensure their value chains are environmentally friendly/consistent with sustainable development.
- All entities disclose a comprehensive whistle-blowing policy which include procedures for making complaints of alleged illegal/unethical behaviour, providing contact details, and protecting whistleblowers from retaliation.
- All but one entity identifies climate change as an issue.
- Most entities disclosed quantitative sustainability targets.
- Most entities disclosed policies and practices on employee training and development, as well as employee health, safety and welfare.

1.6.2 Areas for Improvement

- More entities should engage external stakeholders on material sustainability matters.
- More entities could disclose that the board annually reviews the organization's capital and debt structure to ensure it is compatible with its strategic goals and risk appetite.
- More entities should disclose how creditors' rights are safeguarded.
- More entities should have a reward/compensation policy that accounts for performance beyond short-term financial measures.

Additional area of improvement for Tier 2 entities:

- More entities should provide contact details on their websites/annual reports which stakeholders can use to voice concerns or complaints regarding possible violation of their rights.

1.7 Part C: Disclosure and Transparency

This section assesses disclosures required to boost investor confidence, such as ownership structure, remuneration and related party transactions, and disclosure quality in annual reports and other communication media.

Singapore generally shows weaker performance in this section, with an average score of 20.4 points (out of a maximum of 25, or 82%). Scores for this section may have been negatively impacted by the removal of the requirement for wholesale quarterly reporting. Following a 2020 amendment to the SGX listing rule, quarterly reporting is now only compulsory for entities associated with higher risk. Additionally, lack of disclosure on issues not prescribed by regulation, such as senior management's direct and indirect shareholdings, as well as trading of entity shares by insiders, further contributed to the lower scores.

1.7.1 Strengths

- All entities released their audited annual financial reports within 120 days from the financial year end, along with an affirmation from the board/relevant officers of the true and fair representation of the annual financial reports.
- All entities disclosed the direct and indirect (deemed) shareholdings of directors.
- All entities provided financial and non-financial performance indicators in their annual reports.
- All entities had a statement in their annual reports confirming full compliance with the Code, and where there is non-compliance, identifying and explaining reasons for each issue.
- All entities disclosed their audit and non-audit fees, and for all but one entity, non-audit fees did not exceed audit fees.
- Almost all entities disclosed their policies regarding the review and approval of material related party transactions, and where relevant, the name, relationship, nature and value for each one.

1.7.2 Areas for Improvement

- More entities could consider providing a link to their constitution on their websites.
- More entities should disclose their dividend policy in annual reports.
- More entities should disclose the direct and indirect (deemed) shareholdings of senior management.
- More entities should disclose trading in their shares by insiders.
- Although quarterly reporting is largely no longer required, more entities could continue with quarterly business updating.

Additional areas of improvement for Tier 2 entities:

- More entities should disclose the fee structure for non-executive directors.
- More entities could use analysts' briefings and media briefings/press conferences to communicate with stakeholders.

1.8 Part D: Responsibilities of the Board of Directors

The central role of boards in corporate governance is reflected in the high weight given to Part D (40 points). Singapore entities show the greatest room for improvement in this section, with an average score of 31.9 points, or 80%. This is comparable to the 2021 assessment, where the average score was 32.4 points, or 81%.

These results may be partially due to disclosures being insufficiently comprehensive. For example, although it is likely that annual performance assessments of CEOs by boards is a standard practice among the entities, only 8% make this disclosure in their annual reports. The results also show that Singapore entities are not yet fully adjusting to forthcoming regulation. Only around half of the entities (53%) report having a term limit of nine years or less for their independent directors, despite the fact that the nine-year independent director tenure limit takes effect for the upcoming financial year.[4]

1.8.1 Strengths

- All entities had independent directors as the chair in their audit, remuneration and nominating committees.
- All entities had a majority of independent directors on their audit committees; most also had an independent director majority on their Remuneration and nominating committees.
- All entities clearly stated the roles and responsibilities of the board of directors and (for all but one) of the chair.
- All entities disclosed that they had established a sound internal control procedure/risk management framework and periodically reviewed its effectiveness.
- All except one of the entities disclosed that the board of directors had conducted a review of material controls (including operational, financial, and compliance controls) and risk management systems.
- All entities included in their annual report a statement from the board of directors or audit committee commenting on the adequacy of internal controls/risk management systems.
- All entities disclosed the types of decisions requiring approval from the board of directors.
- Almost all entities disclosed the process followed in appointing new directors, and the criteria used in their selection.
- Most of the entities disclosed that their board of directors have a process to review, monitor and oversee the implementation of corporate strategy.

1.8.2 Areas for Improvement

- More entities should disclose the annual performance assessment of their CEO conducted by their board of directors.
- More entities should consider limiting independent/non-executive directors to holding five concurrent board seats.
- More entities should ensure that the board papers for board of directors' meetings are provided to the board at least five business days in advance of the meeting.
- More entities should have their board of directors meeting at least six times a year.
- More entities should consider requiring a minimum quorum of at least 2/3 for board decisions.
- More entities should have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the entity.
- More entities should disclose their corporate governance policy/board charter.
- More entities should have the non-executive directors meet separately at least once during the year without any executives present.

Additional areas of improvement for Tier 2 entities:

[4] The transition period for the nine-year independent director tenure limit rule extends through FY2023. Most entities in ACGS 2024 were assessed for FY2023.

- More entities could have different persons assuming the roles of chairman and CEO.
- More entities should disclose the key risks they are materially exposed to, including financial and operational risks.
- More entities could have their remuneration and nominating committees meeting at least twice a year, and their audit committees meeting at least four times a year.

1.9 Bonus and Penalty

Perhaps due to regulatory requirements, the entities generally performed better in sustainability issues related to board oversight and climate. They also performed reasonably well in diversity disclosures. Most had at least one female independent director and disclosed their board diversity policy together with measurable implementation objectives and progress reports.

Entities could strengthen their performance by providing more detailed disclosures in their AGM minutes. A sizable minority of entities did not record board attendance in their minutes and so attracted penalties on a question related to attendance of board/board committee chairs and the CEO.

Only a minority of entities have 50% of their board comprising independent directors with an independent chairman. However, this is expected to improve in the next assessment round, given that the transitional period for the nine-year limit for independent directors ended on FY2024.

1.9.1 Strengths

- All but two entities disclose having a committee responsible for managing sustainability matters; for almost 70% of the entities, these are board-level committees.
- Almost all entities disclosed how they manage climate-related risks and opportunities.
- Almost all entities disclosed board oversight of sustainability-related risks and opportunities.

1.9.2 Areas for Improvement

- More entities could consider having nominating committees comprising entirely independent directors.
- More entities could consider having a separate board-level risk committee.
- More entities could consider releasing their audited annual financial report within 60 days from the financial year end.
- More entities could consider releasing their AGM notice, as announced to the Exchange, at least 28 days before the meeting.
- In addition, entities should consider addressing the following areas, which resulted in penalties for 15–20% of those assessed:
  - Board chairman, chairmen of all board committees, and CEO being absent from general meetings.
  - Having a pyramid ownership structure and/or cross holding structure.
  - Having independent directors who have served for more than nine years.

Additional areas of improvement for Tier 2 entities:

- More entities could consider having a board level committee specifically responsible for managing sustainability matters.
- More entities could consider having their whistle blowing system managed by independent parties/institutions.

- More entities could consider disclosing their boards' identification of key IT risks (including, e.g., disruption, cybersecurity, and disaster recovery), to ensure that such risks are managed and integrated into the overall risk management framework.
- In addition, entities should consider addressing the following area, which resulted in penalties for around 25% of Tier 2 entities assessed:
    - Having a chairman who has also been the CEO within the last three years.

2. Conclusions and Recommendations

The ACGS 2024 assessment reveals two tiers among the 100 largest entities in the Singapore market. The top 50 entities, Tier 1, generally maintained their performance when assessed against the revised scorecard, earning scores comparable to those of the top 50 in 2021. While their performance in Level 1 dipped slightly, they improved notably in Level 2. Tier 2 entities maintained their Level 2 scores on average, but overall, their performance declined. This was partially driven by the subset of new entrants—those not assessed in 2021—which are disproportionately represented in the lowest quartile among the 100 entities. The combination of Tier 1 and Tier 2 resulted in Singapore's average score falling slightly in 2024, with lower scores in Level 1 but having modest increases in Level 2 scores. Fifty-three entities were classified as ASEAN Asset Class, scoring at least 97.5 points.

The strongest performance was seen in upholding the rights and equitable treatment of shareholders, as well as issues related to sustainability and resilience. This includes basics of sustainability reporting such as the use of internationally-recognised frameworks and identification of material topics, climate reporting, and whistleblowing policies.

Room for improvement remains particularly in addressing board responsibilities, and disclosure and transparency. Specifically, entities should disclose the board's annual CEO performance assessment, require a minimum quorum of at least two-thirds for board decisions, and have non-executive directors meet separately at least once a year without any executives present. In Tier 2, entities should also have different persons assuming the roles of chairman and CEO, and be more transparent regarding key risks. Also, with regard to transparency, entities should disclose their dividend policy, and have their constitution available on their website. Tier 2 entities should additionally disclose the fee structure for their non-executive directors.

Regulatory requirements have a considerable impact on the performance of Singapore entities. Among the bonus questions earning the highest average scores are sustainability and board diversity questions, likely due to SGX-mandated disclosures on these topics. Questions relevant to regulations coming into effect for FY2024, such as disclosure of exact remuneration for CEOs and directors, and the ending of the transitional period for the nine-year independent director tenure limit, are likely to have increased disclosure rates in the next assessment. More generally, entities tend to disclose less than what they implement, unless such disclosures are required by regulation. This is seen in the lower disclosure rates for board appraisal of the CEO and board attendance at general meetings. Across both tiers, entities would do well to provide more comprehensive disclosures of their corporate governance processes and practices. This would increase transparency and the confidence of investors and other stakeholders.

3. Table of Singapore Entities Achieving ASEAN Asset Class in 2024 (based on public disclosures available as of July 2024)

S/No.	Top 50 Entities	Top 5 Singapore Entities	Top 50 ASEAN Entities	ASEAN Asset Class*
1	AIMS APAC REIT			✓
2	AZTECH GLOBAL LTD			✓
3	CAPITALAND ASCENDAS REIT		✓	✓
4	CAPITALAND ASCOTT TRUST		✓	✓
5	CAPITALAND CHINA TRUST			✓
6	CAPITALAND INDIA TRUST			✓
7	CAPITALAND INTEGRATED COMMERCIAL TRUST	✓	✓	✓
8	CAPITALAND INVESTMENT LTD	✓	✓	✓
9	CDL HOSPITALITY TRUSTS			✓
10	CITY DEVELOPMENTS LTD			✓
11	COMFORTDELGRO CORP LTD			✓
12	DBS GROUP HOLDINGS LTD			✓
13	ESR-LOGOS REIT			✓
14	FAR EAST HOSPITALITY TRUST			✓
15	FIRST RESOURCES LTD			✓
16	FRASER AND NEAVE LTD			✓
17	FRASERS CENTREPOINT TRUST			✓
18	FRASERS HOSPITALITY TRUST			✓
19	FRASERS LOGISTICS & COMMERCIAL TRUST			✓
20	FRASERS PROPERTY LTD			✓
21	GREAT EASTERN HOLDINGS LTD			✓
22	HONG LEONG FINANCE LTD			✓
23	JARDINE CYCLE & CARRIAGE LTD			✓
24	KEPPEL DC REIT			✓
25	KEPPEL INFRASTRUCTURE TRUST			✓
26	KEPPEL LTD			✓
27	KEPPEL REIT			✓
28	LENDLEASE GLOBAL COMMERCIAL REIT			✓
29	MAPLETREE INDUSTRIAL TRUST			✓
30	MAPLETREE LOGISTICS TRUST			✓
30	MAPLETREE PAN ASIA COMMERCIAL TRUST			✓
32	NETLINK NBN TRUST	✓	✓	✓
33	OLAM GROUP LTD			✓
34	OVERSEA-CHINESE BANKING CORP LTD	✓	✓	✓
35	SASSEUR REIT			✓
36	SATS LTD			✓
37	SBS TRANSIT LTD			✓
38	SEATRIUM LTD			✓
39	SEMBCORP INDUSTRIES LTD			✓
40	SIA ENGINEERING CO LTD		✓	✓
41	SINGAPORE AIRLINES LTD			✓

42	SINGAPORE EXCHANGE LTD			✓
43	SINGAPORE LAND GROUP LTD			✓
44	SINGAPORE POST LTD			✓
45	SINGAPORE TECH ENGINEERING LTD			✓
46	SINGAPORE TELECOMMUNICATIONS LTD			✓
47	STARHILL GLOBAL REIT			✓
48	STARHUB LTD			✓
49	STONEWEG EUROPEAN REIT *(previously CROMWELL EUROPEAN REIT)*	✓	✓	✓
50	SUNTEC REIT			✓
51	UNITED OVERSEAS BANK LTD			✓
52	UOL GROUP LTD			✓
53	WILMAR INTERNATIONAL LTD			✓

*ASEAN Asset Class refers to the class of entities in ASEAN that achieved a minimum score of 97.5 points (75% of the total 130 points achievable) in the ASEAN Corporate Governance Scorecard in 2024.

THAILAND

Development of Corporate Governance Framework

The capital market plays a crucial role in promoting the country's economic and social growth, particularly in an era where local and international investors value businesses that adhere to environmental, social, and governance (ESG) responsibility. Promoting and driving good corporate governance builds stakeholder trust and boosts the Thai capital market's regional and international competitiveness.

The Securities and Exchange Commission (SEC), the regulatory and development agency for the Thai capital market, has aligned its organizational strategy with the 20-Year National Strategic Plan (2018–2037) and the 4th Capital Market Development Plan (2023–2027), emphasizing "Capital Market for Sustainability" to drive ESG and promote capital market sustainability through the following key approaches:

- Promote a systematic integration of ESG and governance into listed companies' strategies, in accordance with international standards such as IFR2S Sustainability Disclosure Standards (IFRS S1 and S2).
- Develop sustainability disclosure frameworks by improving the 56-1 One Report structure to include ESG risks and opportunities, including climate change, human rights, and supply chain issues.
- Promote the effective adoption of the 2017 CG Code principles and reviewing them to align with current context and international trends to improve listed companies' governance.
- Collaborate with the Thai Institute of Directors and the Stock Exchange of Thailand to align the Corporate Governance Report of Thai Listed Companies criteria with the 56-1 One Report, starting the revised assessment in 2023.

The Thai Institute of Directors, which the SEC assigned as the domestic ranking body in developing criteria and conducting assessments under the ACGS project, has consistently promoted understanding of ACGS criteria to listed companies. In 2024, ACGS requirements were raised to better fit with sustainable settings, and Thai companies were able to grasp and adapt to the new criteria that highlight "ESG integration into organizational strategy". Thai listed companies maintained high governance standards while prioritizing the board role, ESG disclosure, and stakeholder engagement.

Thailand Assessment Results

Overall and Category Performance

In 2024, Thai listed companies' overall average score rose 1.56 points to 103.83, with a maximum score increasing to 123.44 points from 121.92 in 2021 (Table 24). The assessment criteria structure was reduced from 5 to 4 categories in 2024, combining "rights of shareholders" and "equitable treatment of shareholders" into one category, renaming it the "rights and equitable treatment of shareholders" (Table 25). "Role of stakeholders" was renamed "sustainability and resilience" to align with the integrated and expanded ESG criteria.

Table 24 shows that Thai listed companies' average scores in the rights and equitable treatment of shareholders category decreased slightly, despite no criteria changes, due to less clear disclosure of information related to annual general meetings (AGM), such as voting and vote counting methods, recording of questions and answers, less than 100% AGM-attendance of directors, and failure to specify independent vote counting inspectors, among others. Thai listed companies scored well in the new sustainability and resilience category by reporting ESG issues crucial to organizational strategy, promoting stakeholder engagement and meeting expectations, and disclosing policies and practices for all stakeholder groups. In the disclosure and transparency category, while the average score dropped slightly, many practices improved, including disclosure of short-term and long-term business objectives, non-financial indicators, dividend policies, and related party transaction policies. Board responsibilities improved in, for instance, reviewing and monitoring company strategy implementation, director meeting attendance ratios, setting minimum quorum requirements of two-third, non-executive director meetings, chairman role disclosure, and CEO succession plans.

Table 24: Overall Performance

Year	**2017**	**2019**	**2021**	**2024**
Total Score	**130**	**130**	**130**	**130**
Average Score	85.73	96.60	102.27	103.83
Maximum Score	115.37	118.90	121.92	123.44
Minimum Score	30.63	69.38	64.59	83.39

Table 25: Average Score by Category

Section	**Year**	**A: Rights of Shareholders (10%)**	**B: Equitable Treatment of Shareholders (10%)**	**C: Role of Stakeholders (15%)**	**D: Disclosure and Transparency (25%)**	**E: Board Responsibilities (40%)**
Average Score (Level 1 Only)	2017	8.93	9.79	11.84	20.69	28.91
	2019	9.61	9.94	13.66	22.53	32.08
	2021	9.74	9.98	14.24	23.40	33.35

Combining and Renaming

2024	**A: Rights and Equitable Treatment of Shareholders** (20%)	**B: Sustainability and Resilience** (15%)	**C: Disclosure and Transparency** (25%)	**D: Board Responsibilities** (40%)
Average Score (Level 1 Only)	19.52	13.83	21.72	34.50

Performance by Score Range

Table 26 shows that the majority of 2024 listed companies (69%) received 100 points or above, while no companies scored below 80 points in 2024.

Table 26: Performance by Score Range

Score Range	Number of Companies			
	2017	2019	2021	2024
Total Companies	**100**	**100**	**100**	**100**
100 or more	18	34	71	69
90 – 99	19	39	18	22
80 – 89	35	22	9	9
70 – 79	13	4	1	-
60 – 69	10	1	1	-
50 – 59	13	-	-	-
40 – 49	1	-	-	-
30 – 39	1	-	-	-

Performance by Industry Group

Manufacturing, financial services, and energy and utilities registered the highest average score gains in the 2024 (Table 27). Consumer goods and financial services clearly progressed by achieving average scores exceeding 100 points, while healthcare steadily improved throughout assessment years.

Table 27: Performance by Industry Group

Industry Group	2017	2019	2021	2024
Energy and Utilities	87.63	101.45	108.01	111.46
Industries	85.16	98.90	103.83	109.60
Technology and Telecommunication	94.19	100.63	102.88	102.03
Services	83.76	95.78	102.40	101.93
Property and Construction	88.43	92.10	101.17	101.96
Consumer Goods	85.27	92.08	98.82	100.37
Financials	88.90	96.57	98.69	103.40
Healthcare	56.81	89.74	92.18	93.13

Performance by Market Capitalization

In this report, assessed companies were grouped by market capitalization into four groups: Group 1 - companies with market capitalization of Thai baht (THB) 600,000–1,000,000 million baht and above; Group 2 - companies with market capitalization of THB 100,000–599,999 million; Group 3 - companies with market capitalization of THB 60,000-99,999 million; and Group 4 - companies with market capitalization of THB 10,000-59,999 million.

Companies with market capitalization of THB 600,000-1,000,000 million and above had average scores above 100 points throughout the assessment period even though their average score in 2024 decreased slightly to 111.86 points (Table 28). Companies in the other 3 groups with market capitalization below 600,000 million baht showed better average score trends than prior years, indicating better corporate governance practices in the medium and small-sized companies.

Table 28: Performance by Market Capitalization

Market Capitalization Range (million baht)	2017	2019	2021	2024
600,000 – 1,000,000 and above	106.99	105.76	113.43	111.86
100,000 – 599,999	92.66	101.85	105.22	108.70
60,000 – 99,999	82.84	96.04	103.96	105.36
10,000 – 59,999	81.37	93.53	98.26	99.99

Analyses by Governance Category

Rights and Equitable Treatment of Shareholders

Good corporate governance concepts focus on shareholder rights and equitable treatment, fostering transparency, fairness, and trust in the capital market. Listed companies should thus prioritise fundamental shareholder rights, including rights to receive dividends, to participate in annual general meetings, and to elect directors, among others.

Practises improved in many areas in Thai listed companies, such as having document voting procedures for both physical meeting attendance and electronic proxy systems and recording questions and answers with names of questioners and respondents in meeting minutes to ensure shareholders can fully exercise their rights. Listed companies should allow all shareholder groups to attend meetings and propose agenda items without barriers and prevent controlling shareholders from exploiting insider information or conflicts of interest. For shareholders to make informed decisions, informational disclosure should be transparent.

Strengths

- All categories of director compensation were presented for approval by shareholders at the AGM.
- Companies disclosed their practices to encourage shareholders to engage with the company beyond the AGM.
- Companies provided the date of initial appointment and current board positions in other listed companies for director candidates in the AGM notice.
- Auditor profiles were made available in the AGM notice for those being considered for appointment or reappointment.

Areas for Improvement

- All directors and the CEO are expected to attend the most recent annual general meeting.
- Companies should report that an independent party was assigned to count and/or verify the votes during the annual general meeting.

Sustainability and Resilience

Listed companies should prioritise sustainable operations under governance principles with responsibility toward all stakeholder groups (e.g., environment, customers, business partners, competitors, employees, creditors, and communities), by establishing clear policies and practices for environmental and social impact management and comprehensive human resource management (e.g., workplace health and safety, employee compensation and benefits, and continuous training programs). To increase stakeholder trust, companies should disclose information such as training hours and number of participants, training courses, and budgets.

Also, effective whistleblowing channels with systematic whistleblower protection policies promote transparency and reduce corruption risks in organizations.

Regulatory agencies including the SEC and the Stock Exchange of Thailand have encouraged listed companies to prepare sustainability reports using internationally recognised frameworks (e.g., Global Reporting Initiative, Integrated Reporting Framework, Sustainability Accounting Standards Board, and IFRS Sustainability Disclosure Standards) to integrate ESG and climate change management into their operations and enhance stakeholder engagement via disclosure and sustainability risk management.

Although ESG assessment criteria in 2024 have increased intensity in many areas, Thai listed companies' assessment results still show satisfactory progress, averaging 13.83 points out of 15 in this category, demonstrating commitment to sustainable business operations under internationally recognised good corporate governance frameworks.

Strengths

- Companies identify/report ESG topics that are material to the organization’s strategy.
- Companies identify climate change as a relevant and important concern.
- Companies report measurable sustainability goals along with updates on their performance against those targets.
- Companies engage internal and external stakeholders to exchange views and gather feedback on sustainability matters that are material to the business of the company.
- Good disclosure of policies and practices relating to:
    - Supplier selection
    - Creditors’ rights safeguarded
    - Employees’ health, safety, and welfare
    - Communities’ interaction
    - Anti-corruption programmes and procedures
- Companies have a separate report/section that discusses their efforts on environment/economy and social issues.
- Companies have a comprehensive whistleblowing policy in place.

Areas for Improvement

- Companies should confirm that the sustainability report/reporting is reviewed and/or approved by the board or board committee.
- Companies should disclose annually in board reviews that the company's capital and debt structure is compatible with its strategic goals and its associated risk appetite.
- More entities should have a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

Disclosure and Transparency

The disclosure and transparency category focuses on disclosing information promptly, thoroughly, and on time through multiple channels to increase capital market confidence and transparency. It emphasises disclosure of important corporate information, such as shareholding structure, director and executive shareholding information, company objectives and long-term goals, dividend policies, director and executive compensation structure and criteria, and related party transactions, as well as information and documents that investors and shareholders should know and be able to access.

The assessment results show that Thai listed companies scored 21.72 points out of 25 in this category in 2024, down from 23.40 in 2021. The average score dropped due to fewer corporations having press conferences for media and more companies not providing AGM minutes in English.

Strengths

- The company disclosed both direct and indirect shareholdings of major shareholders, board members, and senior executives.
- Quality of annual reports disclosure on:
    - Financial and non-financial performance indicators
    - Dividend policy
    - Directors' Biographical details
- Companies disclose policy covering the review and approval of material related party transactions.
- Companies disclose the name, relationship, nature, and value for each material related party transactions.

Areas for Improvement

- Companies should disclose corporate objectives.
- The annual report should contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identifying and explaining reasons for each such issue.
- Companies should clearly disclose the fee structure for non-executive directors.
- Companies should disclose remuneration policy/practices of short-term and long-term incentives and performance measures for executive directors and CEO.
- Companies should disclose the details of remuneration of each of the executive directors and CEO.
- The evidence of actual media briefings/press conferences conducted during the year under review should be disclosed.
- The company's constitution (company's by-laws, memorandum and articles of association) should be disclosed on the company's website.

Board Responsibilities

The board of directors plays an important role in formulating organizational strategy, evaluating executive performance, and preventing conflicts of interest. Assessment criteria cover various aspects of board roles and responsibilities to protect shareholder and stakeholder interests, formulate organizational strategy, monitor company performance, promote transparency, supervise financial reporting systems, recruit and orient new directors, evaluate overall board performance, and recruit and evaluate CEO performance, as well as other related duties according to good governance principles.

The board responsibilities category accounts for 40% of the overall score, the highest of the four categories. Thai listed businesses' average score in this area was 34.50 points out of 40 in 2024, up from 33.35 in 2021, reflecting improved governance practices at the board level.

Strengths

- Companies provide information on corporate governance policy.
- Companies clearly outline the roles and duties of the board of directors and the chairman.
- Companies provide detailed information about the code of ethics or conduct.
- Companies state that all directors, senior management and employees are required to comply with the code and also disclose how the code is implemented and monitored.
- Companies disclose the criteria and process used in selecting new directors.
- Companies establish an internal control procedures/risk management framework and periodically review their effectiveness.
- The key risks which the company is materially exposed to (i.e., financial, operational including IT, environmental, social, economic) are disclosed clearly.
- Companies provide information about the orientation programs designed for new directors.

Areas for Improvement

- Independent directors should make up at least 50% of the board of directors.
- Independent directors should serve no more than nine years on the board.
- An independent/non-executive director should hold no more than five board positions at the same time.
- The nominating committee should comprise of a majority of independent directors with independent chairman.
- The remuneration committee should comprise of entirely of non-executive directors with a majority of independent directors and should have independent chairman.
- At least one of the independent directors of the Audit Committee should have accounting expertise (accounting qualification or experience).
- Companies should clearly state that the board of directors meeting was scheduled before the start of the financial year.
- Companies should consider setting policies on a minimum quorum requirement of at least two-thirds for board decisions.
- Non-executive directors should hold a separate meeting at least once a year without executives, and the meeting's purpose and topics discussed should be clearly disclosed.
- Companies should have measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interests of the company, such as claw back provision and deferred bonuses.
- The chairman of the board should be an independent director.
- Companies should implement policies and encourage directors to participate in professional development programs annually.

Bonus and Penalty

Bonus criteria encourage and recognise listed companies with governance operations above legal or general norms. Conversely, penalty criteria reduce points from companies with operations that may contradict governance principles, such as sanctions by regulatory agencies for violating stock exchange regulations.

Overall, there are 44 bonus and penalty criteria: 18 bonuses and 26 penalty criteria. If a company meets all bonus requirements, it can get +30 points, but the penalty criteria might total up to -69 points. Bonus and penalty net scores will be added to categories A–D scores to compute listed companies' final score (Level I plus Level II score).

Strengths

- The notice of the AGM, as announced to the stock exchange, is released at least 28 days before the date of the meeting.

- The engagement channel with stakeholder groups and how the company responds to stakeholders' ESG concerns.
- The audited annual financial report or statement is released within 60 days of the financial year-end.
- Companies clearly describe the governance process around IT issues including disruption, cybersecurity, disaster recovery, to ensure that all key risks are identified, managed, and reported to the board.

Areas for Improvement

- Companies should disclose how they manage climate-related risks and opportunities.
- Companies should disclose that sustainability report/sustainability reporting is externally assured.
- The disclosure from the board of directors oversees the sustainability-related risks and opportunities.
- Companies' whistle blowing systems should be managed by independent parties/institutions.
- Companies should have at least one female independent director.
- Companies should have a policy and disclose measurable objectives for implementing its board diversity and report on progress in achieving its objectives.
- The nominating committee should comprise of entirely of independent directors.
- Companies should use professional search firms or other external sources of candidates when searching for candidates for the board of directors.
- Companies should have a separate board-level risk committee.

Recommendation and Conclusion

Development of Corporate Governance Practices

The 2024 assessment found that more listed companies are preparing sustainability reports using Global Reporting Initiative and Task Force on Climate-related Financial Disclosures frameworks. They have also solicited internal and external stakeholder inputs on sustainability issues for materiality assessment procedures, including ESG risk assessment for board decision-making and connection with enterprise risk management systems.

Thai listed companies appointed more female independent directors, indicating board diversity awareness. This fraction is still modest and should be promoted, however. Sub-committee structures still also need improvement, particularly the compensation committee that should be entirely non-executive with more than half independent directors. The appointment of a board-level risk committee remains an area that many companies have not scored well in.

Table 29: Thailand—Top 50 Publicly Listed Companies in 2024 (alphabetically)

	Company Name	ASEAN Top 50	ASEAN Asset Class	Country Top 5
1	AIRPORTS OF THAILAND PUBLIC COMPANY LIMITED		★	
2	ASSET WORLD CORP PUBLIC COMPANY LIMITED	★	★	
3	B.GRIMM POWER PUBLIC COMPANY LIMITED	★	★	
4	BANGKOK COMMERCIAL ASSET MANAGEMENT PUBLIC COMPANY LIMITED		★	
5	BANGKOK LIFE ASSURANCE PUBLIC COMPANY LIMITED		★	
6	BANK OF AYUDHYA PUBLIC COMPANY LIMITED		★	
7	BANPU POWER PUBLIC COMPANY LIMITED		★	
8	BANPU PUBLIC COMPANY LIMITED		★	
9	BETAGRO PUBLIC COMPANY LIMITED		★	

10	BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED		★	
11	CENTRAL PATTANA PUBLIC COMPANY LIMITED		★	
12	CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED	★	★	
13	CENTRAL RETAIL CORPORATION PUBLIC COMPANY LIMITED	★	★	
14	CK POWER PUBLIC COMPANY LIMITED		★	
15	CP AXTRA PUBLIC COMPANY LIMITED		★	
16	DELTA ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED		★	
17	ELECTRICITY GENERATING PUBLIC COMPANY LIMITED		★	
18	FRASERS PROPERTY (THAILAND) PUBLIC COMPANY LIMITED		★	
19	GLOBAL POWER SYNERGY PUBLIC COMPANY LIMITED		★	
20	HANA MICROELECTRONICS PUBLIC COMPANY LIMITED		★	
21	INDORAMA VENTURES PUBLIC COMPANY LIMITED		★	
22	INTOUCH HOLDINGS PUBLIC COMPANY LIMITED		★	
23	IRPC PUBLIC COMPANY LIMITED	★	★	
24	KASIKORNBANK PUBLIC COMPANY LIMITED	★	★	
25	KCE ELECTRONICS PUBLIC COMPANY LIMITED		★	
26	KIATNAKIN PHATRA BANK PUBLIC COMPANY LIMITED		★	
27	KRUNG THAI BANK PUBLIC COMPANY LIMITED		★	
28	KRUNGTHAI CARD PUBLIC COMPANY LIMITED		★	
29	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	★	★	
30	MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED		★	
31	OSOTSPA PUBLIC COMPANY LIMITED		★	
32	PLAN B MEDIA PUBLIC COMPANY LIMITED		★	
33	PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED	★	★	★
34	PTT GLOBAL CHEMICAL PUBLIC COMPANY LIMITED	★	★	★
35	PTT OIL AND RETAIL BUSINESS PUBLIC COMPANY LIMITED		★	
36	PTT PUBLIC COMPANY LIMITED	★	★	★
37	RATCH GROUP PUBLIC COMPANY LIMITED	★	★	
38	SCB X PUBLIC COMPANY LIMITED		★	
39	SCG PACKAGING PUBLIC COMPANY LIMITED	★	★	★
40	SIAM GLOBAL HOUSE PUBLIC COMPANY LIMITED		★	
41	SRI TRANG AGRO-INDUSTRY PUBLIC COMPANY LIMITED		★	
42	SRI TRANG GLOVES (THAILAND) PUBLIC COMPANY LIMITED	★	★	
43	THAI OIL PUBLIC COMPANY LIMITED	★	★	★
44	THAI UNION GROUP PUBLIC COMPANY LIMITED		★	
45	THE SIAM CEMENT PUBLIC COMPANY LIMITED		★	
46	TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED	★	★	
47	TMBTHANACHART BANK PUBLIC COMPANY LIMITED		★	
48	TOA PAINT (THAILAND) PUBLIC COMPANY LIMITED		★	
49	TTW PUBLIC COMPANY LIMITED		★	
50	WHA CORPORATION PUBLIC COMPANY LIMITED	★	★	

★ASEAN Top 50
★ASEAN Asset Class
★Country Top 5
Source: Thai Institute of Directors.

VIETNAM

Background of the Corporate Governance Framework

Vietnam has officially received notification from FTSE Russell of its stock market's upgrade from frontier to secondary emerging market status, with the reclassification expected to take effect in September 2026. This milestone reflects Vietnam's sustained efforts to deepen capital market reforms and strengthen investor confidence. In response, the government has promulgated new regulations—most notably Decree No. 245/2025/NĐ-CP and Decision No. 2014/QĐ-TTg—which together establish the strategic foundation, outline the objectives and direction for market reform, and operationalise the refinement of key regulations to better align with international standards, including in the area of corporate governance. These reforms further underscore Vietnam's commitment to enhancing compliance with OECD Principles of Corporate Governance and the ASEAN Corporate Governance Scorecard (ACGS) framework. The overarching vision remains consistent with Decision No. 1726/QĐ-TTg, dated December 29, 2023, which approved the Securities Market Development Strategy through 2030. Under the leadership of the Ministry of Finance and the State Securities Commission, Vietnam continues to advance legal and institutional reforms aimed at promoting transparency, protecting investors, and sustaining the momentum of the market's integration into the global financial system.

Between 2010 and 2023, Vietnam's capital market experienced significant growth. As of April 2023, it boasted over 400 listed companies on Ho Chi Minh Stock Exchange (HOSE), 338 on Hanoi Stock Exchange (HNX), and 856 on UPCoM, spanning diverse sectors like finance, real estate, technology, and manufacturing. Companies primarily raised capital through shares, corporate bonds, and derivatives. On HOSE, for instance, 5% of companies have charter capital exceeding Vietnamese dong (VND) 10,000 billion, while 26% range from VND 1,000 to 10,000 billion.[5]

Vietnam's corporate governance legal framework has also evolved significantly, aligning with international standards. Key regulations, including the 2020 Law on Enterprises and the 2019 Law on Securities—supplemented by Decree 155/2020 and Circular 116/2020—have reinforced governance practices, covering board responsibilities, shareholder rights, disclosure obligations, and protection of minority investors. To promote sustainable governance, the State Securities Commission and stock exchanges have encouraged listed companies to integrate environmental, social, and governance (ESG) considerations into their strategies and enhance non-financial reporting. A cornerstone of these efforts is the 2019 Vietnam Corporate Governance Code of Best Practices, developed in collaboration with the International Finance Corporation. This voluntary code, grounded in the G20/OECD Principles, is increasingly adopted by leading corporations, driving higher governance standards.

The State Securities Commission designated the Vietnam Institute of Directors the domestic ranking body responsible for conducting the ACGS assessments, starting with the 2019 assessment year and continuing into the future. Established in 2018, the Vietnam Institute of Directors is a professional, independent, and pioneering organization committed to

[5] Hochiminh Stock Exchange (HOSE), December 31, 2024. https://www.hsx.vn/en/quan-ly-niem-yet/co-phieu

advancing corporate governance and sustainable development in Vietnam's corporate sector. Its mission encompasses enhancing board professionalism, promoting business ethics and transparency, cultivating a pool of independent directors, building networks among corporate leaders and stakeholders, and supporting companies in earning investor trust.

Key findings

Overall country score

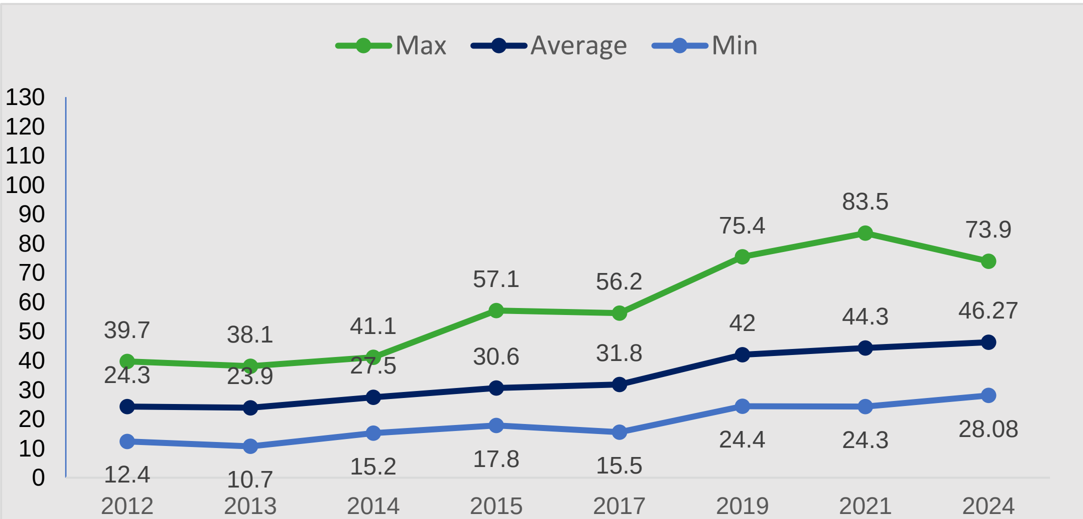
The 2023 ACGS assessment evaluated the top 69 companies listed on HNX and HOSE, the two official stock exchanges. These nominated entities met the requirement of having investor documents published in English, collectively representing 60% of the total market capitalization of both exchanges.[6] This significant coverage ensures a robust representation of the country's stock market performance, as illustrated by Table 30 and Figure 21, which details the overall performance of these top publicly listed companies (PLCs) from 2012 to 2024.

Table 30: Vietnam—Overall Performance 2012–2024

Assessment Year	2012	2013	2014	2015	2017	2019	2021	2024
Number of firms being reviewed	39	40	50	55	70	82	87	69
ASEAN Total Score (points)	**117**	**142**	**128**	**126**	**130**	**130**	**130**	**130**
Vietnam Score – Maximum	46.5	54.1	52.6	68.5	73.1	98.0	108.6	96.1
Vietnam Score – Minimum	14.5	15.2	19.5	21.4	20.2	31.7	31.5	36.5
Vietnam Score – Average	28.4	33.9	35.1	36.8	41.3	54.6	57.6	60.2
Vietnam Score – Median	27.8	31.0	33.8	34.7	38.7	54.0	59.0	57.7

Table 30 presents corporate governance performance scores from 2012 to 2024. Vietnamese companies have shown notable improvement since the 2019 assessment, with continued upward momentum in both 2021 and 2024. In 2024, the average score reached 60.2, slightly higher than the median score of 57.7. This indicates that while overall performance is improving, a few firms with strong results are raising the average. Most companies still score below the average, but the difference is narrowing—showing that more firms are gradually improving and catching up on corporate governance practices.

Figure 21: Overall Corporate Governance Score from 2012 to 2024 (%)



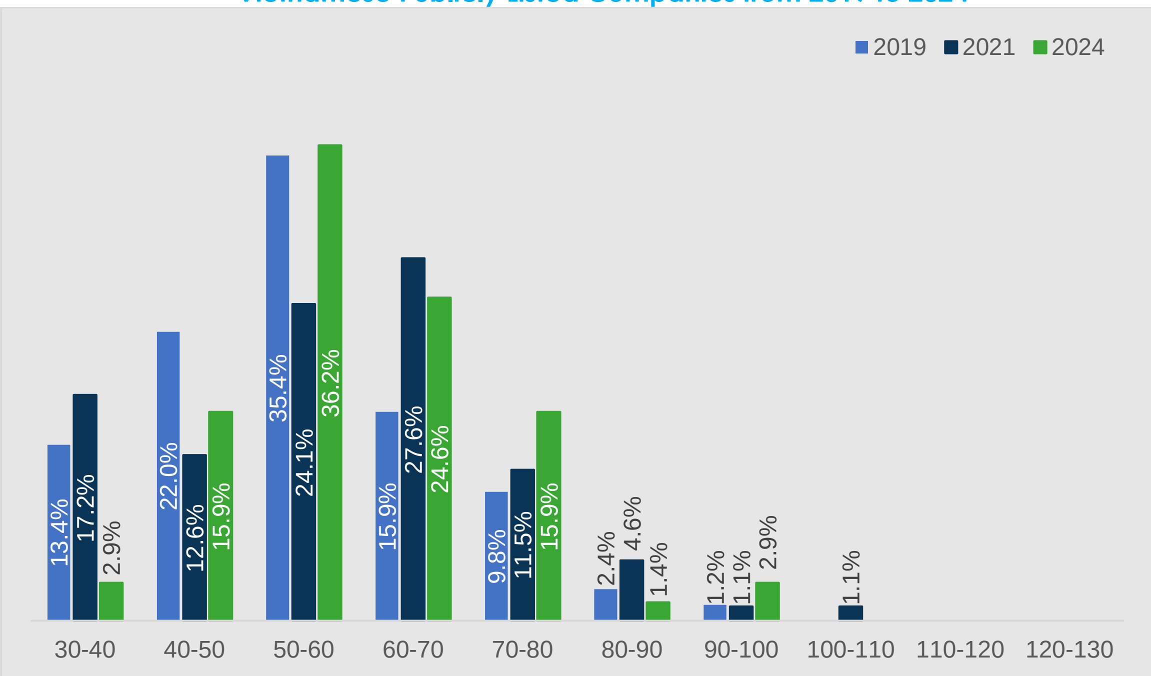
[6] Fiingroup Data.

In 2024, the maximum score dropped to 73.9% from its 2021 peak of 83.5%, likely due to adjustments in the scoring structure that introduced new components emphasizing sustainability and resilience. Despite this, the average score rose to 46.27%, and the minimum increased to 28.08%, signalling broader performance improvements and reduced disparity. These trends reflect a shift toward market stabilization and inclusivity, with fewer underperformers and stronger overall resilience. The data suggests that while top-tier growth may have slowed, the sector as a whole became more balanced and robust.

Score Distribution

In 2024, the distribution of corporate governance scores among Vietnamese listed firms improved modestly overall compared to 2021 and 2019. Notably, 76.8% of companies scored between 40–70 (equivalent to 35%–55% of the maximum score of 130), up from 64.4% in 2021 and 73.3% in 2019, reflecting greater consistency within the mid-performance tier. The most common range shifted to 50–60 (36.2%), while the proportion of low scores (30–40) dropped sharply to 2.9%. Mid-to-high (70–90) and top-tier (90+) performers recorded only slight gains. Although average and minimum scores rose only marginally, the broader upward shift suggests that the revised scoring framework—emphasizing sustainability and resilience—has encouraged more inclusive progress in corporate governance practices. However, no Vietnamese firms scored above 97.5 points (75% of the maximum), and thus none qualified for the "ASEAN Asset Class" recognition this year.

Figure 22: Distribution of Corporate Governance Scores for Vietnamese Publicly Listed Companies from 2019 to 2024



By Industry Sector

Table 23: Corporate Governance Score by Industry and Market Capitalization as of 31 December 2024

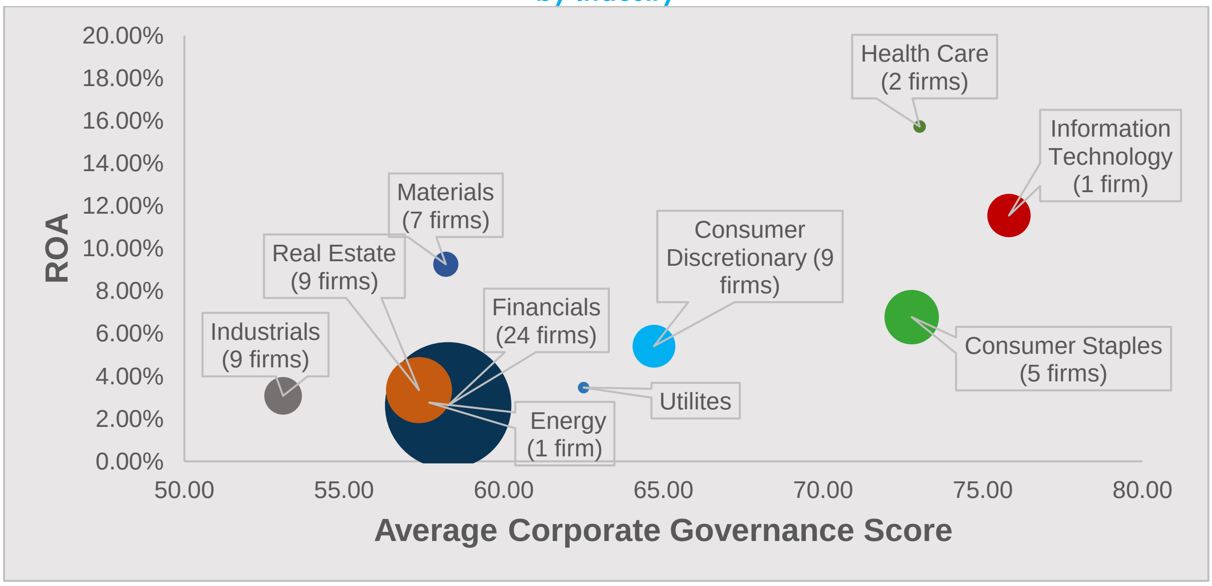
Industry	Number of Firms	Average Score	Market Cap (billion VND)
Energy	1	57.67	13,128.59
Materials	7	58.19	65,803.609

Industry	Number of Firms	Average Score	Market Cap (billion VND)
Industrials	9	53.09	147,153.84
Consumer Discretionary	9	64.71	190,043.45
Consumer Staples	5	72.78	307,535.815
Health Care	2	73.03	16,415.45
Financials	24	58.26	1,659,340.54
Information Technology	1	75.82	194,813.23
Utilities	2	62.50	13,709.64
Real Estate	9	57.35	452,641.12

In the 2024 assessment, the comparison across industries reveals considerable variation in both corporate governance performance and market capitalization. Information technology (75.82) and health care (73.03) achieved the highest governance scores, although they represented smaller segments of the market. Consumer staples (72.78) stood out, with both high corporate governance scores and substantial market capitalization (over VND 307 trillion), making it one of the strongest sectors overall. Consumer discretionary (64.71) and utilities (62.50) also performed relatively well on governance performance. Meanwhile, sectors such as financials (58.26) and real estate (57.35), the largest portions of market capitalization (approximately VND 1.65 quadrillion and VND 452 trillion, respectively), still recorded only moderate governance scores. This highlights that while certain sectors are making significant progress in corporate governance, large industries with substantial market influence continue to face challenges in meeting higher governance standards.

- **By Market Capitalization**

Figure 23: Corporate Governance, Firm Performance and Market Capitalization by Industry



ROA = Return on assets
Note: Sizes of the bubbles represent market capitalization of the industry.
Source: https://fiinpro.com/fiinpro-x.

Performance remains an important factor in investment decisions, with industries that combine strong corporate governance, efficient operations, and robust risk management attracting greater investor attention. In 2023, information technology (75.82) and health care (73.03) stood out for achieving both the highest governance scores and superior return on assets, though their market capitalization remains relatively small. Consumer staples (72.78) also maintained strong governance performance with solid profitability and significant market capitalization, making it one of the most attractive sectors for long-term investors. Meanwhile, large sectors such as financials (58.26), real estate (57.35), and industrials (53.09) scored lower on governance and more modestly on profitability, despite representing substantial portions of the total market. This divergence highlights that while governance quality is improving in select industries, considerable room for improvement remains across many of Vietnam's largest market sectors to align with international corporate governance and performance standards.

Score by Components

Figure 24: Average Score of Corporate Governance Practices of Vietnamese Publicly Listed Firms in Each Area from 2017 to 2024

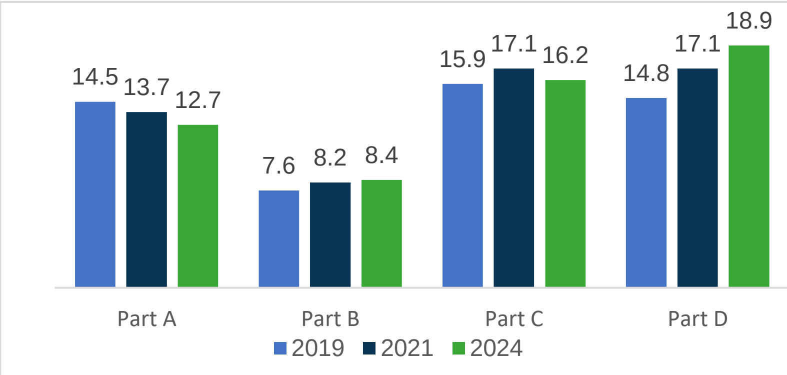
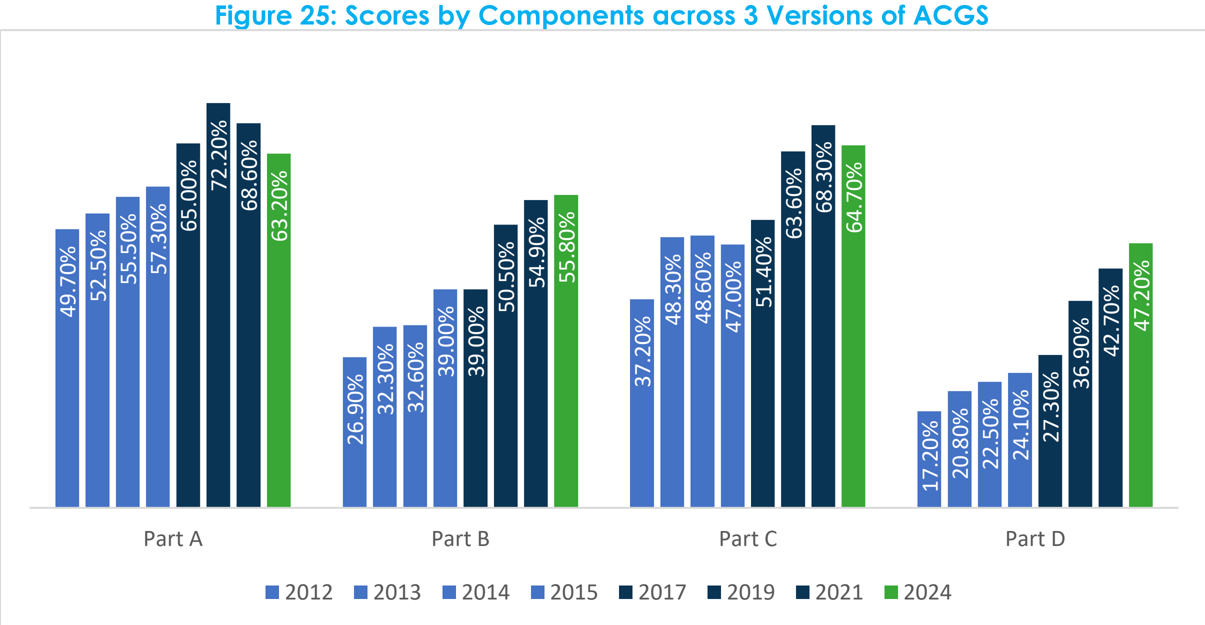


Figure 25 presents the average scores of Vietnamese PLCs across key corporate governance areas in 2019, 2021, and 2024. While overall progress has been made, performance varies across areas. Notably, Part D (responsibilities of the board) improved consistently, rising from 14.8 in 2019 to 18.9 in 2024, reflecting sustained efforts among various stakeholders to enhance corporate governance overall, with particular emphasis on elevating board practices in line with best standards. Part C (disclosure and transparency) also gained gradually, reaching 16.2 in 2024, up from 15.9 in 2019. Part B (sustainability and resilience) recovered slightly to 8.4 in 2024, following a dip in 2021. In contrast, Part A (rights and equitable treatment of shareholders) declined to 12.7, reflecting ongoing challenges, including the impact of COVID-19 on general meetings in prior years. While some improvement is evident, challenges remain—particularly in aligning performance with ASEAN standards across several areas.

Observation of overall country performance before and after revision of the scorecard

Figure 25: Scores by Components across 3 Versions of ACGS



The transition from ACGS Scorecard Version 2 (2017–2021) to Version 3 (2024) marked a shift toward more rigorous and forward-looking assessment criteria, especially in areas related to sustainability, board effectiveness, and transparency. While Vietnamese PLCs continued to demonstrate strong governance fundamentals, the updated methodology introduced higher expectations, resulting in a mixed performance across governance components. Bonus points also rose significantly in the 2024 assessment—from 3.79% in 2021 to 15.75% in 2024—as more companies adopted advanced practices beyond the Level 1 baseline. However, penalty deductions remained high, with an average of -2.13%, indicating persistent governance gaps in areas such as regulatory compliance, board independence, and disclosure. Overall, the net Level 2 score rose to 13.62%, but continued effort is needed to reduce recurring penalty triggers.

Part A – Rights and Equitable Treatment of Shareholders

Under Version 2, firms consistently achieved scores above 65%, with peaks recorded in 2019 and 2021. The removal of six default questions in Version 3 may have contributed to the decline in scores for Part A. Nevertheless, under Version 3, scores gradually decreased to around 63%, indicating increased challenges in complying with the more rigorous standards related to shareholder rights, board accountability, and AGM participation.

This trend underscores the need for stronger enforcement and clearer disclosures regarding voting processes and shareholder remedies. In particular, future improvements should prioritise strengthening mechanisms that facilitate shareholder participation during meetings—including options for attending, voting, and contributing input—as well as enhancing transparency about how companies engage with shareholders outside of formal meetings.

Part B – Sustainability and Resilience

Part B has been revised to align with the OECD's corporate governance principles. Scores in this section for Vietnam PLCs remained relatively stable between Version 2 and Version 3, with a modest improvement under Version 3 in 2024. While ESG awareness and reporting have advanced, many firms still struggle to meet new expectations in climate risk integration, stakeholder redress mechanisms, and measurable sustainability targets. A significant obstacle to higher scores is that few companies disclose ESG practices in line with international standards. Nonetheless, Vietnamese enterprises continue to engage with stakeholders and disclose relevant practices, which has helped sustain their performance over the years.

Part C – Disclosure and Transparency

Part C recorded a modest decline in 2024 compared to earlier assessments under Version 2. While practices have improved regarding the disclosure of related-party transactions and website transparency, Vietnam's publicly listed companies continue to face challenges in disclosing audit and non-audit fees, as well as details related to the remuneration of board members and key executives—including policies, structures, and specific figures—and in providing comprehensive information within governance documents.

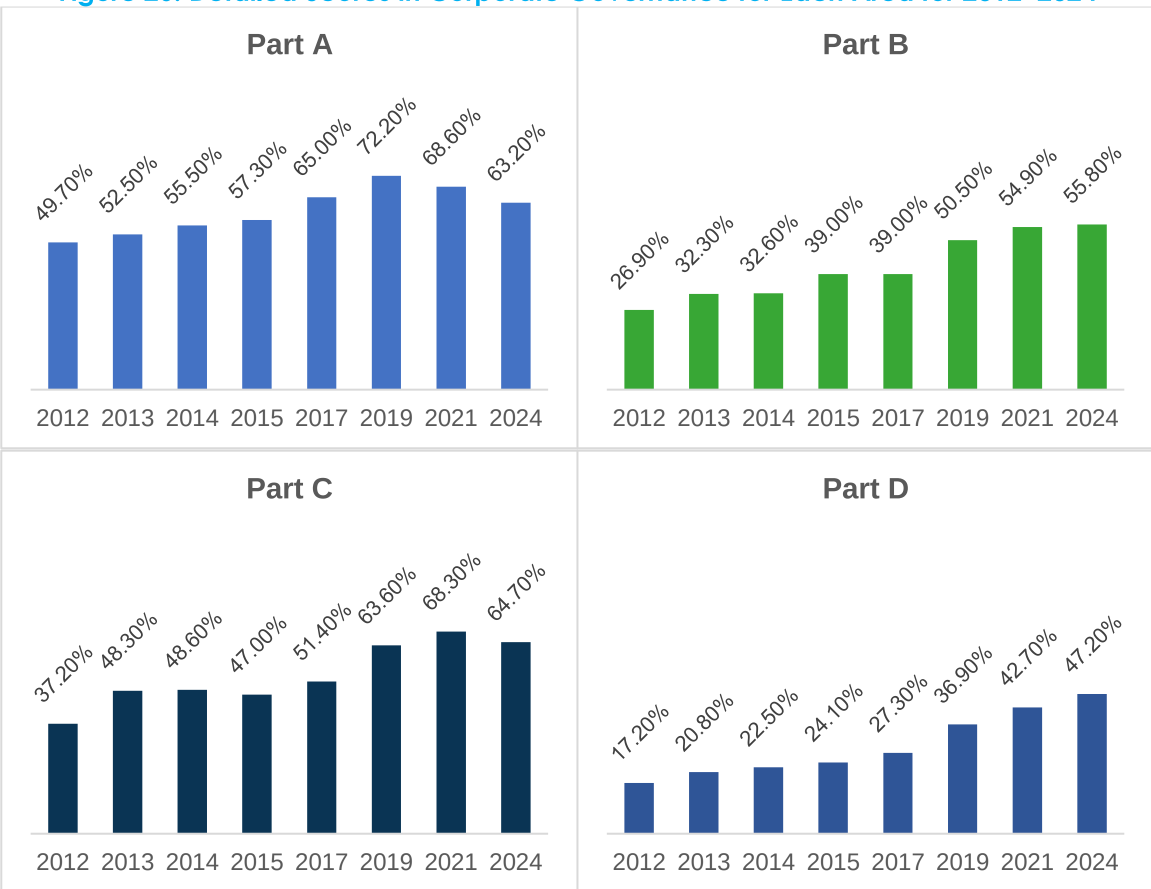
Although companies are making progress, full alignment with these evolving disclosure requirements is still in progress.

Part D – Responsibilities of the Board

This is the only section that has demonstrated clear progress under Version 3, despite no significant changes to the assessment questionnaire. Scores rose from approximately 44% in 2021 to nearly 50% in 2024. This improvement reflects the combined impact of legislative reforms promoting best practices, market-driven initiatives such as training programs and awareness-raising workshops for listed companies, and the introduction of new regulations aimed at strengthening the implementation of board roles, responsibilities, and related disclosures.

Performance of corporate governance in each area

Figure 26: Detailed Scores in Corporate Governance for Each Area for 2012–2024



Part A: Rights and Equitable Treatment of Shareholders

Vietnam's corporate governance framework continues to uphold shareholders' rights and equitable treatment, supported by the 2020 Law on Enterprises, which aligns closely with international best practices. Over time, PLCs have improved compliance with evolving regulations aimed at protecting shareholder interests. In 2024, Part A—which reflects the consolidated content of Parts A and B from the 2021 assessment—recorded an average score of 12.65 out of 20 points (63.2%), slightly lower than 13.71 points (65.8%) in 2021. Despite this minor decline mainly from changing in Version 3 by removing default questions, the area remains among the strongest-performing aspects of corporate governance in Vietnam. These results reflect the ongoing impact of regulatory reforms in promoting shareholder participation and safeguarding the rights of minority and non-controlling shareholders.

Strengths

- Shareholders' Rights and Engagement Practices

- o Shareholders are entitled to participate in key corporate decisions, in line with regulatory provisions governing material changes.
  - o The approval of remuneration for non-executive board members is commonly included in shareholder decision-making.
  - o Many listed firms outline mechanisms that facilitate shareholder interaction—particularly with institutional investors—beyond the scope of annual meetings.
  - o The one-share-one-vote principle is widely adopted, with all listed firms issuing only ordinary shares.
  - o Proxy forms are generally accessible, and the list of proposed audit firms is submitted for shareholder consideration at general meetings.
- Effectiveness of General Shareholders' Meetings
  - o Shareholders typically receive adequate and timely information on all voting matters, with notice periods of at least 21 days being standard practice.
  - o Voting outcomes for each resolution are publicly disclosed after the meeting.
  - o Meeting records confirm that shareholders were allowed to raise questions, and both questions and management responses were documented.
  - o Disclosure materials are issued in both Vietnamese and English at the same time, supporting transparency and equal access for all investors.

Areas for improvement

- Disclosure of board and CEO attendance at AGMs should confirm full participation to ensure accountability at the highest level.
- An independent scrutineer should be appointed to validate AGM voting results.
- Policies restricting loans to directors should be adopted and disclosed.
- Related-party transactions should be clearly disclosed with confirmation that they are conducted fairly and, on an arm's length basis, then should be strengthened by independent review.
- Dividend payments should be distributed fairly—cash dividends within 30 days of declaration or approval, and stock dividends within 60 days after being announced or approved by general meetings of shareholders.

Part B Sustainability and Resilience

In Vietnam, PLCs have been making steady progress in integrating sustainability and resilience into their corporate governance frameworks, reflecting the rising expectations for businesses to deliver not only financial performance but also environmental and social value. Although the 2024 assessment introduced new questions aligned with Principle 6 of the OECD Corporate Governance Guidelines 2023, the average score reached 8.4 out of 15 points (55.8%), marking a slight increase from 8.2 out of 15 points (54.9%) in 2021.

While this upward trend signals positive momentum, overall performance remains moderate, indicating considerable scope for further improvement. Notably, the rapidly evolving landscape of ESG reporting and global sustainability standards underscores the need for stronger board-level oversight, more robust stakeholder engagement, and enhanced transparency in disclosure practices.

Strengths

- Clear policies and practices were disclosed regarding environmentally responsible value chains, community interaction, employee health, safety and welfare, training and development programs, customer protection, and transparent criteria for supplier and contractor selection.
- Availability of separate report/section on environment/economy and social issues
- Material ESG issues—such as climate change—were identified and integrated into corporate strategy and reporting.

- Stakeholder engagement was practiced through regular consultations with both internal and external parties on key sustainability topics.
- International sustainability reporting frameworks (Global Reporting Initiative, the Sustainability Accounting Standards Board, IFRS) were adopted to ensure transparency and comparability.
- Establishing a reward and compensation policy that considers the company's performance beyond short-term financial results, including the common use of employee stock ownership plans.

Areas for improvement

- Limited disclosure of policies and mechanisms (practices, procedures and contact points) enabling stakeholders to raise concerns or complaints regarding:
  - Creditor rights protection
  - Anti-corruption programs and procedures
  - Whistleblowing mechanisms, including reporting, processing, and resolving complaints
  - Data privacy and confidentiality
  - Whistleblower protection
  - Reporting of unethical or illegal conduct
- Strengthening the corporate governance framework to:
  - Promote stakeholder rights as defined by law or agreement, and ensure access to effective redress mechanisms
- Enhancing sustainability oversight and disclosure by:
  - Ensuring boards take into account material sustainability risks and opportunities when overseeing strategy, disclosure, risk management, and internal controls, particularly with regard to climate-related physical and transition risks
  - Requiring sustainability disclosures to be consistent, comparable, and reliable, and to include both retrospective data and forward-looking insights
  - Reporting quantitative sustainability targets and tracking progress toward achieving them
  - Conducting annual board reviews to assess whether the company's capital and debt structure is aligned with its strategic objectives and risk appetite

Part C: Disclosure and Transparency

In 2024, Vietnamese PLCs achieved an average score of 64.7% in the area of disclosure and transparency, marking a slight decline of 3.6 percentage points compared to 2021. Despite this dip, many PLCs made notable effort to strengthen their disclosure practices, particularly through more comprehensive annual reports, clearer ownership transparency, improved quality of corporate websites, and the inclusion of more meaningful non-financial performance indicators. These developments reflect growing awareness of the importance of transparency in reinforcing investor confidence and upholding good governance standards. The following outlines key strengths in disclosure practices as well as areas where Vietnamese PLCs still need to improve to meet evolving expectations and regional best practices.

Strengths

- Clear identification of beneficial owners among substantial shareholders.
- Transparent disclosure of ownership structures, including major and internal shareholders, and corporate entities with equity interests.
- Comprehensive disclosure of material related-party transactions, including names, relationships, nature, and transaction values, along with the adoption of formal policies for reviewing and approving such transactions to avoid conflicts of interest.
- Corporate websites with dedicated investor relations sections offering access to current and past financial reports, annual reports, corporate governance documents (e.g., constitution, objectives, and policies).

- Public availability of investor relations contact details, ensuring accessibility and effective communication with shareholders.

Areas for improvement

- A clear commitment from the top, affirming full compliance with the corporate governance code, with any instances of non-compliance explained individually and in detail.
- Public disclosure of the total remuneration of each board member, enhancing transparency in board accountability.
- Disclosure of fees paid to external auditors for both audit and non-audit services, helping to assess the independence of the audit firm.
- Availability of key corporate governance documents—such as the company charter and internal regulations—in English on the company website.
- Limited use of diverse communication channels, including analyst briefings and press conferences, which may hinder proactive investor engagement.
- Insufficient disclosure of the company's dividend policy, limiting investors' understanding of capital distribution strategy.

Part D: Responsibilities of the board of directors

The board of directors plays a central role in corporate governance, bearing duties, responsibilities, and accountability to shareholders and other stakeholders. By considering the interests of all stakeholders, the board is responsible for establishing the governance framework, overseeing corporate strategy, monitoring risk management, supervising executive bodies, and safeguarding stakeholder interests. An independent and competent board, adhering to high ethical standards, is essential for enhancing the quality and effectiveness of corporate governance and securing long-term stakeholder value.

As shown in Figure 26, the performance score in this area was 47.2% (equivalent to 18.9 out of 40 points), marking a 4.5% improvement compared to 2021. Although it was one of the most improved areas of corporate governance among Vietnamese companies in 2024, it remains a significant challenge. Part D carries substantial weight in the scorecard but still falls below the average score for Vietnam. Key challenges persist for Vietnamese enterprises in achieving compliance, including ensuring appropriate board composition, defining the board's strategic leadership and oversight roles, implementing effective risk governance, establishing specialised committees, and evaluating the performance of the board and its committees.

Strengths

- Disclosure of corporate governance documents, including the board charter, roles and responsibilities of the board and chairman, and board committee charters (e.g., Audit Committee).
- Clear separation of board oversight and executive leadership, with no recent CEO appointments to the board.
- Annual disclosure of the board's leadership in strategy development and review.
- Establishment and periodic review of internal control procedures and risk management frameworks.
- Identification of key risks and the systems in place for monitoring and managing them
- Functioning internal audit structure in place.
- Disclosure of board meeting attendance for each director, with at least 75% attendance throughout the year.
- Transparent criteria and processes for appointing new directors.
- Disclosure of board members' qualifications and relevant expertise.

Areas for Improvement

- **Strategic Oversight and Risk Management**

  - Strengthen board oversight of corporate strategy implementation and monitoring.
  - Include a formal board statement on the adequacy of internal control and risk management systems.
  - Improve disclosure of key risks and internal audit accountability, including auditor appointment/removal processes and internal audit head profiles.
- **Board Composition and Independence**
  - Ensure independent directors comprise at least 50% of the board and a majority in Audit, Remuneration, and Nominating Committees.
  - Appoint independent chairs for key board committees and consider appointing a lead or senior independent director.
  - Set limits on external board seats held by directors to prevent overboarding.
- **Board Committees and Governance Structures**
  - Establish clear governance structures and charters for board committees, particularly remuneration and nominating committees.
  - Ensure the audit committee is chaired by an independent director, composed entirely of non-executive members, with a majority being independent and at least one member having accounting qualifications or experience.
- **Board Development and Succession Planning**
  - Develop detailed orientation programs for new directors and disclose training details, including topics, hours, and institutions.
  - Encourage and document ongoing director education and sector-relevant professional development.
  - Formalise CEO and key executive succession planning processes.
- **Board Performance and Remuneration**
  - Conduct annual board and individual director performance evaluations, with disclosure of criteria and processes.
  - Hold at least one board meeting annually without executive directors present.
  - Schedule board meetings in advance and distribute board papers in a timely manner.
  - Disclose remuneration details for non-executive directors, the executive director, and the CEO.
  - Apply measurable standards to align executive compensation with long-term company performance.
- **Stakeholder-Oriented Practices and Ethical Compliance**
  - Strengthen implementation and monitoring of the code of ethics and conduct.
  - Improve whistleblowing policies and mechanisms, including compliance tracking and reporting.
- **Company Secretary and Disclosure Practices**
  - Disclose qualifications of the company secretary, emphasizing legal, accounting, or governance expertise.
  - Ensure availability of governance-related documents (e.g., charters, policies) in English.
  - Enhance committee disclosures to improve transparency and stakeholder confidence.

Bonus and Penalty:

Table 31: Level 2 scores, 2017–2024 (Percentage Points)

	2017	2019	2021	2024
Bonus	*1.57%*	*2.84%*	*3.79%*	*15.75%*
Penalty	*-4.10%*	*-0.96%*	*-2.32%*	*-2.13%*
Total Level 2	-2.53%	1.88%	1.47%	13.62%

Bonus and penalty remain challenging aspects of corporate governance evaluations for Vietnamese PLCs. These components capture practices that either exceed (bonus) or fall short (penalty) of the baseline standards defined under Level 1 of the ASEAN Corporate Governance Scorecard (ACGS) framework.

In 2024, bonus scores saw a significant increase, climbing sharply to 15.75% from 3.79% in 2021 and 2.84% in 2019. This rise was driven in particular by companies meeting newly introduced ESG assessment criteria, reflecting stronger efforts to adopt advanced governance practices.

Conversely, penalty scores remained relatively high, registering at -2.13% in 2024. Although this marks a slight improvement from -2.32% in 2021, it still lags behind the -0.96% recorded in 2019.

As a result, the total average Level 2 score rose substantially to 13.62% in 2024—a notable improvement from 1.47% in 2021 and 1.88% in 2019. Nonetheless, this progress underscores the ongoing need for Vietnamese PLCs to address persistent governance gaps that continue to result in penalty deductions.

Strengths

- Disclosure of stakeholder engagement channels and explained how ESG-related concerns were addressed.
- Establishment of dedicated sustainability units or board-level committees
- Identification and integration of climate-related and IT risks, including cybersecurity and disaster recovery in overall risk management frameworks with board oversight.
- Timely release of audited financial statements (within 60 days of year-end), and AGM notices with detailed agendas (at least 28 days in advance).
-

Areas for improvement

- Enhanced disclosure practices, including external assurance of sustainability reports and the absence of major audit qualifications or sanctions, reflected stronger governance accountability.
- Some non-executive directors or commissioners received options, performance shares, or bonuses, potentially compromising their independence.
- The Chairman of the Board, Committee Chairs, or the CEO were absent from the most recent General Meeting, raising concerns about leadership accountability.
- Cases of legal violations related to labour, consumer rights, insolvency, competition, or environmental regulations were observed.
- Certain companies were sanctioned by regulators for failing to disclose material events within the required timeframe.
- Instances were noted where independent directors exceeded the recommended tenure limit or held directorships on more than five publicly listed company boards; some chairpersons had previously served as CEO within the past three years.

Conclusions and Recommendations

Vietnamese PLCs continued to advance their corporate governance practices in 2024. Significant progress was observed in areas such as sustainability initiatives, transparency of disclosures, board responsibilities, and stakeholder engagement. Although the overall average score rose to 60.2 out of 130, and performance among mid-tier companies became more consistent, no firm has yet achieved qualification for the ASEAN Asset Class.

Companies demonstrated greater commitment to integrating ESG principles, improved the timeliness of financial reporting, and expanded board-level oversight of risk management. Nonetheless, persistent challenges remain, particularly regarding board independence, diversity, risk governance, and governance issues related to penalties. These gaps continue to hinder further progress among leading companies.

Continuous Evaluation of the Board of Directors' Leadership Role

- Board leadership has improved, but to enhance oversight quality, boards should adopt measurable governance action plans focusing on strategic implementation, succession planning, and sector-specific capacity building.
- Expanding board diversity—especially through greater female and independent representation—remains critical. Limitations on directorships across companies and stricter adherence to tenure limits are encouraged.
- Boards should regularly assess their own performance and that of individual members, disclose outcomes transparently, and ensure that leadership (Chairman, CEO) is consistently present and accountable.

Implementing the Principles of Transparency

- Transparency has increased, particularly in ownership structures, related-party transactions, and financial disclosures. However, key gaps remain in disclosing executive remuneration, non-audit fees, and dividend policies.
- Companies should publish complete governance documents (e.g., board charters, policies) in both Vietnamese and English to promote investor accessibility.
- Corporate websites and investor relations functions should be leveraged more proactively through diverse communication channels (analyst briefings, press releases, etc.).

Assessing Critical Control Points

- Internal control systems, risk frameworks, and audit structures have improved, but formal board declarations on the adequacy of these systems remain limited and should be disclosed annually.
- IT and climate-related risks are increasingly recognised, but they must be integrated systematically into enterprise risk management under board oversight.
- Governance over whistleblowing, anti-corruption, and stakeholder complaint mechanisms needs strengthening, with clear contact points, response protocols, and enforcement practices.

For Sustainable Development

- ESG performance improved modestly, with the average score in the Sustainability and Resilience section rising to 8.4/15 (55.8%). This reflects more structured sustainability governance, reporting aligned with Global Reporting Initiative, the Sustainability Accounting Standards Board, and IFRS standards, and increased use of non-financial metrics in executive compensation.
- To drive long-term value, companies should deepen stakeholder dialogue, track ESG targets with performance data, and ensure board-level ESG responsibility is clearly defined.
- Penalties for governance breaches—such as regulatory sanctions and failure to disclose material events—remained high. Companies must prioritise ethical conduct, legal compliance, and transparent redress mechanisms.

Table 32: of Top 5 Publicly Listed Companies in 2024
(alphabetically by stock code)

No	Stock Code	Company Name
1	DCM	PetroVietnam Ca Mau Fertilizer Corporation
2	FPT	FPT Corporation
3	HDB	Ho Chi Minh City Development Joint Stock Commercial Bank
4	VNM	Vietnam Dairy Products Joint Stock Company
5	VPB	Vietnam Prosperity Joint Stock Commercial Bank

ACMF

ADB