

BOARD POLICY



IGE group operates with a diversified portfolio of business in segments across Power, Construction and Real Estate Development, Trading and Telecom- in addition IGE also has business interests in Hospitality, Oil exploration and Timber. In line with the better governance practices IGE has set up SBU level Boards for the key operating segments in Telecom, Power, Construction and Real Estate and Trading. IGE Main Board operates as an investment holding Company providing parenting support to the operating SBUs.

Main Board

The Board establishes broad cooperate policies for IGE and its controlled entities (referred to collectively as the “IGE” or the “Group”), sets the strategic direction for the group, oversees overall business performance and risk management. The Board is also responsible for the corporate governance of IGE. The Board is responsible for the matters stated below. The board may delegate these responsibilities to a committee of directors, a single director, any employee of the Company, Corporate Units and/or external consultants as deemed necessary.

Conflict of Interest

BOARD DIRECTORS AND EMPLOYEES

The personal interest of directors and employees should never prevail over the interest of IGE. Section 172 of Myanmar Company Law specifically addresses Conflict of interest for the Directors. They are required to be loyal to the organization so much so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the Corporation. They must promote the common interest of all shareholders and the Corporation without regard to their own personal and selfish interests.

A conflict of interest exists when a director or an employee of IGE:

1. Supplies or is attempting or applying to supply goods or services to IGE;
2. Supplies or is attempting to supply goods, services or information to an entity in competition with IGE;
3. By virtue of his office, acquires or is attempting to acquire for himself a business opportunity which should belong to IGE;
4. Is offered or receives consideration for delivering IGE’s business to a third party;

5. Is engaged or is attempting to engage in a business or activity which competes with or works contrary to the best interests of IGE.

If an actual or potential conflict of interest arises on the part of directors, it should be fully disclosed to the Board and the concerned director should not participate in the decision making. A director who has a continuing conflict of interest of a material nature should either resign or, if the Board deems appropriate, be removed from the Board. For employees in a similar situation full declaration shall be provided to Head of Risk & Compliance.

EMPLOYEES

Employees are expected to avoid situations of conflicts of interest or impropriety. As a general rule, they may not engage in business with a competitor, customer or supplier of the Corporation or any of the subsidiaries or affiliates without the prior approval of the Management committee Chairman.

- a. Employees who hold influence over Company business decisions may not have any financial interests in a non-publicly owned enterprise, particularly if the employee deals with the enterprise in behalf of the Company or if the enterprise is a competitor, supplier or customer of the Company or any of the subsidiaries or affiliates.

Likewise, the employee's relatives by the first and second degrees of consanguinity and first degree of affinity may not hold interests in such enterprises.

- b. Managers, professionals, and technical employees engaged in non-IGE enterprises shall fully disclose the relevant facts of the situation to their Unit Head or to the Managing Director for Strategic Human Resources. The disclosure should include the names of the employee's business partners or associates.

The information will remain confidential except to the extent necessary to evaluate

Code of conduct

IGE Group is committed to making positive economic, social and environmental contributions to society, consistent with the principles of honesty, integrity, fairness and respect.

The Board has adopted this Code to provide a set of guiding principles which are to be observed by all IGE personnel, and against which we hold ourselves accountable. IGE personnel are expected at all times to act consistently with the principles set out in this Code.

Our Principles

All directors and employees of IGE Group companies (IGE personnel) are expected at all times to act consistently with the following principles:

1. Act with honesty, integrity and fairness, and be accountable for our decisions.
2. Act in compliance with the law and IGE' policies and procedures and shall not indulge in making and receiving improper payments
3. Seek to make positive and sustainable economic, social and environmental contributions to the communities in which we operate.
4. Respect and maintain privacy and confidentiality of information and accuracy of business records.
5. Identify and manage conflicts of interest.
6. Treat IGE's image as well as employees with respect, value diversity and provide a safe working environment.
7. Respect and shall not misuse IGE's resources and information systems.
8. Engage in business relationships professionally and honestly.

REQUIREMENTS FOR DIRECTORS

Under the Companies Law, a private company must have at least one director and a public company must have at least three directors (one of whom must be a Myanmar citizen). The maximum number of directors that a company can have will usually be stated in the company constitution. The company may also increase or reduce the maximum number of directors stated in the company's constitution by passing a special resolution to change the company constitution.

At least one director of every company must be ordinarily resident in Myanmar. The ordinarily resident director may be a permanent resident of Myanmar or be resident in the country for at least 183 days in every 12-month period.

The Companies Law sets out the minimum qualifications for directors of companies:

- A director must be a natural person who is at least 18 years old.
- A director must be of sound mind.
- A director must not be a person who has been disqualified from acting as a director under the Companies Law or any other applicable law.
- A director must not be an undischarged bankrupt.

A company may set out additional qualifications of directors in the company constitution, such as a requirement to hold shares in the company.

LEGAL DUTIES OF DIRECTORS

Given the wide powers that the directors enjoy over the affairs of the company, the Companies Law imposes many legal duties on directors to ensure that they act properly and in the best interests of the company.

IGE Group of Companies adopts Current Companies Law when selecting and appointing directors.

Independent Directors

1. In considering whether a director is independent and the criteria against which the Board determines the materiality of a relationship, the Board is to have regard to:
 - a. the relationships affecting the independent status of a director
 - b. the materiality guidelines applied in accordance with Myanmar/International accounting standards;
 - c. developments in International corporate governance standards; and
 - d. any independent professional advice sought by the Board at its discretion.
2. If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the corporate secretary and the Chairman.
1. The Board will regularly assess the independence of each director in light of disclosures made accordingly.
2. If the Board determines that a director's status as an independent director has changed, that determination should be disclosed and explained in a timely manner to relevant authorities.
3. An independent director shall notify the Chairman prior to accepting an invitation to become a director of any company (other than IGE Group or any related body corporate). Prior to accepting such an invitation, the director must have the views and recommendations of the Chairman with respect to the director acting simultaneously as a director of the Company and as a director of an external entity (whether in competition with the Company or not).

1. Directors' Resolutions / Board of Directors Meeting

Resolution which has been passed by a **simple majority of votes** of the directors attended.

2. Annual General Meeting

Resolution which has been passed by a **simple majority of votes** of the directors attended.

3. Special General Meeting

“ordinary resolution” means a resolution which has been passed by a **simple majority of the votes** of members entitled to vote as are present in person or by proxy (where allowed) at a general meeting of which notice specifying the intention to propose the resolution as an ordinary resolution has been duly given.

“special resolution” means a resolution which has been passed by a **majority of not less than three-fourths of the votes** of members entitled to vote as are present in person or by proxy (where allowed) at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

BOARD OF DIRECTORS