

# Corporate Governance Report

Updated : 5 Feb 2025  
Company Name : First Private Bank Limited  
Company Representative : U Thu Ra (Chief Executive Officer & Board Secretary)  
Contact : 01-376451  
URL : www.firstprivatebank.com.mm  
Code : MM0000400000

## I. Fundamental Views on Corporate Governance and Other Key Information

### 1. Corporate Attributes

Fiscal Year-End	31 <sup>st</sup> March 2024
Sector Classification	Banking Sector (Services)
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	625 Employees
Revenue	- 16,946.60 (MMK in million)
Profit after Tax	- 2,069.50 (MMK in million)
Total Assets	- 237,574.31 (MMK in million)
Net Assets (consolidated) for FY 2023-2024	- 73,368.28 (MMK in million)
Number of Consolidated Subsidiaries and Associated Companies as of the End of the Previous Fiscal Year	Subsidiary Company - NO Associated Company – NO

### 2. Fundamental Views on Corporate Governance

1. To Implement Robust Governance Structures: Establish clear governance frameworks, including defined roles and responsibilities for the board of directors, senior management, and key committees. Develop and adhere to governance policies and procedures aligned with industry standards and regulatory requirements.
2. To Enhance Board Oversight: Strengthen board oversight functions by promoting independence, diversity, and expertise among board members. Ensure effective board committees are in place to oversee critical areas of the bank's operations.
3. To Promote Transparency and Disclosure: Enhance transparency by implementing comprehensive reporting mechanisms for financial and non-financial performance. stakeholders.
4. To Focus on Risk Management: Integrate strong risk management practices into governance processes. Establish risk appetite frameworks, regular risk assessments, and oversight mechanisms to mitigate operational, financial, and compliance risks.
5. To Prioritize Regulatory Compliance: Ensure compliance with relevant laws, regulations, and guidelines. Regularly assess compliance risks and update policies and procedures accordingly. Foster a culture of compliance throughout the organization.
6. To Strengthen Internal Controls: Implement robust internal control systems to safeguard assets, prevent fraud, and ensure accuracy in financial reporting. Conduct periodic internal audits to assess control effectiveness.



a commitment to transparent communication and board oversight. Dividend payments will be made regularly, balancing shareholder interests with the need to preserve capital adequacy ratios and support long-term value creation. This policy will be reviewed periodically to align with evolving business goals, market dynamics, and CBM regulations, ensuring that dividends contribute to sustained shareholder value and the overall stability of our institution. On the other hand, FPB has to comply with the instruction No. (5/2017) dated 7.3.2017 from the Central Bank of Myanmar, thus, issues relating to the determination and payment of dividend shall be subject to this instruction.

### Dividends per share in each Fiscal Year

Sr. No	Fiscal Year	Dividend Per Share in MMK	Remarks
1	FY 2018-2019	2500.00	
2	FY 2017-2018	2000.00	
3	FY 2016-2017	2000.00	
4	FY 2015-2016	2005.32	
5	FY 2014-2015	2196.82	
6	FY 2013-2014	2306.30	
7	FY 2012-2013	2690.38	
8	FY 2011-2012	2499.19	
9	FY 2010-2011	2385.81	
10	FY 2009-2010	2745.33	
11	FY 2008-2009	3160.26	
12	FY 2007-2008	3107.14	
13	FY 2006-2007	2867.52	
14	FY 2005-2006	2777.70	
15	FY 2004-2005	2261.86	
16	FY 2003-2004	1333.44	
17	FY 2002-2003	1234.28	
18	FY 2001-2002	1233.46	
19	FY 2000-2001	1210.24	
20	FY 1999-2000	1082.81	
21	FY 1998-1999	1565.28	
22	FY 1997-1998	1503.10	
23	FY 1996-1997	1098.40	
24	FY 1995-1996	1065.04	
25	FY 1994-1995	507.72	
26	FY 1993-1994	300.00	

## II. Status of Corporate Governance Systems

### 1. Composition of Corporate Governance Structure

(1) The composition of our corporate governance structure within the First Private Bank reflects our dedication to robust oversight and strategic decision-making. First Private Bank established Board Committees to enhance governance, oversight, and strategic direction. By delegating specific responsibilities to specialized committees, the board ensures comprehensive oversight, informed decision-making, and alignment with the bank's strategic goals and regulatory requirements.

First Private Bank has established following Board Committees;

- (a) Credit Committee
- (b) Risk Management Committee
- (c) Assets and Liabilities Management Committee
- (d) Remuneration Committee
- (e) IT Steering Committee
- (f) Audit Committee
- (g) Board Executive Committee

The Credit Committee is instrumental in ensuring responsible lending practices and risk assessment, helping us maintain a healthy loan portfolio while effectively managing credit risks.

The Risk Management Committee plays a pivotal role in identifying, evaluating, and mitigating various risks encountered by our Bank, fostering a culture of risk awareness and proactive risk management.

The Assets and Liabilities Management Committee oversees the management of our balance sheet, ensuring optimal asset allocation, liquidity management, and funding strategies to support our Bank's financial stability and growth objectives.

The Remuneration Committee is focused on maintaining fair and competitive compensation practices, aligning executive remuneration with performance and shareholder interests.

The IT Steering Committee drives technology initiatives and governance, supporting innovation and cybersecurity measures to enhance operational efficiency and customer experience.

The Audit Committee provides independent oversight of financial reporting, internal controls, and compliance, ensuring transparency and accountability in our Bank's financial operations.

The Board Executive Committee, comprising key executives and directors, is responsible for strategic decision-making and governance oversight, particularly in urgent matters when Board meetings are held monthly. This committee supports and monitors the Management Team of the Bank on behalf of the Board of Directors, ensuring timely and effective responses to critical issues and alignment with the overall strategic direction of the Bank. Together, these committees and structures reinforce our commitment to sound corporate governance practices, enabling us to navigate challenges and capitalize on opportunities effectively in today's dynamic banking landscape.

First Private Bank has established a senior management team that will operate and implement the business plans in accordance with the board's guidelines.

### ( 2 ) Reasons for Adoption of Current Corporate Governance Structure

• As FPB is a publicly listed company, it is dedicated to upholding exemplary standards of corporate governance characterized by accountability, transparency, and adherence to rigorous ethical standards. The bank prioritizes the interests of all stakeholders, including customers, shareholders, employees, suppliers, regulatory bodies, and the broader community. Through transparent reporting, effective risk management, and independent oversight, the bank ensures accountability in decision-making processes. Ethical conduct is ingrained in the bank's culture, with clear guidelines and policies to guide interactions with stakeholders and the public. By fostering a governance framework centered on integrity and compliance, First Private Bank strives to generate sustainable value and mutual benefit for all stakeholders, thus fostering trust and long-term relationships within the financial community.

### 2. Information of Directors

Sr.No.	Position (Independent Director, Executive Director)	Name	Number of Shares Held	Date of Birth
1	Chairman & Non- Executive Director	U Kyaw Tin	11,200	06/11/1953
2	Executive Director	Daw Hla Hla Win	87,120	15/08/1955
3	Executive Director	U Thein Lwin	11,200	11/08/1960
4	Non-Executive Director	U Myo Tun	167,040	22/12/1955
5	Non-Executive Director	U Myint Lwin	150,072	12/06/1946
6	Non-Executive Director	Daw Hla Hla Yi	64,668	26/11/1956
7	Non-Executive Director	U Htin Aung Kyaw Oo	66,000	08/03/1975
8	Non-Executive Director	U Thein Myint	12,000	29/03/1967
9	Non-Executive Director	U La San	60,000	05/03/1975
10	Non-Executive Director	U Tun Win Naing	599,712	17/10/1970
11	Independent Director	U Thet Swe	1,200	22/05/1964
12	Independent Director	Dr. Le Le Win	1,419	01/07/1975
13	Chief Executive Officer	U Thu Ra	-	03/01/1967

## Corporate Governance Report

Please see the profiles of the directors in the following links:

Sr.No	Position (Independent Director, Executive Director)	Name	Director Profile Link
1	Chairman & Non-Executive Director	U Kyaw Tin	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-kyaw-tin">https://www.firstprivatebank.com.mm/?bod_members=u-kyaw-tin</a>
2	Executive Director	Daw Hla Hla Win	<a href="https://www.firstprivatebank.com.mm/?bod_members=daw-hla-hla-win">https://www.firstprivatebank.com.mm/?bod_members=daw-hla-hla-win</a>
3	Executive Director	U Thein Lwin	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-thein-lwin">https://www.firstprivatebank.com.mm/?bod_members=u-thein-lwin</a>
4	Non-Executive Director	U Myo Tun	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-myo-tun">https://www.firstprivatebank.com.mm/?bod_members=u-myo-tun</a>
5	Non-Executive Director	U Myint Lwin	Passed away on 05.01.2024
6	Non-Executive Director	Daw Hla Hla Yi	Resigned on 22.12.2024
7	Non-Executive Director	U Htin Aung Kyaw Oo	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-htin-aung-kyaw-oo">https://www.firstprivatebank.com.mm/?bod_members=u-htin-aung-kyaw-oo</a>
8	Non-Executive Director	U Thein Myint	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-thein-myint">https://www.firstprivatebank.com.mm/?bod_members=u-thein-myint</a>
9	Non-Executive Director	U La San	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-la-san">https://www.firstprivatebank.com.mm/?bod_members=u-la-san</a>
10	Non-Executive Director	U Tun Win Naing	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-tun-win-naing">https://www.firstprivatebank.com.mm/?bod_members=u-tun-win-naing</a>
11	Independent Director	U Thet Swe	<a href="https://www.firstprivatebank.com.mm/?bod_members=u-thet-swe">https://www.firstprivatebank.com.mm/?bod_members=u-thet-swe</a>
12	Independent Director	Dr. Le Le Win	<a href="https://www.firstprivatebank.com.mm/?bod_members=dr-le-le-win">https://www.firstprivatebank.com.mm/?bod_members=dr-le-le-win</a>
13	Chief Executive Officer	U Thu Ra Joined on 11.10.2023	<a href="https://www.firstprivatebank.com.mm/?management_team=u-thu-ra">https://www.firstprivatebank.com.mm/?management_team=u-thu-ra</a>

The following directors have concurrent positions in the board of directors of other companies.

Sr. No.	Position (Independent Director, Executive Officer)	Name	Concurrent positions and companies
1.	Chairman & Non-Executive Director	U Kyaw Tin	Managing Partner & Owner—Kyaw & Kyaw Certified Public Accounting
2.	Executive Director	U Thein Lwin	Director & CEO --Value Growth Consulting Ltd.
3.	Non-Executive Director	U Hla San	Managing Director— “Manaw A Hla” Construction Company Ltd.
4.	Non-Executive Director	U Tun Win Naing	Managing Director— “Zue ” Company Ltd.

### 3. Information of Members of Specialized Committees

#### (Credit Committee)

Role in Committee	Name	Position
Chairman	U Kyaw Tin	Chairman & Non- Executive Director
Member	Daw Hla Hla Win	Executive Director
Member	U Thein Lwin	Executive Director
Member	U Myo Tun	Non-Executive Director
Member	Daw Hla Hla Yi	Non-Executive Director
Member	U Myint Lwin	Non-Executive Director
Member	U Htin Aung Kyaw Oo	Non-Executive Director
Member	U Thein Myint	Non-Executive Director
Member	U La San	Non-Executive Director
Member	U Tun Win Naing	Non-Executive Director
Member	U Thet Swe	Independent Director
Member	Dr. Le Le Win	Independent Director
Member	U Thu Ra	Chief Executive Officer

## (Risk Management Committee)

Role in Committee	Name	Position
Chairman	U Thein Lwin	Executive Director
Member	U Thet Swe	Independent Director
Member	Dr. Le Le Win	Independent Director

## (Assets and Liabilities Management Committee)

Role in Committee	Name	Position
Chairman	U Thein Lwin	Executive Director
Member	Daw Hla Hla Win	Executive Director
Member	U Htin Aung Kyaw Oo	Non- Executive Director
Member	Dr. Le Le Win	Independent Director

## (Remuneration Committee)

Role in Committee	Name	Position
Chairman	U Myint Lwin *	Non- Executive Director
Member	U Myo Tun	Non- Executive Director
Member	Daw Hla Hla Yi	Non- Executive Director
Member	U Thet Swe	Independent Director
Member	Dr. Le Le Win	Independent Director

Remark; U Myint Lwin passed away on 5.1.2024

Daw Hla Hla Win has taken over as chairman of remuneration committee since 17.12.2023

## (IT Steering Committee)

Role in Committee	Name	Position
Chairman	U Thein Lwin	Executive Director
Member	Daw Hla Hla Win	Executive Director
Member	U Kyaw Tin	Non- Executive Director
Member	U Htin Aung Kyaw Oo	Non- Executive Director
Member	U La San	Non- Executive Director
Member	U Thein Myint	Non- Executive Director

Remark; U Htin Aung Kyaw Oo resigned as a IT steering committee member on 17.12.2023

U Hla San resigned as an IT steering committee member on 17.12.2023

U Thein Myint resigned as an IT steering committee member on 17.12.2023

U Tun Win Naing has taken over as an IT steering committee member on 17.12.2023

Dr. Le Le Win has taken over as an IT steering committee member on 17.12.2023



## (Audit Committee)

Role in Committee	Name	Position
Chairman	U Thet Swe	Independent Director
Member	U Thein Lwin	Executive Director
Member	Daw Hla Hla Win	Executive Director

*Remark: The composition of the Audit Committee must comply with Notification No. (2/2020) issued on December 3, 2020, by the Securities and Exchange Commission, Ministry of Planning and Finance Industry. Therefore, we have replaced the existing committee members with a Non-Executive Director and an Independent Director on (25.5.2024).*

## (Board Executive Committee)

Role in Committee	Name	Position
Chairman	U Kyaw Tin	Charman & Non-Executive Director
Member	Daw Hla Hla Win	Executive Director
Member	U Thein Lwin	Executive Director
Member	U Thet Swe	Independent Director

## 4. Information of Meetings of the Board and Specialized Committees

### (1) The number of meetings of the Board and specialized committees in FY 2023-2024

Meetings of the Board	14 times
Credit Committee	36 times
Risk Management Committee	3 times
Assets and Liabilities Committee	1 times
Remuneration Committee	2 times
IT Steering Committee	47 times
Audit Committee	12 times
Board Executive Committee	49 times

### (2) Attendance at meetings of the Board and specialized committees in the previous fiscal year:

Position (Independent Director, Executive Officer)	Name	Attendance (“—” means the director doesn’t belong to the committee.)							
		BOD	CC	RM C	ALC	RC	IT	AC	BEC
Chairman & Non- Executive Director	U Kyaw Tin*	14/14 100%	34/36 94%	—			40/48 25%		49/4 9 100 %
Executive Director	Daw Hla Hla Win	14/14 100%	34/36 94%		1/1 100%		47/47 100%	12/12 100%	49/4 9

									100%
Executive Director	U Thein Lwin	14/14 100%	35/36 97%	3/3 100%	1/1 100%		47/47 100%	12/12 100%	49/49 100%
Non-Executive Director	U Myo Tun	13/14 93%	31/36 86%			2/2 100%			
Non-Executive Director	U Myint Lwin**	5/14 36%	10/36 28%			1/2 50%			
Non-Executive Director	Daw Hla Hla Yi	14/14 100%	35/36 97%			2/2 50%			
Non-Executive Director	U Htin Aung Kyaw Oo	14/14 100%	23/36 64%		1/1 100%				
Non-Executive Director	U Thein Myint	12/14 86%	16/36 44%						
Non-Executive Director	U La San	14/14 100%	23/36 64%						
Non-Executive Director	U Tun Win Naing***	4/14 26%	10/36 28%				13/47 63%		
Independent Director	U Thet Swe	14/14 100%	30/36 83%	3/3 100%		2/2 100%		12/12 100%	49/49 100%
Independent Director	Dr. Le Le Win	13/14 93%	22/36 61%	3/3 100%	1/1 100%	1/2 50%			
Chief Executive Officer	U Thu Ra*	7/14 50%	16/36 44%				20/47 63%		

**Remark:**\* U Thu Ra, CEO joined First Private Bank on 11 October 2023.

\*\* U Myint Lwin Passed away on 5 January 2024

\*\*\* U Tun Win Naing was Elected as members of Board of Directors on 17 December 2023 (BOD Special Meeting 1/2023-24)

### 5. Process for the Selection, Appointment and Re-appointment of New Directors

• FPB's director selection process follows a transparent and inclusive approach in accordance with the Fit and Proper guidelines set by the Central Bank of Myanmar (CBM). We issue announcements inviting interested Director Candidates, including Independent Director Candidates for vacant positions, to apply based on specified criteria. Once applications are received, the director election is conducted through online voting by our shareholders under the supervision of the Director Election Supervision Committee one week before the Annual General Meeting (AGM). Following the voting process, the list of elected directors is announced during our AGM and subsequently approved by shareholders. This process ensures that our board composition reflects the expertise, integrity, and

strategic vision necessary to guide our bank's governance and long-term success. We have reelected and appointed three new directors during 2023-24 fiscal year.

### 6. Remuneration of Directors, etc.

#### (1) Remuneration policies and procedure for setting remuneration, if any

The Remuneration Committee operates in accordance with its charter.

#### (2) Outline of Remuneration

Remuneration of Directors for the previous fiscal year

Total Amount	234.50 (MMK in million)
Base / Fixed Salary	234.50 (MMK in million)
Variable or Performance-related Income	-
Benefits in Kind	-
Stock Options	-
Number of Directors	12

### III. Implementation of Measures for Shareholders

#### 1. Status of efforts to facilitate the exercise of voting rights by shareholders

First Private Bank holds its Annual General Meeting (AGM) every year in accordance with Myanmar Companies Laws, its constitution, and regulations from DICA (Directorate of Investment and Company Administration), SECM (Securities and Exchange Commission of Myanmar), and YSX (Yangon Stock Exchange). Invitations and announcements are disseminated through various media platforms, including the First Private Bank website, Facebook, the YSX website, and local newspapers.

#### 2. Status of Investor Relation Activities

We conduct First Private Bank's Annual General Meeting (AGM) annually and participate in YSX Expo events, seminars, and press releases. Additionally, we organize special event, such as the celebration for the 30th Anniversary of First Private Bank (FPB) during this fiscal year, and ensure transparent disclosure of information through our FPB's website, Facebook page, and the YSX website.

### IV. Status of Internal Control System

#### 1. Basic Policy on Internal Control System

FPB has an Audit Committee and a Risk Management Committee to implement internal control measures such as preventive, detective, and corrective controls. The Internal Audit Team operates under the guidelines of the Audit Committee and regularly reports to the Board of Directors.

#### 2. Status of Constructing Internal Control System

We have reviewed and revised existing HR and Finance policies and procedures to align with best practices in internal controls. Additionally, we have implemented new policies and procedures to better safeguard bank assets and improve the control environment within the bank. We plan to strengthen the

Internal Control System in the coming year by implementing new policies and procedures, enhancing segregation of duties and delegation of duties, and improving Internal Audit activities, including regular audits and surprise audits.

### V. Related Party Transaction

#### 1. Related Party Transaction Policy

As a Public Listed Commercial Bank, FPB prioritize transparency, integrity, and regulatory compliance by implementing robust related party practices and policies. Our guidelines clearly define related parties, including directors, officers, significant shareholders, and their family members. We have stringent procedures in place for disclosing related party transactions, such as loans, guarantees to prevent conflicts of interest and ensure compliance with regulatory requirements. Moreover, we enforce controls to monitor and report related party transactions, ensuring adhere to regulatory standards.

#### 2. Outline of Related Party Transactions

Related Party Transactions in the 2023-2024FY

**02 Apr 2023 to 31 Mar 2024**

Name of related party	Attributes of related party	Voting right ratio	Contents of transaction with related party (Note 1)	Trading amount (MMK) / Ratio to Total Assets (%)	Item	Balance at the end of FY (MMK) / Ratio to Total Assets (%)
Daw Hla Hla Win	Related to Daw Hla Hla Yi (Director)	0.22%	Credit Amount	250.00mil / 0.11%	Loan , Overdraft	249.69mil/0.10%
U Maung Lu	Related to Daw Hla Hla Yi (Director)	0.22%	Credit Amount	400.00mil / 0.17%	Loan, Overdraft	397.85mil /0.17%
U Soe Lwin Daw Khin Thet Mar	Related to Daw Hla Hla Win (Executive Director)	0.29%	Credit Amount	300.00mil / 0.13%	SME	120.00mil /0.05%
Daw Myint Myint Thein	Related to U Thein Myint (Director)	0.04%	Credit Amount	300.00mil / 0.13%	Loan, Overdraft	299.94mil /0.13%
Daw Mya Thet Chel	Related to U Thein Myint (Director)	0.04%	Credit Amount	450.00mil / 0.19%	SME, Loan	420.00mil /0.18%
Daw Nu Nu (son) U Nyo Nyo Aung	Related to U Myo Tun (Director)	0.56%	Credit Amount	300.00mil / 0.13%	SME	240.00mil /0.10%

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Name of related party	Attributes of related party	Voting right ratio	Contents of transaction with related party (Note 1)	Trading amount (MMK) / Ratio to Total Assets (%)	Item	Balance at the end of FY (MMK) / Ratio to Total Assets (%)
Daw Aye Aye Nyein	Related to U Htin Aung Kyaw Oo (Director)	0.22%	Credit Amount	2300.00mil / 0.97%	SME, Loan, Overdraft	2233.09mil / 0.94%
U Aung Soe Thein, U Nyunt Oo	Related to U Htin Aung Kyaw Oo (Director)	0.22%	Credit Amount	1040.00mil / 0.44%	Loan, Overdraft, Loan	1039.94mil / 0.44%
Daw Khaung Naw	Related to U La San (Director)	0.20%	Credit Amount	150.00mil / 0.06%	SME	60.00mil / 0.03%

- End