

**Annual Corporate Governance Report  
for the year 2013**

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**SEC Form - ACGR**

**SECURITIES AND EXCHANGE COMMISSION****SEC FORM – ACGR****ANNUAL CORPORATE GOVERNANCE REPORT****GENERAL INSTRUCTIONS****(A) Use of Form ACGR**

This SEC Form shall be used to meet the requirements of the Revised Code of Corporate Governance.

**(B) Preparation of Report**

These general instructions are not to be filed with the report. The instructions to the various captions of the form shall not be omitted from the report as filed. The report shall contain the numbers and captions of all items. If any item is inapplicable or the answer thereto is in the *negative*, an appropriate statement to that effect shall be made. Provide an explanation on why the item does not apply to the company or on how the company's practice differs from the Code.

**(C) Signature and Filing of the Report**

- A. Three (3) complete sets of the report shall be filed with the Main Office of the Commission.
- B. At least one complete copy of the report filed with the Commission shall be **manually** signed.
- C. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.
- D. This report is required to be filed annually together with the company's annual report.

**(D) Filing an Amendment**

Any material change in the facts set forth in the report occurring within the year shall be reported through SEC Form 17-C. The cover page for the SEC Form 17-C shall indicate "Amendment to the ACGR".

## SECURITIES AND EXCHANGE COMMISSION

## SEC FORM – ACGR

## ANNUAL CORPORATE GOVERNANCE REPORT

2013

1. Report is filed for the Year .....

JOLLIVILLE HOLDINGS CORPORATION

2. Exact Name of Registrant as Specified in its Charter .....

4/F 20 Lansbergh Place, 170 Tomas Morato Avenue, Quezon City

1103


3. ....

Address of Principal Office

Postal Code

134800

4. SEC Identification Number .....

5.  (SEC Use Only)

Industry Classification Code

000-590-608-000

6. BIR Tax Identification Number.....

(632) 373-3038

7. ....

Issuer's Telephone number, including area code

N/A

8. ....

Former name or former address, if changed from the last report

## TABLE OF CONTENTS

<b>A. BOARD MATTERS</b>	<b>6</b>
1) BOARD OF DIRECTORS	
(a) Composition of the Board	6
(b) Corporate Governance Policy/ies	6
(c) Review and Approval of Vision and Mission	6
(d) Directorship in Other Companies	7
(e) Shareholding in the Company	9
2) CHAIRMAN AND CEO	10
3) PLAN FOR SUCCESSION OF CEO/MANAGING DIRECTOR/PRESIDENT AND TOP KEY POSITIONS	11
4) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS	11
5) CHANGES IN THE BOARD OF DIRECTORS	13
6) ORIENTATION AND EDUCATION PROGRAM	17
<b>B. CODE OF BUSINESS CONDUCT &amp; ETHICS</b>	<b>18</b>
1) POLICIES	18
2) DISSEMINATION OF CODE	19
3) COMPLIANCE WITH CODE	19
4) RELATED PARTY TRANSACTIONS	
(a) Policies and Procedures	19
(b) Conflict of Interest	19
5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS	20
6) ALTERNATIVE DISPUTE RESOLUTION	20
<b>C. BOARD MEETINGS &amp; ATTENDANCE</b>	<b>21</b>
1) SCHEDULE OF MEETINGS	21
2) DETAILS OF ATTENDANCE OF DIRECTORS	21
3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS	21
4) QUORUM REQUIREMENT	21
5) ACCESS TO INFORMATION	22
6) EXTERNAL ADVICE	22
7) CHANGES IN EXISTING POLICIES	23
<b>D. REMUNERATION MATTERS</b>	<b>23</b>
1) REMUNERATION PROCESS	23
2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS	23
3) AGGREGATE REMUNERATION	24
4) STOCK RIGHTS, OPTIONS AND WARRANTS	25
5) REMUNERATION OF MANAGEMENT	25
<b>E. BOARD COMMITTEES</b>	<b>25</b>
1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES	25
2) COMMITTEE MEMBERS	29
3) CHANGES IN COMMITTEE MEMBERS	31
4) WORK DONE AND ISSUES ADDRESSED	31
5) COMMITTEE PROGRAM	31
<b>F. RISK MANAGEMENT SYSTEM</b>	<b>32</b>
1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM	32
2) RISK POLICY	32
3) CONTROL SYSTEM	33

<b>G. INTERNAL AUDIT AND CONTROL</b>	<b>35</b>
1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM	35
2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function	36
(b) Appointment/Removal of Internal Auditor	36
(c) Reporting Relationship with the Audit Committee	36
(d) Resignation, Re-assignment and Reasons	37
(e) Progress against Plans, Issues, Findings and Examination Trends	37
(f) Audit Control Policies and Procedures	37
(g) Mechanisms and Safeguards	37
<b>H. ROLE OF STAKEHOLDERS</b>	<b>38</b>
<b>I. DISCLOSURE AND TRANSPARENCY</b>	<b>40</b>
<b>J. RIGHTS OF STOCKHOLDERS</b>	<b>42</b>
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS	42
2) TREATMENT OF MINORITY STOCKHOLDERS	47
<b>K. INVESTORS RELATIONS PROGRAM</b>	<b>48</b>
<b>L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES</b>	<b>49</b>
<b>M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL</b>	<b>49</b>
<b>N. INTERNAL BREACHES AND SANCTIONS</b>	<b>50</b>

## A. BOARD MATTERS

### 1) Board of Directors

Number of Directors per Articles of Incorporation	7
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Actual number of Directors for the year	7
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#### (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non- Executive (NED) or Independent Director (ID)]	If nomin ee, identif y the princi pal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as directo r
JOLLY L. TING	ED	N/A	Dexter E. Quintana	09-06-1986	07-03-2013	ASM 07-03-2013	27
NANETTE T. ONGCARRANCEJA	ED	N/A	Rodolfo L. See	03-02-2000	07-03-2013	ASM 07-03-2013	13
ORTRUD T. YAO	ED	N/A	Ortrud T. Yao	07-20-2001	07-03-2013	ASM 07-03-2013	12
LOURDES G. TING	NED	N/A	Nanette T. Ongcarranceja	09-06-1986	07-03-2013	ASM 07-03-2013	27
DEXTER E. QUINTANA	ID	N/A	Lourdes G. Ting	07-20-2001	07-03-2013	ASM 07-03-2013	12
ERNESTO S. ISLA	ID	N/A	Ernesto S. Isla (colleague)	07-16-2008	07-03-2013	ASM 07-03-2013	5
RODOLFO L. SEE	NED	N/A	Jolly L. Ting (close friend)	06-29-2006	07-03-2013	ASM 07-03-2013	7

**(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.**

The Company believes that good corporate governance is a necessary component of what constitutes sound strategic business management. The Company commits to undertake every effort to create awareness within the organization of good corporate governance principles as embodied in its Manual for Corporate Governance.

It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities.

<sup>1</sup> Reckoned from the election during the annual stockholders' meeting.

**(c) How often does the Board review and approve the vision and mission?**

The Board periodically reviews the vision and mission of the organization. The review, while not formally done, is incorporated during the Company's annual strategic planning for the coming year's plans and programs.

**(d) Directorship in Other Companies****(i) Directorship in the Company's Group<sup>2</sup>**

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
JOLLY L. TING	Calapan Ventures Inc.	ED (Chairman)
	Calapan Waterworks Corporation	ED (Chairman)
	Jolliville Group Management Inc.	ED (Chairman)
	Servwell BPO International Inc.	ED (Chairman)
	Ormina Realty & Development Corp	ED (Chairman)
	Ormin Power Inc.	ED (Chairman)
	Jolliville Leisure & Resort Corp.	ED (Chairman)
	Granville Ventures Inc.	ED (Chairman)
	Jollideal Marketing Corporation	ED (Chairman)
	Ormin Holdings Corporation	ED (Chairman)
	Elgeete Holdings Inc.	ED (Chairman)
	Kenly Resources Inc.	ED (Chairman)
	Febra Resources Corp.	ED (Chairman)
	A-net Resources Corp.	ED (Chairman)
	Oltru Holdings Corp.	ED (Chairman)
	KGT Ventures Inc.	ED (Chairman)
	NGTO Resources Corp.	ED (Chairman)
	Melan Properties Corp.	ED (Chairman)
	OTY Development Corp.	ED (Chairman)
	Ibayo Island Resort Corp.	ED (Chairman)
	MNKO Enterprises Inc.	ED (Chairman)
NANETTE T. ONGCARRANCEJA	Calapan Ventures Inc.	ED
	Calapan Waterworks Corporation	NED
	Servwell BPO International Inc.	ED
	Jolliville Group Management Inc.	ED
	Ormina Realty & Dev't Corp.	ED
	Ormin Power Inc.	ED
	Jollideal Marketing Corporation	ED
	Ormin Holdings Corporation	NED
	Jolliville Leisure & Resort Corp.	ED
	Granville Ventures Inc.	ED
	Monako Wear Corporation	ED
	MNKO Inwear Corporation	ED
	Dollarstore Philippines Inc.	ED
	Global Dollarstore Incorporated	ED
	Alabang Dollarstore Corporation	ED
	Rizal Dollarstore Inc.	ED
	Elgeete Holdings Inc.	ED
	Kenly Resources Inc.	ED
	A-net Resources Corp.	ED

<sup>2</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	Oltru Holdings Corp.	ED
	Febra Resources Corp.	ED
	KGT Ventures Inc.	ED
	OTY Development Corp.	ED
	Melan Properties Corp.	ED
	MNKO Enterprises Inc.	ED
	NGTO Resources Corp.	ED
	Kristal Water Source Corp.	ED
	Vitanutrition Incorporated	ED
LOURDES G. TING	Calapan Ventures Inc.	NED
	Ormina Realty & Dev't Corp.	ED
	Servwell BPO International Inc.	ED
	Granville Ventures Inc.	NED
	Jolliville Leisure & Resort Corp.	NED
	Elgeete Holdings Inc.	ED
	Kenly Resources Inc.	ED
	A-net Resources Corp.	ED
	Oltru Holdings Corp.	ED
	Febra Resources Corp.	ED
	KGT Ventures Inc.	NED
	Melan Properties Corp.	NED
	NGTO Resources Corp.	NED
	OTY Development Corp.	NED
	Ibayo Island Resort Corp.	NED
	MNKO Enterprises Corp.	ED
	Vitanutrition Incorporated	NED
ORTRUD T. YAO	Calapan Ventures Inc.	ED
	Calapan Waterworks Corporation	ED
	Metro Agoo Waterworks Inc.	ED
	Ormina Realty & Dev't Corp.	ED
	Ormin Power Inc.	ED
	Servwell BPO International Inc.	ED
	Kristal Water Source Corp.	ED
	Ormin Holdings Corporation	ED
	Granville Ventures Inc.	ED
	Jolliville Leisure & Resort Corp.	ED
	Elgeete Holdings Inc.	ED
	Kenly Resources Inc.	ED
	A-net Resources Corp.	ED
	Oltru Holdings Corp.	ED
	Febra Resources Corp.	ED
	KGT Ventures Inc.	ED
	Ibayo Island Resort Corp.	ED
	Melan Properties Corp.	ED
	NGTO Resources Corp.	ED
	OTY Development Corp.	ED
	MNKO Inwear Corporation	ED
	Monako Wear Corporation	ED
	Dollarstore Philippines Inc.	ED
	Alabang Dollarstore Corporation	ED
	Global Dollarstore Incorporated	ED
	Rizal Dollarstore Inc.	ED
	Vitanutrition Incorporated	ED
RODOLFO L. SEE	Calapan Ventures Inc.	NED
DEXTER E. QUINTANA	Calapan Ventures Inc.	ID
ERNESTO S. ISLA	Calapan Ventures Inc.	ID

**(ii) Directorship in Other Listed Companies**



Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
None.		

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Jolly L. Ting	Elgeete Holdings Inc.	More than 5% owner
Nanette T. Ongcarranceja		
Lourdes G. Ting		
Ortrud T. Yao		

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	Please see explanation below.	
Non-Executive Director		
CEO		

The Company has not set any limits on the number of board seats that an individual director or CEO may hold simultaneously. The top executive of the Company—the Chairman, holds his position on a full time and exclusive basis.

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
JOLLY L. TING	959,999	None	0.3410%
NANETTE T. ONGCARRANCEJA	500,001	None	0.1776%
RODOLFO L. SEE	5,994,000	None	2.1293%
ORTRUD T. YAO	1,000,001	None	0.3552%
LOURDES G. TING	480,000	None	0.1705%
DEXTER E. QUINTANA	854,001	None	0.3034%
ERNESTO S. ISLA	2	None	0.0000%

*\*Numbers indicated above are as of 31 December 2013.*

## 2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes ☐ No ☒

Identify the Chair and CEO:

Chairman of the Board	JOLLY L. TING
CEO/President	JOLLY L. TING/NANETTE T. ONGCARRANCEJA

Board meetings are regularly scheduled and votes from various committees are in place at times when there are corporate decisions to be made. This is to ensure that all board members are given a clear picture of the situations and concerns of the corporation and for them to be able to address directly their consent/disapprovals. The matters for Board decision are extensively discussed and the President abstains from the deliberations on any matter in which he may have a conflict of interest.

## (b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	<ul style="list-style-type: none"> <li>The Chairman shall preside at all meetings of the directors and shareholders and accordingly authenticate all minutes thereof in conjunction with the Secretary. He shall also exercise such powers and perform such duties as the Board of Directors assign to him.</li> <li>The Chairman, together with the rest of the Board of Directors, provides strategic direction to the Company.</li> <li>The Chairman ensures that the board functions in an effective and collegial manner.</li> </ul>	<ul style="list-style-type: none"> <li>Supervise and control all the business and affairs of the Company.</li> <li>In the absence of the Chairman of the Board, preside at all meetings of the Board of Directors and stockholders.</li> <li>Initiate and develop corporate objectives and policies and formulate long-range projects, plans and programs for the approval of the Board of Directors.</li> <li>Supervise and manage the affairs of the Company upon the direction of the Board of Directors.</li> <li>Implement the administrative and operational policies of the Company.</li> <li>Perform all duties incident to the office(s) of the President, those provided in the existing laws and regulations and the By-Laws, and such other duties as may be prescribed by the Board of Directors from time to time.</li> <li>Appoint, remove, suspend, or</li> </ul>

		discipline employees, prescribe their duties, and determine their salaries. <ul style="list-style-type: none"> <li>• Represent the Company in all functions and proceedings.</li> </ul>
<b>Accountabilities</b>	<ul style="list-style-type: none"> <li>• Attest to the accuracy of the minutes of stockholders' meetings prepared by the Corporate Secretary.</li> <li>• Together with other officers designated by the Board, sign all checks, drafts, or other orders with respect to any funds of the Company maintained in any bank, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.</li> </ul>	<ul style="list-style-type: none"> <li>• Oversee the preparation of budgets and statements of account of the Company.</li> <li>• Together with other officers designated by the Board, sign all checks, drafts, or other orders with respect to any funds of the Company maintained in any bank, certificates of stock of the Company, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed.</li> </ul>
<b>Deliverables</b>	<ul style="list-style-type: none"> <li>• Minutes of Stockholders' meetings</li> <li>• Various regulatory submissions that may require the signature of the Chairman of the Board of Directors.</li> </ul>	<ul style="list-style-type: none"> <li>• Budgets and statements of account of the Company</li> <li>• Reports to the Board and stockholders</li> <li>• Signed certificates of stock</li> </ul>

Although the Chairman and Chief Executive Officer of the Company is one and the same person, the Board makes sure to consider independent views and perspectives in its decision-making.

**3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?**

The Company's senior officers work closely with the CEO/President and under the guidance of the Board of Directors to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations.

**4) Other Executive, Non-Executive and Independent Directors**

**Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.**

The Nomination Committee evaluates the nominees for election as directors to ensure that there is diversity of experience and backgrounds. This is part of the duty of the Nomination Committee when they pre-screen and shortlist the nominees for election as directors.

**Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.**

Yes, as part of the Nomination Committee's duties is to evaluate the nominees for election as directors. Thus, when they pre-screen the candidates, they assess the nominees' background to ensure that at least one of the directors is familiar with the information technology business and the trends and prospects in the industry. The Nomination Committee also ensures that there is diversity of experience and backgrounds in the Board.

**Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:**

<b>Executive/ Non-Executive/ Independent Director</b>	
<b>Role</b>	<ul style="list-style-type: none"> <li>• Determine and establish the Corporation's purpose, vision and mission, objectives, policies and procedures, and the strategies and means to carry out its objectives and attain its goals.</li> <li>• Establish minimum internal control mechanisms for monitoring and overseeing management performance.</li> <li>• Install a process of selection to ensure a mix of competent directors and officers and specify minimum qualifications and disqualifications for these positions.</li> <li>• Ensure that the Corporation complies with all relevant laws, regulations and codes of best business practices.</li> <li>• Identify the Corporation's major and other stakeholders and formulate a clear policy on communicating or relating with them through an effective investor relations program.</li> <li>• Adopt a system of internal checks and balances, which shall include checks and balances in case of unified positions.</li> <li>• Identify key risk areas and key performance indicators and monitor these factors with due diligence.</li> <li>• Keep the Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulation.</li> <li>• Constitute the Executive, Compensation and Remuneration, Audit and Nomination Committees and appoint the members thereof in keeping with the principles of good corporate governance and in accordance with the provisions of this Manual.</li> <li>• Provide the stockholder with a balanced and understandable assessment of the corporation's performance, position and prospects.</li> <li>• Explain its responsibility for preparing the accounts, for which there should be a statement by the auditors about its reporting responsibilities.</li> <li>• Require the chief audit executive to render to the Audit Committee and senior management an annual report on the internal audit department's activity, purpose, authority, responsibility and performance relative to the audit plans and strategies approved by the Audit Committee.</li> <li>• Appoint competent, professional, honest, and highly motivated management officers.</li> <li>• Adopt an effective succession-planning program for management.</li> <li>• Provide sound strategic policies and guidelines to management on major capital expenditures.</li> <li>• Establish and maintain alternative dispute resolution system that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties.</li> <li>• Appoint a Compliance Officer, who shall have the rank of at least vice president or its equivalent. In the absence of such appointment, the Corporate Secretary shall act as Compliance Officer.</li> <li>• Run the day-to-day operations of the department or unit that he/she heads.</li> </ul>
<b>Accountabilities</b>	<ul style="list-style-type: none"> <li>• Conduct fair business transactions with the Corporation and ensure that personal interests do not prejudice Board decisions; act in a manner characterized by transparency, accountability and fairness.</li> <li>• Devote time and attention necessary to properly discharge his duties and responsibilities.</li> <li>• Act judiciously and exercise independent judgment.</li> <li>• Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission, and where applicable, the requirements of other regulatory agencies.</li> <li>• Observe confidentiality.</li> <li>• Ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment.</li> <li>• Attend regular and special meetings of the Board in person or by teleconferencing,</li> </ul>

	subject to existing regulations.
<b>Deliverables</b>	<ul style="list-style-type: none"> <li>• Attend Board meetings</li> <li>• Establishment of internal control mechanisms</li> <li>• Policy on communicating with stakeholders</li> <li>• System of internal checks and balances.</li> <li>• Constitute Executive, Compensation and Remuneration, Audit, and Nomination Committees</li> <li>• Succession planning program for Management</li> <li>• Policies and guidelines on major capital expenditures</li> <li>• Alternative dispute resolution system</li> </ul>

**Provide the company's definition of "independence" and describe the company's compliance to the definition.**

The Company defines "independence" as freedom from any business, family, professional, or other relationship that could, or could reasonably be perceived to, materially interfere with an officer's independent judgment in carrying out responsibilities. The Company complies with this view of independence by ensuring that the independent directors elected not only meet the professional criteria of competence but also are able to freely profess their views on the policies and operations of the Company untainted or unhampered by any relationship or other considerations other than what is best for the Company, its stockholders, and the community where the Company operates.

**Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.**

The Company has adopted the guidelines set by the SEC in the term limits of independent directors. Consistent with SEC Memorandum Circular No. 9, Series of 2011, the Company has a term limit of five (5) consecutive years for independent directors. Tenure of at least six months is considered one year. Following a two (2) year 'cooling-off' period, a person who previously served as independent director may seek re-election for another period of five (5) consecutive years. The Company adheres to the maximum limit of ten (10) years set by the SEC. Thus, an independent director who has served for a total of 10 years shall no longer be nominated for election as independent director.

**5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)**

**(a) Resignation/Death/Removal**

**Indicate any changes in the composition of the Board of Directors that happened during the period:  
For the period covered by this report, there were no changes in the membership of the Board of Directors.**

Name	Position	Date of Cessation	Reason
None			

**(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension**

**Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:**

Procedure	Process Adopted	Criteria
<b>a. Selection/Appointment</b>		

<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b> <b>(iii) Independent Directors</b>	Nominations for election as directors shall be submitted to the Nomination Committee not later than 30 January of each year. Thereafter, the Nomination Committee meets to consider all nominees in accordance with the qualifications and disqualifications set by the Manual of Corporate Governance and by the Board.	<ul style="list-style-type: none"> <li>• Holder of at least one (1) share of stock of the Corporation.</li> <li>• At least a college graduate, or in lieu of a formal education, he must have gained sufficient experience in managing the business.</li> <li>• At least 21 years old.</li> <li>• Proven integrity, probity and assiduousness.</li> <li>• Possesses other qualifications as shall be prescribed by the Board.</li> </ul>
<b>b. Re-appointment</b>		
<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b> <b>(iii) Independent Directors</b>	Nominations for election as directors shall be submitted to the Nomination Committee not later than 30 January of each year. Thereafter, the Nomination Committee meets to consider all nominees in accordance with the qualifications and disqualifications set by the Manual of Corporate Governance and by the Board.	<ul style="list-style-type: none"> <li>• Holder of at least one (1) share of stock of the Corporation.</li> <li>• At least a college graduate, or in lieu of a formal education, he must have gained sufficient experience in managing the business.</li> <li>• At least 21 years old.</li> <li>• Proven integrity, probity and assiduousness.</li> <li>• Possesses other qualifications as shall be prescribed by the Board.</li> </ul>
<b>c. Permanent Disqualification</b>		
<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b>	The Nomination Committee pre-screens and shortlists all candidates nominated to become a member of the Board. In case the ground for disqualification arises during the incumbency of a director, he shall automatically cease to become a member and shall immediately vacate the office.	The By-Laws of the Company provide that the following persons shall be disqualified from being elected as members of the Board of Directors: <ol style="list-style-type: none"> <li>a. any person finally convicted judicially of an offense involving corruption, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury, or other fraudulent acts;</li> <li>b. any person finally found by the Securities and Exchange Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the SRC, the Corporation Code, or any other law administered by the Securities and Exchange Commission or the Bangko</li> </ol>

		<p>Sentral ng Pilipinas;</p> <p>c. any person judicially declared to be insolvent;</p> <p>d. any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and</p> <p>e. conviction by final judgment of an offense punishable by imprisonment for a period exceeding 6 years, or a violation of the Corporation Code, committed within 5 years prior to the date of his election or appointment.</p>
<b>(iii) Independent Directors</b>	<p>The Nomination Committee pre-screens and shortlists all candidates nominated to become a member of the Board. In case the ground for disqualification arises during the incumbency of a director, he shall automatically cease to become a member and shall immediately vacate the office.</p>	<p>Independent directors shall be disqualified if they commit any of the acts that disqualify a regular director or if he fails to meet the requirements or qualifications for an independent director as stated above.</p>
<b>d. Temporary Disqualification</b>		
<p><b>(i) Executive Directors</b></p> <p><b>(ii) Non-Executive Directors</b></p> <p><b>(iii) Independent Directors</b></p>	<p>If the ground for disqualification is refusal to comply with the disclosure requirements, the disqualification shall be in effect as long as the refusal persists. In case the ground is habitual absence, the disqualification shall apply for purposes of the succeeding election. If the ground is dismissal or termination for cause as director of any corporation covered by the SRC, the disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination. If the beneficial equity ownership of an independent director in the Company or its subsidiaries and affiliates exceeds two percent of its subscribed capital stock, the disqualification shall be lifted if the limit is later complied with. A temporarily disqualified director shall, within 60</p>	<p>The Board may provide for the temporary disqualification of a director for any of the following reasons:</p> <p>a. Refusal to comply with the disclosure requirements of the SRC and its Implementing Rules and Regulations.</p> <p>b. Absence in more than 50% of all regular and special meetings of the Board during his incumbency, or any 12-month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident.</p> <p>c. Dismissal or termination for cause as director of any corporation covered by the SRC.</p> <p>d. If the beneficial equity ownership of an independent director in the Company or its subsidiaries and affiliates exceeds two percent of its subscribed capital stock.</p> <p>e. If any of the judgments or orders cited in the grounds for</p>

	business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.	permanent disqualification has not yet become final.
<b>e. Removal</b>		
<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b> <b>(iii) Independent Directors</b>	The Board, by resolution at a meeting called for the purpose, shall remove a director as soon as the grounds for permanent disqualification are discovered. Moreover, if a director violates any of the provisions of the Revised Manual on Corporate Governance (MCG), he shall likewise be ousted from office.	
<b>f. Re-instatement</b>		
<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b>	If the ground is refusal to comply with the disclosure requirements, the director shall be reinstated after he complies with the said requirements. If the ground is dismissal or termination for cause as director of any corporation covered by the SRC, the director shall be reinstated after he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination.	
<b>(iii) Independent Directors</b>	<p>If the ground is refusal to comply with the disclosure requirements, the director shall be reinstated after he complies with the said requirements. If the ground is dismissal or termination for cause as director of any corporation covered by the SRC, the director shall be reinstated after he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination.</p> <p>If the ground is exceeding the 2% beneficial ownership limit, he shall be reinstated as soon as the limit is complied with.</p>	
<b>g. Suspension</b>		
<b>(i) Executive Directors</b> <b>(ii) Non-Executive Directors</b> <b>(iii) Independent Directors</b>	To strictly observe and implement the provisions of the Company's MCG, suspension is	The guidelines mandated in the Company's Manual of Corporate Governance and other standards



	imposed on directors in case of second violation of any of the provisions of the MCG.	as may be set by the Board of Directors.
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#### Voting Result of the last Annual General Meeting

The following directors were re-elected to the Board during the Company's 2012 annual stockholders' meeting:

Director's Name	Position
JOLLY L. TING	Chairman and Chief Executive Officer
NANETTE T. ONGCARRANCEJA	President and Chief Operating Officer
LOURDES G. TING	Vice President
ORTRUD T. YAO	Treasurer/CFO/Asst. Secretary/Compliance Officer
RODOLFO L. SEE	Director
DEXTER E. QUINTANA	Independent Director
ERNESTO S. ISLA	Independent Director

Voting for directors was conducted via *viva voce*. Considering that there were as many nominees as there were seats to be filled, and upon the confirmation of the inspectors appointed by the Board that there was no indication of dissent among the stockholders, the Chairman requested the Corporate Secretary to cast all votes for the nominees.

#### 6) Orientation and Education Program

##### (a) Disclose details of the company's orientation program for new directors, if any.

The Company has no specific training program for new directors. New directors are given an orientation on the business of the Company. They are also given access to the Company's directors and officers to address any questions or clarifications that new directors may raise.

New directors are asked to undergo workshops or seminars on corporate governance in order to ensure that they meet the regulatory requirements of the SEC and PSE.

##### (b) State any in-house training and external courses attended by Directors and Senior Management<sup>3</sup> for the past three (3) years:

Program	Name of Training Institute
Corporate Planning Leadership Training Team Building	Benchmark Consulting International

##### (c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

The directors are free to choose training programs and seminars that could further improve and enhance their knowledge in their respective fields. Selected trainings and seminars are submitted to the board for approval.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
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<sup>3</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

None			

## B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
<b>(a) Conflict of Interest</b>	Everyone is duty bound, under the penalty of perjury, to disclose fully their existing business interests, shareholdings, personal activities or relationships that may directly or indirectly conflict with the performance of their intended duties and responsibilities. The Board determines whether each person's business interests, shareholdings, personal activities or relationships result in conflict with the duties and responsibilities in the Company. All employees shall conduct fair business transactions with the Company and ensure that his personal interests do not conflict with the interests of the Company.		
<b>(b) Conduct of Business and Fair Dealings</b>	The Company shall not enter into arrangements with its competitors to arbitrarily set prices of products and other terms of the market/industry. Customers and suppliers should be dealt with fairly.		
<b>(c) Receipt of gifts from third parties</b>	Acceptance of gifts and other favors from customers, suppliers, or any other third party which might compromise one's ability to make objective decisions or which might affect the performance of one's duty is strictly prohibited.		
<b>(d) Compliance with Laws &amp; Regulations</b>	Compliance with applicable laws, rules and regulations must never be compromised. Moreover, the Company has an anti-bribery policy. Everyone is prohibited from giving anything of value to a government official in exchange for a favorable treatment.		
<b>(e) Respect for Trade Secrets/Use of Non-public Information</b>	Information acquired by virtue of office shall be treated with utmost confidentiality. The Company's non-public information should be safeguarded and shall not be disclosed to third parties. Trading in Company's stocks based on material non-public information will be dealt with criminally.		
<b>(f) Use of Company Funds, Assets and Information</b>	Company assets and funds cannot be used for personal benefit or for the benefit of anyone other than the Company. Everyone is discouraged from engaging in personal activities during working hours.		
<b>(g) Employment &amp; Labor Laws &amp; Policies</b>	Labor Laws are strictly complied with. Moreover, the safety and welfare of all people working in the Company should be prioritized at all times.		
<b>(h) Disciplinary action</b>	The Compliance Officer is responsible for determining violation of the Manual of Corporate Governance through notice and hearing. He recommends to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board. The Board shall impose a penalty that is in accordance with the Company's HR policy and commensurate to the transgression of the person involved on other violations.		
<b>(i) Whistle Blower</b>	Whenever a report is made to the Compliance Officer, the Human Resource Department Head, or to any member of the Audit Committee, anonymity and confidentiality consistent with conducting a thorough and fair investigation are prioritized. Since the Company values people who identify issues that need to be addressed, any form of retaliation is proscribed.		
<b>(j) Conflict Resolution</b>	Conflicts are resolved internally as much as possible. It should be resolved in the lowest possible level using procedure that addresses and respects the needs, interests and rights of the parties involved.		

**2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?**

Yes. All directors, members of senior management, and employees were furnished copies of the Company's code of ethics upon their assumption of their respective positions in the Company.

**3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.**

Everyone is mandated to report any violation of the Company's Code of Business Conduct and Ethics to the Compliance Officer, Human Resource Department Head, or to any member of the Audit Committee.

**4) Related Party Transactions**

**(a) Policies and Procedures**

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	The Company adopts a policy of full disclosure with regard to related party transactions. All terms and conditions of related party transactions are reported to the Board of Directors.
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	

**(b) Conflict of Interest**

**(i) Directors/Officers and 5% or more Shareholders**

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
N/A	<ul style="list-style-type: none"> <li></li> <li></li> </ul>

The Company enters into transactions with full disclosure to the Board of Directors of the related parties involved therein. Moreover, the terms and conditions of contracts are made on an arms length basis. The Company has not identified any actual or probable conflict of interest situation between the Company and its directors, officers, or shareholders holding at least 5% of the Company's outstanding capital stock. All terms and conditions are submitted to the board for approval. At least one independent director should approve d transaction.

**(ii) Mechanism**

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest

between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	Among the duties of the Compensation and Remuneration Committee is to insure that all incoming officers and directors disclose fully their existing business interests or shareholdings that may directly or indirectly conflict with the performance of their intended duties and responsibilities, under the penalty of perjury, and to review the existing Human Resources Development or Personnel Handbook or its equivalent, to strengthen provisions on conflict of interest. On the other hand, the Nomination Committee considers the possibility of conflicting interest in determining the number of directorships that may be held by a director.
Group	

#### 5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,<sup>4</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
None		

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
None		

- (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
None		

#### 6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	Conflicts are usually resolved through mediation between the parties. A
Corporation & Third Parties	

<sup>4</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

<b>Corporation &amp; Regulatory Authorities</b>	mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved.
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### C. BOARD MEETINGS & ATTENDANCE

#### 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

As far as practicable, schedules of Board of Directors' meetings are determined at the beginning of the year. However, actual details as to date, time, and venue thereof are subject to change depending on the availability of directors and senior management.

#### 2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman/President	JOLLY L. TING	ASM 7/03/13	12	12	100%
Director	NANETTE T. ONGCARRANCEJA	ASM 7/03/13	12	12	100%
Director	LOURDES G. TING	ASM 7/03/13	12	12	100%
Director	ORTRUD T. YAO	ASM 7/03/13	12	12	100%
Director	RODOLFO L. SEE	ASM 7/03/13	12	12	100%
Independent Director	ERNESTO S. ISLA	ASM 7/03/13	12	12	100%
Independent Director	DEXTER E. QUINTANA	ASM 7/03/13	12	12	100%

#### 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None. The non-executive directors of the Board do not meet separately.

#### 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

The Company uses the minimum quorum requirement as set forth in the Corporation Code. Thus, when majority of the directors are present, the Board proceeds with transaction of business as stated in the agenda for each meeting.

#### 5) Access to Information

##### (a) How many days in advance are board papers<sup>5</sup> for board of directors meetings provided to the board?

The Company has adopted a standard that the board materials should be provided to the members of the Board a week in advance to enable the directors to adequately prepare for the meeting.

##### (b) Do board members have independent access to Management and the Corporate Secretary?

Yes. The Company's Manual of Corporate Governance provides that directors shall enjoy independent access

<sup>5</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

to Management and the Corporate Secretary, especially in regard to access to information and documents.

- (c) **State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?**

As part of its Manual of Corporate Governance, the Company has prescribed that the role of the Corporate Secretary be, as follows:

- Gather and analyze all documents, records and other information essential to his duties;
- As to agenda, get a complete schedule thereof at least for the current year and put the Board on notice before every meeting;
- Attend all board meetings, except in justifiable cases,
- Keep in custody and preserve the integrity of minutes of the Board meetings and other official records;
- Assist the Board in making business judgments in good faith;

- (d) **Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.**

Yes. Atty. Paula Danica B. Landayan, the new Corporate Secretary vice Atty. Maria Cecilia V. Soria, has extensive experience in corporate law practice and possesses administrative and interpersonal skills.

- (e) **Committee Procedures**

**Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:**

Yes

☒

No

☐

Committee	Details of the procedures
Executive	The Manual of Corporate Governance ensures that the members of the Board have unhampered access to the reports produced by the different committees as well as to the individual members of the committees and senior officers of the Corporation. Inquiries can be made by a member of the Board at any time to enable him to properly perform his duties and responsibilities. The head of the committee is responsible for circulating the agenda one week before a meeting is held. Directors can avail of any information regarding the respective committee meeting from the committee head.
Audit	
Nomination	
Remuneration	
Others (Risk)	

## 6) External Advice

**Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:**

Procedures	Details
The Manual of Corporate Governance provides that the members of the Board, whether individually or as a Board, shall have access to independent professional advice at the Corporation's expense.	This independent professional advice may be sourced from the Corporation's retained external legal counsel or auditors. The Board may likewise choose to engage professionals in specific matters.

## 7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

There were no significant changes introduced by the Board during the period covered by this report that may have a material effect on the business of the Company. In compliance with the requirements of the Securities Regulation Code, any such changes are immediately reported to the SEC and the PSE.

Existing Policies	Changes	Reason
None		

#### D. REMUNERATION MATTERS

##### 1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	The Compensation and Remuneration Committee is tasked with coming up with a formal and transparent procedure for developing a policy for executive remuneration and fixing the remuneration packages for corporate officers and directors, and provide oversight over remuneration of senior management and key personnel to ensure that compensation levels are consistent with the Corporation's culture, strategy, and environment. The Committee also determines the amount of remuneration of directors and officers. The Committee ensures that their remuneration is sufficient to attract and retain personnel.	
(2) Variable remuneration		
(3) Per diem allowance		
(4) Bonus		
(5) Stock Options and other financial instruments		
(6) Others (specify)		

##### 2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
<b>Executive Directors</b>	The Corporation's Executive Directors receive remuneration for their services consisting of a fixed amount. They also receive per diems for committee participation or special assignment.		
<b>Non-Executive Directors</b>	The Corporation's Non-Executive Directors receive regular compensation for their services. They also receive per diems for committee participation or special assignment.		

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

Remuneration Scheme	Date of Stockholders' Approval
The remuneration scheme, as disclosed to the stockholders via SEC Form 20-IS, is ratified by the stockholders as part of the acts of the Board of Directors of the Company on the previous year during each annual stockholders' meeting.	03 July 2013

### 3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	6,953,100	1,976,953	3,953,906
(b) Variable Remuneration	-	-	-
(c) Per diem Allowance	48,000	12,000	24,000
(d) Bonuses	565,950	161,954	323,909
(e) Stock Options and/or other financial instruments	-	-	-
(f) Others (Specify)	-	-	
<b>Total</b>	<b>7,567,050</b>	<b>2,150,907</b>	<b>4,301,815</b>

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	-	-	-
2) Credit granted	-	-	-
3) Pension Plan/s Contributions	-	-	-
(d) Pension Plans, Obligations incurred	-	-	-
(e) Life Insurance Premium	-	-	-
(f) Hospitalization Plan	-	-	-
(g) Car Plan	-	-	-
(h) Others (Specify)	-	-	-
<b>Total</b>			

### 4) Stock Rights, Options and Warrants

#### (a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are



entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
None of the members of the Board own or is entitled to stock rights, options or warrants over the Company's shares				

**(b) Amendments of Incentive Programs**

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
The Company has no existing incentive program.		

**5) Remuneration of Management**

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Jefferson Y. Yao	Php3,622,429
Roderick Philip A. Ongcarranceja	
Bernard Tuanquin	
Roger T. Ong	
Ray Anthony T. Ong	

**E. BOARD COMMITTEES**

**1) Number of Members, Functions and Responsibilities**

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
<b>Executive</b>	3			N	The role of the Executive	Its responsibilities include performing	It shall exercise any

					Committee is to support the Board accomplishes its work in the most efficient way and to strengthen the management and administration of the corporation through the performance of its duties and responsibilities. It facilitates decision making in between Board meetings or in the case of a crisis or other urgent circumstances.	specific directions of the Board of Directors; discussing in detail strategic plans and directions; forming the policy of the corporation and taking action on policies when they effect the work; evaluating participation of directors and handles issues in case of resignation, termination, or discipline of members of the Board; providing counsel, feedback, and support when needed and seeking assurance of full cooperation and participation of every member of the Board; facilitating annual assessment of the member of the board; reviewing the compensation, remuneration, and benefit of the board; overseeing budget preparation and financial planning in coordination with the concerned committees; ensuring compliance with the existing laws and ordinances; overseeing the other committees of the corporation;	of the powers and attributes, allowable by law, of the Board of Directors during the intervening period between the Board's meetings, and shall report all resolutions adopted by it to the Board of Directors at the first meeting that the latter may subsequently hold.
<b>Audit and Risk</b>	1	1	1	Y	Its oversight function covers financial reporting and disclosures, risk management and internal controls, management and internal audit, and external audit.	Its responsibilities include assisting the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations; providing oversight over Management's	It has the power to disallow any non-audit work that will conflict with the duties of the External Auditor or may pose a threat to his independence. It also has the power to call attendees as

						activities in managing credit, market, liquidity, operational, legal and other risks of the Company and over the Company's Internal and External Auditors; reviewing the annual internal audit plan and organize an internal audit department; monitoring and evaluating the adequacy and effectiveness of the internal control system; and coordinating, monitoring and facilitating compliance with laws, rules and regulations.	required, including having open access to Management and auditors. It has the right to seek additional information as necessary to fulfill its responsibilities.
<b>Nomination</b>	2		1	N	It is responsible for reviewing the structure, size and composition of the Board and ensuring that both are comprised of the right balance of skills, knowledge and experience.	Its responsibilities include pre-screening and shortlisting all candidates nominated to become a member of the Board and re-defining the role, duties and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance.	It has the power to seek any information that it requires from employees of the Company, all of whom are directed to co-operate with any request it makes. Moreover, it has the power to employ the services of such advisers as it deems necessary to fulfill its responsibilities.
<b>Remuneration</b>	2		1	N	It's function is to establish a formal and transparent procedure for developing a policy on remuneration packages of corporate	Its responsibilities include determining the amount of remuneration for the Company's directors and officers; ensuring that all incoming officers and directors disclose	It has the power to engage an adviser as it deems necessary to carry out its duties. It also has unrestricted

					officers, directors, senior management and other key personnel to ensure that the compensation levels are consistent with the Company's culture, strategy and control environment.	fully their existing business interests or shareholdings that may directly or indirectly conflict with the performance of their intended duties and responsibilities; reviewing the existing Human Resources Development or Personnel Handbook to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements.	access to members of management, employees and relevant information.
<b>Others (Risk)</b> *The Company has an Audit and Risk Committee.				N	It is established to assist the Board in overseeing the Company's practices and processes relating to risk assessment and risk management; maintaining an appropriate risk culture, reporting of financial and business risks and associated internal controls.	It will assist the Board in providing framework to identify, assess, monitor and manage the risks associated with the Company's business; it helps the Board to adopt practices designed to identify significant areas of business and financial risks and to effectively manage those risks in accordance with Company's risk profile; it will develop a formal risk management policy that guides the Company's risk management and compliance processes and procedures.	It has the power to recommend to the Board changes or improvements to key elements of its processes and procedures.

## 2) Committee Members

### (a) Executive Committee

Office	Name	Date of	No. of	No. of	%	Length of
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		Appointment	Meetings Held	Meetings Attended		Service in the Committee
Chairman	JOLLY L. TING	ASM 7/03/13	12	12	100%	27
Member (ED)	NANETTE T. ONGCARRANCEJA	ASM 7/03/13	12	12	100%	13
Member (ED)	ORTRUD T. YAO	ASM 7/03/13	12	12	100%	12

**(b) Audit and Risk Committee**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	DEXTER E. QUINTANA	ASM 7/03/13	12	12	100%	12
Member (NED)	RODOLFO L. SEE	ASM 7/03/13	12	12	100%	7
Member (ED)	ORTRUD T. YAO	ASM 7/03/13	12	12	100%	12

**Disclose the profile or qualifications of the Audit Committee members.**

The Audit and Risk Committee is composed of three (3) members from the Board, one (1) of whom is an independent director, the chair of the committee. Each member has an accounting and finance backgrounds, and one of whom with audit experience. Also, each member has an adequate understanding of accounting and auditing and risk management principles in general and competence at most of the Corporation's financial management systems and environment.

**Describe the Audit Committee's responsibility relative to the external auditor.**

The Audit Committee is assigned the responsibility of working closely and regularly with the Corporation's external auditor to evaluate its work.

**The Company's Manual of Corporate Governance enumerates the responsibilities of the Audit Committee relative to the external auditor, to wit:**

- Perform oversight functions over the Company's Internal and External Auditors. It should ensure that the Internal and External Auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
- Pre-approve all audit plans, scope and frequency one (1) month before the conduct of external audit;
- Perform direct interface functions with the external auditors;
- Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- Review the reports submitted by the External Auditors; and
- Evaluate and determine the non-audit work, if any, of the External Auditor, and review periodically the non-audit fees paid to the External Auditor in relation to their significance to the total annual income of the External Auditor and to the Company's overall consultancy expenses; The Committee shall disallow

any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's annual report.

**(c) Nomination Committee**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	LOURDES G. TING	ASM 7/03/13	12	12	100%	27
Member (ID)	DEXTER E. QUINTANA	ASM 7/03/13	12	12	100%	12
Member (ED)	NANETTE T. ONGCARRANCEJA	ASM 7/03/13	12	12	100%	13

**(d) Remuneration Committee**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	NANETTE T. ONGCARRANCEJA	ASM 7/03/13	12	12	100%	13
Member (ED)	ORTRUD T. YAO	ASM 7/03/13	12	12	100%	12
Member (ID)	ERNESTO S. ISLA	ASM 7/03/13	12	12	100%	5

**(e) Others (Specify) – Risk Committee**

This is not applicable as the Corporation has an Audit and Risk Committee.  
Info supplied under the Audit Committee.

**Provide the same information on all other committees constituted by the Board of Directors:**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	N/A					
Member (ED)						
Member (NED)						

**3) Changes in Committee Members**

**Indicate any changes in committee membership that occurred during the year and the reason for the changes:**

Name of Committee	Name	Reason
Executive	None	
Audit	None	
Nomination	None	
Remuneration	None	
Others (Risk)	None	

#### 4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
<b>Executive</b>	Evaluation of current operational procedures.	No significant issues addressed.
<b>Audit</b>	The Committee passed upon and approved the Company's audited financial statements before endorsing for the approval of the Board of Directors.	No significant issues addressed.
<b>Nomination</b>	The Committee passed upon the list of nominees for election as member of the Board of Directors and prepared the final short list of nominee.	No significant issues addressed.
<b>Remuneration</b>	Evaluation of current operational procedures.	No significant issues addressed.
<b>Others (Risk)</b>	The Committee passed upon and approved the Company's audited financial statements before endorsing for the approval of the Board of Directors.	No significant issues addressed.

#### 5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	None	No significant issues addressed
Audit	None	No significant issues addressed
Nomination	None	No significant issues addressed
Remuneration	None	No significant issues addressed
Others (specify)	None.	No significant issues addressed

### F. RISK MANAGEMENT SYSTEM

#### 1) Disclose the following:

**(a) Overall risk management philosophy of the company;**

The Company's risk management program focuses on safeguarding shareholder value to manage unpredictability of risks and minimize potential adverse impact on its operating performance and financial condition.

**(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;**

The Company's Board of Directors is directly responsible for risk management and the Management carries out risk management policies approved by the Board. After the Management identifies, evaluates reports and monitors significant risks, and submits appropriate recommendations, the Board approves formal policies for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, credit risk and liquidity risk.

**(c) Period covered by the review;**

The period covered by the review is from 1 January 2013 up to 31 December 2013.

**(d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and**

The Risk Committee annually reviews the Company's approaches to risk management and recommends to the Board the changes or improvements to key elements of its processes and procedures. After submission of the Committee's recommendation, the Board then reviews the risk management system.

**(e) Where no review was conducted during the year, an explanation why not.**

No significant issues were addressed by the Committee in 2013.

**2) Risk Policy****(a) Company**

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Financial Risks	The Company policy is to ensure that the scheduled principal and interest payments are well within its ability to generate cash from its business operations. It is likewise committed to maintain adequate capital at all times to meet shareholders' expectations, withstand adverse business conditions and take advantage of business opportunities.	<p>The Company's objective is to protect investment in the event there would be significant fluctuations in the exchange rate.</p> <p>On the other hand, the Company's objectives to manage its liquidity are:</p> <p>a) to ensure that adequate funding is available at all times;</p> <p>b) to meet commitments as they arise without incurring unnecessary costs; and</p> <p>c) to be able to access funding when needed at the least possible cost.</p> <p>The long-term strategy is to</p>



		sustain a healthy debt-to-equity ratio.
<b>Operational Risks</b>	It is the policy of the Company to be prepared for any event which triggers a material business impact or modifies the existing risk profile	The Company's objective is to protect investment in the event there would be significant events that would result in material impact to the Company's operations.

**(b) Group**

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
N/A		

**(c) Minority Shareholders**

Indicate the principal risk of the exercise of controlling shareholders' voting power.

<b>Risk to Minority Shareholders</b>
The principal risk of the minority shareholders in the exercise of the controlling shareholders' voting power is the risk of share value reduction due to corporate actions by the controlling shareholders that may be detrimental to the minority shareholders. This risk is considered by the Corporation to have a remote possibility of happening to the minority shareholders given the Corporation's controlling shareholders track record of prudent management. For the past years, there were no cited incidents that caused detrimental damage to the Corporation's share value as a result of unsound corporate actions by the Corporation's controlling shareholders.

**3) Control System Set Up**

**(a) Company**

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
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<b>Financial Risk</b>	It monitors potential sources of the risk through monitoring of investments and assets, and projected cash flows from operations. The Company also maintains a financial strategy that the scheduled principal and interest payments are well within the Company's ability to generate cash from its business operations.	The Company regularly monitors financial trends. The Company regularly keeps track of its capital position and assesses business conditions to ensure early detection and determination of risks, and its consequent adverse impact. It adopts measures, as may be deemed necessary and appropriate, to mitigate risks.
<b>Operational Risks</b>	To avoid, eliminate or reduce losses that can impair the operational capability and/or the financial stability of the company and its subsidiaries and affiliates, the company implements and maintains risk management principles.	Any operational risks monitored are brought to the attention of the Risk Committee and addressed therein, together with inputs from corporate officers. The findings and recommendations are then brought to the Board for approval. There has been no significant operational risk determined by the Company in its operations in the past year.

**(b) Group**

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

<b>Risk Exposure</b>	<b>Risk Assessment (Monitoring and Measurement Process)</b>	<b>Risk Management and Control (Structures, Procedures, Actions Taken)</b>
<b>Financial Risk</b>	N/A	
<b>Operational Risks</b>		

Since the Company is the parent, conduct of a risk assessment on its subsidiary is done whenever a risk assessment of the parent company is conducted.

**(c) Committee**

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

<b>Committee/Unit</b>	<b>Control Mechanism</b>	<b>Details of its Functions</b>
<b>Risk Committee</b>	Policies with respect to risk assessment and risk management including the Company's major financial and business risk exposures are laid out.  The culture of risk management which includes determining the appropriate	The Risk Committee assists the Board in overseeing the Company's practices and processes relating to risk assessment and risk management, and maintaining an appropriate risk culture, reporting of financial and business risks and associated internal controls.

	<p>risk appetite (risk-taker or risk-averse) or level of exposure as a whole or on any relevant individual issue, and determining what types of risk are acceptable and which are not, are set up.</p>	<p>It assists the Board in providing framework to identify, assess, monitor and manage the risks associated with the Company's business.</p> <p>It helps the Board to adopt practices designed to identify significant areas of business and financial risks and to effectively manage those risks in accordance with Company's risk profile.</p>
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## G. INTERNAL AUDIT AND CONTROL

### 1) Internal Control System

**Disclose the following information pertaining to the internal control system of the company:**

**(a) Explain how the internal control system is defined for the company;**

Internal control system pertains to the Company's corporate governance processes with regard to integrity of financial statements and disclosures; effectiveness of internal control systems; independence and performance of internal and external auditors; compliance with accounting standards, legal and regulatory requirements; and evaluation of management's process to assess and manage the risk issues.

**(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;**

One of the responsibilities of the Board as stated in the Manual of Corporate Governance is to adopt a system of check and balance within the Board, conduct a regular review of the effectiveness of such system to ensure the integrity of the decision-making and reporting processes at all times and perform a continuing review of the Company's internal control system in order to maintain its adequacy and effectiveness.

**(c) Period covered by the review;**

The period covered by the review is from 1 January 2013 up to 31 December 2013.

**(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and**

The Audit Committee regularly updates the Board on its activities and makes recommendations whenever necessary. The Audit Committee likewise ensures that the Board is aware of matters that may significantly impact the financial condition or the Company's operations.

The Management formulated, under the supervision of the Audit Committee, the rules and procedures on internal control in accordance with the following guidelines:

1. An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Company should be maintained; and
2. On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Company's governance, operations and information systems, including the reliability and integrity of financial and operational

information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations.

**(e) Where no review was conducted during the year, an explanation why not.**

Not applicable.

**2) Internal Audit**

**(a) Role, Scope and Internal Audit Function**

**Give a general description of the role, scope of internal audit work and other details of the internal audit function.**

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
The internal auditor provides reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate, and complied with.	Internal audit examinations cover the evaluation of the adequacy and effectiveness of controls that cover the Company's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations.	In house	Princess O. Montecir	The Internal Auditor submits to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report includes significant risk exposures and control issues.

**(b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?**

One of the duties of the Audit Committee as stated in the Manual of Corporate Governance and the Audit Committee Charter is to organize an internal audit department and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal. Since the Audit Committee has oversight functions over the Internal Auditor, the removal of the latter is subject to the affirmation of the former.

**(c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?**

The Audit Committee reviews the activities and organizational structure of the internal audit function,

including the need to outsource certain internal audit activities, and ensures that no unjustified restrictions or limitations are made. It likewise approves the strategic and operational plans of the Internal Audit unit and ensures that the internal audit reporting process is operating as planned.

The Audit Committee and the Internal Audit Unit meets periodically to discuss the results of audit work and the implications of audit findings on the overall quality of internal control and procedures within the organization. Moreover, the internal auditor is given direct access to the board and to all records, properties and employees of the Company to enable him to fulfill his duties and responsibilities.

**(d) Resignation, Re-assignment and Reasons**

**Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.**

Name of Audit Staff	Reason
None	

**(e) Progress against Plans, Issues, Findings and Examination Trends**

**State the internal audit's progress against plans, significant issues, significant findings and examination trends.**

<b>Progress Against Plans</b>	Not Applicable
<b>Issues<sup>6</sup></b>	
<b>Findings<sup>7</sup></b>	
<b>Examination Trends</b>	

An audit plan is currently being formulated.

**(f) Audit Control Policies and Procedures**

**Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."**

Policies & Procedures	Implementation
The internal audit controls, policies, and procedures are based on the Audit Charter and Manual of Corporate Governance.	

**(g) Mechanisms and Safeguards**

**State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):**

<sup>6</sup> "Issues" are compliance matters that arise from adopting different interpretations.

<sup>7</sup> "Findings" are those with concrete basis under the company's policies and rules.

<b>Auditors (Internal and External)</b>	<b>Financial Analysts</b>	<b>Investment Banks</b>	<b>Rating Agencies</b>
The Audit Committee disallows any non-audit work that will conflict with the duties of the External Auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's annual report. In compliance with the SRC, the engagement of the Company's external auditor does not exceed 5 consecutive years.	The Company engages the services of an external financial analyst so that individual independence is not put at risk. A general impartiality requirement is implemented to provide a distance between the analyst and the analyzed security.	The Company ensures that the investment bank is accredited by regulatory agencies and does not own shares of stocks of the Company. A rotations scheme is likewise implemented to avoid occurrence or appearance of biases	The Company ensures that the rating agency it engages does not own shares of stocks of the Company. A rotations scheme is likewise implemented to avoid occurrence or appearance of biases.

**(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.**

Jolly L. Ting
Ortrud T. Yao

#### **H. ROLE OF STAKEHOLDERS**

**1) Disclose the company's policy and activities relative to the following:**

	<b>Policy</b>	<b>Activities</b>
<b>Customers' welfare</b>	Part of its core values is to promote good customer relationship among its clients. With this, we try to excel by ensuring the needs of the clients are always provided.	Improving the customers' access to bills payment. Ensuring the good quality of water through rigid and frequent testing. It also strives to have sufficient supply of electricity to meet the customers' demand.
<b>Supplier/contractor selection practice</b>	The Company ensures that the suppliers are well equipped and have sufficient professional experience to provide after-sales support. Only pre-qualified bidders are allowed to bid and the bid is awarded to the lowest bidder.	A bidding process is in place where at least four suppliers or service providers are required to submit their bid proposal for review and evaluation of the designated official and a recommendation is submitted for consideration.

<b>Environmentally friendly value-chain</b>	The Company strictly adheres with government mandated policies and procedures catering to environment preservation, control and any related Corporate Social Responsibility.	It participates jointly in community related projects undertaken by other entities from time to time through donations, sponsorship and being resource speaker in certain events which aim to raise the insurance awareness of the general public.
<b>Community interaction</b>	The Company maintains a harmonious relationship with the community and the local government leaders in such cases like gov't and other organizations ocular visit.	
<b>Anti-corruption programmes and procedures?</b>	N/A	
<b>Safeguarding creditors' rights</b>	The Company ensures that operations and investments are managed so as not to impair the Company's ability to repay its creditors.	Meeting with the creditors annually.

2) **Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?**

The Company has a corporate responsibility section and sustainability section in its Annual Report that discusses the key issues that may affect the long-term sustainability of the Company.

3) **Performance-enhancing mechanisms for employee participation.**

**(a) What are the company's policy for its employees' safety, health, and welfare?**

The Company aims to provide quality and timely health and welfare services to its employees in order to avoid interruption on their jobs and to prevent conditions (physical, mental or social) that will preclude them from giving their full attention to their work.

**(b) Show data relating to health, safety and welfare of its employees.**

None available.

**(c) State the company's training and development programs for its employees. Show the data.**

Program	Name of Training Institute
Leadership Training Team Building	Benchmark Consulting International

**(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures**

None.

4) **What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior? Explain how employees are protected from retaliation.**

Employees are encouraged to promptly report concerns about any illegal and unethical behavior. Reports can be made anonymously to the Company's Compliance Officer, Human Resource Department Head, or to any member

of the Audit Committee. To enable the Company to verify and act on the report, employees are encouraged to make reports that contain as much information as possible, including the person involved, any witnesses, the location of any other information that would assist in investigating the concerns, and any supporting documentation. All whistle blower reports are handled in a confidential manner and confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the report and to perform subsequent remedial measures.

All reports received are forwarded to the Audit and Risk Committee that will make the preliminary assessment of the issues raised. The Audit Committee will then determine whether there is justification for an investigation and how it should be handled, should one be necessary. Depending on the issues involved, the Audit Committee may, in some cases, decide to delegate responsibility for an investigation to the Compliance Officer or to a legal counsel who will report directly to the Audit Committee.

Prompt and appropriate corrective action will be taken in response to any finding of illegal and unethical behavior. If after the investigation, the Audit and Risk Committee concludes that disciplinary measures are necessary, it will recommend such measures to the Board of Directors.

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

#### (a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Elgeete Holdings Inc.	120,000,000	42.63%	Elgeete Holdings Inc.
PCD Nominee Corporation - Filipino	95,361,739	33.88%	Various stockholders/ Clients
Myron Ventures Corp.	18,000,000	6.39%	Myron Ventures Corp.

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jolly L. Ting	959,999	N/A	0.34%
Nanette T. Ongcarranceja	500,001	N/A	0.17%
Lourdes G. Ting	480,000	N/A	0.17%
Ortrud T. Yao	1,000,001	N/A	0.36%

### 2) Does the Annual Report disclose the following:

Key risks	Y
Corporate objectives	Y
Financial performance indicators	Y
Non-financial performance indicators	Y
Dividend policy	Y
Details of whistle-blowing policy	N
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Y
Training and/or continuing education programme attended by each director/commissioner	N



Number of board of directors/commissioners meetings held during the year	N
Attendance details of each director/commissioner in respect of meetings held	N
Details of remuneration of the CEO and each member of the board of directors/commissioners	Y

**Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.**

- Details of whistle-blowing policy - While the Company adopts an open stance toward corporate whistle-blowers and is receptive to any information coming from them, the Company presently does not have a formal and written whistle-blowing policy.
- Training and/or continuing education program attended by each director/commissioner – The Company discloses the educational background, continuing education information, and general training of each director. However, training or specific seminars attended by each director during a reporting period is not disclosed since the Company does not obtain these information from the directors.
- Number of directors/commissioners meetings held during the year – While not included in the annual report, this information is submitted to the SEC each year and also made available to the public as part of the Company's corporate disclosures via the PSE and its own website.
- Attendance details of each director/commissioner in respect of meetings held – This information is also submitted to the SEC and disclosed to the public via the PSE and the Company's website.

### 3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
Constantino Guadalquivir & Co.	Php 766,000	None

### 4) Medium of Communication

**List down the mode/s of communication that the company is using for disseminating information.**

In communicating with its shareholders, the Company makes use of the following:

- Direct mailing of Company materials;
- Disclosures via the PSE website; and
- Posting to the Company website.

### 5) Date of release of audited financial report: No schedule yet.

### 6) Company Website

**Does the company have a website disclosing up-to-date information about the following?**

Business operations	Y
Financial statements/reports (current and prior years)	Y
Materials provided in briefings to analysts and media	Y
Shareholding structure	Y

<b>Group corporate structure</b>	Y
<b>Downloadable annual report</b>	Y
<b>Notice of AGM and/or EGM</b>	Y
<b>Company's constitution (company's by-laws, memorandum and articles of association)</b>	N

**Should any of the foregoing information be not disclosed, please indicate the reason thereto.**

Company's constitution is maintained at the Office of the Corporate Secretary and is not made available via the Company's website. All amendments thereto are disclosed to the SEC. Likewise, these are available to all stockholders upon request.

## 7) Disclosure of RPT

RPT	Relationship	Nature	Value
Calapan Ventures, Inc. Jollideal Marketing Corp. Jolliville Leisure & Resort Corp. Ormina Realty & Dev't. Corp. Servwell BPO Int'l. Inc. Kristal Water Source Corp. Ormin Power Inc.	Subsidiaries	Cash Advances	(Php52,412,589) Tentative

Full disclosure of the nature of these related party transactions are made to, and the terms and conditions thereof are approved by, the Board of Directors. Shareholders are informed of these transactions via the annual reports and definitive information statements. Information on these transactions are likewise passed upon by the external auditor. The Company ensures that contracts with related parties are made on an arms length basis.

## J. RIGHTS OF STOCKHOLDERS

### 1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

#### (a) Quorum

**Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.**

<b>Quorum Required</b>	Presence, in person or by proxy, of stockholders holding 50% + 1 of the outstanding capital stock of the Company
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#### (b) System Used to Approve Corporate Acts

**Explain the system used to approve corporate acts.**

<b>System Used</b>	Ratification by stockholders during the annual stockholders meetings.
<b>Description</b>	The actions of the Company's board of directors and senior management are

	presented to the stockholders during the annual stockholders meeting. These are ratified by the stockholders during the meeting.
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**(c) Stockholders' Rights**

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
The rights of the stockholders under the Corporation Code are duly recognized by the Company. No deviations or modifications were implemented by the Company.	

**Dividends**

Declaration Date	Record Date	Payment Date
None		

No dividends declared for the year 2013.

**(d) Stockholders' Participation**

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
All stockholders who will not, are unable, or do not expect to attend the meeting in person are encouraged to fill out, date, sign and send a proxy.	The annual stockholders meeting provide the avenue for shareholders to exercise their rights, including the right to raise questions or issues concerning the Company. During the annual stockholders meeting, the Chairman of the Board or the officers of the Company addresses the questions and suggestions of the stockholders.
The date of the Annual Stockholders Meeting is announced through disclosure in the Philippine Stock Exchange more than a month before the scheduled date.	The website of the Company indicates its contact information which the stockholders may utilize to voice their concerns.

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
  - a. Amendments to the company's constitution
  - b. Authorization of additional shares
  - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company complies with the requirements of the Corporation Code that a stockholders' meeting be called to approve the forgoing matters. A vote of stockholders holding at least 2/3 of the Company's outstanding capital stock is required to approve the foregoing matters.

**3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?**

The Company complies with the requirement under the Securities Regulation Code that notice of an annual or special stockholders' meeting be sent to stockholders not later than 15 business days before the meeting.

a. **Date of sending out notices:** June 13, 2013

b. **Date of the Annual/Special Stockholders' Meeting:** July 03, 2013

**4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting**

During the last annual stockholders' meeting, the questions centered on the operations of the Company and the audited financial statements.

**5. Result of Annual/Special Stockholders' Meeting's Resolutions**

Resolution	Approving	Dissenting	Abstaining
Ratification of the acts and proceedings of the Board of Directors and Management for the year	100%		
Election of Directors	100%		
Appointment of External Auditor	100%		

**6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:**

The results of the annual meeting of stockholders were disclosed to the public via the PSE on 03 July 2013.

**(e) Modifications**

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
None	

**(f) Stockholders' Attendance**

**(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:**

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
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			hands, etc.)			
Annual Stockholders Meeting	<b>Directors:</b> (1) Jolly L. Ting (2) Nanette T. Ongcarranceja (3) Lourdes G. Ting (4) Rodolfo L. See (5) Dexter E. Quintana (6) Ernesto S. Isla	July 03, 2013	Viva voce	3.23%	63.51%	66.74%

**(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?**

An inspector is appointed by the Board of Directors before or at each meeting of the stockholders at which an election of directors is to take place. If no appointment shall have been made or if the inspector appointed by the Board refuses to act or fails to attend, the appointment shall be made by the presiding officer of the meeting.

**(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.**

The Company's common shares are entitled to one vote for each share.

**(g) Proxy Voting Policies**

**State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.**

	Company's Policies
<b>Execution and acceptance of proxies</b>	All stockholders who will not, are unable, or do not expect to attend the meeting in person were encouraged to fill out, date, sign and send a proxy to the Company's Corporate Secretary. For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the Company's authorized signatory.
<b>Notary</b>	Proxy should be duly notarized.
<b>Submission of Proxy</b>	All proxies should be received by the Corporation at least five (5) days before the Annual/Special Stockholders' meeting.
<b>Several Proxies</b>	Where one stockholder names several proxy holders, it is their responsibility to determine among themselves which of them will cast the vote, and how.
<b>Validity of Proxy</b>	Unless otherwise provided in the proxy, it is considered valid only for the meeting at which it has been presented to the Secretary.
<b>Proxies executed abroad</b>	Proxies executed abroad must be duly authenticated by the Philippine Embassy or Consular Office.
<b>Invalidated Proxy</b>	Proxies may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to scheduled meeting or by their personal

	presence at the meeting.
<b>Validation of Proxy</b>	Proxies submitted will be validated by a Committee of Inspectors in the morning of the scheduled meeting.
<b>Violation of Proxy</b>	Votes cast in violation of the proxy are considered as stray votes.

**(h) Sending of Notices**

**State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.**

<b>Policies</b>	<b>Procedure</b>
The Company shall exercise transparency and fairness in the conduct of the Company's annual and special stockholders' meetings. The stockholders are encouraged to personally attend such meetings.	Pursuant to the By-Laws of the Company, notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least 2 weeks prior to the date of the meeting to each stockholder of record at his last known post office address or by publication in a newspaper of general circulation. The notice shall state the place, date and hour of the meeting, and the purpose and purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meeting. However, considering that the Securities Regulation Code requires notices of stockholders' meetings to be sent 15 business days prior to the meeting, the Company adheres to the requirements of the SRC.

**(i) Definitive Information Statements and Management Report**

<b>Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials</b>	Certificated: Individual & Corp. 38 Brokers : 42
<b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners</b>	June 13, 2013
<b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders</b>	June 13, 2013
<b>State whether CD format or hard copies were distributed</b>	Hard copies were provided.
<b>If yes, indicate whether requesting stockholders were provided hard copies</b>	During the annual stockholders meeting, stockholders requested to be given hard copies of reports.

**(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:**

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

## 2) Treatment of Stockholders

### (a) State the company's policies with respect to the treatment of minority stockholders.

The Company's Manual of Corporate Governance provides for the protection of minority stockholders' rights in terms of voting, inspection of corporate records, right to information, right to dividends, and the exercise of appraisal rights.

The Manual of Corporate Governance vests in the Board of Directors the duty to promote shareholder rights, remove impediments to exercise of shareholder's rights, and allow possibilities to seek redress for violation of their rights. The Board is also tasked to encourage the shareholders to exercise their voting rights and the solution of collective action problems through appropriate mechanisms. The Board shall also be instrumental in removing excessive costs and other administrative or practical impediments to shareholder participation.

Policies	Implementation
<b>Voting rights</b>	All shareholders, including minority shareholders, have the right to elect, remove, and replace directors. They also have the right to vote on certain corporate acts, as provided under the Corporation Code. With the use of cumulative voting, minority shareholders may vote together to ensure the election of a director.
<b>Inspection of corporate records</b>	All shareholders are allowed to inspect the corporate books and records during office hours. They may also be furnished with annual reports, including financial statements, without cost or restrictions.
<b>Right to information</b>	Aside from the right to be provided with copies of periodic reports upon request, minority shareholders shall have the right to propose the holding of a meeting. Minority shareholders shall also have access to any and all information relating to matters for which the management is accountable. The minority shareholders may propose the inclusion of matters pertaining to management accountability in the agenda of the stockholders' meeting.

<b>Right to dividends</b>	All stockholders are entitled to receive dividends upon the declaration thereof by the Board of Directors. The Board may also make arrangements with stockholders whereby dividends and other distributions may be reinvested in new shares instead of being paid in cash to stockholders.
<b>Appraisal right</b>	Shareholders have the appraisal right or the right to dissent and demand payment of the fair value of their shares as provided under Section 82 of the Corporation Code under any of the following circumstances: <ul style="list-style-type: none"> <li>a. Amendment of articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;</li> <li>b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and</li> <li>c. In case of merger or consolidation.</li> </ul>

**(b) Do minority stockholders have a right to nominate candidates for board of directors?**

Yes. All shareholders have the right to nominate candidates for the board of directors. However, they must conform to the eligibility requirements under the Corporation Code and Manual of Corporate Governance, as well as the guidelines set by the Nomination Committee.

**K. INVESTORS RELATIONS PROGRAM**

- 1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.**

The Company has an internal vetting process for communications to ensure that all information disseminated is accurate. Communications are also reviewed by the Compliance Officer to ensure that the regulatory requirements of the PSE and SEC are met. Finally, in cases where there may be legal implications or repercussions to the Company, the opinion of the Corporate Secretary is also sought. No specific committee has been assigned to review and approve major company announcements. However, major communications of the Company are reviewed by the President.

- 2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.**

	<b>Details</b>
<b>(1) Objectives</b>	To establish and maintain an investor relations program that will



	keep stockholders informed of the important developments in the Company and ensure them that the Company values their investment.
<b>(2) Principles</b>	Accuracy, transparency, and timeliness are the core principles that guide the Company's Investor Relations Program.
<b>(3) Modes of Communications</b>	The Company sends notices of meetings via direct mail to its stockholders. Updates on the Company's activities and other periodic reports to regulatory bodies are posted to the Company website.
<b>(4) Investors Relations Officer</b>	Mrs. Ortrud T. Yao, CFO/Chief Compliance Officer/Asst. Corp. Sec., contact number (632)-3733038

**3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?**

In all of its transactions, particularly in extraordinary matters such as mergers and sales of substantial corporate assets, the Company ensures that it obtains the terms and conditions most beneficial to the corporation and maximizes shareholder value. The Company conducts due diligence in assessing the transaction and engages the services of consultants, legal counsel or independent auditors. The findings and recommendations of these experts are taken into account by the Board in making decisions and the corresponding approvals of the stockholders, in cases where the law prescribes that approval be obtained, are sought.

**Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.**

The Company engages the services of consultants, external legal counsel, or external auditors to evaluate and determine the fairness of the transaction price.

**L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

**Discuss any initiative undertaken or proposed to be undertaken by the company.**

<b>Initiative</b>	<b>Beneficiary</b>
Tree planting	Calapan City and Tabuk City
Book donation	Tabuk City
Active Participation in fire prevention month	Calapan City

**M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL**

**Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.**

	<b>Process</b>	<b>Criteria</b>
<b>Board of Directors</b>	Annual self-assessment of Board performance	Criteria used to evaluate performance are based on the standards set in the Company's Manual of Corporate Governance.
<b>Board Committees</b>	Each committee likewise conducts a self-assessment.	Criteria used are also based on the standards set in the

		Company's Manual of Corporate Governance. In the case of the Audit Committee, the performance evaluation is based on the standards set by the Audit Committee Charter.
<b>Individual Directors</b>	The Board of Directors evaluates the performance of individual directors. On the other hand, the Nomination Committee likewise passes upon the performance of a director when it examines fitness of nominees for re-election as directors.	Criteria used are based on the standards set in the Manual of Corporate Governance.
<b>CEO/President</b>	The Board evaluates the performance of the CEO.	Criteria used are based on the standards set in the Manual of Corporate Governance.

#### N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
<b>First violation</b>	Reprimand
<b>Second violation</b>	Suspension from office, the duration of which shall depend on the seriousness of the violation.
<b>Third violation</b>	Removal from office.

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Quezon on January 28, 2014.

**SIGNATURES****JOLLY L. TING**

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**Chairman of the Board/Chief Executive Officer****DEXTER E. QUINTANA**

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**Independent Director****ERNESTO S. ISLA**

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**Independent Director****ORTRUD T. YAO**

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**Compliance Officer**