



3 July 2013

PHILIPPINE STOCK EXCHANGE, INC.

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Metro Manila

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Re: **Annual Corporate Governance Report**
(SEC Form-ACGR)

Gentlemen:

We transmit herewith a copy of the Corporation's Annual Corporate Governance Report (SEC Form-ACGR) which was filed with the Securities and Exchange Commission on 1 July 2013.

Thank you for your kind attention.

Very truly yours,



A. BAYANI K. TAN
Corporate Secretary

Encl: a/s

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S.E.C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City / Town / Province)

Mr. Manuel A. Gana

Contact Person

662-88-07

Company Telephone Number

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Month Day
Fiscal Year

FORM TYPE

Month Day Annual Meeting

		S	E	C	F	O	R	M	-	A	C	G	R						
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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be Accomplished by SEC Personnel concerned

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File Number

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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 set 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.

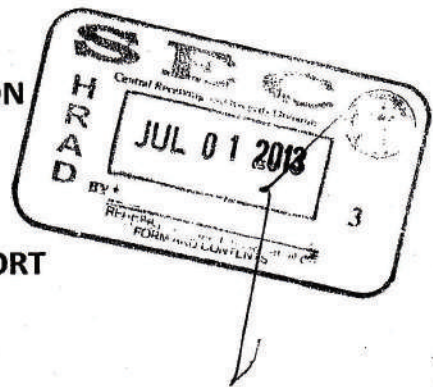
(D) Filing an Amendment

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



1. Report is Filed for the Year **2012**
2. Exact Name of Registrant as Specified in its Charter **BELLE CORPORATION**
3. **5th Floor Tower A, Two E-Com Center, Palm Coast Avenue**
Mall of Asia Complex, CBP-1A, Pasay City, Metro Manila
Address of Principal Office **1300**
Postal Code
4. SEC Identification Number **52412**
5. **[REDACTED]** (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number **000-156-011**
7. **(632) 662-8888**
Issuer's Telephone number, including area code
8. **28th Floor East Tower, Philippine Stock Exchange Centre**
Exchange Road, Ortigas Center, Pasig City, Metro Manila 1605
Former name or former address, if changed from the last report

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	11
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Actual number of Directors for the year	11
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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 nominee, identify the principal	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) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Benito Tan Guat	NED		A. Bayani K. Tan	6/24/1999	4/23/2012	Annual	14
Willy N. Ocier	ED		A. Bayani K. Tan	6/24/1999	4/23/2012	Annual	14
Elizabeth Anne C. Uychaco	NED	SM Group	A. Bayani K. Tan	12/23/2009	4/23/2012	Annual	3
Rogelio R. Cabuñag*	ED	SM Group	A. Bayani K. Tan	8/7/2000	4/23/2012	Annual	12
Emilio De Quiros, Jr.	NED		A. Bayani K. Tan	10/28/2010	4/23/2012	Annual	2
Gregorio U. Kilayko	ID		Willy N. Ocier (not related)	2/5/2003	4/23/2012 (<1 year)	Annual	10
Jacinto C. Ng, Jr.	NED		A. Bayani K. Tan	8/7/2000	4/23/2012	Annual	12
Jose T. Sio	NED	SM Group	A. Bayani K. Tan	12/23/2009	4/23/2012	Annual	3
Washington Z. SyCip	ID		Jose T. Sio (not related)	5/20/1996	4/23/2012 (<1 year)	Annual	17
Virginia A. Yap	NED	SM Group	A. Bayani K. Tan	7/30/2010	4/23/2012	Annual	2
Cesar E. A. Virata	ID		Virginia A. Yap (not related)	5/20/1996	4/23/2012 (<1 year)	Annual	17

* Resigned effective April 22, 2013 (replaced by Mr. Frederic C. DyBuncio)

- (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 Board of Directors, management and staff of Belle Corporation commits itself to an open governance process through which its shareholders may derive assurance that, in protecting and adding value to Belle's financial and human investment, the Company is being managed ethically, according to prudently determined risk perimeters, and striving to achieve local best practices. The Revised Manual on Corporate Governance institutionalizes the principles of good corporate governance in the entire company. The Company believes that corporate governance is of utmost importance to the Company's shareholders, and will therefore undertake every effort possible to create awareness throughout the entire organization.

¹ Reckoned from the election immediately following January 2, 2012.

In addition, the Company's Code of Ethics serves as a guiding principle for the Company's directors, officers and employees in the performance of their duties and responsibilities and in their transactions with investors, creditors, customers, contractors, suppliers, regulators and the public. The Code reflects the Company's mission, vision and core values. The salient provisions of the Code pertain to compliance and integrity, relationship with business partners, employee welfare, shareholder rights and protection of company information.

Some of the important provisions of the Code are as follows:

- All employees are required to immediately report to the management all suspected or actual fraudulent or dishonest acts.
- Solicitation or acceptance of gifts in any form from any business partner is prohibited, except for gifts of nominal value.
- Any conflict of interest must be promptly disclosed to the management.
- All employees are prohibited from disclosing vital business information, unless authorized by the company or required by law.
- Insider trading is prohibited.

Board of Directors

Belle Corporation's commitment to the principles of good corporate governance emanate from the Board of Directors. In line with this commitment is the Board's primary responsibility to foster the long term success of the Company and secure its sustained competitiveness consistent with its fiduciary responsibility and in a manner that ensures the best interests of the Company, its shareholders and its stakeholders.

Board Committees

To help focus on specific corporate governance responsibilities, the Board created three (3) committees, namely the Compensation and Remuneration Committee, the Nomination Committee, and the Audit and Risk Management Committee.

The Compensation and Remuneration Committee is tasked with the oversight of policies on salaries and benefits, as well as promotions and other forms of career advancement. The Committee also reviews existing human resource policies to ensure the continued growth and development of the Company's workforce.

The Nomination Committee evaluates all candidates nominated to the Board in accordance with the requirements set forth by the Company's Revised Manual on Corporate Governance. The Committee ensures that those nominated to the Board meet all the qualifications for directorship.

The Audit and Risk Management Committee directly interfaces with the internal and external auditors in the conduct of their duties and responsibilities. Its mandate includes the review of the Company's financial reports and subsequent recommendation to the Board for approval. The Committee also reviews the Company's internal control systems, its audit plans, auditing processes and related party transactions. Under its Charter, the Committee also reviews and assesses the effectiveness of the Company's risk management system in the mitigation of financial and non-financial risks.

Rights of Stockholders

The Company's Revised Manual on Corporate Governance expressly provides for the protection of its stockholders' rights and minority interests. The Board is committed to respect the following rights of the stockholders:

Voting Right

- Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code of the Philippines.
- Cumulative voting shall be used in the election of directors.
- A director shall not be removed without cause if it will deny minority shareholders representation in the Board.

Power of Inspection

- The Company shall allow all stockholders to inspect books and records of the Company including minutes of Board meetings and stock registries in accordance with the Corporation Code, and during normal business hours.
- Annual reports, including financial statements, shall be provided to stockholders, without cost or restrictions.

Right to Information

- The Board shall ensure that all material information about the Company which could adversely affect its viability or the interests of the shareholders shall be publicly and timely disclosed through established procedures of the Philippine Stock Exchange (PSE) and Philippine Securities and Exchange Commission (SEC).
- Upon request, the Company shall provide the stockholders with periodic reports and information about directors and officers, and certain other matters such as their holdings of the Company's shares, dealings with the Company, relationships among directors and key officers and the aggregate compensation of directors and officers.
- The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.
- The minority shareholders shall have access to all information relating matters for which the management is accountable and to those relating to matters for which the management should include in such information. If not included the minority shareholders can propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes."

Right to Dividends

- Subject to the discretion of the Board, all stockholders shall have the right to receive dividends.

Appraisal Right

- The stockholders shall have appraisal right to dissent and demand payment of the fair value of their shares in the manner provided under Section 82 of the Corporation Code, under any of the following circumstances:
 - a. In case any amendment to the 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;
 - 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.
 - c. In case of merger or consolidation.

Disclosure and Transparency

To ensure that stakeholders receive timely and accurate information on the Company and its business, the Company has formally adopted a policy of full and prompt disclosure of all material information. The Company fully complies with the reporting and disclosure requirements of all relevant laws as well as regulations issued by the SEC and the PSE. Annual reports, financial statements and other disclosures are readily available to the public. These reports may be viewed and downloaded from the PSE or the Company website. The Company website is regularly updated to ensure prompt disclosures.

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

The Company reviews its vision, mission and core values at least every three (3) years.

The Board of Directors approved the Company's new vision, mission and core values in its meeting conducted last January 2013.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group²

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.
Willy N. Ocier	Belle Bay Plaza Corporation	Non-Executive Director (Chairman)
	Metropolitan Leisure & Tourism Corporation	Executive Director (Chairman & President)
	Parallax Resources, Inc.	Non-Executive Director (Chairman)
	SLW Development Corporation	Non-Executive Director (Chairman)
	PremiumLeisure and Amusement, Inc.	Non-Executive Director (Chairman)
	Highland Gardens Corporation	Executive Director (Chairman & President)
	Woodland Development Corporation	Executive Director (President)
	Belle Bay City Corporation	Non-Executive Director (Chairman)
	Pacific Online Systems Corporation	Executive Director (Chairman & President)
	Highlands Prime, Inc.	Non-Executive Director (Vice-Chairman)
	Sinophil Corporation	Executive Director (Chairman)
	APC Group, Inc.	Non-Executive Director (Chairman)
	Sinophil Leisure and Resorts Corporation	Non-Executive Director (Chairman)
	Foundation Capital Resources, Inc.	Non-Executive Director (Chairman)
	Tagaytay Highlands International Golf Club, Inc.	Non-Executive Director (Vice-Chairman)
	The Country Club at Tagaytay Highlands	Non-Executive Director (Chairman)
	Tagaytay Midlands Golf Club, Inc.	Non-Executive Director (Chairman)
Elizabeth Anne C. Uychaco	PremiumLeisure and Amusement, Inc.	Non-Executive Director
	Sinophil Corporation	Non-Executive Director
	APC Group, Inc.	Non-Executive Director*
	Megawide Construction Corporation	Non-Executive Director
Rogelio R. Cabuñag	Belle Bay Plaza Corporation	Executive Director (President)**
	Metropolitan Leisure & Tourism Corporation	Non-Executive Director **

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

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
	Parallax Resources, Inc.	Executive Director (President)**
	SLW Development Corporation	Executive Director (President)**
	PremiumLeisure and Amusement, Inc.	Executive Director (President)
	Highland Gardens Corporation	Non-Executive Director**
	Woodland Development Corporation	Non-Executive Director**
	Belle Bay City Corporation	Non-Executive Director**
	Highlands Prime, Inc.	Non-Executive Director
	Sinophil Corporation	Non-Executive Director
	APC Group, Inc.	Non-Executive Director*
	Tagaytay Highlands International Golf Club, Inc.	Non-Executive Director
Gregorio U. Kilayko	Highlands Prime, Inc.	Independent Director
	SM Prime Holdings, Inc.	Independent Director
Jacinto C. Ng, Jr.	Highlands Prime, Inc.	Independent Director
	Tagaytay Midlands Golf Club, Inc.	Non-Executive Director
Jose T. Sio	SM Investments Corporation	Executive Director (EVP & CFO)
	China Banking Corporation	Non-Executive Director
	Atlas Consolidated Mining and Development Corporation	Non-Executive Director
Washington Z. SyCip	Highlands Prime, Inc.	Independent Director
Virginia A. Yap	Highlands Prime, Inc.	Non-Executive Director
	Sinophil Corporation	Non-Executive Director
	APC Group, Inc.	Non-Executive Director
Frederic C. DyBuncio***	Pacific Online Systems Corporation	Non-Executive Director
	Sinophil Corporation	Non-Executive Director
	APC Group, Inc.	Executive Director (President & CEO)
	Sinophil Leisure and Resorts Corporation	Non-Executive Director
	Foundation Capital Resources, Inc.	Non-Executive Director
	Atlas Consolidated Mining and Development Corporation	Non-Executive Director (Vice-Chairman)

* Resigned effective January 15, 2013

** Resigned effective April 22, 2013

*** Elected in the Annual Stockholders' Meeting on April 22, 2013 (replaced Mr. Rogelio R. Cabuñag)

(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.
Willy N. Ocier	Leisure & Resorts World Corporation	Non-Executive Director
	Vantage Equities, Inc.	Non-Executive Director
Rogelio R. Cabuñag	Keppel Philippines Holdings, Inc.	Non-Executive Director
Emilio De Quiros, Jr.	Union Bank of the Philippines	Non-Executive Director
Gregorio U. Kilayko	Vantage Equities, Inc.	Independent Director
Washington Z. SyCip	Cityland Development Corporation	Non-Executive Director (Chairman)
	Century Properties Group, Inc.	Independent Director
	First Philippine Holdings Corporation	Independent Director
	Lopez Holdings Corporation	Independent Director
	MacroAsia Corporation	Non-Executive Director (Chairman)
	Metro Pacific Investments Corporation	Independent Director (starting May 25, 2012, previously a Non-Executive Director)
	Philippine National Bank	Non-Executive Director
	PHINMA Group	Independent Director
Cesar E.A. Virata	Rizal Commercial Banking Corporation	Non-Executive Director (Vice-Chairman)
	Malayan Colleges (operation under the name of Mapua Institute of Technology and listed thru iPeople, Inc.)	Non-Executive Director
	Bankard, Inc.	Non-Executive Director (Chairman)
	Lopez Holdings Corporation	Independent Director
	City & Land Developers, Inc.	Independent Director

(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
Elizabeth Anne C. Uychaco	SM Investments Corporation	With common set of directors/officers
Jose T. Sio		
Frederic C. DyBuncio		

(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	NO. The Company has not set a limit on the number of board seats in other companies that an individual director or CEO may hold simultaneously.	
Non-Executive Director		
CEO		

(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
Benito Tan Guat	20,000	–	0.00%
Willy N. Ocier	7,310,709	–	0.07%
Elizabeth Anne C. Uychaco	1,000	–	0.00%
Rogelio R. Cabuñag	11,001	–	0.00%
Emilio De Quiros, Jr.	1	–	0.00%
Gregorio U. Kilayko	1	–	0.00%
Jacinto C. Ng, Jr.	135,860,666	–	1.29%
Jose T. Sio	1,000	–	0.00%
Washington Z. SyCip	1,318,334	–	0.01%
Cesar E. A. Virata	1	–	0.00%
Virginia Yap	10,000	–	0.00%
TOTAL	144,532,713	–	1.37%

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	Benito Tan Guat
CEO/President	Frederic C. DyBuncio*

** Elected in the Organizational Meeting of the Board of Directors on April 22, 2013 to replace Mr. Rogelio R. Cabuñag as President*

(b) Roles, Accountabilities and Deliverables

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

	Chairman	Chief Executive Officer
Role		
Accountabilities	<ul style="list-style-type: none"> Preside at all meetings of the Board of Directors and stockholders and ensure that all meetings are held in accordance with the By-Laws 	<ul style="list-style-type: none"> Supervise and control all of the business and affairs of the Company
Deliverables	<ul style="list-style-type: none"> Identify areas for improvement of the members of the Board, such as training/continuing education programs or any other form of assistance that the directors may need in the performance of their duties Evaluate and enhance the support services given to the Board, such as the quality and timeliness of information provided to them, the 	<ul style="list-style-type: none"> 100% completion of the first six phases of Lakeside Fairways and on the third nine holes of the Tagaytay Midlands Golf Course Completion of land development for Fairfield Continuous development of Sycamore Heights, the newest project, towards a targeted project completion by 2014 Completion of Belle Grande Manila

	Chairman	Chief Executive Officer
	frequency and conduct of regular, special or committee meetings and their accessibility to management and the Corporate secretary	By 2014, the Company's integrated resort

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

The Company's Amended By-Laws state that:

- 1) In the absence or disability of the President, the Executive Vice-President shall perform the duties and exercise the powers of the President.
- 2) In the absence or disability of both the President and Executive Vice-President, the Vice-President (or in the event that there be more than one Vice-President, the Vice-Presidents in the order designated at the time of the election) shall perform the duties and exercise the powers of the President.

Succession plan for top key management positions will be monitored and addressed by the Company's Nomination Committee as part of its committee programs to improve effective governance for the coming year. The Committee shall adhere to the "Fit and Proper Rule" standards to determine whether an individual is fit and proper to hold key management positions within the Company, which shall include, but not be limited to, standards on integrity, experience, education, training and competence.

- 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.

YES. Under the Company's Revised Manual on Corporate Governance, the Nomination Committee is tasked to ensure that the Board has an appropriate balance of required industry knowledge, expertise and skills needed to govern the Company towards achieving its intended goals and objectives.

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. All candidates nominated to become a member of the Board shall be assessed and evaluated by the Nomination Committee in accordance with the qualifications provided for in the Corporation Code, the Securities Regulation Code, and other relevant laws. The Nomination Committee shall also consider the following factors, among others, in determining the fitness of a nominee to the Board:

- a) college education or equivalent academic degree;
- b) practical understanding of the business of the Company;
- c) membership in good standing in relevant industry, business, or professional organizations; and,
- d) previous business experience.

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

	Executive	Non-Executive	Independent Director
Role			
Accountabilities	<ul style="list-style-type: none"> ▪ Oversee the management of the Company and be responsible for the Company's finances, goals and policies ▪ Foster the long-term success of the Company and sustain its competitiveness and 	<ul style="list-style-type: none"> ▪ Monitor compliance with policies and achievement against objectives through regular reports to the Board by management ▪ Constructively challenge and contribute to the development of 	<ul style="list-style-type: none"> ▪ Monitor compliance with policies and achievement against objectives through regular reports to the Board by management ▪ Constructively challenge and contribute to the development of

	Executive	Non-Executive	Independent Director
	profitability	strategy	strategy
Deliverables	<ul style="list-style-type: none"> ▪ Periodically review the Company's vision, mission, strategies, plans, and annual budget and continuously monitor the implementation of such policies and strategies ▪ Institutionalize the risk management assessment process and continuously monitor key risk areas and performance indicators with due diligence ▪ Institute good corporate governance practices and ensure effective communication with all employees for acknowledgment and strict compliance ▪ Define policies and plans regarding corporate social responsibility (CSR), including formulating an action plan for publicizing and promoting awareness of CSR among all officers and employees 	<ul style="list-style-type: none"> ▪ Ensure annual performance appraisal of individual directors, the board as a whole, board committees and the President, and periodically review the criteria used in assessing such performance ▪ Formulate succession plans for top key management positions and review such plan on a regular basis ▪ Identify areas for improvement of the members of the Board, such as training/continuing education programs or any other form of assistance that directors may need in the performance of their duties ▪ Meet at least once a year without the presence of executive directors and senior management 	<ul style="list-style-type: none"> ▪ Implement the action plans made based on the results of the self-assessment conducted following the guideline set forth by SEC Memorandum Circular No. 4 ▪ Review and assess the effectiveness of the Company's risk management system in the mitigation of financial and non-financial risks ▪ Review the Company's continual process of good corporate governance and update the Company's Manual on Corporate Governance ▪ Meet at least once a year without the presence of executive directors and senior management

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

The Company defines independence as "independence from management, substantial shareholdings and material relations, whether it be business or otherwise, which could reasonably be perceived to impede the performance of independent judgment."

In addition, in accordance with SEC Securities Regulation Code (SRC) Rule 38, an independent director is any person who:

- a) Is not a director or officer of the company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
- b) Does not own more than two percent (2%) of the shares of the covered company and/or its related companies or any of its substantial shareholders;
- c) Is not related to any director, officer or substantial shareholder of the covered company, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
- d) Is not acting as a nominee or representative of any director or substantial shareholder of the company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
- e) Has not been employed in any executive capacity by the company, any of its related companies and/or

- by any of its substantial shareholders within the last five (5) years;
- f) Is not retained, either personally or through his firm or any similar entity, as professional adviser, by the company, any of its related companies and/or any of its substantial shareholders, within the last five (5) years; or
- g) Has not engaged and does not engage in any transaction with the company and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial.

The nomination, pre-screening and election of independent directors were made in compliance with the Company's definition and the requirements of the Code of Corporate Governance and SRC Rule 38. The Nomination Committee has determined that the nominees for independent directors possess all of the qualifications and none of the disqualifications for independent directors.

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 follows the rules regarding term limits for Independent Directors as provided under SEC Memorandum Circular No. 9, Series of 2011.

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:

Name	Position	Date of Cessation	Reason
NONE. There were no changes in the composition of the Board of Directors in 2012.			

(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
a. Selection/Appointment		
(i) Executive Directors	Members of the Board of Directors are nominated by the Nomination Committee and elected at the annual meeting of the stockholders to serve for a term of one (1) year until their successors are duly elected and qualified. The Nomination Committee reviews and evaluates all candidates nominated to Officer positions in the Company that, under the Company's By-Laws, require Board approval prior to effectivity of such Officer	The Company's Amended By-Laws mandate that each director shall possess all of the following qualifications: (a) a holder of at least one (1) share of stock of the Company; (b) at least a holder of a Bachelor's Degree, or to substitute for such formal education, must have adequate competency and understanding of business; (c) of legal age; and (d) shall have proven to possess integrity and probity. In addition, under the Company's Revised Manual on Corporate
(ii) Non-Executive Directors		

Procedure	Process Adopted	Criteria
	appointments or promotions.	<p>Governance, the Nomination Committee also considers the following factors in determining the fitness of a nominee to the Board:</p> <ul style="list-style-type: none"> (a) college education or equivalent academic degree; (b) practical understanding of the business of the Company; (c) membership in good standing in relevant industry, business, or professional organizations; and, (d) previous business experience.
(iii) Independent Directors		<p>In addition to the foregoing qualifications, a director nominated and elected as independent shall likewise meet the following requirements:</p> <ul style="list-style-type: none"> (i) He is not a director or officer of the Company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing. (ii) He does not own more than two percent (2%) of the shares of the Company and/or its related companies or any of its substantial shareholders. (iii) He is not a relative to any director, officer or substantial shareholder of the Company, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister. (iv) He is not acting as a nominee or representative of any director or substantial shareholder of the Company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement. (v) He has not been employed in any executive capacity by the Company, any of its related companies, and/or any of its substantial shareholders within the last five (5) years. (vi) He is not retained as professional adviser by the Company, and/or any of its related companies

Procedure	Process Adopted	Criteria
		and/or any of its substantial shareholders within the last five (5) years. (vii) He is not retained, either personally or through his firm or any similar entity, as professional adviser, by the Company, any of its related companies and/or any of its substantial shareholders, either personally or through his firm. (viii) He has not engaged and does not engage in any transaction with the Company and /or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or company of which he is a director or substantial shareholder, other than transactions which are conducted at arm’s length and are immaterial.
b. Re-appointment		
(i) Executive Directors	Same process and criteria as Selection/Appointment	
(ii) Non-Executive Directors		
(iii) Independent Directors		
c. Permanent Disqualification		
(i) Executive Directors	The Nomination Committee shortlists, assesses and evaluates all candidates nominated to become a member of the Board in accordance with the qualification and disqualification criteria set out in the Revised Manual on Corporate Governance.	The following shall be grounds for the permanent disqualification of a director: (i) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person’s conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them; (ii) Any person who, by reason of
(ii) Non-Executive Directors		
(iii) Independent Directors		

Procedure	Process Adopted	Criteria
		<p>misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in the sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.</p> <p>(iii) The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking, or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the Commission or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member participant of the organization;</p> <p>(iv) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;</p>

Procedure	Process Adopted	Criteria
		<p>(v) Any person who has been adjudged by final judgment or order of the Commission, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the Commission or BSP, or any of its rule, regulation or order;</p> <p>(vi) Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;</p> <p>(vii) Any person judicially declared to be insolvent;</p> <p>(viii) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in subparagraphs (i) to (v) above;</p> <p>(ix) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation code committed within five (5) years prior to the date of his election or appointment.</p>
d. Temporary Disqualification		
(i) Executive Directors	<p>The Nomination Committee shortlists, assesses and evaluates all candidates nominated to become a member of the Board in accordance with the qualification and disqualification criteria set out in the Revised Manual on Corporate Governance.</p> <p>A temporary disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification.</p>	<p>The Board provides for the temporary disqualification or suspension of a director for the following reasons:</p> <p>(i) Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists.</p> <p>(ii) Absence in more than fifty (50) percent of all regular and special meeting of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence</p>
(ii) Non-Executive Directors		
(iii) Independent Directors		

Procedure	Process Adopted	Criteria
	If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.	<p>is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election.</p> <p>(iii) Dismissal or termination for cause as director of any corporation covered by the SEC’s Code of Corporate Governance. 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.</p> <p>(iv) If the beneficial equity ownership of an independent director in the corporation 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.</p> <p>(v) If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.</p>
e. Removal		
(i) Executive Directors	Same process and criteria as Permanent/Temporary Disqualification	
(ii) Non-Executive Directors		
(iii) Independent Directors		
f. Re-instatement		
(i) Executive Directors	Same process and criteria as Selection/Appointment	
(ii) Non-Executive Directors		
(iii) Independent Directors		
g. Suspension		
(i) Executive Directors	Same process and criteria as Permanent/Temporary Disqualification	
(ii) Non-Executive Directors		
(iii) Independent Directors		

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Benito Tan Guat	100%
Willy N. Ocier	100%
Elizabeth Anne C. Uychaco	100%
Rogelio R. Cabuñag	100%
Emilio De Quiros, Jr.	100%
Gregorio U. Kilayko	100%
Jacinto C. Ng, Jr.	100%

Name of Director	Votes Received
Jose T. Sio	100%
Washington Z. SyCip	100%
Virginia A. Yap	100%
Cesar E.A. Virata	100%

6) Orientation and Education Program

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

All newly-elected members of the Board of Directors shall, before assuming as such, be required to attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institute, provided that they have not previously attended such seminar.

- (b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years

See table below.

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

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Elizabeth Anne C. Uychaco	December 18, 2009	Corporate Governance Orientation	KPMG
Emilio De Quiros, Jr.	2010	ASSA Conference (Vietnam)	ASEAN Social Security Association
		ISSA Conference (Capetown, South Africa)	International Social Security Association
Emilio De Quiros, Jr.	2011	ASSA Conference (Singapore)	ASEAN Social Security Association
Jacinto C. Ng, Jr.	March 8 – 9, 2011	Global Workforce Summit	Worldwide ERC
Emilio De Quiros, Jr.	2012	Asia Mining Congress (Singapore)	Asia Mining Congress
		ISSA Forum for Technical Commissions (Geneva, Switzerland)	International Social Security Association
		ISSA Social Security Forum for Asia and the Pacific (Seoul, South Korea)	International Social Security Association
Senior Management	February 2012	ONE SM Orientation	In-house
Willy N. Ocier	May 1-4, 2012	Asia Pacific Lottery Association Conference	Asia Pacific Lottery Association
Willy N. Ocier	May 22 – 24, 2012	G2E Gaming Conference (Macau)	American Gaming Association and Reed Exhibitions
Elizabeth Anne C. Uychaco			
Senior Management			
Frederic C. DyBuncio	June 27, 2012	Corporate Governance Orientation	KPMG

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Jacinto C. Ng, Jr.	October 10 – 12, 2012	Hotel Investment Conference Asia Pacific 2012	Burba Hotel Network
Senior Management	October 16, 2012	Enterprise Risk Management Framework Orientation and Rollout	In-house
Jacinto C. Ng, Jr.	October 23, 2012	"Is a Bubble in the Philippine Real Estate Sector Developing?"	University of Asia & the Pacific and Business Economics Club
Jacinto C. Ng, Jr.	November 20, 2012	Opportunities & Challenges in the Philippine Power Industry	Poyry Energy, Inc.

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
(a) Conflict of Interest	<p>The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.</p> <p>All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment. All directors, officers and employees are required to promptly disclose any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of management.</p> <p>All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.</p>		
(b) Conduct of Business and Fair Dealings	<p>All directors, officers and employees shall at all times observe propriety and act with fairness and transparency in dealing with business partners (i.e., contractors, suppliers, creditors and other entities that engage in business with the Company). They must adhere to the Company's principles of healthy competition, equal opportunity and fair treatment of business partners.</p> <p>All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.</p>		
(c) Receipt of gifts from third parties	<p>The Company prohibits the solicitation or acceptance of gifts in any form from a business partner (i.e., contractors, suppliers, banks and other entities engaged in business with the Company), directly or indirectly, by any director, officer or employee of the Company.</p>		

Business Conduct & Ethics	Directors	Senior Management	Employees
(d) Compliance with Laws & Regulations	<p>The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.</p> <p>All directors, officers and employees are required to immediately report all suspected or actual fraudulent or dishonest acts to management. The Company shall promptly investigate any suspected illegality and pursue appropriate administrative, civil and/or criminal actions.</p>		
(e) Respect for Trade Secrets/Use of Non-public Information	<p>All directors, officers and employees shall maintain and safeguard the confidentiality of information relating to the Company. Vital business information, such as financial reports, strategies and plans, shall not be disclosed unless authorized by the Company or required by law. Everyone shall ensure the accuracy of business information and protect the integrity of corporate records and other documents related to the operation of the Company.</p> <p>All directors, officers and employees are prohibited from trading shares of stock of the Company using material information that has not been disclosed to the public and obtained by reason of position, contact within or other relationship with the Company.</p>		
(f) Use of Company Funds, Assets and Information	<p>All directors, officers and employees shall maintain and safeguard the confidentiality of information relating to the Company. Vital business information, such as financial reports, strategies and plans, shall not be disclosed unless authorized by the Company or required by law. Everyone shall ensure the accuracy of business information and protect the integrity of corporate records and other documents related to the operation of the Company.</p>		
(g) Employment & Labor Laws & Policies	<p>All officers and employees shall be selected, engaged and compensated based on qualification, merit and performance. They shall be treated fairly and accorded respect and dignity. Their individual and collective rights shall not be violated.</p> <p>The Company shall maintain a safe, productive and conducive workplace and environment and comply with all applicable health, safety and environmental laws. It shall foster harmonious relations among its officers and employees and establish free and honest communication with them.</p> <p>The Company endeavors to provide career advancement through a clearly defined promotion system based on employees' competencies, major contributions and accomplishments, work attitude and interpersonal relationship. The Company shall also offer its employees continuous learning sessions, seminars and workshops to improve and increase their level of competency, efficiency and general well-being.</p>		
(h) Disciplinary action	<p>Disciplinary action or penalties shall be imposed immediately or as soon as possible after the offense has been established. Due process of law and the right to a prompt hearing will be accorded to the employee. Disciplinary actions should in no instance be violative of labor laws and fair practices.</p>		
(i) Whistle Blower	<p>The Company's whistle blower policy was adopted to create an environment where concerns and issues, made in good faith, may be raised freely within the organization. Under the policy, any stakeholder may submit an incident report on suspected or actual violations of the Code of Ethics and Discipline or any other applicable law or regulation. Upon receipt of an incident report, management is tasked to conduct an investigation on its merit, subject to due process and</p>		

Business Conduct & Ethics	Directors	Senior Management	Employees
	applicable penalties and sanctions thereafter. Anyone who in good faith reports a violation of the Code or policies or law shall not be retaliated upon or suffer harassment or adverse employment consequence.		
(j) Conflict Resolution	Disciplinary action or penalties shall be imposed immediately or as soon as possible after the offense has been established. Due process of law and the right to a prompt hearing will be accorded to the employee. Disciplinary actions should in no instance be violative of labor laws and fair practices.		

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

YES. All directors, officers and employees are given a copy of the Company's Manual on Corporate Governance and Code of Ethics and Discipline and are required to sign an Acknowledgement Receipt that will be kept as part of the employee's 201 file.

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

Directors, officers and employees of the Company commit to comply with both the letter and spirit of the Code to preserve the goodwill and reputation of the Company. The Human Resources Department shall be responsible for monitoring compliance with the Code. Disciplinary actions against violators include dismissal and/or filing of appropriate civil and criminal actions.

- 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 practices full disclosure of details of related party transactions. The nature, extent and all other material details of transactions with related parties are disclosed in the Company's financial statements and quarterly and annual reports to the SEC and PSE. The financial statements and reports are also available in the Company website and readily accessible to the public.
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	The Company conducts all related party transactions on an arm's length basis. In addition, a periodic assessment is made on the following: <ul style="list-style-type: none"> ▪ Collectability of receivables from related parties and the necessity to provide allowance for doubtful accounts for such receivables ▪ Market and financial risks faced by related parties ▪ Guarantees issued to or received from related parties ▪ Financial and economic soundness of related party transactions (e.g., receivables and payables, cash placements and loans, investments in shares of stock, management/service fees, etc.)
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	

	Management regularly presents the details of transactions entered into by the Company with related parties at the meetings of the Audit and Risk Management Committee.
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(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)
Name of Director/s	<p>Inherent in any company, probable conflicts of interest may include:</p> <ul style="list-style-type: none"> ▪ When the director/officer/significant shareholder would use his/her position for personal financial gain or to benefit a company in which the director/officer/significant shareholder has a financial interest ▪ When outside financial or other interests may inappropriately influence the way in which the director/officer/significant shareholder carries out his/her responsibilities ▪ When the director's/officer's/significant shareholder's outside interests otherwise may cause harm to the Company's reputation and its stakeholders ▪ When there is an outside relationship that may deter the director/officer/significant shareholder from devoting an appropriate amount of time, energy, creativity, or other personal resources to his/her responsibilities <p>The Company has no instance of conflict of interest to which directors, officers or significant shareholders may be involved.</p>
Name of Officer/s	
Name of Significant Shareholders	

(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	<p>The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.</p> <p>All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment. All directors, officers and employees are required to promptly disclose any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of management.</p>
Group	

Directors/Officers/Significant Shareholders	
	<p>All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.</p> <p>In addition, the Company practices full disclosure of details of related party transactions. The nature, extent and all other material details of transactions with related parties are disclosed in the Company's financial statements and quarterly and annual reports to the SEC and PSE. The financial statements and reports are also available in the Company website and readily accessible to the public.</p> <p>Management regularly presents the details of transactions entered into by the Company with related parties at the meetings of the Audit and Risk Management Committee.</p>

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,⁴ 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
<ul style="list-style-type: none"> ▪ Sysmart Corporation ▪ SM Development Corporation 	Business	With common largest stockholder
<ul style="list-style-type: none"> ▪ SM Commercial Properties, Inc. ▪ SM Development Corporation 	Business	With common stockholder

- (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
<ul style="list-style-type: none"> ▪ SM Commercial Properties, Inc. ▪ SM Development Corporation ▪ Belle Corporation 	Business	With common stockholder

- (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. There are no shareholder arrangements which may impact the control, ownership and strategic direction of the Company.		

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

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	<p>A neutral third party participates to assist in the resolution of issues between the Company and stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances sees fit.</p> <p>Consideration is given to the need to promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity of determination by the parties, and the policy that the decision-making authority in the process rests with the parties.</p> <p>There were no conflicts between the corporation and its stockholders, the corporation and third parties, and the corporation and regulatory authorities, for the last three years.</p>
Corporation & Third Parties	
Corporation & Regulatory Authorities	

C. BOARD MEETINGS & ATTENDANCE

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

YES. Meetings of the Board of Directors are usually scheduled in the month following each quarter-end, and the schedule is finalized subject to the availability of the directors. Additional meetings are scheduled as the need arises.

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Benito Tan Guat	4/23/12	8	8	100%
Vice-Chairman	Willy N. Ocier	4/23/12	8	8	100%
Vice-Chairman	Elizabeth Anne C. Uychaco	4/23/12	8	7	87%
Member	Rogelio R. Cabuñag	4/23/12	8	6	75%
Member	Emilio De Quiros, Jr.	4/23/12	8	7	87%
Independent	Gregorio U. Kilayko	4/23/12	8	4	50%
Member	Jacinto C. Ng, Jr.	4/23/12	8	8	100%
Member	Jose T. Sio	4/23/12	8	7	87%
Independent	Washington Z. SyCip	4/23/12	8	5	62%
Independent	Cesar E. A. Virata	4/23/12	8	8	100%
Member	Virginia A. Yap	4/23/12	8	8	100%

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

NO. Moving forward, non-executive directors will meet at least once a year without the presence of executive directors and senior management as part of their program to improve effective governance for the coming year.

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

NO. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors as provided for under the Company's Amended By-Laws.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Board papers for Board of Directors' meetings are provided to the directors at least five (5) business days before the meeting.

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

YES. Board members have independent access to management and the Corporate Secretary.

- (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?

Under the Company's Revised Manual on Corporate Governance, the Corporate Secretary has the following duties and responsibilities:

- 1) Be responsible for the safekeeping and preservation of the integrity of minutes of the meeting of the Board and its committees, as well as other official records of the Company.**
- 2) Work fairly and objectively with the Board, management and stockholders.**
- 3) Have appropriate administrative and interpersonal skills.**
- 4) If he is not at the same time the Company's legal counsel, to be aware of the laws, rules, and regulations necessary in the performance of his duties and responsibilities.**
- 5) Have a working knowledge of the operations of the Company.**
- 6) Inform that members of the Board, or of the committees of the Board, as the case may be, in accordance with the By-Laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.**
- 7) Attend all Board meetings except when justifiable causes, such as illness, death in the immediate family and serious accidents prevent him from doing so.**
- 8) Ensure that all Board and Committee procedures, rules and regulations are strictly followed by members.**
- 9) If he is also the Compliance Officer, perform all the duties and responsibilities of the said officer as provided for in the SEC's Code of Corporate Governance.**

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

YES. The Corporate Secretary (Atty. A. Bayani K. Tan) holds a Master of Laws degree from New York University USA and earned his Bachelor of Laws degree from the University of the Philippines. He passed the bar examinations in 1981.

⁵ 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.

(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	To enable the Board to properly fulfill their duties and responsibilities, they are provided with complete and timely information about the matters in the agenda of the meetings. Directors are given independent access to management and the Corporate Secretary and they can freely communicate with them through email or telephone.
Audit	
Nomination	
Remuneration	
Others (specify)	

6) External Advice

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

Procedures	Details
To enable the Board to properly fulfill their duties and responsibilities, they are provided with complete and timely information about the matters in the agenda of the meetings. Directors are given independent access to management and the Corporate Secretary, as well as to independent professional advice when the need arises.	

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:

Existing Policies	Changes	Reason
NONE. There were no changes introduced by the Board of Directors on existing policies that may have an effect on the business of the Company.		

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 determines the amount of remuneration which shall be in a level sufficient to attract directors, executives and other key senior personnel needed to run the Company successfully. Executive compensation is composed of salaries, bonuses and other annual compensation, plus fixed per diem for every board meeting attended.	
(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
Executive Directors	<p>The Compensation and Remuneration Committee determines the amount of remuneration which shall be in a level sufficient to attract directors, executives and other key senior personnel needed to run the Company successfully.</p> <p>Executive compensation is composed of salaries, bonuses and other annual compensation, plus fixed per diem for every board meeting attended.</p>		
Non-Executive Directors	Fixed per diem for every board meeting attended	<p>Independent Director – ₱50,000 / meeting</p> <p>Others – ₱10,000 / meeting</p>	

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
<p>NO. The Compensation and Remuneration Committee determines the amount of remuneration of directors, executives and employees.</p>	

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	13,700,000	–	–
(b) Variable Remuneration	–	–	–
(c) Per diem Allowance	190,000	590,000	1,250,000
(d) Bonuses	–	–	–
(e) Stock Options and/or other financial instruments	–	–	–
(f) Others (Specify)	–	–	–
Total	13,890,000	590,000	1,250,000

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	–	–	–
2) Credit granted	–	–	–

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
3) Pension Plan/s Contributions	see footnote (a)	–	–
4) Pension Plans, Obligations incurred	–	–	–
5) Life Insurance Premium	23,000	–	–
6) Hospitalization Plan	–	–	–
7) Car Plan	–	–	–
8) Others (Specify)	–	–	–
Total	23,000	–	–

(a) Included in the retirement contribution given for the Company's eligible employees as a whole

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. There are no option grants outstanding held by directors and officers as of December 31, 2012.				

(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
NONE. There are no amendments and/or discontinuation of any incentive programs in 2012.		

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
1. Armin B. Raquel-Santos (Deputy Head)	25.5 million
2. Joselito R. Consunji (EVP & COO)	
3. Manuel A. Gana (EVP & CFO)	
4. Rudy P. Aninipot (VP-Property Management)	
5. Rogelio I. Robang (VP-Project Management & External Affairs)	

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)				
Executive	2	3		The Executive Committee oversees the management of the Company and is responsible for the Company's finances, goals, and policies. The Committee is also tasked to foster the long-term success of the Company and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders through sound strategic policies, guidelines and programs that can sustain the Company's long-term viability and strength.			
Audit and Risk Management		2	2	<p>The Audit and Risk Management Committee assists and advises the Board of Directors in fulfilling its oversight responsibilities to ensure the quality and integrity of the Company's accounting, financial reporting, auditing practices, risk management and internal control systems and adherence to over-all corporate governance best practice. The Committee also oversees the Company's process for monitoring compliance with laws, regulations, the Code of Ethics and Discipline, and performs other duties as the Board may require.</p> <p>Under its Charter, the Committee is duty-bound to perform and carry out the following responsibilities, among others, categorized under eight (8) major domains:</p> <ol style="list-style-type: none">1) Financial statements and reporting<ul style="list-style-type: none">– Review significant accounting and reporting issues– Review and endorse to the Board for approval the financial statements of the Company– Review the results of external audit2) Internal control<ul style="list-style-type: none">– Review the effectiveness of the Company's internal control system3) Internal audit<ul style="list-style-type: none">– Provide oversight of the performance of the internal audit group4) External audit<ul style="list-style-type: none">– Review the external auditors' audit scope and approach and the results of the audit5) Compliance<ul style="list-style-type: none">– Review and continually improve the effectiveness of the system for monitoring the results of management's investigation and follow-up of any instance of non-compliance6) Risk management<ul style="list-style-type: none">– Review the adequacy and effectiveness of the Company's policies and procedures relating to the			

Committee	No. of Members			Committee	Functions	Key	Power
					identification, analysis, management, monitoring and reporting of financial and non-financial risks – Review the details of the Company's related party transactions. 7) Reporting responsibilities – Regularly report to the Board the Committee's activities, findings, decisions, deliberations and recommendations 8) Other responsibilities – Perform other activities as requested by the Board		
Nomination	1	2	1		The Nomination Committee evaluates all candidates nominated to the Board in accordance with the requirements set forth by the Company's Revised Manual on Corporate Governance. The Committee ensures that those nominated to the Board meet all the qualifications for directorship.		
Compensation and Remuneration	2	2	1		The Compensation and Remuneration Committee is tasked with the oversight of policies on salaries and benefits, as well as promotions and other forms of career advancement. The Committee also reviews existing human resource policies to ensure the continued growth and development of the Company's workforce.		
Others (specify)					NONE		

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Willy N. Ocier	4/23/2012	16	15	94%	14
Member (ED)	Rogelio R. Cabuñag	4/23/2012	16	16	100%	12
Member (NED)	Jacinto C. Ng, Jr.	4/23/2012	16	8	50%	12
Member (NED)	Elizabeth Anne C. Uychaco	4/23/2012	16	15	94%	3
Member (NED)	Virginia A. Yap	4/23/2012	16	15	94%	2

(b) Audit and Risk Management Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Gregorio U. Kilayko	4/23/2012	4	2	50%	10
Member (NED)	Jacinto C. Ng, Jr.	4/23/2012	4	4	100%	12
Member (ID)	Cesar E. A. Virata	4/23/2012	4	4	100%	17
Member (NED)	Virginia A. Yap	4/23/2012	4	4	100%	2

Disclose the profile or qualifications of the Audit Committee members.

Gregorio U. Kilayko

Mr. Kilayko is an Independent Director of the Company. He is presently a Director of The Royal Bank of Scotland. He was founding head of ING Barings' stockbrokerage and investment banking business in the Philippines, and a Philippine Stock Exchange Governor in 1996 and 2000. Mr. Kilayko holds a Master of Business Administration degree from the Wharton School of the University of Pennsylvania.

Cesar E.A. Virata

Mr. Virata is an Independent Director of the Company. He is the President and Principal Consultant of C. Virata & Associates, Inc., Management Consultants. He is currently the Vice Chairman of Rizal Banking Corporation (RCBC); and Director of RCBC subsidiaries and some affiliates. He is also an Independent Director of Benpres Holdings Corporation, City & Land Development Corporation and Business World. Mr. Virata was formerly the Minister of Finance and Prime Minister of the Philippines.

Jacinto Ng, Jr.

Mr. Ng. is a Director of the Company and currently a Director and Treasurer of both Republic Biscuit Corporation and Suncrest Foods, Incorporated. Mr. Ng is also a Director of the following companies: Asia United Insurance Corporation, Extraordinary Development Corporation, Highlands Prime, Inc., Manila Bay Development Corporation, Earth+Style Corporation and Quantuvis Resources Corporation.

Virginia A. Yap

Ms. Virginia A. Yap is a Director of the Company. She is also a member of the Company's Executive and Nomination Committee. Ms. Yap holds key positions in the SM Group of Companies including being Treasurer of SM Development Corporation, and Vice President – Office of the Chairman of the Board of Directors of SM Investments Corporation, SM Land, Inc. (formerly Shoemart, Inc.) and SM Retail Inc.

She is also the Treasurer of the Highlands Prime, Inc. since August 22, 2002, a member of the Board of Directors since January 25, 2010, and a member of Executive, Compensation and Remuneration, and Audit Committees of Highlands Prime Inc. She holds a Bachelor of Science in Commerce (Major in Accounting) degree from the University of Mindanao. She has been connected with the SM Group of Companies for the last twenty-five years.

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

The Board, through the Audit and Risk Management Committee, recommends to the stockholders a duly accredited external auditor who shall undertake the independent audit and shall provide and perform an objective assurance on the preparation and presentation of financial statements.

The Audit and Risk Management Committee also:

- Performs oversight functions of the Company's external auditors. It ensures 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 function.
- Prior to the commencement of the audit, discusses 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.
- Reviews the reports submitted by the external auditors.
- Evaluates and determines the non-audit work, if any, of the external auditor, and reviews 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 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.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Washington Z. SyCip	4/23/2012	1	1	100%	17
Member (ED)	Willy N. Ocier	4/23/2012	1	1	100%	14
Member (NED)	Jose T. Sio	4/23/2012	1	1	100%	3
Member (NED)	Virginia A. Yap	4/23/2012	1	1	100%	2

(d) Compensation and Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Willy N. Ocier	4/23/2012	1	1	100%	14
Member (ED)	Rogelio R. Cabuñag	4/23/2012	1	1	100%	12
Member (ID)	Emilio De Quiros, Jr.	4/23/2012	1	1	100%	2
Member (NED)	Elizabeth Anne C. Uychaco	4/23/2012	1	1	100%	1
Member (ID)	Cesar E. A. Virata	4/23/2012	1	1	100%	17

(e) Others (Specify)

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	NONE. There are no other committees constituted by the Board of Directors other than the ones identified above.					
Member (ED)						
Member (NED)						
Member (ID)						
Member						

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	New: Elizabeth Anne C. Uychaco	Increased investment of SM Group
Others (specify)	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
Executive	<ul style="list-style-type: none"> Oversee the management of the Company, which includes, among others: <ul style="list-style-type: none"> Financial matters 	

Name of Committee	Work Done	Issues Addressed
	<ul style="list-style-type: none"> – Construction updates and issues – Property maintenance updates and issues – Sales and post-sales concerns – Legal matters <ul style="list-style-type: none"> ▪ Reviewed the Company's vision, mission, strategies, plans, and annual budget ▪ Monitored the implementation of policies and strategies, including management's overall performance 	
Audit and Risk Management	<ul style="list-style-type: none"> ▪ Assisted and advised the Board of Directors in fulfilling its oversight responsibilities to ensure the quality and integrity of the Company's accounting, financial reporting, auditing practices, risk management and internal control systems and adherence to over-all corporate governance best practice ▪ Reviewed significant accounting and reporting issues, and endorsed to the Board for approval the financial statements of the Company ▪ Reviewed the effectiveness of the Company's internal control system ▪ Provided oversight of the performance of the internal audit group ▪ Reviewed the external auditors' audit scope and approach and the results of the audit ▪ Reviewed the adequacy and effectiveness of the Company's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks ▪ Reviewed the details of the Company's related party transactions 	
Nomination	<ul style="list-style-type: none"> ▪ Evaluated all candidates nominated to the Board in accordance with the requirements set forth by the SEC and the Company's Manual on Corporate Governance ▪ Ensured that those nominated to the Board meet all the qualifications and none of the disqualifications for directorship 	
Compensation and Remuneration	<ul style="list-style-type: none"> ▪ Performed oversight of policies on salaries and benefits, as well as promotions and other forms of career advancement ▪ Reviewed existing human resource policies to ensure the continued growth and development of the Company's workforce 	
Others (specify)	NONE	

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	<ul style="list-style-type: none"> ▪ Foster the long-term success of the Company and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders through sound strategic policies, guidelines and programs that can sustain the Company's long-term viability and strength ▪ Periodically review the Company's vision, mission, strategies, plans, and annual budget and continuously monitor the implementation of such policies and strategies, including management's overall performance ▪ Institutionalize the risk management assessment process to ensure standardization, effectiveness and efficiency, and continuously monitor key risk areas and performance indicators with due diligence to enable the Company to anticipate and prepare for possible threats to its operational and financial viability ▪ Institute good corporate governance practices and ensure effective 	

Name of Committee	Planned Programs	Issues to be Addressed
	<p>communication with all employees for acknowledgment and strict compliance</p> <ul style="list-style-type: none"> ▪ Define policies and plans regarding corporate social responsibility (CSR), including formulating an action plan for publicizing and promoting awareness of CSR among all officers and employees 	
Audit and Risk Management	<ul style="list-style-type: none"> ▪ Implement the action plans made based on the results of the self-assessment conducted following the guideline set forth by SEC Memorandum Circular No. 4, which includes, among others: <ul style="list-style-type: none"> – Develop a succession plan for its members and Chair – Reporting to the Board and issuance of certifications on critical compliance issues – Review and approval of management representation letter before submission to external auditor – Obtaining management’s assurance on the state of internal controls – Promotion of risk awareness in the organization – Evaluation of compliance with the Code of Conduct for management – Review and approval of fees of external auditor ▪ Review and assess the effectiveness of the Company’s risk management system in the mitigation of financial and non-financial risks ▪ Review the Company’s continual process of good corporate governance, as well as providing approaches and advices for development, and tasking management to look into the evolving ASEAN Corporate Governance initiative from the regulators and advocacy groups to see what other enhancements can be properly pursued ▪ Oversee the effectiveness of the Company’s whistleblower policy, so that the whistleblower has the confidence that the Company has the required and appropriate independent procedure to effectively investigate and resolve such possible wrong-doings and non-compliance issues 	
Nomination	<ul style="list-style-type: none"> ▪ Enhance the process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies, and appoint competent, professional, honest and highly-motivated management officers ▪ Ensure annual performance appraisal of individual directors, the board as a whole, board committees and the President, and periodically review the criteria used in assessing such performance ▪ Formulate succession plans for top key management positions and review such plan on a regular basis ▪ Identify areas for improvement of the members of the Board, such as training/continuing education programs or any other form of assistance that directors may need in the performance of their duties 	
Compensation and Remuneration	<ul style="list-style-type: none"> ▪ Periodically review the compensation method for directors, officers and employees so that they are equitable and appropriately corresponds to the respective assigned duties and responsibilities, current business environment and performance results of the Company ▪ Define goals and evaluate the performance of top management to set reasonable compensation 	
Others (specify)	NONE	

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

The Company has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and condition of its properties and assets, and its local and global reputation. The Company aligns its risk appetite with its long-term strategic objectives.

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

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's risk management system. The Committee reviews the adequacy and effectiveness of the Company's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks, including management's reduction and mitigation plan to sufficiently and swiftly manage major financial and business risk exposures.

For the year ended December 31, 2012, effective and adequate risk management mechanisms are in place, implemented and properly complied in all levels.

(c) Period covered by the review;

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's risk management system.

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

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's risk management system. The Committee reviews the adequacy and effectiveness of the Company's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks, including management's reduction and mitigation plan to sufficiently and swiftly manage major financial and business risk exposures.

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

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 <ul style="list-style-type: none"> ▪ Interest rate risk ▪ Foreign currency risk ▪ Credit risk ▪ Liquidity risk ▪ Equity price risk ▪ Capital management 	<ul style="list-style-type: none"> ▪ Manage interest cost by limiting borrowings ▪ Mitigate transactional currency exposure by maintaining costs at consistently low levels, regardless of upward or downward movement in the foreign currency exchange rate ▪ All customers who wish to 	<p>The Company has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and</p>

Risk Exposure	Risk Management Policy	Objective
	<p>trade on credit terms are subject to credit verification procedures, and receivable balances are monitored on an ongoing basis to ensure that exposure to bad debts is not significant</p> <ul style="list-style-type: none"> ▪ Maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information ▪ Maintain debt-to-equity ratio at manageable levels 	<p>condition of its properties and assets, and its local and global reputation. The Company aligns its risk appetite with its long-term strategic objectives.</p> <p>In order to mitigate risk exposures, the Company continues to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.</p>
Market Risks <ul style="list-style-type: none"> ▪ Economic and political conditions ▪ Competition 	<ul style="list-style-type: none"> ▪ Diversify portfolio by offering different product lines ▪ Enhance existing amenities and introduce new concepts which will cater to the high-end market ▪ Offer long and affordable terms for buyers 	
<u>Performance / Completion Risks</u> <ul style="list-style-type: none"> ▪ Suppliers ▪ Contractors 	<ul style="list-style-type: none"> ▪ Purchase only from accredited suppliers ▪ Performance bonds for contractors to ensure contractual arrangements meet the Company's performance standards 	
<u>Regulatory Risks</u> <ul style="list-style-type: none"> ▪ Government regulations ▪ Changes to Philippine laws and regulations 	<ul style="list-style-type: none"> ▪ Compliance with licensing and regulatory requirements necessary to operations 	
<u>Hazard Risks</u> <ul style="list-style-type: none"> ▪ Natural disasters 	<ul style="list-style-type: none"> ▪ Regular site inspections by Company personnel and consultants/experts ▪ Implement safety measures in the design plans ▪ Include in insurance coverage 	
<u>IT Risks</u> <ul style="list-style-type: none"> ▪ Primary data center risk ▪ Mission critical business application risk ▪ Internet connection risk ▪ Hacking risk ▪ IT solution acquisition risk 	<ul style="list-style-type: none"> ▪ Co-location arrangement with redundant capability and automatic fail-over set-up for disaster recovery ▪ Implement enterprise security solutions to manage external and internal threats ▪ Annual review of technology roadmap to ensure alignment between business and IT 	

(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
<u>Financial Risks</u> <ul style="list-style-type: none"> Interest rate risk Foreign currency risk Credit risk Liquidity risk Equity price risk Capital management 	<ul style="list-style-type: none"> Manage interest cost by limiting borrowings Mitigate transactional currency exposure by maintaining costs at consistently low levels, regardless of upward or downward movement in the foreign currency exchange rate All customers who wish to trade on credit terms are subject to credit verification procedures, and receivable balances are monitored on an ongoing basis to ensure that exposure to bad debts is not significant Maintain a balance between continuity of funding and flexibility through valuation of projected and actual cash flow information Maintain debt-to-equity ratio at manageable levels 	<p>The Group has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and condition of its properties and assets, and its local and global reputation. The Group aligns its risk appetite with its long-term strategic objectives.</p> <p>In order to mitigate risk exposures, the Group continues to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.</p>
<u>Market Risks</u> <ul style="list-style-type: none"> Economic and political conditions Competition 	<ul style="list-style-type: none"> Diversify portfolio by offering different product lines Enhance existing amenities and introduce new concepts which will cater to the high-end market Offer long and affordable terms for buyers 	
<u>Performance / Completion Risks</u> <ul style="list-style-type: none"> Suppliers Contractors 	<ul style="list-style-type: none"> Purchase only from accredited suppliers Performance bonds for contractors to ensure contractual arrangements meet the Group's performance standards 	
<u>Regulatory Risks</u> <ul style="list-style-type: none"> Government regulations Changes to Philippine laws and regulations 	<ul style="list-style-type: none"> Compliance with licensing and regulatory requirements necessary to operations 	
<u>Hazard Risks</u> <ul style="list-style-type: none"> Natural disasters 	<ul style="list-style-type: none"> Regular site inspections by Group personnel and consultants/experts Implement safety measures in the design plans 	

Risk Exposure	Risk Management Policy	Objective
	<ul style="list-style-type: none"> ▪ Include in insurance coverage 	
IT Risks <ul style="list-style-type: none"> ▪ Primary data center risk ▪ Mission critical business application risk ▪ Internet connection risk ▪ Hacking risk ▪ IT solution acquisition risk 	<ul style="list-style-type: none"> ▪ Co-location arrangement with redundant capability and automatic fail-over set-up for disaster recovery ▪ Implement enterprise security solutions to manage external and internal threats ▪ Annual review of technology roadmap to ensure alignment between business and IT 	

(c) Minority Shareholders

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

Risk to Minority Shareholders
<p>Principal risks of the exercise of controlling shareholders' voting power are as follows:</p> <ol style="list-style-type: none"> 1) Majority shareholders may dominate major Company decisions 2) Lack of transparency on the actions and decisions of majority shareholders 3) Abusive and inequitable conduct on the part of majority shareholders 4) Rights of minority shareholders may not be upheld and protected <p>The Company's Revised Manual on Corporate Governance expressly provides for the protection of its stockholders' rights and minority interests. The Board of Directors is committed to respect the rights of minority stockholders.</p>

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)
Financial Risks <ul style="list-style-type: none"> ▪ Interest rate risk ▪ Foreign currency risk ▪ Credit risk ▪ Liquidity risk ▪ Equity price risk ▪ Capital management 	<p>The Company has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and condition of its properties and assets, and its local and global reputation. The Company aligns its risk appetite with its long-term strategic objectives.</p> <p>In order to mitigate risk exposures, the Company continues to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.</p> <p>The Company also has an Enterprise Risk Management Committee (ERMC) which is an oversight committee created to act as the monitoring body for the individual risk management activities of the Company. The ERMC has the responsibility of developing a formal framework to assist the Company in managing its risks and is mandated to report regularly to the Audit and Risk</p>	
Market Risks <ul style="list-style-type: none"> ▪ Economic and political conditions ▪ Competition 		
Performance / Completion Risks <ul style="list-style-type: none"> ▪ Suppliers 		

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<ul style="list-style-type: none"> Contractors 	Management Committee on any risk concerns.	
<u>Regulatory Risks</u> <ul style="list-style-type: none"> Government regulations Changes to Philippine laws and regulations 	<p>In addition, the Audit and Risk Management Committee is tasked to perform and carry out the following responsibilities related to Risk Management:</p> <ol style="list-style-type: none"> 1) Review the adequacy and effectiveness of the Company's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks. 2) Ensure that management sufficiently and swiftly manages risks, (i.e. reduction and mitigation across operating units) especially those categorized as having high impact with high probability of occurring. 3) Advise the Board, in consultation with management, on the overall risk management program of the Company as it relates to its risk appetite and strategic direction. 4) May engage a consultant for a more independent assessment of the risk management infrastructure and review different units' best practice. 5) Meet separately with the Chief Risk Officer to discuss any matters that the Committee or auditors believe should be discussed privately. 6) Review the details of the Company's related party transactions. 	
<u>Hazard Risks</u> <ul style="list-style-type: none"> Natural disasters 		
<u>IT Risks</u> <ul style="list-style-type: none"> Primary data center risk Mission critical business application risk Internet connection risk Hacking risk IT solution acquisition risk 		

(b) Group

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)
<u>Financial Risks</u> <ul style="list-style-type: none"> Interest rate risk Foreign currency risk Credit risk Liquidity risk Equity price risk Capital management 	<p>The Group has adopted a risk management policy that establishes a culture of disclosing, evaluating and managing risks, from the Board and throughout the organization toward achieving its goals and objectives, which include, among others, the protection and preservation its employees' and clients' safety and welfare, the value and condition of its properties and assets, and its local and global reputation. The Group aligns its risk appetite with its long-term strategic objectives.</p> <p>In order to mitigate risk exposures, the Group continues to exercise fiscal prudence and adopt what it considers conservative financial and operational controls.</p>	
<u>Market Risks</u> <ul style="list-style-type: none"> Economic and political conditions Competition 	<p>The Group also has an Enterprise Risk Management Committee (ERMC) which is an oversight committee created to act as the monitoring body for the individual risk management activities of the Group. The ERMC has the responsibility of developing a formal framework to assist the Group in managing its risks and is mandated to report regularly to the Audit and Risk Management Committee on any risk concerns.</p>	
<u>Performance / Completion Risks</u> <ul style="list-style-type: none"> Suppliers Contractors 		
<u>Regulatory Risks</u> <ul style="list-style-type: none"> Government regulations Changes to Philippine laws and regulations 	<p>In addition, the Audit and Risk Management Committee is tasked to perform and carry out the following responsibilities related to Risk Management:</p> <ol style="list-style-type: none"> 1) Review the adequacy and effectiveness of the Group's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks. 2) Ensure that management sufficiently and swiftly manages risks, (i.e. reduction and mitigation across operating units) especially those categorized as having high impact with high probability of occurring. 	
<u>Hazard Risks</u> <ul style="list-style-type: none"> Natural disasters 		
<u>IT Risks</u> <ul style="list-style-type: none"> Primary data 		

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
center risk ▪ Mission critical business application risk ▪ Internet connection risk ▪ Hacking risk ▪ IT solution acquisition risk	3) Advise the Board, in consultation with management, on the overall risk management program of the Group as it relates to its risk appetite and strategic direction. 4) May engage a consultant for a more independent assessment of the risk management infrastructure and review different units' best practice. 5) Meet separately with the Chief Risk Officer to discuss any matters that the Committee or auditors believe should be discussed privately. 6) Review the details of the Group's related party transactions.	

(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:

Committee/Unit	Control Mechanism	Details of its Functions
Audit and Risk Management Committee	The Committee is tasked to perform and carry out the following responsibilities related to Risk Management: 1) Review the adequacy and effectiveness of the Company's policies and procedures relating to the identification, analysis, management, monitoring and reporting of financial and non-financial risks. 2) Ensure that Management sufficiently and swiftly manages risks, (i.e. reduction and mitigation across operating units) especially those categorized as having high impact with high probability of occurring. 3) Advise the Board, in consultation with Management, on the overall risk management program of the Company as it relates to its risk appetite and strategic direction. 4) May engage a consultant for a more independent assessment of the risk management infrastructure and review different units' best practice. 5) Meet separately with the Chief Risk Officer to discuss any matters that the Committee or auditors believe should be discussed privately. 6) Review the details of the Company's related party transactions. The Committee directly reports the results of its review and assessment of the Company's risk management process to the Board of Directors.	
Enterprise Risk Management Committee (ERMC)	The ERMC is an oversight committee created to act as the monitoring body for the individual risk management activities of the Company. The ERMC has the responsibility of developing a formal framework to assist the Company in managing its risks and is mandated to report regularly to the Audit and Risk Management Committee on any risk concerns.	

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;

The Company defines internal control as the system established by the Board of Directors and management for the accomplishment of the Company's objectives, the efficient operation of its business, the reliability of its financial reporting, and faithful compliance with applicable laws, regulations and internal rules. The internal control system is the framework under which internal controls are developed and implemented to manage and control a particular risk or business activity, or a combination of risks or business activities, to which the Company is exposed.

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

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's internal control system, including information technology security and controls. To facilitate their review, the Committee understands and evaluates the scope of the internal and external auditors' review of internal controls over financial reporting, and obtains regular reports on significant findings and recommendations, together with management's responses, to obtain reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate and complied with.

For the year ended December 31, 2012, effective and adequate internal control mechanisms are in place, implemented and properly complied in all levels.

- (c) Period covered by the review;

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's internal control system, including information technology security and controls.

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

The Audit and Risk Management Committee reviews annually the effectiveness of the Company's internal control system, including information technology security and controls. To facilitate their review, the Committee understands and evaluates the scope of the internal and external auditors' review of internal controls over financial reporting, and obtains regular reports on significant findings and recommendations, together with management's responses, to obtain reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate and complied with.

The scope and the particulars of a system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of business and the business culture; the volume, size and complexity of transactions; the degree of risks; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.

- (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
To provide an independent, objective assurance and consulting activity designed to add value and improve the Company's operations	<p>To determine whether the Company's network of risk management, control and corporate governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:</p> <ul style="list-style-type: none"> • Risk are appropriately identified and managed. • Interaction with the various corporate governance groups occurs as needed. • Significant financial, managerial and operating information are accurate, reliable and timely. • Employee's actions are in compliance with policies, standards, procedures and applicable laws and regulations. • Resources are acquired economically, used efficiently and adequately protected. • Programs, plans and objectives are achieved. • Quality and continuous improvement are fostered in 	In-house	Marilyn G. Rico	<p>The Internal Audit Head, in the discharge of her duties, shall be accountable to Audit Committee and the Senior Management to:</p> <ol style="list-style-type: none"> Provide annually an assessment on the adequacy and effectiveness of the organization's processes for controlling its activities and managing its risks in the areas set forth under the mission and scope of work. Report significant issues related to the processes for controlling the activities of the organization and its subsidiaries, including potential improvements to those processes and provide information concerning such issues through resolution. Periodically provide information on the status and results of the annual audit plan and the

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
	<p>the control processes of the Company.</p> <ul style="list-style-type: none"> Significant legislative or regulatory issues impacting the Company are recognized and addressed appropriately. 			<p>sufficiency of department resources.</p> <p>d. Coordinate with and provide oversight of other control and monitoring functions (risk management, compliance, security, legal ethics, environmental, external audit)</p>

- (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?

YES. Under the Company's Revised Manual on Corporate Governance, the Audit and Risk Management Committee is tasked to organize an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagements and removal.

- (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 Internal Audit Head reports directly to the Audit Committee. In the performance of the internal audit function, the group is authorized to:

- 1) Have unrestricted access to all functions, records, property and personnel.
- 2) Have full and free access to communicate with the Audit Committee.
- 3) Allocate resources, set frequencies, select subjects, determine scopes of work and apply the techniques required to accomplish audit objectives.
- 4) Obtain the necessary assistance of personnel in units of the Company where they perform audits, as well as other specialized services from with or outside the Company.

- (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. There were no resignations/reassignment of internal audit staff during the period.	

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

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

Progress Against Plans	Internal audit engagements are conducted in accordance with the audit plan and timetable approved by the Audit and Risk Management Committee.
Issues⁶	Issues and findings noted during the audit were given appropriate attention by management and recommendations were implemented accordingly. Significant findings and recommendations, together with management's responses, are reported to the Audit and Risk Management Committee to enable the Committee to obtain reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate and complied with.
Findings⁷	
Examination Trends	

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(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
Internal controls over financial reporting	Implemented
Authorization of transactions	Implemented
Physical safeguards	Implemented
IT general and application controls	Implemented

(g) Mechanism 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):

Auditors (Internal and External)	Financial Analysts	Investment Banks
<ul style="list-style-type: none"> ▪ The Audit and Risk Management Committee reviews and confirms the independence of the external auditors by obtaining 	The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.	

⁶ "Issues" are compliance matters that arise from adopting different interpretations.

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

<p>certification from the latter relative to their overall relationship with the Company. The Committee shall disallow any non-audit work that will conflict with the duties of the external auditor or may pose a threat to his independence.</p> <ul style="list-style-type: none"> ▪ To provide for the independence of the internal auditor, the Internal Audit Head reports directly to the Audit and Risk Management Committee. The group has the authority to have unrestricted access to all functions, records, property and personnel of the Company. 	<p>All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.</p>
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(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.

- 1) Benito Tan Guat – Chairman
- 2) Frederic C. DyBuncio* – President & CEO
- 3) A. Bayani K. Tan – Corporate Secretary/Compliance Officer

** Elected in the Organizational Meeting of the Board of Directors on April 22, 2013 to replace Mr. Rogelio R. Cabuñag as President*

H. ROLE OF STAKEHOLDERS

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

	Policy	Activities
Customers' welfare	<p>The Company provides its customers with quality care and service in the provision of goods and services under terms and conditions that are fair and satisfactory. All customers are given fair and proper treatment and are provided with complete, correct and actual information.</p> <p>The Company has a dedicated customer service group to address the concerns/queries of all current and potential buyers.</p>	
Supplier/contractor selection practice	<p>The Company observes propriety and acts with fairness and transparency in dealing with business partners (i.e., contractors, suppliers, creditors and other entities that engage in business with the Company). The Company adheres to its principles of healthy competition, equal opportunity and fair treatment of business partners.</p> <p>The Company has a bidding committee to screen, review and approve major contracts with contractors and suppliers to ensure that it is conducted on an arm's length basis.</p>	

	Policy	Activities
Environmentally friendly value-chain	The Company ensures the environmental friendliness of its operations, and contributes to the overall sustainability of the physical environment where the Company operates. The Company is committed to the protection of the environment and complies with all applicable environmental laws and regulations.	
Community interaction	The Company respects relevant laws and/or regulations in the community where the Company operates. Compliance with those laws and regulations is strictly monitored to prevent any damage to the quality of life of society, surrounding communities and the environment.	
Anti-corruption programmes and procedures?	The Company's whistle blower policy was adopted to create an environment where concerns and issues, made in good faith, may be raised freely within the organization. Under the policy, any stakeholder may submit an incident report on suspected or actual violations of the Code of Ethics and Discipline or any other applicable law or regulation. Upon receipt of an incident report, management is tasked to conduct an investigation on its merit, subject to due process and applicable penalties and sanctions thereafter. Anyone who in good faith reports a violation of the Code or policies or law shall not be retaliated upon or suffer harassment or adverse employment consequence.	
Safeguarding creditors' rights	<p>The Company observes propriety and acts with fairness and transparency in dealing with business partners (i.e., contractors, suppliers, creditors and other entities that engage in business with the Company). The Company adheres to its principles of healthy competition, equal opportunity and fair treatment of business partners.</p> <p>The Company strictly respects agreements with creditors, manages loans according to lending objectives, ensures timely repayment of loans and interests, thoroughly honors loan conditions as agreed and competently operates the business to assure creditors about the Company's healthy financial standing and loan repayment capabilities.</p>	

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

NO. Moving forward, the Company will create a separate Corporate Responsibility section in its Annual Report and Company website.

- 3) Performance-enhancing mechanisms for employee participation.

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

The Company's Code of Ethics states that:

- All officers and employees shall be selected, engaged and compensated based on qualification, merit and performance. They shall be treated fairly and accorded respect and dignity. Their individual and collective rights shall not be violated.
- The Company shall maintain a safe, productive and conducive workplace and environment and comply with all applicable health, safety and environmental laws. It shall foster harmonious relations among its officers and employees and establish free and honest communication with them.
- The Company endeavours to provide career advancement through a clearly defined promotion system based on employees' competencies, major contributions and accomplishments, work attitude and interpersonal relationship. The Company shall also offer its employees continuous learning sessions, seminars and workshops to improve and increase their level of competency, efficiency and general

well-being.

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

As of December 31, 2012, the Company has 131 employees, all of whom are full-time employees and are not subject to Collective Bargaining Agreements, broken down as follows:

Executives	12
Senior Managers/Managers/Officers	25
Supervisors	38
Rank and File	56
TOTAL	131

All regular employees are enrolled under a group life insurance plan with PhilamLife and Ace Insurance and under a group health plan with Cocolife Healthcare. The Company also complies with government mandated benefits such as SSS, Philhealth and Pag-ibig for all employees.

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

The Company considers its officers and employees as important stakeholders of the Company and is committed to their continuous learning and growth. The Company offers its employees continuous learning sessions, seminars and workshops to improve and increase their level of competency, efficiency and general well-being.

In 2012, external trainings and seminars attended by various employees are as follows:

Training Institution	Training / Seminar
PAREB-PASIG Realtors Board, Inc.	Comprehensive Real Estate and Continuing Professional Education Seminar
Philippine Institute of Certified Public Accountants (PICPA)	Philippine Standards on Auditing
	PICPA Regulator's Day
SGV & Co.	Philippine Financial Reporting Standards (PFRS) 9
Pacific Management Forum	Accounting for Non-Accountants
Center for Global Best Practices	SEC Revised Regulations on Financial Reporting for Corporations
Realty & Entrepreneurship Academy of the Phils., Inc (REAP)	Property Management Seminar
Employers Confederation of the Philippines	Symposium on The New Wage Order No. NCR-17
Guthrie Jensen	Communication Assertiveness
	People Handling Skills

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

The Company endeavours to provide career advancement to employees through a clearly defined promotion system based on the employee's competencies, major contributions and accomplishments, work attitude and interpersonal relationships. Performance appraisals are conducted annually, and merit increases resulting from these appraisals are given to the deserving employee subject to the review and approval of management.

Moreover, the Company has a defined benefit pension plan covering all regular and permanent employees. The benefits are based on the employee's projected salaries and number of years in service.

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

The Company's whistle blower policy was adopted to create an environment where concerns and issues, made in good faith, may be raised freely within the organization. Under the policy, any stakeholder may submit an incident report on suspected or actual violations of the Code of Ethics and Discipline or any other applicable law or regulation. Upon receipt of an incident report, management is tasked to conduct an investigation on its merit, subject to due process and applicable penalties and sanctions thereafter. Anyone who in good faith reports a violation of the Code or policies or law shall not be retaliated upon or suffer harassment or adverse employment consequence.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

- (a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
PCD Nominee Corporation (Filipino) ⁽¹⁾	3,026,198,403	28.66%	<i>see footnote</i>
SM Commercial Properties, Inc. ⁽²⁾	2,591,715,833	24.54%	SM Commercial Properties, Inc.
Sysmart Corporation	1,629,353,802	15.43%	Sysmart Corporation
PCD Nominee Corporation (Non-Filipino) ⁽¹⁾	1,000,106,457	9.47%	<i>see footnote</i>
SM Development Corporation ⁽²⁾	735,553,560	6.97%	SM Development Corporation

- (1) PCD Nominee Corporation ("PCDNC") is a wholly-owned subsidiary of Philippine Central Depository, Inc. ("PCD"). The beneficial owners of such shares registered under the name of PCDNC are PCD's participants who hold the shares in their own behalf or in behalf of their clients. The PCD is prohibited from voting these shares, instead the participants have the power to decide how the PCD shares in Belle are to be voted. The participants of PCD who own more than 5% of the Company's outstanding capital are as follows:

- i. The Hong Kong Shanghai banking Corporation Limited – Client's Account – 7.35%

- (2) Mr. Henry Sy, Sr. is the single largest shareholder of Sysmart Corporation and SM Development Corporation

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
NONE. There are no members of senior management that hold 5% shareholding or more.			

- 2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	No
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes

Training and/or continuing education programme attended by each director/commissioner	No
Number of board of directors/commissioners meetings held during the year	No
Attendance details of each director/commissioner in respect of meetings held	No
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

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

Disclosures not included in the Annual Report can be viewed and downloaded from the PSE or the Company website. Moving forward, the Company will include these disclosures in the next Annual Report.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
SyCip Gorres Velayo & Co.	₱1.0 million	N/A

4) Medium of Communication

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

The Company fully complies with the reporting and disclosure requirements of all relevant laws as well as regulations issued by the SEC and PSE. Annual reports, financial statements and other disclosures are readily available to the public. These reports may be viewed and downloaded from the PSE or the Company website. The Company website is regularly updated to ensure prompt disclosures.

The Company also conducts briefings and meetings with investors, analysts and the press to keep them updated on the Company's various projects and financial and operational results.

5) Date of release of audited financial report: **March 6, 2013**

6) Company Website

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

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

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

7) Disclosure of RPT

RPT	Relationship	Nature	Value (In Thousands)
ADVANCES TO RELATED PARTIES			
APC Group, Inc.	Associate	Advances to associate	3,754,554 (mostly provided; net balance amounts to 79,452)
Belle Bay Plaza Corporation	Subsidiary	Advances to subsidiary	1,498,085 (fully provided with allowance)
Others	Subsidiary and associates	Advances	875,691 (with allowance amounting to 90,964)
Tagaytay Highlands International Golf Club, Inc.	With common set of directors	Advances to other related parties	365,782 (with allowance amounting to 1,087)
The Country Club at Tagaytay Highlands, Inc.	With common set of directors	Advances to other related parties	93,940 (with allowance amounting to 1,737)
Others	With common set of directors	Advances to other related parties	30,793 (with allowance amounting to 5,211)
ADVANCES FROM RELATED PARTIES			
SLW Development Corporation	Subsidiary	Advances from subsidiary	104,073
Metropolitan Leisure and Tourism Corporation	Subsidiary	Advances from subsidiary	41,401
PremiumLeisure and Amusement, Inc.	Subsidiary	Advances from subsidiary	4,711
Sinophil Corporation	Associate	Advances from associate	3,426
Others	Subsidiary and associate	Advances from related parties	61,505
Sinophil Leisure and Resorts Corp	Associate, indirect	Advances from other related parties	29,034
Tagaytay Midlands Golf Club, Inc.	With common set of directors	Advances from other related parties	74,868
OTHER TRANSACTIONS			
BDO	Associate	Cash equivalent	1,209,671
		Interest income on cash equivalent	81,904
		Receivables purchase agreement	242,429
		Escrow fund	2,064,450
		Interest income on escrow fund	12,083
		Loans payable	1,668,000
		Interest expense on loans payable, gross of capitalized interest	78,072
		Long-term debt	3,927,000

RPT	Relationship	Nature	Value (In Thousands)
		Interest expense on long term debt	156,667
SM Land, Inc.	With common stockholders	Operating Lease	2,824
SM Arena Complex Corporation	With common stockholders	Sponsorship agreement	11,594
PremiumLeisure and Amusement, Inc.	Subsidiary	Project management fee	25,000
SM Investments Corporation	Stockholder	HTM investments	750,000
		Interest income on HTM investments	17,906
Directors and officers	Key management personnel	Receivables	11,983 (with allowance amounting to 688)
		Short-term employee benefits	44,889
		Post-employment benefits	3,964

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

The Company practices full disclosure of details of related-party transactions. The nature, extent and all other material details of transactions with related parties are disclosed in the Company's financial statements and quarterly and annual reports to the SEC and PSE. The financial statements and reports are also available in the website and readily accessible to the public.

Management regularly presents the details of transactions entered into by the Company with related parties at the meetings of the Audit and Risk Management Committee. This is to ensure that the Company conducts all related party transactions on an arm's 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.

Quorum Required	Majority of the stock issued and outstanding
------------------------	---

(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	Vote of stockholders
Description	Corporate acts are approved by the vote of stockholders owning the majority of the stock issued and outstanding of the Company.

(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 not in The Corporation Code
<p><u>Voting Right</u></p> <ul style="list-style-type: none"> ▪ Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code of the Philippines. ▪ Cumulative voting shall be used in the election of directors. 	
<p><u>Power of Inspection</u></p> <ul style="list-style-type: none"> ▪ The Company shall allow all stockholders to inspect books and records of the Company including minutes of Board meetings and stock registries in accordance with the Corporation Code, and during normal business hours. ▪ Annual reports, including financial statements, shall be provided to stockholders, without cost or restrictions. 	
<p><u>Right to Information</u></p> <ul style="list-style-type: none"> ▪ The Board shall ensure that all material information about the Company which could adversely affect its viability or the interests of the shareholders shall be publicly and timely disclosed through established procedures of the stock exchange and SEC. ▪ Upon request, the Company shall provide the stockholders with periodic reports and information about directors and officers, and certain other matters such as their holdings of the Company's shares, dealings with the Company, relationships among directors and key officers and the aggregate compensation of directors and officers. 	
<p><u>Right to Dividends</u></p> <ul style="list-style-type: none"> ▪ Subject to the discretion of the Board, all stockholders shall have the right to receive dividends. 	
<p><u>Appraisal Right</u></p> <ul style="list-style-type: none"> ▪ The stockholders shall have appraisal right to dissent and demand payment of the fair value of their shares in the manner provided under Section 82 of the Corporation Code, under any of the following circumstances: <ul style="list-style-type: none"> a. In case any amendment to the 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; b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of 	

Stockholders' Rights under The Corporation Code	Stockholders' Rights not in The Corporation Code
all or substantially all of the corporate property and assets as provided in the Corporation Code. c. In case of merger or consolidation.	

Dividends

Declaration Date	Record Date	Payment Date
NONE. There were no dividends declared by the Company in 2012.		

(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
<p>Notice of the Annual Stockholders' Meeting is given to all stockholders at least 21 business days before the meeting to provide stockholders with enough time to examine the information. The Notice encloses essential and adequate facts on all items on the agenda for consideration and approval of the stockholders.</p> <p>As provided for in the Company's Revised Manual on Corporate Governance, minority stockholders have the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p>	<ul style="list-style-type: none"> • Notice of the Annual Stockholders' Meeting • SEC Form D20-IS
<p>To facilitate stockholders who cannot attend the meeting, they are encouraged to fill out, date, sign and send a proxy. For corporate stockholders, the proxies should be accompanied by a Secretary's Certificate on the appointment of the corporation's authorized signatory.</p>	<ul style="list-style-type: none"> • Notice of the Annual Stockholders' Meeting • SEC Form D20-IS
<p>To ensure that all stockholders' concerns are properly addressed, the Chairman of the Board, Board Directors, the President, Board Committee Chairmen and Members, Senior Management, Corporate Secretary and the Independent Auditors are always present during the Annual Stockholders' Meeting. The meeting agenda provides an opportunity for stockholders to freely express their views and raise their concerns at the meeting.</p>	<ul style="list-style-type: none"> • Notice of the Annual Stockholders' Meeting • SEC Form D20-IS

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

Corporate acts such as amendments to the Company's constitution, authorization of additional shares, and the transfer of all or or substantially all assets, which in effect results in the sale of the Company, are approved by the vote of stockholders owning the majority of the stock issued and outstanding of the Company. The agenda enclosed in the Notice of Annual Stockholders' Meeting would include such corporate acts for the consideration and approval of the stockholders.

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? **YES**
 - a. Date of sending out notices: **March 28, 2012**
 - b. Date of the Annual/Special Stockholders' Meeting: **April 23, 2012**

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

To ensure that all stockholders' concerns are properly addressed, the Chairman of the Board, Board Directors, the President, Board Committee Chairmen and Members, Senior Management, Corporate Secretary and the Independent Auditors are always present during the Annual Stockholders' Meeting. The meeting agenda provides an opportunity for stockholders to freely express their views and raise their concerns at the meeting.

There were no questions raised by the stockholders during the Annual Stockholders' Meeting last April 23, 2012.

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

Resolution	Approving	Dissenting	Abstaining
Approval of the minutes of the previous meeting of stockholders	100%	–	–
Approval of 2011 operations and results	100%	–	–
Ratification of all acts of the Board of Directors and officers	100%	–	–
Election of directors	100%	–	–
Appointment of SGV & Co. as external auditors	100%	–	–

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:
April 23, 2012

- (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. There were no modifications made in the Annual Stockholders' Meeting regulations during the recent year.	

(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 hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	BOARD MEMBERS: 1. Benito Tan Guat 2. Willy N. Ocier 3. Elizabeth Anne C. Uychaco 4. Rogelio R. Cabuñag 5. Emilio S. De Quiros, Jr. 6. Gregorio U. Kilayko 7. Jacinto C. Ng, Jr. 8. Jose T. Sio 9. Washington Z. SyCip 10. Cesar E.A. Virata 11. Virginia A. Yap OFFICERS: 1. Manuel A. Gana 2. Joselito R. Consunji 3. Armin B. Raquel-Santos 4. Michelle T. Hernandez 5. Zenia K. Sy 6. Nancy O. Hui 7. Rogelio I. Robang 8. A. Bayani K. Tan	4/23/2012	Stockholders may vote at all meetings either in person or by proxy duly given in writing in favor of any person of their confidence and each stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the corporation; provided, however, that in the election of Directors, each stockholder shall be entitled to cumulate his votes in the manner provided for by law.	0.0008%	75.9139%	75.9148%

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

YES. Under the Company's Amended By-Laws, two inspectors shall be appointed by the Board of Directors before or at each meeting of the stockholders of the corporation, at which an election of directors shall take place. The inspectors shall receive and take charge of all proxies and ballots and shall decide all questions touching upon the qualifications of voters, the validity of proxies, and the acceptance and rejection of votes.

For purposes of the Annual Stockholders' Meeting on April 23, 2012, the Corporate Secretary and/or his representative together with the Audit Partner of the External Auditor and/or his representative have been designated as inspectors to oversee the counting of votes.

- (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.

YES. Each stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the corporation. Voting rights for each class of share are as follows:

Share Class	Voting Rights
Common	Full voting rights
Preferred	Non-voting

(g) Proxy Voting Policies

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

	Company's Policies
Execution and acceptance of proxies	Proxies of any stockholder entitled to vote at the meeting would be recognized, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney, and provided further that the proxy is filed with the Secretary of Corporation at least four (4) days before the meeting.
Notary	Notarization of proxy forms is not required to encourage stockholders to apply their right to vote through the proxy forms.
Submission of Proxy	All proxies should be received by the Corporation at least four (4) days before the meeting.
Several Proxies	If the stockholder intends to designate several proxies, the number of shares of stock to be represented by each proxy shall be specifically indicated in the proxy form. If some of the proxy forms do not indicate the number of shares, the total shareholding of the stockholder shall be tallied and the balance thereof, if any, shall be allotted to the holder of the proxy form without the number of shares. If all are in blank, the stocks shall be distributed equally among the proxies.
Validity of Proxy	Proxies of any stockholder entitled to vote at the meeting would be recognized, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney, and provided further that the proxy is filed with the Secretary of Corporation at least four (4) days before the meeting.
Proxies executed abroad	
Invalidated Proxy	
Validation of Proxy	
Violation of Proxy	Two inspectors shall be appointed by the Board of Directors before or at each meeting of the stockholders of the corporation, at which an election of directors shall take place. The inspectors shall receive and take charge of all proxies and ballots and shall decide all questions touching upon the qualifications of voters, the validity of proxies, and the acceptance and rejection of votes.

(h) Sending of Notices

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

Policies	Procedure
Notice of time and place of regular or special meetings of stockholders shall be given by mailing or delivering written or printed notice of the same at least ten (10) days prior to the meeting, with postage and/or delivery charges prepaid, to each stockholder of record of the corporation entitled to vote at such meeting and addressed to the stockholder's last known post office address appearing on the corporate books of the corporation.	

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	2,001
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 28, 2012
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	March 28, 2012
State whether CD format or hard copies were distributed	Hard and soft copies
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(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.	None*
The amount payable for final dividends.	None*
Documents required for proxy vote.	Yes

* *There were no dividends declared by the Company in 2012.*

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

2) Treatment of Minority Stockholders

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

Policies	Implementation
Voting Right ▪ Shareholders shall have the right to elect, remove and replace directors and vote on	▪ During the Annual Stockholders' Meeting held last April 23, 2012, members of the Company's Board of Directors were

Policies	Implementation
<p>certain corporate acts in accordance with the Corporation Code of the Philippines.</p> <ul style="list-style-type: none"> ▪ Cumulative voting shall be used in the election of directors. ▪ A director shall not be removed without cause if it will deny minority shareholders representation in the Board. 	<p>nominated and elected to serve for the year 2012-2013 and until their successors are duly elected and qualified.</p>
<p><u>Power of Inspection</u></p> <ul style="list-style-type: none"> ▪ The Company shall allow all stockholders to inspect books and records of the Company including minutes of Board meetings and stock registries in accordance with the Corporation Code, and during normal business hours. ▪ Annual reports, including financial statements, shall be provided to stockholders, without cost or restrictions. 	<ul style="list-style-type: none"> ▪ The Company fully complies with the reporting and disclosure requirements of all relevant laws as well as regulations issued by the SEC and the PSE. ▪ Annual reports, financial statements and other disclosures are readily available to the public. These reports may be viewed and downloaded from the PSE or the Company website. The Company website is regularly updated to ensure prompt disclosures. ▪ The Company undertakes to provide printed copies of the Information Statement and Annual Report upon written request of any stockholder entitled to vote at the Annual Stockholders' Meeting without charge.
<p><u>Right to Information</u></p> <ul style="list-style-type: none"> ▪ The Board shall ensure that all material information about the Company which could adversely affect its viability or the interests of the shareholders shall be publicly and timely disclosed through established procedures of the stock exchange and SEC. ▪ Upon request, the Company shall provide the stockholders with periodic reports and information about directors and officers, and certain other matters such as their holdings of the Company's shares, dealings with the Company, relationships among directors and key officers and the aggregate compensation of directors and officers. ▪ The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes. ▪ The minority shareholders shall have access to all information relating matters for which the management is accountable and to those relating to matters for which the management should include in such information. If not included the minority shareholders can propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes". 	<ul style="list-style-type: none"> ▪ The Company fully complies with the reporting and disclosure requirements of all relevant laws as well as regulations issued by the SEC and the PSE. ▪ Annual reports, financial statements and other disclosures are readily available to the public. These reports may be viewed and downloaded from the PSE or the Company website. The Company website is regularly updated to ensure prompt disclosures. ▪ Information about directors and officers, and certain other matters such as their holdings of the Company's shares, dealings with the Company, relationships among directors and key officers and the aggregate compensation of directors and officers are disclosed in the Company's SEC Form 17-A.
<p><u>Right to Dividends</u></p> <ul style="list-style-type: none"> ▪ Subject to the discretion of the Board, all stockholders shall have the right to receive 	<ul style="list-style-type: none"> ▪ The Company's By-Laws provide that dividends upon the capital stock of the corporation may be declared by the Board of

Policies	Implementation
dividends.	<p>Directors in the manner and form provided by law.</p> <ul style="list-style-type: none"> No dividends on common stock were declared in 2012.
<p>Appraisal Right</p> <ul style="list-style-type: none"> The stockholders shall have appraisal right to dissent and demand payment of the fair value of their shares in the manner provided under Section 82 of the Corporation Code, under any of the following circumstances: <ul style="list-style-type: none"> In case any amendment to the 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; 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. In case of merger or consolidation. 	<ul style="list-style-type: none"> The matters voted upon in the Annual Stockholders' Meeting held last April 23, 2012 are not among the instances whereby the right of appraisal, defined to be the right of any stockholder to dissent and demand payment of the fair value of his shares, may be exercised.

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

YES. Minority stockholders have a right to nominate candidates for the board of directors as provided for in the Revised Manual on Corporate Governance.

K. INVESTORS RELATIONS PROGRAM

- 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.

Financial statements and results of operations are disclosed quarterly. Before submission to the PSE and SEC, these reports are presented to the Audit and Risk Management Committee and the Board of Directors for their review and approval. The Corporate Information Officer approves all disclosures that will be made available to the public.

Annual reports, financial statements and other disclosures may be viewed and downloaded from the PSE or the Company website. The Company website is regularly updated to ensure prompt disclosures.

- 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.

	Details
(1) Objectives	<ul style="list-style-type: none"> To assist investors in making investment decisions with regards to their shareholdings in the Company To guide analysts in formulating their forecasts and

	Details
	<p>recommendations with regard to the valuation and prospects of the Company</p> <ul style="list-style-type: none"> ▪ To provide the regulators, the media and the general public with the most current information about the Company, which will have a material impact on the company's overall growth and profitability ▪ To handle enquiries and manage relations with investors, analysts, shareholders and the general public
(2) Principles	<ul style="list-style-type: none"> ▪ Transparency and accountability to all existing and potential investors ▪ Fairness and level playing field for all stakeholders
(3) Modes of Communications	<ul style="list-style-type: none"> ▪ Annual reports, financial statements and other disclosures may be viewed and downloaded from the PSE or the Company website. ▪ The Company conducts briefings and meetings with investors, analysts and the press to keep them updated on the Company's various projects and financial and operational results.
(4) Investors Relations Officer	<p>Mr. Manuel A. Gana Executive Vice President and Chief Financial Officer Email: mag@bellecorp.com Telephone No.: 662-8807</p>

- 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?

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

Before any extraordinary transaction is finalized, the Company performs due diligence, benchmarking and cost-benefit analysis procedures to ensure that the transaction is in line with the long-term sustainability of the business and within the core competency of the Group. In addition, Board, stockholder and regulatory approvals are obtained first before such transaction is finalized.

The independent party to be appointed may vary depending on the type of the transaction (e.g., investment banks, external auditors, third party appraisers and legal and tax consultants).

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

Initiative	Beneficiary
Annual 'One Tree at a Time' tree planting activity (in partnership with Highlands Prime, Inc. and the ASEAN Centre for Biodiversity)	Tagaytay Highlands
Financial assistance	Philippine Leprosy Mission, Inc.
Medical mission	Residents of Brgy. Calabuso, Tagaytay
Donation	World Wildlife Fund - Philippines
Donation	Organization/institution for the preservation of cultural heritage

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.

	Process	Criteria
Board of Directors	An independent party oversees the appraisal process which is conducted annually during one of the meetings of the Board of Directors. Appraisal forms are distributed to the directors to evaluate the performance of (1) individual directors, (2) the board as a whole, (3) board committees, and (4) the CEO/President. The independent party then collates and summarizes the appraisal forms and a summary report is presented to the Board.	1. Independence 2. Leadership 3. Expertise 4. Corporate Governance
Board Committees		1. Independence 2. Leadership 3. Expertise 4. Corporate Governance
Individual Directors		1. Independence 2. Leadership 3. Expertise 4. Corporate Governance
CEO/President		1. Leadership 2. Integrity 3. Diligence

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
Violation of any of the provisions in the Revised Manual on Corporate Governance	In case of <u>first violation</u> , the subject person shall be warned, reprimanded or suspended depending on the severity of the violation. Any first violation that results in any notable financial loss for the Company shall at least be reprimanded or suspended.
	A <u>second violation</u> may require suspension depending on the gravity of the violation.
	For the <u>third violation</u> , the maximum penalty of removal from office may be imposed. When removed, the subject directors, officers or staff of the Company or its subsidiaries and affiliates, shall not be granted additional benefits except those required by law.

01 JUL 2013

PTR No. ... / Pasig City
DPE No. ... / Quezon City