

## GRAND PLAZA HOTEL CORPORATION

26 February 2014

**Filed Through PSE EDGE**

Philippine Stock Exchange, Inc.  
4<sup>th</sup> Floor, Philippine Stock Exchange Center  
Exchange Road, Ortigas Center  
Pasig City

Attention: Janet A. Encarnacion  
Head, Disclosure Department

**Re: Updates to the Annual Corporate Governance Report ("ACGR") of Grand Plaza Hotel Corporation ("Corporation") for 2013**

Dear Sirs:

Please be informed that the Corporation submitted the attached letter to the Securities and Exchange Commission ("SEC"), in connection with the updates to the ACGR of the Corporation.

In compliance with SEC Memorandum Circular No. 1, Series of 2014 ("MC 1-14"), the Corporation submitted the attached letter to the SEC, to notify the SEC of the following changes to the Corporation's ACGR for 2013.

1. Information on the Board of Directors on page 4;
2. Information on members of the Board of Directors who hold the office of director in other companies within its group on page 5;
3. Discussion on how the Corporation implements and monitors compliance with the code of ethics or conduct on page 24.
4. Attendance of Board of Directors last year on page 27;
5. Attendance of the members of various Committees last year on page 36;
6. Changes in Committee members on page 37;
7. Changes in performance-enhancing mechanisms for employee participation on page 60;
8. Changes in ownership structure on page 61;
9. External auditor's fee for 2013 on page 62;
10. Updates on related party transactions on page 63;
11. Questions and answers during the annual stockholders' meeting in 2013 on page 67;
12. Result of Annual Stockholders' Meeting's Resolutions in 2013 on page 68;

13. Stockholders' attendance in 2013 on page 68;
14. Corporate social responsibility initiatives in 2013 on page 73; and
15. Process followed in assessing the Audit Committee's performance on page 75.

The updated ACGR is also posted on the Corporation's website at [www.grandplazahotelcorp.com](http://www.grandplazahotelcorp.com).

Sincerely yours,



**EDDIE YEO**  
Asst. Compliance Officer



102252014002774



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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S.E.C Registration Number

Grand Plaza Hotel Corporation

( Company's Full Name )

c/o 12<sup>th</sup> Floor Net One Center, 26<sup>th</sup> Street corner 3<sup>rd</sup> Avenue

Crescent Park West Bonifacio Global City

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Company Telephone Number

Updates to the Annual Corporate Governance Report

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# GRAND PLAZA HOTEL CORPORATION

**Hand Delivery**

25 February 2014

The Securities and Exchange Commission  
SEC Building, EDSA  
City of Mandaluyong

Attention: Atty. Justina F. Callangan  
Director, Corporate Governance and Finance Department

**Re: Updates to the Annual Corporate Governance Report ("ACGR") of Grand Plaza Hotel Corporation ("Corporation") for 2013**

Dear Sirs:

We write in connection with the Securities and Exchange Commission ("SEC") Memorandum Circular No. 1, Series of 2014 ("MC 1-14").

We understand that under MC 1-14, listed companies will no longer be required to submit an annual and updated ACGR to the SEC. Instead, any changes or updates to the ACGR must be reported within 5 days from the occurrence of the change, either through (i) a disclosure to the SEC, if the change or update requires a disclosure on SEC Form 17-C, or (ii) an advisement letter to the SEC, if the change or update does not require a disclosure on SEC Form 17-C. The changes or updates must also be reflected on the ACGR that is posted on the company's website.

In compliance with MC 1-14, the Corporation notifies the SEC of the following changes to the Corporation's ACGR for 2013.

1. Information on the Board of Directors on page 4;
2. Information on members of the Board of Directors who hold the office of director in other companies within its group on page 5;
3. Discussion on how the Corporation implements and monitors compliance with the code of ethics or conduct on page 24.
4. Attendance of Board of Directors last year on page 27;
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12. Result of Annual Stockholders' Meeting's Resolutions in 2013 on page 68;
13. Stockholders' attendance in 2013 on page 68;
14. Corporate social responsibility initiatives in 2013 on page 73; and
15. Process followed in assessing the Audit Committee's performance on page 75.

For your reference, we attach the updated ACGR as Annex "A". The updated portions are marked-up in the attached ACGR. The updated ACGR is also posted on the Corporation's website at [www.grandplazahotelcorp.com](http://www.grandplazahotelcorp.com).

Sincerely yours,

  
EDDIE YEO  
Asst. Compliance Officer

Encl.

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM - ACGR**  
**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is Filed for the Year ..... 2013
  
2. Exact Name of Registrant as Specified in its Charter ... GRAND PLAZA HOTEL CORPORATION
  
3. 10/F, The Heritage Hotel Manila, Roxas Blvd. cor. EDSA Ext., Pasay City ..... 1300 .....  
Address of Principal Office Postal Code
  
4. SEC Identification Number 166878 ..... 5.  (SEC Use Only)  
Industry Classification Code
  
6. BIR Tax Identification Number.....000-460-602-000.....
  
7. (632) 854-8838  
Issuer's Telephone number, including area code  
.....
  
8. 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	7
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Actual number of Directors for the year	7
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**(a) Composition of the Board**

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If 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)	Elected when (Annual/Special Meeting)	No. of years served as director
Wong Hong Ren	ED	The Philippine Fund Limited ("TPFL")	Open floor nomination	15 May 1996	15 May 2012-2013	Annual	47-18
Bryan Cockrell	NED	TPFL	Open floor nomination	15 May 1997	15 May 2012-2013	Annual	16-17
Michele Dee-Santos	NED	RCBC Trust	Open floor nomination	7 February 2006	15 May 2012-2013	Annual	7-8
Angelito Imperio	ID	N.A.	Zatrio Pte. Ltd.; No relation	5 August 1992	15 May 2012-2013; Served as ID 2001-2004, and 2008 to present	Annual	20
Eddie Yeo	ED	TPFL	Open floor nomination	13 Jan 2005	15 May 2012-2013	Annual	89
Eddie C. T. Lau	NED	TPFL	Open floor nomination	17 Jan 2005	15 May 2012-2013	Annual	89
Mia Gentugaya	ID	N.A.	The Philippine Fund Limited; No relation	5 Aug 1992	15 May 2012-2013; Served as ID 2005 - present	Annual	20

- (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 Corporation has adopted its own Revised Corporate Governance Manual ("CG Manual"), which is aimed to institutionalize the principles of good corporate governance in the entire organization. As a policy, the Board of

Directors ("Board"), Management, employees and shareholders of the Corporation believe that good corporate governance is a necessary component of what constitutes sound strategic business management and undertakes to create and maintain awareness within the organization.

*Shareholders* - The CG Manual ensures that shareholders are afforded rights and that minority shareholders' interests are protected.

*Minority shareholders* - the CG Manual emphasizes that the minority shareholders should be allowed to participate in determination of corporate acts. Specifically, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation. The By-Laws of the Corporation provides that shareholders representing at last ten percent (10%) of the outstanding capital stock of the Corporation may request the holding of a special shareholders' meeting.

*Disclosure duties* - Under the CG Manual, the Corporation has adopted a policy that requires management to disclose related-party transactions. Also, item 5 of the CG Manual requires the disclosure of all material information about the Corporation which could adversely affect its viability or the interests of the stockholders. This includes:

- earnings results
- acquisition or disposition of assets
- remuneration

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

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

The Corporation has no fixed period set for the Board's review of the vision and mission.

**(d) Directorship in Other Companies**

**(i) Directorship in the Corporation's Group**

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.
Wong Hong Ren	Please refer to the attachment "A".	Director
	ATOS Holding AG	
	Beijing Fortune Hotel Co., Ltd.	Director
	-	Legal Representative
	Birkenhead Holdings Pty. Ltd.	Director
	Birkenhead Investments Pty. Ltd.	Director
	CDL Entertainment & Leisure Pte Ltd	Director
	CDL Hotels (Korea) Ltd.	Director Chairman
	CDL Hotels (Labuan) Limited	Director
	CDL Hotels (Singapore) Pte Ltd	Director
CDL Hotels Holdings New Zealand Limited	Director	

<u>CDL Hotels Japan Pte. Ltd.</u>	<u>Director</u>
<u>CDL Investments New Zealand Limited</u>	<u>Director</u> <u>Chairman</u>
<u>CDL Land New Zealand Limited</u>	<u>Director</u>
<u>CDLHT MTN PTE. LTD.</u>	<u>Director</u>
<u>Chancery Limited</u>	<u>Director</u>
<u>City Hotels Pte. Ltd.</u>	<u>Director</u>
<u>Copthorne Orchid Hotel Singapore Pte Ltd</u>	<u>Director</u>
<u>First Sponsor Capital Limited</u>	<u>Director</u>
<u>First Sponsor Group Limited</u>	<u>Director</u>
<u>Grand Plaza Hotel Corporation</u>	<u>Director/Chairman/President</u>
<u>Harbour Land Corporation</u>	<u>Director</u>
<u>Harrow Entertainment Pte Ltd</u>	<u>Director</u>
<u>Hospitality Holdings Pte. Ltd.</u>	<u>Director</u>
<u>Hotelcorp New Zealand Pty Ltd</u>	<u>Director</u>
<u>Idea Valley Group Limited</u>	<u>Director</u>
<u>International Design Link Pte Ltd</u>	<u>Director</u>
<u>KIN Holdings Limited</u>	<u>Director</u>
<u>Kingsgate Holdings Pty. Ltd.</u>	<u>Director</u>
<u>Kingsgate Hotel Pty. Ltd.</u>	<u>Director</u>
<u>Kingsgate International Corporation Limited</u>	<u>Non-Executive Director</u>
<u>Kingsgate International Pty Ltd.</u>	<u>Director</u>
<u>Kingsgate Investments Pty. Ltd.</u>	<u>Director</u>
<u>London Britannia Hotel Limited</u>	<u>Director</u>
<u>M&amp;C (India) Holdings Pte. Ltd.</u>	<u>Director</u>
<u>M&amp;C (Mauritius) Holdings Limited</u>	<u>Director</u>
<u>M&amp;C Business Trust Management Limited</u>	<u>Non-Executive Director</u> <u>Chairman</u>
<u>M&amp;C Holdings (Thailand) Ltd.</u>	<u>Director</u>
<u>M&amp;C Hospitality Holdings (Asia) Limited</u>	<u>Director</u>
<u>M&amp;C Hospitality International Limited</u>	<u>Director</u>
<u>M&amp;C Hotel Enterprises (Asia) Limited</u>	<u>Director</u>
<u>M&amp;C Hotel Investments Pte. Ltd.</u>	<u>Director</u>
<u>M&amp;C Hotels Holdings Japan Pte. Ltd.</u>	<u>Director</u>
<u>M&amp;C Hotels Holdings Limited</u>	<u>Director</u>
<u>M&amp;C Hotels Holdings USA Limited</u>	<u>Director</u>
<u>M&amp;C Hotels Japan Pte. Ltd.</u>	<u>Director</u>
<u>M&amp;C REIT Management Limited</u>	<u>Non-Executive Director</u> <u>Chairman</u>
<u>Millennium &amp; Copthorne Hotel Holdings (Hong Kong) Limited</u>	<u>Director</u>
<u>Millennium &amp; Copthorne Hotels (Hong Kong) Limited</u>	<u>Director</u>
<u>Millennium &amp; Copthorne Hotels New Zealand Limited</u>	<u>Director</u> <u>Chairman</u>
<u>Millennium &amp; Copthorne Hotels plc</u>	<u>Director</u> <u>Executive Director</u> <u>CEO</u>
<u>Millennium &amp; Copthorne Hotels Pty Ltd</u>	<u>Director</u>
<u>Millennium &amp; Copthorne International Limited</u>	<u>Director</u>
<u>Millennium &amp; Copthorne Middle East Holdings Limited</u>	<u>Director</u>
<u>Newbury Investments Pte Ltd.</u>	<u>Director</u>
<u>PT Millennium Hotels &amp; Resorts</u>	<u>President Commissioner</u>
<u>PT. Millennium Sirih Jakarta Hotel</u>	<u>Commissioner</u>
<u>Quantum Limited</u>	<u>Director</u>
<u>Republic Hotels Suzhou Pte Ltd</u>	<u>Director</u>
<u>Republic Iconic Hotel Pte. Ltd.</u>	<u>Director</u>
<u>RHR Capital Pte. Ltd.</u>	<u>Director</u>
<u>Rogo Realty Corporation</u>	<u>Director</u>

	<u>The Philippine Fund Limited</u>	<u>Director &amp; President</u>
	<u>TOSCAP Limited</u>	<u>Director</u>
	<u>Zatrio Pte Ltd</u>	<u>Director</u>
	<u>Zillion Holdings Limited</u>	<u>Director</u>

(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)
Bryan K. Cockrell	(1) Southeast Asia Cement Holdings Inc. (2) Republic Cement Corp.	(1) Chairman (2) Director (3) Director

(iii) **Relationship within the Company and its Group**

Provide keen 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
Wong Hong Ren	TPFL	Principal-nominee
Bryan Cockrell	TPFL	Principal-nominee
Michele Dee-Santos	RCBC Trust	Principal-nominee
Eddie Yeo	TPFL	Principal-nominee
Eddie C. T. Lau	TPFL	Principal-nominee

(iv) **Has the company set limit on the number of Board Seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director of 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 Directorship in other companies
<b>Executive Director</b>	<p>According to the CG Manual, the following guidelines shall govern the determination of number of directorships for the Board:</p> <ul style="list-style-type: none"> <li>The nature of the business of the corporations of which he is a director</li> <li>Age of the director</li> <li>Number of directorships/ active memberships and official positions held in other corporations or organizations, provided that directorships in affiliates, subsidiaries or other corporations related to the Corporation shall not be counted</li> <li>Possible conflict of interest</li> </ul>	The CG Manual does not provide a particular limit; however, it provides that executive directors shall submit themselves to a reasonable number of directorships in other companies and that in any case, the capacity of each director to diligently and efficiently perform his duties as board member shall not be compromised.
<b>Non-Executive Director</b>		The same limitation applies to independent, non-executive directors who serve as full-time executives in other companies.
<b>CEO</b>		The same limit applies.

The optimum number shall be related to the capacity of a director to efficiently and diligently perform their duties to the boards they serve.

**(c) Shareholding in the Company**

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

Name of Director	Number of Direct Shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Wong Hong Ren	1	0	Less than 1%
Bryan Cockrell	1	0	Less than 1%
Michele Dee-Santos	1	0	Less than 1%
Angelito Imperio	1	0	Less than 1%
Eddie Yeo	1	0	Less than 1%
Eddie Lau	1	0	Less than 1%
Mia Gentugaya	1	0	Less than 1%
<b>Total</b>	<b>7</b>	<b>0</b>	<b>Less than 1%</b>

**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 benefits of independent views.

Yes      No

Generally, the Board is the governing body of the Corporation, and all corporate acts are approved by the Board. There are adequate checks and balances in the corporate governance structure of the Corporation to ensure that there is an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board (e.g. board review, internal control, and Audit Committee).

Firstly, there is a proper delineation of the functions of Chair and CEO provided by the Corporation's By-Laws:

- Article V, Section 6 - defines the position of Chairman of the Board
- Article V, Section 7 - defines the position of President/ CEO

Secondly, the CG Manual contains provisions to ensure that the Board has mechanisms to ensure proper checks and balances in the management and operation of the Corporation. These include:

- Sections 2.2.1.3 (vi) to (ix) and Section 2.2.1.4 (iv) - on the powers, duties and responsibilities of the Board and a director
- Section 2.2.2.1 - on the creation and functions of the Audit Committee
- Section 2.5 - which requires the Board to provide stockholders with a balanced and comprehensible assessment of the Corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.
- Section 2.6 - requires the Management to provide adequate and timely information to the Board, acknowledges the Board's access to Management and the Corporate Secretary, and the Board's discretion to make further inquiries on Management action and not to rely solely in information provided by Management
- Section 7.4 - Board's self-rating system to assess Board and Management performance

Under Sec. 2.2.1 of the CG Manual of the Corporation, the Board is primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an



independent check on Management.

Thirdly, the Corporation has an Audit Committee and its own Audit Committee Charter ("Charter"), which provides for the duties and responsibilities of the Audit Committee and lays down the rules and procedures that govern the conduct and performance of the duties of the Audit Committee. The powers, duties, and responsibilities of the Audit Committee include access to auditors and management, review of audit procedures, and oversight of financial management functions.

**Identify the Chair and CEO:**

<b>Chairman of the Board</b>	Wong Hong Ren
<b>CEO/ President</b>	Wong Hong Ren

**(b) Roles, Accountabilities and Deliverables**

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

	<b>Chairman</b>	<b>Chief Executive Officer</b>
<b>Roles</b>	According to the Corporation's By- Laws, the Chairman, if present, presides at all meetings of the stockholders and of the Board. The Chairman also performs all other duties as from time to time may be assigned to him by the Board.	The President Acts as the Chief Executive Officer of the Corporation. He presides over meetings in the absence of the Chairman. He also performs all duties incident to the office of the President and such other duties as may from time to time be assigned to him by the Board or as prescribed by the By-Laws.
<b>Accountabilities</b>		He is responsible for the general care and supervision of the business and affairs of the Corporation. Corporate acts and contracts outside of day-to-day operations generally require Board approval.
<b>Deliverables</b>		He signs with the Corporate Secretary or Assistant Corporate Secretary certificates of stock of the Corporation. He also provides the stockholders and the Board such reports, memoranda, accounts and data which may be required of him. He also signs off on the periodic filings and reports of the Corporation (e.g., Annual Report, Information Statement, Financial Statements, etc.) submitted to regulatory agencies and the PSE.

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

The CEO/President and other key officers of the Corporation under its By-Laws, are elected every year in the organizational meeting of the Board. Except for the CEO/President of the Corporation (who is not covered by an employment contract with the Corporation), the key officers of the Corporation are also on two-year employment contracts that may be renewed for another two years upon mutual of the parties.

Furthermore, under Article VI, Section 2 of the Corporation's By-Laws, the Chairman, President, Vice-President(s), the General Manager, the Secretary, and Treasurer shall hold office until his successor is elected and qualified in his stead, or until he shall have resigned or shall have been removed in the manner as provided in the By-Laws.

**43) 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.**

According to Section 2.2.1.3 of the CG Manual, it is a policy of the Corporation that the Board has a duty to implement a

process for the selection of Directors who can add value and contribute independent judgment for the formulation of sound corporate strategies and policies.

Furthermore, 2 out of the 7 directors, or approximately 28.6%, are required to be independent directors as defined by the CG Manual.

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

Yes. According to the CG Manual, Sec. 2.2.1.5, in addition to the qualifications required by law for all directors, the Corporation also requires that the non-executive director be a member in good standing in a relevant industry, business, or professional organizations. More particularly, Section 2.2.1.1. of the CG Manual mandates that the non-executive director should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

The CG Manual also provides that a director should devote sufficient time to familiarize himself with the Corporation's business. He should be constantly aware of and knowledgeable with the Corporation's operations to enable him to meaningfully contribute to the Board's work. He should attend and actively participate in Board and committee meetings, review meeting materials and, if called for, ask questions or seek explanation. A director should have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its articles of incorporation and by-laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies. A director should also keep abreast with industry developments and business trends in order to promote the Corporation's competitiveness.

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

The Corporation's corporate governance documents do not expressly provide for the roles, accountabilities, and deliverables of the executive, non executive, and independent directors. However, the By-Laws and CG Manual of the Corporation provide for the powers, duties, and responsibilities of the Board and of each director of the Corporation.

	<b>Executive</b>	<b>Non-Executive</b>	<b>Independent Director</b>
<b>Roles</b>	Article IV, Section 1 of the By-Laws of the Corporation provides that unless otherwise provided by law, the powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board.	Article IV, Section 1 of the By-Laws of the Corporation provides that unless otherwise provided by law, the powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board.	Article IV, Section 1 of the By-Laws of the Corporation provides that unless otherwise provided by law, the powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board.
<b>Accountabilities</b>	Under Sec. 2.2.1 of the CG Manual, the Board is primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management.  Under Sec. 2.2.1.2 of the CG Manual, it shall	Under Sec. 2.2.1 of the CG Manual, the Board is primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management.  Under Sec. 2.2.1.2 of the CG Manual, it shall be the Board's responsibility to	Under Sec. 2.2.1 of the CG Manual, the Board is primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management.  Under Sec. 2.2.1.2 of the CG Manual, it shall be the Board's responsibility to foster the long-term success of the

	<p>be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation and its shareholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities. The Board shall formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.</p> <p>Sec. 2.2.1.4 of the CG Manual provides that a director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.</p>	<p>foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation and its shareholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities. The Board shall formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.</p> <p>Sec. 2.2.1.4 of the CG Manual provides that a director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.</p>	<p>Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation and its shareholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities. The Board shall formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.</p> <p>Sec. 2.2.1.4 of the CG Manual provides that a director's office is one of trust and confidence. A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.</p>
<p>Deliverables</p>	<p>Under Sec. 2.2.1.7 of the CG Manual, the members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the SEC.</p> <p>Sec. 2.5 of the CG Manual requires the Board to provide</p>	<p>Under Sec. 2.2.1.7 of the CG Manual, the members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the SEC.</p> <p>Sec. 2.5 of the CG Manual requires the Board to provide stockholders with a balanced and comprehensible</p>	<p>Under Sec. 2.2.1.7 of the CG Manual, the members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the SEC.</p> <p>Sec. 2.5 of the CG Manual requires the Board to provide stockholders with a balanced and comprehensible assessment of the Corporation's performance,</p>

<p>stockholders with a balanced and comprehensible assessment of the Corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.</p>	<p>assessment of the Corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.</p>	<p>position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.</p>
		<p>Independent directors should always attend Board meetings. The Board may require the presence of at least one independent director in all Board meetings. However, the absence of an independent director will not affect the quorum requirement.</p>

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

The Corporation's Guidelines for Selection of Candidates for Independent Director ("Guidelines") provides the following definition:

*Definition of Independent Director* - An independent director is a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having a financial or other interest in the business of the Corporation, its parent or subsidiaries, or any other individual having a relationship with the corporation which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. It refers to a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship that could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the corporation. It includes, among others, any person who:

- (i) Is not a director or officer or substantial stockholder of the Corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
- (ii) Is not a relative of any director, officer, or substantial shareholder of the Corporation, any of its related companies, or any of its substantial shareholders. for this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister.
- (iii) Is not acting as a nominee or representative of a substantial shareholder of the Corporation, any of its related companies or by any of its substantial shareholders within the last five years.
- (iv) Has not been employed in any executive capacity b the Corporation, any of its related companies or by any of its substantial shareholders within the last five years.
- (v) Is not retained as professional adviser by the Corporation, any of its related companies or any of its substantial shareholders within the last five years, either personally or through his firm;
- (vi) Has not engaged and does not engage in any transaction with the Corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with any other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder other than transactions which are conducted at arms length and are immaterial or insignificant.

In compliance with this definition, only the candidates whose nominations are confirmed by the Nomination Committee to be in accordance with such rules, guidelines and criteria to govern the conduct of the nomination shall be eligible to be elected as independent directors.

As such, both Atty. Gentugaya and Atty. Imperio, the incumbent independent directors, have no relation whatsoever to their nominators, TPFL and Zatrio Pte Ltd, respectively.

**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 Corporation complies with SEC Memorandum No. 9, Series of 2011 ("SEC MC 9-11"), providing for term limits of

independent directors to be reckoned from the terms commencing after 2 January 2013. Thus, the Corporation's independent directors can serve as such for five consecutive years. After the completion of the five-year service period, an independent director shall be ineligible for election as such, unless the independent director has undergone a "cooling off" period of two years. After the "cooling off" period," the independent director can serve for another five consecutive years. After serving as independent director for 10 years, the independent director shall be perpetually barred from being elected as such in the same company. All the previous terms served by existing independent directors shall not be included in the application of the term limits. Thus, the independent directors of the Corporation shall be eligible for reelection as independent directors for the next five consecutive years from 15 May 2012, subject to the "cooling off" period provided in SEC MC 9-11.

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

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

Indicate any change in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
N.A.			

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

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

Procedure	Process Adopted	Criteria
<b>a. Selection/ Appointment</b>		
(i) Executive Directors	<p>The By-Laws provide that all directors shall be elected annually and shall hold office until the annual meeting held next to his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall have been removed</p> <ul style="list-style-type: none"> <li>Annual meeting: held on the 15th of May every year</li> <li>If the election is not held on the annual meeting, then it shall be held at a special meeting as soon as thereafter as the same may be conveniently held</li> <li>Notice: at least 15 days before the meeting</li> <li>Quorum: the holders of at least the majority of the outstanding capital stock entitled to vote should be present personally or by proxy</li> <li>Nomination: Stockholders nominating candidates for election shall show proof that such candidates have all the qualifications and none of the disqualifications</li> <li>Deliberations of the Nomination Committee: At least a majority of the members of the Committee shall attend and they shall</li> </ul>	<ul style="list-style-type: none"> <li>i. He shall have at least one share of stock of the Corporation;</li> <li>ii. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five years;</li> <li>iii. He shall possess integrity/probity;</li> <li>iv. He shall be at least 21 years old;</li> <li>v. He shall be assiduous;</li> <li>vi. He must have a college education or equivalent academic degree;</li> <li>vii. He must have a practical understanding of the business of the Corporation;</li> <li>viii. He must be a member in good standing in relevant industry, business or professional organizations; and</li> <li>ix. He must possess previous business experience.</li> <li>x.</li> </ul>
(ii) Non-Executive Directors		

	<p>determine if one is qualified. Only those qualified based on their determination may be elected.</p> <ul style="list-style-type: none"> <li>• Voting: cumulative voting</li> </ul>	
(iii) Independent Directors	<p>Under the Corporation's By-Laws, the Corporation shall elect such number of independent director/(s) as the relevant laws or regulations may require.</p> <p>At least three (3) months before the annual stockholders' meeting in which an independent director/(s) shall be elected, or at such time as the relevant law or regulation may from time to time prescribe, the incumbent Board shall meet to appoint a Nomination Committee.</p> <p>The Nomination Committee shall consist of at least three (3) members, one of whom shall be an incumbent independent director.</p> <p>The Nomination Committee shall prepare the list of candidates for independent director/(s) based upon qualified candidates nominated by the stockholders. The Nomination Committee, subject to the approval by the Board, shall promulgate the rules, guidelines and criteria to govern the conduct of the nomination. Only the candidates whose nominations are confirmed by the Nomination Committee to be in accordance with such rules, guidelines and criteria to govern the conduct of the nomination. No other nomination shall be entertained after the list of candidates has been finalized and submitted to the Chairman. No further nomination shall be entertained or allowed on the floor during the stockholders' meeting.</p> <p>The Chairman of the Board, or in his or her absence, the designated chairman of the stockholders' meeting, shall inform the stockholders attending the stockholders' meeting of the mandatory requirement of electing independent director/(s). In case of failure to elect an independent director, the Chairman shall call a separate election during the same meeting to fill the vacancy.</p>	<ol style="list-style-type: none"> <li>He shall have at least one share of stock of the Corporation;</li> <li>He shall be at least a college graduate or he shall have been engaged or exposed to the</li> <li>business of the corporation for at least five years;</li> <li>He shall possess integrity/probity;</li> <li>He shall be at least 21 years old;</li> <li>He shall be assiduous;</li> <li>He must have a college education or equivalent academic degree;</li> <li>He must have a practical understanding of the business of the Corporation;</li> <li>He must be a member in good standing in relevant industry, business or professional organizations; and</li> <li>He must possess previous business experience.</li> </ol>
<b>b. Re-appointment</b>		
(i) Executive Directors	<p>The By-Laws provide that all directors shall be elected annually and shall hold office until the annual meeting held next</p>	<ol style="list-style-type: none"> <li>He shall have at least one share of stock of the Corporation;</li> <li>He shall be at least a college graduate or he shall have been engaged or</li> </ol>

	<p>to his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall have been removed</p> <ul style="list-style-type: none"> <li>• Annual meeting: held on the 15th of May every year</li> <li>• If the election is not held on the annual meeting, then it shall be held at a special meeting as soon as thereafter as the same may be conveniently held</li> <li>• Notice: at least 15 days before the meeting</li> <li>• Quorum: the holders of at least the majority of the outstanding capital stock entitled to vote should be present personally or by proxy</li> <li>• Voting: cumulative voting applies</li> </ul>	<ul style="list-style-type: none"> <li>iii. exposed to the business of the corporation for at least five years;</li> <li>iv. He shall possess integrity/probity;</li> <li>v. He shall be at least 21 years old;</li> <li>vi. He shall be assiduous;</li> <li>vii. He must have a college education or equivalent academic degree;</li> <li>viii. He must have a practical understanding of the business of the Corporation;</li> <li>ix. He must be a member in good standing in relevant industry, business or professional organizations; and</li> <li>x. He must possess previous business experience.</li> </ul>
(ii) Non-Executive Directors	<p>The By-Laws provide that all directors shall be elected annually and shall hold office until the annual meeting held next to his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall have been removed</p> <ul style="list-style-type: none"> <li>• Annual meeting: held on the 15th of May every year</li> <li>• If the election is not held on the annual meeting, then it shall be held at a special meeting as soon as thereafter as the same may be conveniently held</li> <li>• Notice: at least 15 days before the meeting</li> <li>• Quorum: the holders of at least the majority of the outstanding capital stock entitled to vote should be present personally or by proxy</li> <li>• Voting: cumulative voting applies</li> </ul>	<ul style="list-style-type: none"> <li>i. He shall have at least one share of stock of the Corporation;</li> <li>ii. He shall be at least a college graduate or he shall have been engaged or exposed to the</li> <li>iii. business of the corporation for at least five years;</li> <li>iv. He shall possess integrity/probity;</li> <li>v. He shall be at least 21 years old;</li> <li>vi. He shall be assiduous;</li> <li>vii. He must have a college education or equivalent academic degree;</li> <li>viii. He must have a practical understanding of the business of the Corporation;</li> <li>ix. He must be a member in good standing in relevant industry, business or professional organizations; and</li> <li>x. He must possess previous business experience.</li> </ul>
(iii) Independent Directors	<p>The By-Laws provide that all directors shall be elected annually and shall hold office until the annual meeting held next to his election and until his successor shall have been elected and shall have qualified, or until his death or until he shall resign or shall have been removed</p> <ul style="list-style-type: none"> <li>• Annual meeting: held on the 15th of May every year</li> <li>• If the election is not held on the annual meeting, then it shall be held at a special meeting as soon</li> </ul>	<ul style="list-style-type: none"> <li>i. He shall have at least one share of stock of the Corporation;</li> <li>ii. He shall be at least a college graduate or he shall have been engaged or exposed to the</li> <li>iii. business of the corporation for at least five years;</li> <li>iv. He shall possess integrity/probity;</li> <li>v. He shall be at least 21 years old;</li> <li>vi. He shall be assiduous;</li> <li>vii. He must have a college education or equivalent academic degree;</li> <li>viii. He must have a practical understanding of the business of the Corporation;</li> </ul>

	<p>as thereafter as the same may be conveniently held</p> <ul style="list-style-type: none"> <li>• Notice: at least 15 days before the meeting</li> <li>• Quorum: the holders of at least the majority of the outstanding capital stock entitled to vote should be present personally or by proxy</li> <li>• Voting: cumulative voting applies</li> </ul> <p>In compliance with MC 9-11, the Corporation's independent directors are covered by a term limit of five consecutive years, subject to the "cooling-off" period of two years as provided in MC 9-11.</p>	<ul style="list-style-type: none"> <li>ix. He must be a member in good standing in relevant industry, business or professional organizations; and</li> <li>x. He must possess previous business experience.</li> </ul>
<p><b>c. Permanent Disqualification</b></p>		
<ul style="list-style-type: none"> <li>(i) Executive Directors</li> <li>(ii) Non-Executive Directors</li> <li>(iii) Independent Directors</li> </ul>	<p>The By-Laws provide that any director may be removed, either with or without cause, at any time, by the affirmative vote of 2/3 of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting called for the purpose and held after due notice. The vacancy in the Board caused by any such removal may be filled by the stockholders at such meeting without further notice, or at any regular or special meeting called for the purpose after due notice.</p>	<p>Furthermore, the CG Manual provides the following additional disqualifications:</p> <ul style="list-style-type: none"> <li>i. Any person who has been finally convicted by a competent judicial or administrative body of the following: (i) any crime involving purchase of securities, (ii) any crime arising out of the person's conduct as an underwriter, broker, dealer, investment company, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, floor broker; and (iii) any crime arising out of his relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them.</li> <li>ii. Any person who, by reason of any misconduct, after hearing or trial, is permanently or temporarily enjoined by order, judgment or decree of the SEC or any court or other administrative body of competent jurisdiction from: (i) acting as an underwriter, broker, dealer, investment company, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, floor broker; (ii) acting as a director or officer of a bank, quasi-bank, trust company, investment house, investment company or an affiliated person of any of them; (iii) engaging in or continuing any conduct or practice in connection with any such activity or willfully violating laws governing securities, and banking activities. Such disqualification shall also apply when such person is currently subject to an effective order of the SEC or any court or other</li> </ul>



		<p>administrative body refusing, revoking, or suspending any registration, license, or permit issued under the Corporation Code, Securities Regulation Code, or any other law administered by the SEC of the BSP, or under any rule or regulation promulgated by the SEC of BSP, or otherwise restrained to engage in any activity involving securities and banking. Such person is also disqualified when he is currently subject to an effective order of a self-regulatory organization suspending or expelling him from membership or participation or from associating with a member or participant of the organization.</p> <p>iii. Any person finally convicted judicially or administratively of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury or other fraudulent act or transgressions</p> <p>iv. Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced, or procured the violation of, any provision of the Securities Regulation code, the Corporation Code, or any other law administered by the SEC or BSP, or any rule, regulation or order of the SEC or BSP, or who has filed a materially false or misleading application, report or registration statement required by the SEC, or any rule, regulation or order of the SEC.</p> <p>v. Any person judicially declared to be insolvent.</p> <p>vi. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed above</p> <p>vii. Any affiliated person who is ineligible, by reason of paragraphs (i) to (v) above to serve or act in the capacities listed in those paragraphs</p> <p>viii. Any person convicted by final judgment of an offense punishable by imprisonment for a period exceeding 6 years, or a violation of the Corporation Code, committed within 5 years prior to the date of his election or appointment</p>
<b>d. Temporary Disqualification</b>		

(i) Executive Directors	A temporarily disqualified director shall, within 60 business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.	Under the CG Manual, any of the following shall be a ground for temporary disqualification of a director:
(ii) Non-Executive Directors		
(iii) Independent Directors	<p>A temporarily disqualified director shall, within 60 business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.</p> <p>In compliance with MC 9-11, the Corporation's independent directors are covered by a term limit of five consecutive years, subject to the "cooling-off" period of two years as provided in MC 9-11.</p>	According to the CG Manual, in addition to the above-mentioned disqualifications, an independent director shall also be disqualified if his beneficial equity ownership in the Corporation or its subsidiaries and affiliates exceeds 2% of its subscribed capital stock. the disqualification shall be lifted or later complied with.
<b>e. Removal</b>		
(i) Executive Directors	The By-Laws provide that any director may be removed, either with or without cause, at any time, by the affirmative vote of 2/3 of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting called for the purpose and held after due notice. The vacancy in the Board caused by any such removal may be filled by the stockholders at such meeting without further notice, or at any regular or special meeting called for the	May be with or without cause. An example of a removal for cause is provided for by Section 8 the CG Manual, which mandates removal of the director for a third violation of the CG Manual.
(ii) Non-Executive Directors		
(iii) Independent Directors		

	purpose after due notice.  The Compliance Officer decides whether or not any violation of the CG Manual has been committed, and shall recommend to the Chairman the imposable penalty for such violation, for further review and approval by the Board. This is subject to the requirements of due process, notice and hearing.	
<b>f. Re-Instatement</b>		
(i) Executive Directors	The By-Laws provide that any vacancy caused by disqualification may be filled by the majority vote of the remaining directors then in office, constituting a quorum, and each director so elected shall hold office for a term to expire at the next annual election of directors, and until his successors shall be duly elected and qualified, or until his death, until he shall resign or shall have been removed in the manner herein provided.	Under Sec. 2.2.1.5 of the CG Manual, a temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.
(ii) Non-Executive Directors		
(iii) Independent Directors		
<b>g. Suspension</b>		
(i) Executive Directors	According to the CG Manual, the Compliance Officer decides whether or not any violation of the CG Manual has been committed, and shall recommend to the Chairman the imposable penalty for such violation, for further review and approval by the Board. This is subject to the requirements of due process, notice and hearing.	A director shall be suspended from office for a second violation of the provisions of the CG Manual.
(ii) Non-Executive Directors		
(iii) Independent Directors		

#### Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Wong Hong Ren	To facilitate the conduct of the proceedings of the annual stockholders' meeting, the stockholders adopted a system of voting whereby a motion to elect the directors was presented and the meeting was advised that if there is no objection to a nomination or motion to approve a proposed resolution regarding the nomination, it will be understood that the stockholders present or represented in today's meeting vote in favor of the nomination. Based on this system of voting, the five regular directors and the two independent directors, being the only nominees to the Board, were unanimously elected in the last annual stockholders' meeting.
Bryan Cockrell	
Eddie Lau	
Eddie Yeo	
Michele Dee-Santos	
Angelito Imperio (Independent Director)	
Mia Gentugaya (Independent Director)	

**5) Orientation And Education Program**

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

A director, before assuming his role as such, is required to attend a seminar on corporate governance conducted by a duly recognized private or government institute. Furthermore, Section 4 of the CG Manual allows the Board to allocate funds for the purpose of conducting an orientation program or workshop with regard to the requirements of the CG Manual.

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

On 23 November 2010, SyCip Gorres Velayo & Co. and Knowledge Institute conducted a corporate governance seminar at the Corporation's Boardroom, which was attended by Mr. Wong Hong Ren (Chairman and President/CEO) and Mr. Yam Kit Sung (General Manager, CFO, Compliance Officer, and Chief Audit Executive).

**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
Wong Hong Ren	23 November 2010	Corporate Governance Seminar	SyCip Gorres Velayo & Co. and Knowledge Institute
Bryan Cockrell	24 July 2008	2008 Corporate Governance Workshop	Corporate Governance Institute of the Philippines / Financial Executives Institute of the Philippines / Management Association of the Philippines
Eddie Yeo	2-3 March 2009	Orientation Course on Corporate Governance	Institute of Corporate Directors
Angelito C. Imperio	2-3 March 2009	Orientation Course on Corporate Governance	Institute of Corporate Directors
Mia G. Gentugaya	2-3 March 2009	Orientation Course on Corporate Governance	Institute of Corporate Directors
Michele D. Santos	6 December 2005	Corporate Governance Orientation Course	Institute of Corporate Directors / Insurance Institute for Asia and the Pacific
Arlene C. De Guzman	24 July 2008	2008 Corporate Governance Workshop	Corporate Governance Institute of the Philippines / Financial Executives Institute of the Philippines / Management Association of the Philippines
Yam Kit Sung	23 November 2010	Corporate Governance Seminar	SyCip Gorres Velayo & Co. and Knowledge Institute
Alain Charles J. Velese	5 December 2008 /	Compliance Seminar	Philippine Stock Exchange
	9 December 2010 / 12	Annual Listing and	Philippine Stock Exchange
	December 2011 / 27 November 2012	Disclosure Rules Seminar	

**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	He should avoid situations that may compromise his impartiality; requires full disclosure for any actual or potential conflict of interest, as well as inhibition from participating in decision-making. If there is a continuing material conflict of interest, he should seriously consider resignation.	The Corporation adheres to the policies of the Group (Millennium & Copthorne Hotels plc) which outline the standards of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty, integrity, objectivity and in compliance with all applicable legal and regulatory requirements.	Engaging in competitive business operation is considered a grave offense.
(b) Conduct of Business and Fair Dealings	The basic principle is that a director should not use his position to profit or gain some benefit or advantage for himself and/ or his related interests.	<p>The Board of Directors has implemented an anti-bribery policy which prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement.</p> <p>It is the Company's and the Group's policy to agree the terms of payment with suppliers at the commencement of the trading or contractual relationship and to operate within such terms subject to satisfactory completion of the suppliers' obligations. It does not follow any particular guidelines established by third parties.</p>	<p>Engaging in competitive business operations with The Heritage Hotel ("Hotel") premises is a grave offense.</p> <p>Unauthorized foreign currency dealings is considered a grave offense</p> <p>Merchandising or engaging in any kind of personal business or activity during working hours or while inside the Hotel premises and/or anywhere within its vicinity is considered a minor offense.</p>
(c) Receipt of gifts from third parties	A director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position.	The Board of Directors has implemented an anti-bribery policy which prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement.	<p>Borrowing or receiving money commissions, promises or soliciting material favors or any other consideration from suppliers, customers or other persons with which the company has an existing business relationship for the purpose of personal gain or benefit is a grave offense.</p> <p>Soliciting and collection any form of contributions or donations for any purpose not authorized by the Management is a minor offense.</p>
(d) Compliance with Laws & Regulations	A director is required to have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its articles of incorporation and by-laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory	The Corporation adheres to the policies of the Group which outline the standards of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty,	<p>Engaging or conniving in any anomalous transactions not covered in any other rule of the Hotel Code of Conduct ("Code of Conduct") is a grave offense.</p> <p>Inducing, encouraging, or abetting any employee to</p>

	agencies.	integrity, objectivity and in compliance with all applicable legal and regulatory requirements.  The Board of Directors has implemented an anti-bribery policy which prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement.	engage in prohibited acts or/any practice in violation of company policies is a major offense.  Criminal conviction in any court of law or commission of a crime during working hours but within the Hotel's premises is a grave offense.
(e) Respect for Trade Secrets/Use of Non-public Information	A director is required to keep secure and confidential all non-public information that he may acquire or learn by reason of this position as director. He should not reveal confidential information to unauthorized persons without authority of the Board.	The Corporation adheres to the policies of the Group which outline the standards of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty, integrity, objectivity and in compliance with all applicable legal and regulatory requirements.	Leaking one's salary information or that of another is a major offense.  Leaking out Hotel Trade Secrets or confidential information to unauthorized persons is a grave offense
(f) Use of company Funds, Assets and Information	Except for reasonable per diems, directors are entitled only to the compensation as may be granted by them by the vote of majority of the stockholders representing at least a majority of the outstanding capital stock.	The Corporation adheres to the policies of the Group which outline the standards of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty, integrity, objectivity and in compliance with all applicable legal and regulatory requirements.	A number of provisions in the Code of Conduct consider unauthorized use of company assets for one's benefit as a major offense. Moreover, unauthorized access to computer files by breaking passwords is a grave offense. Malversation of company funds also a grave offense.
(g) Employment & Labor Laws & Policies	A director is required to have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its articles of incorporation and by-laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies.	The Corporation adheres to the policies of the Group which outline the standards of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty, integrity, objectivity and in compliance with all applicable legal and regulatory requirements.	Inciting, instigating, provoking or participating in any riots, disorders, or any concerted activities as slow downs or any other act that intends to sabotage the operations and business of the Hotel is a grave offense.
(h) Disciplinary action	For violations of the CG Manual: (1) First violation: reprimand (2) Second violation: suspension (3) Third violation: removal  Under the Corporation Code, and prevailing jurisprudence, a director of a corporation may be held liable for damages for the acts of the corporation, under the following circumstances:	Any violation of the policies of the Group which outline the standards of behavior required of all employees may be a ground for disciplinary action (i.e., reprimand, suspension, or removal) of a senior management officer.	Issuing statements inimical to the reputation of the corporation is a major offense.  Minor Offenses <ul style="list-style-type: none"> <li>• 1st offense - Verbal Warning</li> <li>• 2nd - Written Warning</li> <li>• 3rd - 1 week suspension</li> <li>• 4th - dismissal</li> </ul> Major Offenses

	<ol style="list-style-type: none"> <li>(1) He willfully and knowingly vote for or assent to patently unlawful acts of the corporation;</li> <li>(2) He is guilty of gross negligence or bad faith in directing the affairs of the corporation;</li> <li>(3) He acquires any personal or pecuniary interest in conflict with their duty as such directors;</li> <li>(4) He consents to the issuance of watered stocks or who, having knowledge hereof, does not forthwith file with the corporate secretary his written objection thereto;</li> <li>(5) He agrees to hold himself personally and solidarily liable with the corporation; or</li> <li>(6) He is made, by a specific provision of law, to personally answer for his corporate action.</li> </ol>		<ul style="list-style-type: none"> <li>• 1st - 1 week suspension</li> <li>• 2nd - 2 weeks suspension</li> <li>• 3rd - dismissal</li> </ul> <p>Grave Offense</p> <ul style="list-style-type: none"> <li>• 1st - dismissal</li> </ul>
(i) Whistle Blower	<p>To enable the members of the Board to properly fulfill their duties and responsibilities, Management should provide them with complete, adequate and timely information about the matters to be taken in their meetings.</p> <p>Reliance on information volunteered by Management would not be sufficient in all circumstances and further inquiries may have to be made by a member of the Board to enable him to properly perform his duties and responsibilities. Hence, the members should be given independent access to Management and the Corporate Secretary.</p> <p>The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.</p> <p>The members, either individually or as a Board, and in furtherance of their duties and responsibilities, should have access to independent professional advice that directly relate to their functions and responsibilities as directors of the Corporation, at such reasonable cost to be borne by the Corporation.</p>	Whistle-blowing procedures are in place to enable employees to raise concerns about any activity they consider to be unlawful, is a breach of authority, falls below accepted standards or practice, amounts to improper conduct or could damage the Group's reputation.	Refusal to answer inquiries or participate in any investigation authorized by the Hotel, provided such answers or participation will not violate constitutional rights is considered a major offense.
(j) Conflict Resolution	It is the duty of the Board to establish and maintain an alternative dispute resolution to amicably settle	The Corporation adheres to the policies of the Group which outline the standards	Disciplinary procedures are governed by the following steps:

	conflicts between the Corporation and stockholders or third parties or regulatory authorities.	of behavior required of all employees when acting on the Group's behalf which include acting professionally, with honesty, integrity, objectivity and in compliance with all applicable legal and regulatory requirements.	<ol style="list-style-type: none"> <li>1. Submission of incident report</li> <li>2. Written explanation from offender</li> <li>3. Investigation by department head</li> <li>4. Accomplishment of Offense Subject to Corrective Action ("OSCA") form</li> <li>5. Submission of OSCA form to HR department</li> <li>6. Disciplinary interview</li> </ol>
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**2. Has the code of ethics or conduct been disseminated to all directors, senior management and employees?**  
Yes.

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

**For Directors**

The CG Manual provides for the appointment of the Compliance Officer who is responsible for monitoring compliance with the provisions and requirements, as well as violations, of the CG Manual and the Revised Code of Corporate Governance, and issues a certification regarding the level of compliance of the Corporation.

The Corporation complies with the rules, regulations, and issuances issued by government authorities pertaining to corporate governance and is committed to adhering to good corporate governance principles.

Section 7.2 of the CG Manual provides that the CG Manual shall be reviewed quarterly unless the Board provides otherwise. Moreover, the Audit Committee of the Corporation reports regularly to the Board its quarterly review of the financial performance of the Corporation.

*Implementation of the Revised Code of Corporate Governance*

In compliance with Article 9 of the SEC Memorandum Circular No. 6, Series of 2009 or the Revised Code of Corporate Governance, the Board, in a meeting held on 29 October 2009, approved the amendment of the CG Manual. The amendment of the Corporation's Manual on Corporate Governance was made to establish and implement the Corporation's corporate governance rules in accordance with the Revised Code of Corporate Governance. For the year 2012, the Corporation, its directors, officers and employees substantially complied, and has taken reasonable action towards complying, with the leading practices and principles on good corporate governance as embodied in the Corporation's Manual on Corporate Governance, and in the Revised Code of Corporate Governance.

*Participation in the Annual Corporate Governance Scorecard Report for Listed Companies*

~~The Corporation annually participates in the SEC's and the Institute of Corporate Directors' ("ICD") Annual Corporate Governance Scorecard for Listed Companies ("Scorecard") to measure the performance of the Board and Management of the Corporation in accordance with the corporate governance best practices provided for in the Scorecard. The Corporation's overall average score in the Scorecard for 2009, 2010 and 2011 were 68%, 86%, and 82.62% respectively. The Corporation endeavors to further improve its corporate governance scores.~~

*Compliance with the Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange*

~~The Corporation substantially complied with the Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange ("CG Guidelines"). The Corporation annually submits its Corporate Governance Guidelines Disclosures Template to the Philippine Stock Exchange. Deviations from recommended practices in the CG Guidelines will not subject the Corporation to penalties.~~

The Corporation annually updates its Annual Corporate Governance Report, which is posted on the Corporation's website.

**For Senior Management and other employees**

The Code of Conduct provides for penalties for any transgression of the Code of Conduct, ranging from verbal warning to



dismissal. It is the immediate Supervisor/ Head who is duty-bound to inform the Corporation of such a transgression committed by his subordinate by filing an incident report to his Department head within 24 hours. The offender will then be required by the said department head to issue a written explanation. After investigation, the Department head accomplishes an OSCA report which contains his recommendation, and then submits it to the Human Resources Department for the implementation of the penalty.

**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 transaction 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 Transaction	Policies and Procedures
(1) Parent Company	The Corporation's CG Manual requires information including related party transactions to be publicly and timely disclosed through the appropriate mechanisms of the PSE and submitted to the SEC.
(2) Joint Ventures	
(3) Subsidiaries	In compliance with the Amended Implementing Rules and Regulations of the Securities Regulation Code ("SRC Rules"), the Corporation must disclose the following details for a related party contract:
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	
(7) Directors including spouse/children/siblings/parents	<ul style="list-style-type: none"> <li>a. the nature of the related party relationship;</li> <li>b. the type of transaction (e.g. supply or services contract, loans, guarantees);</li> <li>c. the total amounts payable and receivable in the transaction from or to the related party;</li> <li>d. the elements of the transaction necessary to understand the listed company's financial statements.</li> </ul>
(8) Interlocking director relationship of Board	<p>The Corporation must also disclose its transactions in which related persons, such as directors, officers, substantial shareholders or any of their immediate families have a direct material interest, such as the related person's beneficial ownership of the counter party or share in the profits, bonus, or commissions out of the transaction.</p> <p>No disclosure is needed for any transaction where:</p> <ul style="list-style-type: none"> <li>a. The transaction involves services at rates or charges fixed by law or governmental authority;</li> <li>b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;</li> <li>c. The amount involved in the transaction or a series of similar transactions has an aggregate value of less than PhP2,500,000; or</li> <li>d. The interest of the person arises solely from the ownership of securities of the registrant and the person receives no extra or special benefit that was not shared equally (pro rata) by all holders of securities of the class.</li> </ul> <p>In compliance with the provisions of the Corporation Code, a contract of the Corporation with one or more of its directors or officers must be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock if any of the following conditions are absent:</p> <ul style="list-style-type: none"> <li>a. The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting.</li> <li>b. The vote of such director was not necessary for the approval of the contract.</li> </ul> <p>Full disclosure of the adverse interest of the directors or officers involved must be made at the stockholders' meeting and the contract must be fair and reasonable under the circumstances.</p>

Furthermore, the Corporation must comply with the provision of the Corporation Code which requires a contract between two or more corporations having interlocking directors, where (i ) the interest of the interlocking director in one corporation is substantial and his interest in the other corporation is merely nominal, and (ii) any of the following conditions are absent:

- a. The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting.
- b. The vote of such director was not necessary for the approval of the contract.

to be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation where the interlocking director's interest is nominal. Similarly, full disclosure of the adverse interest of the interlocking director/s involved must be made at the stockholders' meeting and the contract must be fair and reasonable under the circumstances. Stockholdings exceeding twenty (20%) percent of the outstanding capital stock shall be considered substantial for purposes of interlocking directors.

**(b)–Conflict of Interest**

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

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

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	None
Name of Officer/s	None
Name of Significant Shareholders	None

**(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, officer and significant shareholders.

	Directors/Officers/Significant Shareholders
Corporation	The Corporation has adopted a policy that requires management to disclose related-party transactions. Item 5 of the CG Manual requires the disclosure of all material information about the Corporation which could adversely affects its viability or the interests of the stockholders. This includes: <ul style="list-style-type: none"><li>• earnings results</li><li>• acquisition or disposition of assets</li><li>• related party transactions</li><li>• remuneration</li></ul>
Group	Please see above.

**5. Family, Commercial and Contractual Relations**

**(a) Indicate, if applicable, any relation of a family, 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
N.A.		

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

Names Related Significant Shareholders	Type of Relationship	Brief Description
Millennium & Copthorne Hotels plc	Indirect beneficial owner of more than 5% of the outstanding shares of the Corporation (through its indirect shareholdings in TPFL)	The Corporation has entered into a Management Agreement with Elite Hotel Management Services Pte. Ltd.'s Philippines Branch for the latter to act as the Hotel's administrator. Under the terms of the agreement, the Corporation is required to pay monthly basic management and incentive fees based on a certain percentage of revenue and gross operating profit.

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

Names Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
N.A.		

**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	The CG Manual empowers the Board to establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities. The Board has yet to have the opportunity to adopt an alternative dispute resolution system.
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?**

Regular meetings of the Board are held at the end of each quarter, and at such times as the Board shall from time to time by resolution determine. Special meetings shall be held when called by the Chairman, the President, or by the Secretary at the request of any 1 of the directors.

**2) Attendance of Directors**

Board	Name	Date of Election	No. of Meetings Held during the year	No. Of Meetings Attended	%
Chairman	Wong Hong Ren	15 May 20122013	416	94	81.8266.66%
Member	Bryan Cockrell	15 May 20122013	416	403	90.9150%
Member	Michele Dee-Santos	15 May 20122013	416	415	100.0083.33%
Member	Eddie Lau	15 May 20122013	416	94	81.8266.66%
Member	Eddie Yeo	15 May 20122013	416	416	100.00%
Independent	Angelito Imperio	15 May 20122013	416	85	72.7383.33%
Independent	Mia Gentugaya	15 May 20122013	416	401	90.9116.66%

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

No.

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

No. In line with the requirements of the Corporation Code, majority of the directors shall constitute a quorum for the transaction of business

**54) Access to Information**

**(a) How many days in advance are Board papers for Board of Directors meetings provided to the Board?**

No particular period by which Board papers should be provided to the Board is required. Nonetheless, the CG Manual requires Management to provide the members of the Board with complete, adequate, and timely information about the matters to be discussed in the meetings. Usually, Board papers for Board meetings are provided to the Board at least a week before the date of the meeting.

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

Yes. The CG Manual expressly provides Management should provide the Board with complete, adequate and timely information, and that directors be given direct access to Management and the Corporate Secretary. It also provides that such information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts, and internal financial documents.

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

Part of the duties of the Corporate Secretary, as provided for by the CG Manual, is to be responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the Corporation, and to inform all members of the Board of the agenda of meetings and to ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions. Furthermore, he is required by the CG Manual to be aware of the laws and regulations necessary in the performance of his duties and to use such knowledge to ensure that all Board procedures, rules and regulations are strictly followed by the members; and to ensure that all Board procedures, rules and regulations are strictly followed by the members

The Corporate Secretary is required to attend all Board meetings, unless justifiable causes prevent him from doing so. Moreover, the Corporation also has an Assistant Corporate Secretary who is required to attend such meetings in the absence or unavailability of the Corporate Secretary. As such, the Board members have easy access to the services of the Corporate Secretary.

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

Yes. The Corporate Secretary, Ms. Christina Macasaet-Acaban is a partner of the law firm of Quisumbing Torres, specializing in corporate and commercial law. The Assistant Corporate Secretary, Mr. Alain Charles Veloso, is a senior associate also of the law firm Quisumbing Torres; he also specializes in corporate and commercial law and securities law. In addition, Mr. Veloso is also a Certified Public Accountant.

Both Ms. Macasaet-Acaban and Mr. Veloso also serve as corporate secretary or assistant corporate secretary of various private companies.

**(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
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Executive	N/A
Audit	<p>The Charter requires the General Manager of the Corporation to render to the Audit Committee an annual report on the activities, purpose, authority, responsibility, and performance of the internal audit department of the Corporation.</p> <p>The Audit Committee shall have unlimited direct access to the internal and external auditors of the Corporation, as well as to the management and staff of the Corporation, particularly the Chief Executive Officer and the Chief Financial Officer. In this connection, the Audit Committee may request the auditors and the management of the Corporation to be present at such meetings of the Audit Committee as the Audit Committee may require.</p> <p>Under the CG Manual, the Internal Auditor is required to submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.</p>
Nomination	The Nomination Committee, subject to the approval of the Board, shall promulgate the rules, guidelines and criteria to govern the conduct of the nomination. Only the candidates whose nominations are confirmed by the Nomination Committee to be in accordance with such rules, guidelines and criteria shall be eligible to be elected as independent directors.
Remuneration	The Hotel Management Executive Committee of the Corporation, which performs the functions of the Remuneration Committee, gathers and reviews market information on salary or compensation of other hotels in making its decisions and recommendations.
Others(specify)	N.A.

In addition to the foregoing, the Secretary is required to inform the members of the Board, 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.

Under the CG Manual, to enable the members of the Board to properly fulfill their duties and responsibilities, Management is required to provide them with complete, adequate and timely information about the matters to be taken in their meetings.

Reliance on information volunteered by Management would not be sufficient in all circumstances and further inquiries may have to be made by a member of the Board to enable him to properly perform his duties and responsibilities. Hence, the members should be given independent access to Management and the Corporate Secretary.

The information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

The members, either individually or as a Board, and in furtherance of their duties and responsibilities, should have access to independent professional advice that directly relate to their functions and responsibilities as directors of the Corporation, at such reasonable cost to be borne by the Corporation

**65) External Advice**

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

Procedures	Details
Management provides information to the Board	To enable the members of the Board to properly fulfill their duties and responsibilities, Management provides them with

	complete, adequate and timely information about the matters to be taken in their meetings.
The Board has access to independent professional advice	The members, either individually or as a Board, and in furtherance of their duties and responsibilities, has access to independent professional advice that directly relate to their functions and responsibilities as directors of the Corporation, at such reasonable cost to be borne by the Corporation.
Internal Auditor reports to the Audit Committee	The Audit Committee is required to establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Audit Committee.  The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.
Internal Auditor has access to information and personnel	Pursuant to the conduct of the internal audit, the internal auditors has free and full access to all relevant information, data, records, properties and personnel.
Audit Committee has access to auditors and Management	The Audit Committee has unlimited direct access to the internal and external auditors of the Corporation, as well as to the management and staff of the Corporation, particularly the Chief Executive Officer and the Chief Financial Officer. In this connection, the Audit Committee may request the auditors and the management of the Corporation to be present at such meetings of the Audit Committee as the Audit Committee may require.

**76) 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 change:

Existing Policies	Changes	Reason
N.A.		

**D. REMUNERATION MATTERS**

**1) Remuneration Process**

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Under the By-Laws, the Board fixes the salaries and bonuses of all officers of the Corporation.	Under the By-Laws, the Board fixes the salaries and bonuses of all officers of the Corporation.
(2) Variable remuneration	None	none
(3) Per diem allowance	None	none
(4) Bonus	Fixed by the Board as well.	Fixed by the Board as well.
(5) Stock Options and other financial instruments	none	none
(6) Others (specify)	None	none

**Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:** The Chairman and President/CEO does not receive remuneration from the Corporation. The remuneration of other executives / management officers are based on their employment contract and bonus are based on the Corporation's performance and their individual performance.

The CG Manual provides the following process and policy for the remuneration of directors and officers (including the CEO and Management officers):

The Board shall fix the salaries and bonuses of all officers. The fact that an officer is also a director shall not preclude him from receiving a salary or bonus.

The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers.

Except for reasonable per diems, directors shall be entitled only compensation as may be granted to them, as such, by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of stockholders. No director should participate in deciding on his remuneration.

In no case shall the total yearly compensation of directors, as such, exceed ten percent (10%) of the net income before income tax of the Corporation during the preceding year.

The Corporation's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year.

The Hotel Management Executive Committee is appointed annually by the Board to perform the functions of the Remuneration and Compensation Committee, which is to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates.

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

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

	<b>Remuneration Policy</b>	<b>Structure of Compensation Packages</b>	<b>How Compensation is Calculated</b>
<b>Executive Directors</b>	The By- Laws/ CG Manual state that except for reasonable per diems, directors, as such, shall be entitled only to the compensation as may be granted to them by the vote of the stockholders representing at least a majority of the outstanding at a regular or special meeting. In no case shall the total yearly compensation of all directors, as such, exceed 10% of the net income before tax of the Corporation during the preceding year.  In addition, the Board fixes the salaries and bonuses of	The executive officers of the Corporation, as such, are paid a monthly fixed salary with variable bonus depending on performance.  In addition, they receive compensation as one-time director's fees in their capacity as directors.	Remuneration as executive directors: fixed and approved by the Board.  Remuneration as directors: the proposed remuneration will be presented to the stockholders for approval at the annual stockholder's meeting.



	all officers. The fact that an officer is also a director shall not preclude him from receiving a salary or bonus.		
<b>Non-Executive Directors</b>	The By- Laws/ CG Manual state that except for reasonable per diems, directors, as such, shall be entitled only to the compensation as may be granted to them by the vote of the stockholders representing at least a majority of the outstanding at a regular or special meeting. In no case shall the total yearly compensation of all directors, as such, exceed 10% of the net income before tax of the Corporation during the preceding year.	The compensation of the directors are one-time director's fees and do not involve any other form of remuneration. There are no arrangements, such as compensatory plan or arrangement or consulting contracts, pursuant to which any director of the Corporation is to be compensated, directly or indirectly.  There are no arrangements, such as compensatory plan or arrangement or consulting contracts, pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as director.	Remuneration as directors: the proposed remuneration will be presented to the stockholders for approval at the annual stockholder's meeting.

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 (3)three years.

Yes. The Board presented the proposed remuneration to the stockholders for their approval at the annual stockholder's meeting.

Remuneration Scheme	Date of Stockholders Approval
Year 2012-2013	15 May 2014 2012
Year 2014-2012	15 May 2010-2011
Year 2010-2011	15 May 2009-2010

### 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	USD6,000 (net of withholding taxes / director)	USD6,000 (net of withholding taxes / director)	USD6,200 (net of withholding taxes / director)
(b) Variable Remuneration			
(c) Per Diem Allowance			

(d) Bonuses			
(e) Stock Options and/or other financial instruments			
(f) Other (specify)			
Total	USD6,000 (net of withholding taxes / director)	USD6,000 (net of withholding taxes / director)	USD6,200 (net of withholding taxes / director)

Other Benefits	Executive Directors	Non-Executive Director (other than Independent directors)	Independent Directors
1) Advances	none	none	none
2) Credit Granted	none	none	none
3) Pension Plan/s Contributions	none	none	none
(d) Pension Plans Obligations incurred	none	none	none
(e) Life insurance Premium	none	none	none
(f) Hospitalization Plan	none	none	none
(g) Car Plan	none	none	none
(h) Others (specify)	none	none	none
Total	0	0	0

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 Options/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of equivalent shares	Total % from Capital Stock
N.A.				

(b) **Amendments of Incentive Programs**

Incentive Program	Amendments	Date of Stockholders Approval
N.A.		

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:**

**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
Johnny Yap - Executive Manager of the Hotel	PhP3.12 million for 2012
Alex Cheong - Executive Chef of the Hotel	

**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
	ED	NED	ID				
Audit	0	2	1	Yes	<p>CG Manual:</p> <p>(1) Assists the Board in oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;</p> <p>(2) Provide oversight over Management's activities in managing credit, market, liquidity and other risks</p> <p>(3) Oversight functions over the Corporation's internal and external auditors; to ensure that such auditors act independently from each other and that both auditors are given unrestricted access to all records, etc.</p> <p>(4) Review the annual internal audit plan to ensure its conformity with the Corporation's objectives</p> <p>(5) Prior to</p>	<p>Charter:</p> <p>(1) Review and approve the scope and frequency of the audit of the Corporation and the annual internal audit plan that management shall propose</p> <p>(2) Review the progress and status of all internal audit and external audit recommendations and their implementation</p> <p>(3) Monitor and evaluate the adequacy effectiveness of the Corporation's internal control system</p> <p>(4) Check all financial reports with respect to the proper compliance of the financial management handbook and pertinent accounting standards and regulatory requirements.</p> <p>(5) Review the Financial Management Handbook and perform oversight financial management functions, particularly</p>	<p>(1) Unlimited direct access to the internal and external auditors of the Corporation, as well as to the management and staff, particularly the CEO and CFO</p> <p>(2) May require the auditors and the management to be present in meetings of the Audit Committee</p> <p>(3) Free full and access to all relevant information, data, records, properties and personnel</p> <p>(4) The Audit Committee shall recommend to the stockholders who shall act as the external auditor of the Corporation</p>

					<p>commencement of the audit, to discuss with the external auditor the nature, scope, and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity</p> <p>(6) Monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, including financial reporting control and information technology security</p> <p>(7) Review the reports submitted by the internal and external auditors</p> <p>(8) Review the quarterly, half year and annual financial statements before their submission to the Board</p> <p>(9) Coordinate, monitor and facilitate compliance with laws, rules and regulations</p> <p>(10) Evaluate and determine the non-audit work, if any, of the external auditor</p> <p>(11) Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities</p> <p>(12) Ensure that in the performance of the work of the Internal Auditor, he shall be free from any interference from outside parties</p> <p>(13) Lay down the proper checks and balances to ensure that the Board gets the benefit of independent views and perspectives</p>	<p>in areas of managing credit, market, liquidity, operational, legal and other risks of the corporation, as well as crisis management.</p> <p>(6) Elevate to international standards the accounting and auditing processes, practices and methodologies of the Corporation. The Audit Committee shall determine whether the accounting system of the Corporation is fully compliant with International Accounting Standards. If the Audit Committee determines that is not fully compliant, the Audit Committee shall provide for an accountability statement that shall specifically identify the officers and personnel responsible for the different tasks required to raise to International Accounting Standards the accounting system of the Corporation. The Audit Committee shall also provide for a definite timetable within which the accounting system shall become fully compliant with International Accounting Standards.</p>
Nomination	1	3	1	None	The Nomination Committee prepares the list of candidates for	

					<p>independent directors based upon qualified candidates nominated by the stockholders.</p> <p>It also promulgates rules, guidelines and criteria to govern the conduct of nomination, subject to the approval of the Board.</p> <p>In addition, the Nomination Committee may also review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval .</p>
Remuneration and Compensation		1		None	The Hotel Management Executive Committee is appointed annually by the Board to perform the functions of the Remuneration and Compensation Committee, which is to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates.
Others (specify)					

## 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
N.A.						

### b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Mia Gentugaya	<del>15 May 2012</del> 26 July 2013	<del>54</del>	53	100.0075%	910 years
Member (NED)	Bryan Cockrell	15 May 2012 <del>26 July 2013</del>	<del>54</del>	4	80.008100%	4412 years
Member (NED)	Michele Dee-Santos	15 May 2012 <del>26 July 2013</del>	<del>54</del>	54	100%	78 years

### c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Wong Hong Ren	<del>15 May 2012</del> 26 July 2013	2	1	50.00%	4011 years
Member (NED)	Bryan Cockrell	<del>15 May 2012</del> 26 July 2013	2	2	100.00%	4011 years
Member (NED)	Michele Dee-Santos	<del>15 May 2012</del> 26 July 2013	2	2	100%	78 years

Member (ID)	Angelito Imperio	<del>15 May 2012</del> 26 July 2013	2	42	50.00100%	4011 years
Member (NED)	Eddie Lau	<del>15 May 2012</del> 26 July 2013	2	2	100.00%	89 years

**d) Remuneration and Compensation Committee (this function is performed by The Hotel Management Executive Committee)**

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Yam Kit Sung	<del>15 May 2012</del> 26 July 2013	0	N.A.	N.A.	4011 years
Member (ED)	Eddie Yeo	<del>15 May 2012</del> 26 July 2013	0	N.A.	N.A.	4011 years
Member	Geraldine Nono Gaw	<del>15 May 2012</del> 26 July 2013	0	N.A.	N.A.	4 years
Member	Mary Grace Magsalin	<del>15 May 2012</del> 26 July 2013	0	N.A.	N.A.	78 years
Member	Catherine Serrano	26 July 20122013	0	N.A.	N.A.	9 months1 year

**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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Member (ED)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Member (NED)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Member (ID)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Member	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**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	N.A.	N.A.
Audit	N.A.	N.A.
Nomination	N.A.	N.A.
Remuneration	Catherine Serrano replaced Leonora Tabeta N.A.	Ms. Leonor Tabeta resigned effective 26 July 2012, to pursue other personal interests. N.A.
Others (specify)	N.A.	N.A.

**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	N.A.	N.A.
Audit	<p>The Audit Committee performed the following functions:</p> <p>(1) Assisted the Board in oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;</p> <p>(2) Provided oversight over Management's activities in managing credit, market, liquidity and other risks</p> <p>(3) Performed oversight functions over the Corporation's internal and external auditors; to ensure that such auditors act independently from each other and that both auditors are given unrestricted access to all records, etc.</p> <p>(4) Reviewed the annual audit plan to ensure its conformity with the Corporation's objectives</p> <p>(5) Prior to commencement of the audit, discussed 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</p> <p>(6) Monitored and evaluated the adequacy and effectiveness of the Corporation's internal control system, including financial reporting control and information technology security</p> <p>(7) Reviewed the reports submitted by the internal and external auditors</p> <p>(8) Reviewed the quarterly, half year and annual financial statements before their submission to the Board</p> <p>(9) Coordinated, monitored and facilitated compliance with laws, rules and regulations</p> <p>(10) Evaluated and determined the non-audit work, if any, of the external auditor</p>	<p>The Audit Committee was able to address the following issues, among others:</p> <p>(1) Reviewed the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:</p> <ul style="list-style-type: none"> <li>• Any change/s in accounting policies and practices</li> <li>• Major judgmental areas</li> <li>• Significant adjustments resulting from the audit</li> <li>• Going concern assumptions</li> <li>• Compliance with accounting standards</li> <li>• Compliance with tax, legal and regulatory requirements.</li> </ul> <p>(2) Ensured that the performance of the work of the auditors are free from any interference from outside parties</p> <p>(3) Laid down the proper checks and balances to ensure that the Board gets the benefit of independent views and perspectives</p> <p>(4) Identified areas of improvement in the practices of the Audit Committee, in relation to the best practices and standards</p>

	(11) Conducted a self-assessment of the practices of the Audit Committee, in relation to the best practices and standards.	
Nomination	<p>The Nomination Committee performed the following functions:</p> <p>(1) Promulgated rules, guidelines and criteria to govern the conduct of nomination of independent directors, subject to the approval of the Board</p> <p>(2) Prepared the list of candidates for independent directors based upon qualified candidates nominated by the stockholders</p> <p>(3) Reviewed and evaluated the qualifications of all persons nominated to the Board and other appointments that require Board approval</p>	The Nomination Committee was able to review and evaluate the qualifications of nominees for independent directors and persons nominated to the Board and other appointments that require Board approval.
Remuneration and Compensation Committee	The Hotel Management Executive Committee, acting as the Remuneration and Compensation Committee, recommended the remuneration of the regular directors and the independent directors of the Corporation.	The Remuneration and Compensation Committee was able to ensure that the compensation of the directors is consistent with the Corporation's culture, strategy and the business environment in which it operates.
Others (specify)	N.A.	N.A.

**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 Program	Issues to be Addressed
Executive	N.A.	N.A.
Audit	The Audit Committee plans to continue performing its functions and responsibilities, as provided in its Charter and the CG Manual.	<p>The Audit Committee will continue to address the following issues, among others:</p> <p>(1) Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:</p> <ul style="list-style-type: none"> <li>• Any change/s in accounting policies and practices</li> <li>• Major judgmental areas</li> <li>• Significant adjustments resulting from the audit</li> <li>• Going concern assumptions</li> <li>• Compliance with accounting standards</li> <li>• Compliance with tax, legal and regulatory</li> </ul>



		<p>requirements.</p> <p>(2) Oversight for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;</p> <p>(3) Oversight over Management's activities in managing credit, market, liquidity and other risks</p> <p>(4) Oversight over the Corporation's internal and external auditors; to ensure that such auditors act independently from each other and that both auditors are given unrestricted access to all records</p> <p>(5) Ensure that the performance of the work of the auditors are free from any interference from outside parties</p> <p>(6) Lay down the proper checks and balances to ensure that the Board gets the benefit of independent views and perspectives</p> <p>(7) Identify areas of improvement in the practices of the Audit Committee, in relation to the best practices and standards</p>
Nomination	The Nomination Committee plans to continue performing its functions and responsibilities, as provided in the CG Manual.	The Nomination Committee will continue to review and evaluate the qualifications of nominees for independent directors and persons nominated to the Board and other appointments that require Board approval.
Remuneration	The Remuneration and Compensation Committee plans to continue performing its functions and responsibilities, as provided in the CG Manual.	The Remuneration and Compensation Committee will continue to ensure that the compensation of the directors is consistent with the Corporation's culture, strategy and the business environment in which it operates.
Others (specify)	N.A.	N.A.

#### F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

- (a) Overall risk management philosophy of the company;
- (b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;
- (c) Period covered for the review;
- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and
- (e) Where no review was conducted during the year, an explanation why not.

Overall Risk Management Philosophy and Review

The CG Manual provides that it is the duty of the Board to identify key risk areas and to monitor this factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability.

These risks have been identified as: liquidity risk, credit risk, and market risk.

The Board has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board is responsible for developing and monitoring the Corporation's risk management policies. The Board identifies all issues affecting the operations of the Corporation.

The Corporation's risk management policies are established to identify and analyze the risks faced by the Corporation, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Corporation's activities. All risks faced by the Corporation are incorporated in the annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Corporation's operations and detriment forecasted results. The Corporation, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board constituted the Corporation's Audit Committee to assist the Board in fulfilling its oversight responsibility for the Corporation's corporate governance process relating to the: a) quality and integrity of the Corporation's financial statements and financial reporting process and the Corporation's systems of internal accounting and financial controls; b) performance of the internal auditors; c) annual independent audit of the Corporation's financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; d) compliance by the Corporation with legal and regulatory requirements, including the Corporation's disclosure control and procedures; e) evaluation of management's process to assess and manage the Corporation's enterprise risk issues; and f) fulfillment of the other responsibilities set out by the Board. The Audit Committee shall also prepare the reports required to be included in the Corporation's annual report.

## 2) Risk Policy

### (a) Corporation

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 policy), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Credit Risk	Credit risk represents the risk of loss the Corporation would incur if credit customers and counterparties fail to perform their contractual obligations. The Corporation's credit risk arises principally from the Corporation's trade receivables.	The investment of the Corporation's cash resources is managed so as to minimize risk while seeking to enhance yield.
Liquidity Risk	Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation manages liquidity risk by forecasting projected cash flows and maintaining a balance between continuity of funding and flexibility.	Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements.
Market Risk	Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Corporation's income or the value of its holdings of financial instruments.  The Corporation is subject to various market risks, including risks from changes in room rates,	The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

	interest rates and currency exchange rates.	
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(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
<p><b>Events that adversely impact domestic or international travel</b></p>	<p>Sustained levels of occupancy and room rates can be adversely affected by events that reduce domestic or international travel. Such events may include acts of terrorism, war or perceived increased risk of armed conflict, epidemics, natural disasters, increased cost of travel and industrial action. These events may be localized to a particular country, region or could have a wider international perspective, especially where a large airport, for example, is a major hub for worldwide travel. Reduced demand will impact on revenues and operational profitability.</p> <p>The Group has in place contingency and recovery plans to enable it to respond to major incidents or crises.</p>	<p>Contingency and recovery plans are put in place to enable the Group to respond to major incidents or crises.</p>
<p><b>Political and economic developments</b></p>	<p>Major events affecting either economic or political stability on a global and regional level represent an exposure to the Group. Economic events could include recessionary pressures which would have an impact on the Group's revenues, operating costs and profitability. Political risks include changes in the regulatory environment in which the Group's business activities operate, including restrictions on the repatriation of funds or control over the ownership of assets.</p> <p>Many of these risks are beyond the control of the Group and the time-frames for developing appropriate risk management approaches can often be very short. Management is continually vigilant to political and economic developments and seeks to identify emerging risks at the earliest opportunity. The Group implements ownership structures, internal controls and takes such steps available to it to minimize these exposures to the greatest extent possible.</p>	<p>Management is continually vigilant to political and economic developments and seeks to identify emerging risks at the earliest opportunity. The Group implements ownership structures, internal controls and takes such steps available to it to minimize these exposures to the greatest extent possible.</p>
<p><b>The hotel industry supply and demand cycle</b></p>	<p>The hotel industry operates in an inherently cyclical market place. A weakening of demand, or an increase in market room supply, may lead to downward pressure on room rates which in turn would lead to a negative effect on operating performance.</p> <p>The Group has management systems in place designed to create flexibility in the operating cost base so as to optimize</p>	<p>Management systems put in place are designed to create flexibility in the operating cost base so as to optimize operating profits in volatile trading conditions, such as the profit protection plans initiated during previous market down-turns.</p>

	operating profits in volatile trading conditions, such as the profit protection plans initiated during previous market down-turns.	
<b>Human resources</b>	<p>Execution of the Group's strategy depends on its ability to attract, develop and retain employees with the appropriate skills, experience and aptitude.</p> <p>The Group has a strong service culture supported by recognition systems, compensation and benefits arrangements, training and development programmes. The Group has appropriate systems for recruitment, reward and compensation and performance management. Labor relations are actively managed on a regional and local basis.</p>	The Group has appropriate systems for recruitment, reward and compensation and performance management. Labor relations are actively managed on a regional and local basis.
<b>Management agreements</b>	An element of the Group's strategy is to selectively increase the number of management contracts to operate hotels owned by third-parties, primarily focusing on the Middle East region. In this regard, the Group faces competition from established global and regional brands. Successful execution of this strategy will depend on the Group's ability to identify suitable management opportunities, secure contracts on suitable contractual terms and ensure that contractual commitments are met and retained going forward.	The Group has developed a management team in the Middle East region that has the necessary skills and resources to pursue this element of the Group's strategy. A structured process for acquiring new contracts has been implemented and a priority is to ensure that the critical roles are filled and operational management is integrated into the Group system.
<b>Joint ventures and subsidiaries with minority shareholders</b>	<p>The Group has entered into a number of joint ventures in certain markets and is therefore subject to the risk of non-performance on the part of the minority partners especially when the strategic objectives of the partners are not fully aligned.</p> <p>For these joint ventures, the Group has appointed representatives who are assigned responsibilities to manage the relationship with the joint venture partners in order to enhance the alignment of business objectives.</p>	Manage the relationship with the joint venture partners in order to enhance the alignment of business objectives.
<b>Treasury risk</b>	The Group trades in numerous international currencies but reports its financial results in sterling. Fluctuations in currency exchange rates may either be accretive or dilutive to the Group's reported trading results and the Group's net asset value. Unhedged interest rate exposures pose a risk to the Group when interest rates rise, resulting in increased costs of funding and an impact on overall financial performance. Credit risk arises from the risk of financial loss if a financial counterparty fails to meet its contractual obligations in respect of its	Manage foreign currency transactions exposure, interest rate risk, and credit risk.

	<p>deposits or short-term investments.</p> <p>Foreign currency transactions exposure is primarily managed through funding of purchases from operating income streams arising in the same currency. Interest rate hedges are used to manage interest rate risk to the extent that the perceived cost is considered to outweigh the benefit from the flexibility of variable rate borrowings. The Group actively monitors the need and timing of such hedges. Investments in short-term instruments are with counterparties approved by the Board taking into account the counterparty's credit rating and a maximum limit as to the amount that may be deposited.</p>	
<b>Tax risk</b>	<p>The Group's businesses operate in numerous tax jurisdictions. Changes in tax laws in any of those jurisdictions may have adverse consequences on the Group's profits. Similarly the Group's interpretation and application of various tax laws may be challenged. Tax authorities in many jurisdictions are increasing their focus on corporate tax affairs in order to maximize tax receipts.</p> <p>The Group seeks to minimize tax risk by ensuring that appropriate accounting systems, processes and internal controls are in place to ensure that taxes are calculated accurately and paid on a timely basis, in compliance with tax legislation. A co-operative approach is undertaken in respect of provision of information to tax authorities during tax audits and investigations, and external tax advisors are engaged in each tax jurisdiction where necessary to advise on such matters, and to give guidance on the implementation of any changes in tax legislation. Full review of tax implications is carried out prior to undertaking any transactions involving new activities or structural changes, and external tax planning advice is obtained where appropriate. The Board and Audit Committee receive regular updates on tax management issues.</p>	Minimize tax risk.
<b>Compliance and litigation</b>	<p>The Group operates in many jurisdictions and is exposed to the risk of non-compliance with increasingly complex statutory and regulatory requirements. In addition the Group may be at risk of litigation from various parties with which it interacts, either through direct contractual arrangements or from the provision of services. In certain countries where the Group operates, particularly in emerging markets, local practices and the legal environment may be such that it</p>	<p>Monitor changes in the regulatory environment in which it operates, identify its compliance obligations and implement appropriate compliance programmes and has processes in place to manage the risks associated with its various contractual relationships.</p>

	<p>is sometimes difficult for the Group to enforce its legal rights.</p> <p>The Group continues to monitor changes in the regulatory environment in which it operates, identify its compliance obligations and implement appropriate compliance programmes and has processes in place to manage the risks associated with its various contractual relationships. These include comprehensive policies for ethics and business conduct, anti-corruption and bribery, gifts and hospitality and charitable donations. There is training for relevant staff.</p>	
<b>Safety, health and environment</b>	<p>As a significant property owner and operator of hotels in multiple jurisdictions, the Group is exposed to a wide range of regulatory requirements and obligations concerning the health and safety of employees, visitors and guests. Failure to implement and maintain sufficient controls regarding health and safety issues could expose the Group to significant sanctions, both civil and criminal, financial penalties and reputational damage.</p> <p>The Group has established and maintains health and safety and environmental management systems that are aligned with the requirements of ISO 14001 and OHSAS 18001. By working to British standards, the Group is committed to working to the highest standards of health and safety and to an internationally accredited system.</p>	Work to the highest standards of health and safety and to an internationally accredited system.
<b>Intellectual property rights and brands</b>	<p>Future development will, in part, be dependent on the recognition of the Group's brands and perception of the values inherent in those brands. Consistent delivery of product quality is vitally important to influencing consumer preference and creating and maintaining value perception. Historically the Group has mainly operated properties which it owns. The trend towards managing third-party properties, primarily in the Middle East region increases the risk that product quality may not be delivered in accordance with the Group's standards. This may increase the Group's exposure to litigation, increase risks to reputation, reduce revenues and become an inhibiting factor on ongoing development.</p> <p>Substantial investment continues to be made in protecting the Group's brands from misuse and infringement, by way of trade mark registration and domain name protection. Management seeks to ensure</p>	Protect the Group's brands from misuse and infringement, by way of trade mark registration and domain name protection and ensure maintenance of standards by developing strong working relationships with hotel owners and undertaking regular monitoring of service delivery.

	<p>maintenance of standards by developing strong working relationships with hotel owners and undertaking regular monitoring of service delivery.</p>	
<b>Property ownership</b>	<p>The Group's strategy is to be both owner and manager of hotel properties. Growth of the Group's portfolio of owned assets is dependent on the availability of suitable development sites, acquisitions and access to funding. A limit on such opportunities may have a negative impact on future operational profitability. Property ownership requires ongoing investment in the form of preventative maintenance, refurbishment, significant capital expenditure and product development. There is also the possible loss of capital due to uninsured events and reductions in asset values as a result of demographic changes in the markets in which the properties are located.</p>	<p>The Group continues to develop property specific asset management plans which focus on the capital requirements of each property in terms of regular maintenance and product enhancement. The Group has rigorous management systems to monitor major capital projects to ensure they are properly managed and delivered on time and within budgeted parameters.</p>
<b>Insurance</b>	<p>Not all risks are insured, either because the cover is not available in the market or that cover is not available on commercially viable terms. The Group is exposed to the risk of cover not being continually available. Availability may be influenced by factors outside the Group's control, which could reduce the market's underwriting capacity, breadth of policy coverage or simply make the cost of cover too expensive. The Group could be exposed to uninsured third-party claims, loss of revenue or reduction of fixed asset values which may, in turn, have an adverse effect on Group profitability, cash flows and ability to satisfy banking covenants.</p> <p>The Group's insurance requirements are regularly reviewed to ensure that the cover obtained is appropriate to its risk profile and after taking into account the level of retained risk the Board considers to be appropriate, relative to the cost of cover available in the market place. Insurance covers are arranged with a variety of insurers to ensure that arrangements are not overly concentrated on a limited number of carriers. Choice of insurance carriers is dependent on satisfaction of a number of relevant factors including a review of the insurers' security ratings.</p>	<p>The Group's insurance requirements are regularly reviewed to ensure that the cover obtained is appropriate to its risk profile.</p> <p>Insurance covers are arranged with a variety of insurers to ensure that arrangements are not overly concentrated on a limited number of carriers.</p>
<b>Information Technology systems and infrastructure</b>	<p>In order to maintain its competitiveness within the market place the Group will need to ensure its IT systems deliver the necessary trading platforms and provide management with accurate and timely</p>	<p>The Group invests in systems that are tried and tested so that as much operational resilience as possible, cost considerations permitting, can be obtained. Investment is made in robust</p>



	information.	infrastructure technology to provide a reliable operating platform. Crisis management and disaster recovery plans are in place for business critical systems. Management regularly reviews IT requirements and risks to prioritize implementation of changes and improvements.
<b>Data privacy</b>	A significant proportion of the Group's operating revenue is received from customers through credit card transactions and the Group has an obligation to keep secure customers' credit card and other personal details. Non-compliance with data privacy regulations, which differ by jurisdiction, could result in fines and/or other damages being incurred. Additionally, the payment card industry requires the Group to comply with data security standards (PCI-DSS) as a condition in credit card merchant agreements. Failure to comply with these standards could result in contractual penalties and withdrawal of credit card payment facilities.	During the last year the Group has committed significant resources to achievement and maintenance of the necessary IT infrastructure, operating controls and training associated with data privacy and PCI-DSS.

**(c) Minority Shareholders**

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

<b>Risk to Minority Shareholders</b>
Although there are certain corporate governance measures in place, the combined shareholdings of the principal stockholders will be able to elect a majority of the directors, control the management and policies through the Board and effect corporate transactions without the concurrence of the minority <del>stockholders</del> <u>shareholders</u> <del>stockholders</del> , except in limited circumstances <del>provide</del> <u>provided</u> <del>provide</del> in the Corporation's Articles of Incorporation or, By-Laws, and CG Manual pursuant to laws requiring minority shareholder approval for certain transactions.

**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:

<b>Risk Exposure</b>	<b>Risk Assessment (Monitoring and Measurement Process)</b>	<b>Risk Management Control (Structures, Procedures, Actions Taken)</b>
Credit Risk	<p>Exposure to credit risk is monitored on an ongoing basis. Credit checks are being performed on all clients requesting credit over certain amounts.</p> <p>Credit is not extended beyond authorized limits, established where appropriate through consultation with a professional credit vetting organization.</p> <p>Credit granted is subject to regular review, to ensure it remains consistent with the clients' current credit worthiness and appropriate to</p>	<p>The Corporation's holding of cash and money market placements expose the Corporation to credit risk of the counterparty if the counterparty is unwilling or unable to fulfill its obligations and the Corporation consequently suffers financial loss. Credit risk management involves entering into financial transactions only with counterparties with acceptable credit rating. The treasury policy sets aggregate credit limits of any one counterparty and management annually reviews the exposure limits and credit ratings of the counterparties.</p> <p>Receivable balance is being monitored on a regular</p>

	the anticipated volume of business.	basis to ensure timely execution of necessary intervention efforts.
Liquidity Risk		Management closely monitors the Corporation's future and contingent obligations and sets up required cash reserves as necessary in accordance with internal requirements.
Market Risk	<p><i>(1) Room Rates</i> The risk from room rate changes relates to the Corporation's ability to recover higher operating costs through price increases to customers, which may be limited due to the competitive pricing environment that exists in the Philippine hotel industry and the willingness of customers to avail of hotel rooms at higher prices.</p> <p><i>(2) Interest Rate Risk</i> The Corporation has no interest-bearing debt obligations to third parties. As such, the Corporation has minimal interest rate risk.</p> <p><i>(3) Foreign Currency Risk</i> Financial assets and financing facilities extended to the Corporation were mainly denominated in Philippine peso and have minimal transactions in foreign currency. As such, the Corporation's foreign currency risk is minimal.</p>	<p><i>(1) Room Rates</i> The Corporation minimizes its exposure to risks in changes in room rates by signing contracts with short period of expiry so this gives the Corporation the flexibility to adjust its <i>room rates in accordance to market conditions</i>. Also, there are minimal changes in room rates in the hotel industry.</p> <p><i>(2) Interest Rate Risk</i> The Corporation has no interest-bearing debt obligations to third parties.</p> <p><i>(3) Foreign Currency Risk</i> The Corporation's foreign currency risk is minimal.</p>

(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 Control (Structures, Procedures, Actions Taken)
Events that adversely impact domestic or international travel	Sustained levels of occupancy and room rates can be adversely affected by events that reduce domestic or international travel. Such events may include acts of terrorism, war or perceived increased risk of armed conflict, epidemics, natural disasters, increased cost of travel and industrial action. These events may be localized to a particular country, region or could have a wider international perspective, especially where a large airport, for example, is a major hub for worldwide travel. Reduced demand will impact on revenues and operational profitability.	The Group has in place contingency and recovery plans to enable it to respond to major incidents or crises.
Political and economic developments	Major events affecting either economic or political stability on a global and regional level represent an exposure to the Group. Economic events could include recessionary pressures which would have an impact on the Group's revenues, operating costs and profitability. Political risks include changes in the regulatory environment in which the Group's business activities operate, including	Many of these risks are beyond the control of the Group and the time-frames for developing appropriate risk management approaches can often be very short. Management is continually vigilant to political and economic developments and seeks to identify emerging risks at the earliest opportunity. The Group implements ownership structures, internal controls and takes

	restrictions on the repatriation of funds or control over the ownership of assets.	such steps available to it to minimize these exposures to the greatest extent possible.
<b>The hotel industry supply and demand cycle</b>	The hotel industry operates in an inherently cyclical market place. A weakening of demand, or an increase in market room supply, may lead to downward pressure on room rates which in turn would lead to a negative effect on operating performance.	The Group has management systems in place designed to create flexibility in the operating cost base so as to optimize operating profits in volatile trading conditions, such as the profit protection plans initiated during previous market down-turns.
<b>Human resources</b>	Execution of the Group's strategy depends on its ability to attract, develop and retain employees with the appropriate skills, experience and aptitude.	The Group has a strong service culture supported by recognition systems, compensation and benefits arrangements, training and development programmes. The Group has appropriate systems for recruitment, reward and compensation and performance management. Labor relations are actively managed on a regional and local basis.
<b>Management agreements</b>	An element of the Group's strategy is to selectively increase the number of management contracts to operate hotels owned by third-parties, primarily focusing on the Middle East region. In this regard, the Group faces competition from established global and regional brands. Successful execution of this strategy will depend on the Group's ability to identify suitable management opportunities, secure contracts on suitable contractual terms and ensure that contractual commitments are met and retained going forward.	The Group has developed a management team in the Middle East region that has the necessary skills and resources to pursue this element of the Group's strategy. A structured process for acquiring new contracts has been implemented and a priority is to ensure that the critical roles are filled and operational management is integrated into the Group system.
<b>Joint ventures and subsidiaries with minority shareholders</b>	The Group has entered into a number of joint ventures in certain markets and is therefore subject to the risk of non-performance on the part of the minority partners especially when the strategic objectives of the partners are not fully aligned.	For these joint ventures, the Group has appointed representatives who are assigned responsibilities to manage the relationship with the joint venture partners in order to enhance the alignment of business objectives.
<b>Treasury risk</b>	The Group trades in numerous international currencies but reports its financial results in sterling. Fluctuations in currency exchange rates may either be accretive or dilutive to the Group's reported trading results and the Group's net asset value. Unhedged interest rate exposures pose a risk to the Group when interest rates rise, resulting in increased costs of funding and an impact on overall financial performance. Credit risk arises from the risk of financial loss if a financial counterparty fails to meet its contractual obligations in respect of its deposits or short-term investments.	Foreign currency transactions exposure is primarily managed through funding of purchases from operating income streams arising in the same currency. Interest rate hedges are used to manage interest rate risk to the extent that the perceived cost is considered to outweigh the benefit from the flexibility of variable rate borrowings. The Group actively monitors the need and timing of such hedges. Investments in short-term instruments are with counterparties approved by the Board taking into account the counterparty's credit rating and a maximum limit as to the amount that may be deposited.
<b>Tax risk</b>	The Group's businesses operate in numerous tax jurisdictions. Changes in tax laws in any of those jurisdictions may have adverse consequences on the Group's profits. Similarly the Group's interpretation and application of various tax laws may be challenged. Tax	The Group seeks to minimize tax risk by ensuring that appropriate accounting systems, processes and internal controls are in place to ensure that taxes are calculated accurately and paid on a timely basis, in compliance with tax legislation. A co-operative approach is

	<p>authorities in many jurisdictions are increasing their focus on corporate tax affairs in order to maximize tax receipts.</p>	<p>undertaken in respect of provision of information to tax authorities during tax audits and investigations, and external tax advisors are engaged in each tax jurisdiction where necessary to advise on such matters, and to give guidance on the implementation of any changes in tax legislation. Full review of tax implications is carried out prior to undertaking any transactions involving new activities or structural changes, and external tax planning advice is obtained where appropriate. The Board and Audit Committee receive regular updates on tax management issues.</p>
<p><b>Compliance and litigation</b></p>	<p>The Group operates in many jurisdictions and is exposed to the risk of non-compliance with increasingly complex statutory and regulatory requirements. In addition the Group may be at risk of litigation from various parties with which it interacts, either through direct contractual arrangements or from the provision of services. In certain countries where the Group operates, particularly in emerging markets, local practices and the legal environment may be such that it is sometimes difficult for the Group to enforce its legal rights.</p>	<p>The Group continues to monitor changes in the regulatory environment in which it operates, identify its compliance obligations and implement appropriate compliance programmes and has processes in place to manage the risks associated with its various contractual relationships. These include comprehensive policies for ethics and business conduct, anti-corruption and bribery, gifts and hospitality and charitable donations. There is training for relevant staff.</p>
<p><b>Safety, health and environment</b></p>	<p>As a significant property owner and operator of hotels in multiple jurisdictions, the Group is exposed to a wide range of regulatory requirements and obligations concerning the health and safety of employees, visitors and guests. Failure to implement and maintain sufficient controls regarding health and safety issues could expose the Group to significant sanctions, both civil and criminal, financial penalties and reputational damage.</p>	<p>The Group has established and maintains health and safety and environmental management systems that are aligned with the requirements of ISO 14001 and OHSAS 18001. By working to British standards, the Group is committed to working to the highest standards of health and safety and to an internationally accredited system. Details of progress made in improving the Group's management systems are contained in the Corporate Social Responsibility report on pages 29 to 31.</p>
<p><b>Intellectual property rights and brands</b></p>	<p>Future development will, in part, be dependent on the recognition of the Group's brands and perception of the values inherent in those brands. Consistent delivery of product quality is vitally important to influencing consumer preference and creating and maintaining value perception. Historically the Group has mainly operated properties which it owns. The trend towards managing third-party properties, primarily in the Middle East region increases the risk that product quality may not be delivered in accordance with the Group's standards. This may increase the Group's exposure to litigation, increase risks to reputation, reduce revenues and become an inhibiting factor on ongoing development.</p>	<p>Substantial investment continues to be made in protecting the Group's brands from misuse and infringement, by way of trade mark registration and domain name protection. Management seeks to ensure maintenance of standards by developing strong working relationships with hotel owners and undertaking regular monitoring of service delivery.</p>
<p><b>Property ownership</b></p>	<p>The Group's strategy is to be both owner and manager of hotel properties. Growth of the Group's portfolio of owned assets</p>	<p>The Group continues to develop property specific asset management plans which focus on the capital requirements of each</p>

	<p>is dependent on the availability of suitable development sites, acquisitions and access to funding. A limit on such opportunities may have a negative impact on future operational profitability. Property ownership requires ongoing investment in the form of preventative maintenance, refurbishment, significant capital expenditure and product development. There is also the possible loss of capital due to uninsured events and reductions in asset values as a result of demographic changes in the markets in which the properties are located.</p>	<p>property in terms of regular maintenance and product enhancement. The Group has rigorous management systems to monitor major capital projects to ensure they are properly managed and delivered on time and within budgeted parameters.</p>
<b>Insurance</b>	<p>Not all risks are insured, either because the cover is not available in the market or that cover is not available on commercially viable terms. The Group is exposed to the risk of cover not being continually available. Availability may be influenced by factors outside the Group's control, which could reduce the market's underwriting capacity, breadth of policy coverage or simply make the cost of cover too expensive. The Group could be exposed to uninsured third-party claims, loss of revenue or reduction of fixed asset values which may, in turn, have an adverse effect on Group profitability, cash flows and ability to satisfy banking covenants.</p>	<p>The Group's insurance requirements are regularly reviewed to ensure that the cover obtained is appropriate to its risk profile and after taking into account the level of retained risk the Board considers to be appropriate, relative to the cost of cover available in the market place. Insurance covers are arranged with a variety of insurers to ensure that arrangements are not overly concentrated on a limited number of carriers. Choice of insurance carriers is dependent on satisfaction of a number of relevant factors including a review of the insurers' security ratings.</p>
<b>Information Technology systems and infrastructure</b>	<p>In order to maintain its competitiveness within the market place the Group will need to ensure its IT systems deliver the necessary trading platforms and provide management with accurate and timely information.</p>	<p>The Group invests in systems that are tried and tested so that as much operational resilience as possible, cost considerations permitting, can be obtained. Investment is made in robust infrastructure technology to provide a reliable operating platform. Crisis management and disaster recovery plans are in place for business critical systems. Management regularly reviews IT requirements and risks to prioritize implementation of changes and improvements.</p>
<b>Data privacy</b>	<p>A significant proportion of the Group's operating revenue is received from customers through credit card transactions and the Group has an obligation to keep secure customers' credit card and other personal details. Non-compliance with data privacy regulations, which differ by jurisdiction, could result in fines and/or other damages being incurred. Additionally, the payment card industry requires the Group to comply with data security standards (PCI-DSS) as a condition in credit card merchant agreements. Failure to comply with these standards could result in contractual penalties and withdrawal of credit card payment facilities.</p>	<p>During the last year the Group has committed significant resources to achievement and maintenance of the necessary IT infrastructure, operating controls and training associated with data privacy and PCI-DSS.</p>

(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 Function
Board of Directors	<p>The CG Manual provides that it is the duty of the Board to identify key risk areas and to monitor this factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability.</p> <p>These risks have been identified as: liquidity risk, credit risk, and market risk.</p> <p>The Board has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board is responsible for developing and monitoring the Corporation's risk management policies. The Board identifies all issues affecting the operations of the Corporation.</p>	<p>The Corporation's risk management policies are established to identify and analyze the risks faced by the Corporation, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Corporation's activities. All risks faced by the Corporation are incorporated in the annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Corporation's operations and detriment forecasted results. The Corporation, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.</p>
Audit Committee	<p>The Board constituted the Corporation's Audit Committee to assist the Board in fulfilling its oversight responsibility for the Corporation's corporate governance process, including evaluation of management's process to assess and manage the Corporation's enterprise risk issues.</p>	<p>The Board constituted the Corporation's Audit Committee to assist the Board in fulfilling its oversight responsibility for the Corporation's corporate governance process relating to the: a) quality and integrity of the Corporation's financial statements and financial reporting process and the Corporation's systems of internal accounting and financial controls; b) performance of the internal auditors; c) annual independent audit of the Corporation's financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; d) compliance by the Corporation with legal and regulatory requirements, including the Corporation's disclosure control and procedures; e) evaluation of management's process to assess and manage the Corporation's enterprise risk issues; and f) fulfillment of the other responsibilities set out by the Board. The Audit Committee shall also prepare the reports required to be included in the Corporation's annual report.</p>

**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;
- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;
- (c) Period covered by the review;
- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and
- (e) Where no review was conducted during the year, an explanation why not.

For the Corporation, internal control means having an effective system of control that will ensure the integrity of the financial reports and protection of the assets of the Corporations. According to the CG Manual, this is one of the duties of the Management, which, in turn, is under the supervision of the Audit Committee. The Audit Committee, in turn, evaluates the adequacy and effectiveness of the Corporation's internal control system as formulated by the Management.

The following are the factors to be considered, for the organizational and procedural controls of the Corporation, are the following:

- a. nature and complexity of the business and the business culture
- b. volume, size and complexity of transactions
- c. degree of risk
- d. degree of centralization and delegation of authority
- e. the extent of effectiveness of information technology
- f. the extent of regulatory compliance

Moreover, the Charter mandates that the Corporation shall have in place an internal audit function which shall be performed by an internal auditor through which the Board, senior management, and shareholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate and complied with.

Under the CG Manual, Management should formulate, under the supervision of the Audit Committee, the rules and procedures on financial reporting and internal control in accordance with the following guidelines:

- The extent of its responsibility in the preparation of the financial statements of the Corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained;
- An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained;
- On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and, regulations;
- The Corporation should consistently comply with the financial reporting requirements of the SEC;
- The Internal Auditor should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.

The minimum internal control mechanisms for management operational responsibility shall center on the on the CEO, being ultimately accountable for the organizational and procedural controls of the Corporation. On the basis of approved audit plans, the internal audit examinations cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and, regulations.

The Group's Internal Auditor conducts an internal audit review of the Corporation annually. The formal audit report is submitted to the Audit Committee and to the Board. Based on the result of the internal audit review, key controls and management environment are effective. Audit findings are few and indicate low risks to the business overall.

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of the 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
<p>An internal auditor or a group of internal auditors, through which the Board, senior management, and shareholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with. The internal audit activities shall be conducted in accordance with the Standards for the Professional Practice of Internal Auditing.</p>	<p>The scope of the internal audit shall at least cover the following:</p> <ol style="list-style-type: none"> <li>(1) an evaluation of the adequacy and effectiveness of controls pertaining to the governance, operations and information systems of the Corporation, including the reliability and integrity of financial and operational information,</li> <li>(2) effectiveness and efficiency of operations,</li> <li>(3) safeguarding of assets; and</li> <li>(4) 4. compliance with contracts, laws, rules and regulations.</li> </ol>	<p>In-house. The Board annually appoints a Chief Audit Executive who oversees the internal audit of the Corporation.</p>	<p>The internal audit function of the Corporation is currently being performed by Millennium &amp; Cophorne International Limited ("MCI"), which is based in Singapore, although MCI is not engaged directly by the Corporation. Mr. Yam Kit Sung, the Chief Finance Officer ("CFO") and Compliance Officer has been designated as the Chief Audit Executive of the Corporation, and is responsible for overseeing the service contract with MCI (as Internal Auditor), and the overall quality assurance of the internal audit activities, reporting to senior management and the Board regarding internal audit activities, and follow-up of engagement results.</p>	<p>The Charter requires the Internal Auditor to submit status reports which summarizes the recommendations of the internal auditor, the officers responsible for the implementation of the recommendations, and the dates when such recommendations shall be implemented and accomplished.</p> <p>In addition, the CG Manual requires the Internal Auditor to submit to the Audit Committee and Management and annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.</p> <p>The Internal Auditor should certify that the conducts his activities in accordance with the International standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.</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?**

No. It is the Board which appoints the Chief Audit Executive who oversees the internal audit function of the Corporation. The appointment and/or removal of the Chief Audit Executive or the accounting/auditing firm or corporation to which the internal audit function is outsourced does not require the approval of the audit committee.

**(c) Discuss the internal auditor's reporting relationship**

Under the CG Manual, the Chief Audit Executive should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies, as approved by the Audit Committee.

In addition, the Charter requires the internal auditor to submit status reports which summarizes the recommendations of the internal auditor. The internal audit function is outsourced to MCI. The internal audit examinations cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations.

**(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
N.A.	

Other than the Chief Audit Executive, the Corporation does not have its own internal audit staff, as the internal audit function is outsourced to MCI.

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

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

Progress against Plans	Internal audit work is carried out on an annual basis by the Group Internal Audit from Millennium & Cophome Hotels International Limited.
Issues	No significant issues have been identified.
Findings	No significant findings such as fraud.
Examination Trends	Internal audit carried out full audit cycle which covered cash, sales, purchases, health and safety and others.

[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 a 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 persuasive 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 column 'implementation.'

Policies & Procedures	Implementation
<p>The Charter mandates that the Corporation shall have in place an internal audit function which shall be performed by an internal auditor through which the Board, senior management, and shareholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate and complied with.</p> <p>Under the CG Manual, Management should formulate, under the supervision of the Audit Committee, the rules and procedures on financial reporting and internal control in accordance with the following guidelines:</p> <ol style="list-style-type: none"> <li>(1) The extent of its responsibility in the preparation of the financial statements of the Corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained;</li> <li>(2) An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained;</li> <li>(3) On the basis of the approved audit plans, internal audit examinations should cover, at the minimum, the evaluation of the adequacy and effectiveness of controls that cover the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and, regulations;</li> <li>(4) The Corporation should consistently comply with the financial reporting requirements of the SEC;</li> <li>(5) The Internal Auditor should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management.</li> </ol>	<p>The Group's Internal Auditors, supervised by the Chief Audit Executive, conduct an internal audit review of the Corporation annually. The formal audit report is submitted to the Audit Committee and to the Board. Based on the result of the internal audit review, key controls and management environment are effective. Audit findings are few and indicate low risks to the business overall.</p>

**-(g) Mechanism and Safeguards**

State the mechanism established by the company to safeguard the independence of the auditors, financial analyst, investment banks and rating agencies (example, restriction 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 in the company);

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p>(1) The Audit Committee shall evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Corporation's annual report;</p> <p>(2) The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.</p> <p>(3) The Board, after consultations with the Audit Committee, shall recommend to the stockholders an external auditor duly accredited by the SEC who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders. The external auditor shall not, at the same time, provide internal audit services to the Corporation. Non-audit work may be given to the external auditor, provided it does not conflict with his duties as an independent auditor, or does not pose a threat to his independence.</p> <p>(4) If the external auditor resigns, is dismissed or ceases to perform his services, the reason/s for and the date of effectivity of such action shall be reported in the Corporation's annual and current reports. The report shall include a discussion of any disagreement between the external auditor and the Corporation on accounting principles or practices, financial disclosures or audit procedures which the former auditor and the Corporation failed to resolve satisfactorily. A preliminary copy of the said report shall be given by the Corporation to the external auditor before its submission.</p> <p>(5) If the external auditor believes that any statement made in an annual report, information statement or any report filed with the SEC or any regulatory body during the period of his engagement is incorrect or incomplete, he shall give his comments or views on the matter in the said reports.</p> <p>(6) The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Corporation, should be changed with the same frequency.</p>	N.A.	N.A.	N.A.

(h) State the officers (preferably the Chairman & CEO) who will have to attest to the company's full compliances with the SEC Code of Corporate Governance. Such confirmation must state 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.

The CG Manual provide that the Board shall appoint a Compliance Officer and an Assistant Compliance Officer who shall report directly to the Board. The Compliance Officer, or in his absence, the Assistant Compliance Officer, shall perform the following duties:

- (1) Monitor compliance by the Corporation with the CG Manual, Code of Corporate Governance, Securities Regulation Code, Corporation Code, and other applicable rules and regulations; and if any violations are found, to report the matter to the Board and recommend the imposition of the proper penalty.
- (2) Appear before the SEC when summoned in relation to compliance with the Code of Corporate Governance.
- (3) Issue a certification that every January 30th of the year on the extent of the Corporation's compliance with the Code for the completed year and, if there are any deviations, explain the reason for such deviation.

The CG Manual also provides that the reports or disclosures required under the CG Manual shall be prepared and submitted to the SEC by the responsible Committee or officer through the Corporation's Compliance Officer, Assistant Compliance Officer, or Corporate Secretary.

#### H. ROLE OF STAKEHOLDERS

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

	Policy	Activities
Customers' Welfare	To offer quality and innovative products, unsurpassed service and value for money.	The Corporation continues to improve the services, products, and facilities that it offers to its customers.  The Corporation established a team of trained employees to respond to possible disasters like fire, earthquakes and other accidents our guests and employees might experience during their stay in the Hotel. Instructors from Philippine National Red Cross trained the Hotel staff with basic first aid management and CPR (cardio-pulmonary resuscitation) while a team from the local fire department taught the employees with procedures in emergency rescue transfer and use of fire fighting equipment.
Supplier/contractor selection practice	To select based on quality of work and their ability to complement our commitment to environment, health and safety.	The Hotel purchases its raw material for food and beverage from both local and foreign suppliers.
Environmentally friendly value-chain	To continually seek ways to ensure a better quality of life for the community and environment where we live, work and play.	(1) <i>Energy and water conservation</i>  The reduction of working days for administrative personnel or offices aims not only to achieve work life balance but also to reduce the hotel's energy consumption. A Hotel wide campaign on the best cost management practices of departments educates and inspires associates to conserve and preserve supplies and resources. Engineering Department helps in devising ways to improve electricity consumption by using halogen and fluorescent lights. Room guests are also encouraged to save water and laundry detergent consumption by re-using bed linens and towels when possible. Scraps and old newspapers are recycled into flowers and pots to decorate our restaurants and other sections of

		<p>the hotel.</p> <p><i>(2) Earth Hour</i> The Hotel actively participates in the annual Earth Hour, a worldwide campaign of turning off the lights for an hour in efforts to increase awareness on energy consumption and climate change.</p> <p>This event is spearheaded by the World Wildlife Fund (WWF), an international environmental advancement group and reported to have remarkable drop in energy usage in key cities of participating countries.</p>
Community interaction	To serve the community we operate in so as to create a better place for all, especially caring for the less fortunate, enhancing youth development, promoting the arts and conserving the environment.	<p><i>(1) Blood letting</i> The Hotel is a consistent recipient of the Philippine National Red Cross Meritorious Service Award for its continuous participation in blood letting activities. The Corporation has organized eight blood donation activities since 2008 and have forwarded a total of 97,150 ml of blood to Red Cross.</p> <p><i>(2) Readiness for career</i> The Hotel offers educational experiences and hotel-life skills training for students interested to have careers in hospitality industry. As contribution to the industry, the Corporation helps prepare future hoteliers with the competencies and attitudes to make them confident and fit to explore their lot in the marketplace. Students from various universities and training centers across the metro and provinces have seen and experienced the Hotel standards in terms of cleanliness and service and end the year-2012 with 47 graduating students fully equipped the 5 star way.</p> <p><i>(3) Job opportunities</i> The Hotel is a long-standing figure of stability providing career opportunities for professionals and people recently graduated from school. We have provided employment security Pasay City and other neighboring cities and provinces thus providing their families and communities decent way of living.</p> <p><i>(4) Funds for charitable institutions</i> The Hotel capitalizes on accumulating funds to support our beneficiaries during Christmas season and Chinese New Year. A wishing well is placed at the Hotel lobby where guests and employees can share their piece of good fortune to scholars and less privileged families of Pasay City through "Our Lady of Sorrows Outreach Foundation". A total of PhP17,000.00 was forwarded to the foundation from the proceeds of Chinese New Year donation drive and PhP20,000 in check from the Christmas wishing well.</p> <p>Pangarap Foundation, a shelter for street children and out of school youth of Pasay City is a donee institution of the Hotel through its donation box placed at Front Desk where guests can donate upon check-in and out. Charming children from Children's Joy Foundation are invited to participate in the Christmas caroling in the Hotel from December 16-25, 2012. It gives them the opportunity to exhibit their talents, entertain our guests and gather significant amount of donations from the</p>

		hotel's guests.
Anti-corruption programs and procedures?	As a responsible corporation, it is our goal to be transparent and accountable to our stakeholders who have an interest in our operations.	The Chairman's Statement in the Annual Report and the discussion in the Information Statement on the general and business information provides a summary and/or a simple presentation of the company's financial, operational and legal highlights to allow the ordinary shareholder or stakeholder to be fully aware of the company's status.
Safeguarding creditors' rights	It is its recognized policy in favor of its investors "To maintain profitability and achieve optimum returns on their investments."	The Corporation's website discloses up to-date information on business operation, financial statements, press releases, shareholding structure, organization structure, SEC Forms 17-A, Notice of Annual Stockholders' Meetings, and contact details for investor relations.  Furthermore, The Corporation explicitly mentions its obligations to its creditors including honoring debt agreement(s) and timely payment of debt obligations in its Notes to Financial Statements attached to SEC Form 17-A and Information Statements.

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

Yes. Corporate Social Responsibility has been an integral part of the Corporation's vision and mission. Founded on this commitment, the Corporation takes into consideration the interests of society on key stakeholders such as our investors, customers, employees, contractors and suppliers as well as the community.

With this, the Corporation provides for a section in its Information Statement (SEC Form 20-IS) and Annual Report (SEC Form 17-A) which covers its Corporate Social Responsibility Report.

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

- a) What are the company's policy for its employees' safety, health and welfare?
- b) Show data relating to health, safety and welfare of its employees.
- c) State the company's training and development programmes for its employees. Show the data.
- d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

**Development Opportunities for Employees**

**(1) Employee Empowerment:**

*Internal movement & succession*

The Corporation provides opportunities for employees to manage their career path through an open and spontaneous performance review. Department Heads are encouraged to train their staff in all scopes of their jobs, multi-tasking and taking accountabilities to prepare them for greater responsibility. Internal movement or promotion within department is put on public knowledge through bulletin boards and e-mails and their colleagues celebrate and congratulate them for their achievements.

*Staff dialogue and monthly tea parties*

Employees are empowered when they are given the opportunity to share their thoughts and concern about their jobs. Staff dialogue is scheduled for each department each month where the top executives and General Manager take time to listen and answer employees' inquiries. Monthly tea parties also served as venue for the General Manager to inspire, motivate and give updates on the direction the Hotel would take.

**(2) Employee Development:**

*OSE Training*

To adapt the Group corporate culture in terms of behavioral norms, the Hotel conducts discussion and implementation of Outstanding Service themes to all employees at all levels. Daily assignment of OSE or OSE calendar is sent to all departments as their point of discussion in their daily briefing and endorsement.

**(3) Work Life Balance**

*Sports activity*

The Hotel holds an annual sports event to prompt the importance of active lifestyles and develop social skills by engaging in sports. Employees find time to associate with other employees outside their department and develop friendships that thrive even when they go back to their respective offices. Social values and behaviors such as team work, will to win and sportsmanship are demonstrated and cultivated on these activities.

*Employee center*

Employees are encouraged to engage in sports activity within the comforts of their work.

Vinluan, an empty space in the Hotel, was transformed into employee center where they can play table tennis, darts and board games.

*5 day work week*

The Hotel recently embraced the five-day work week to all administrative personnel to give weekends away for leisure, relaxation and other activities that would keep them refreshed and passionate for another week of challenges at work.

**(4) Disaster Preparedness**

The Corporation has established a team of trained employees to respond to possible disasters like fire, earthquakes and other accidents our guests and employees might experience during their stay in the hotel. Instructors from Philippine National Red Cross trained our staff with basic first aid management and CPR (cardio-pulmonary resuscitation) while a team from the local fire department taught our employees with procedures in emergency rescue transfer and use of fire fighting equipment.

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

The Corporation has not adopted procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior. However, the Code of Conduct provides that refusal to answer inquiries or participate in any investigation authorized by the Hotel, provided such answers or participation will not violate constitutional rights, is considered a major offense. Thus, employees are enjoined to participate in investigations of the Hotel, which may include illegal (including corruption) and unethical behavior.

**I. DISCLOSURE AND TRANSPARENCY**

**1) Ownership Structure**

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

Shareholder	Number of Shares	Percent	Beneficial Owner
The Philippine Fund Limited	30,722,733 29,186,597	35.4833.43%	TPFL is owned by: (1) Hong Leong Hotels Pte. Ltd. - 60% (2) Pacific Far East (PFE) Holdings Corp. - 20% (3) Robina Manila Hotel Limited -20%
Zatrio Pte. Ltd.	49,005,714 9	24.7720.68%	Republic Hotels & Resorts Limited, which wholly owns Zatrio Pte. Ltd as its subsidiary.
PCD Nominee Corporation	7,029,972 6,669,081	8.057.64%	RCBC Trust & Investments Division is the beneficial owner of 6,256,554 shares, or 7.16%.

Name of Senior Management	Number of Direct Shares	Number of Indirect Shares/ Through (name of record owner)	% of Capital Stock
Yam Kit Sung	2,999	0	less than 1%
Eddie Yeo	1,000	0	less than 1%
Arlene de Guzman	1,000	0	less than 1%
<b>Total</b>			

**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	Yes
Biographical details (at least age, qualification, date of first employment, relevant, and any other directorship 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	Yes
Attendance details of each directors/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

**3) External Auditor's fee**

Name of Auditor	Audit fee	Non-Audit fee
KPMG Manabat Sanagustin & Co.	PhP620,000 for the year 2012-2013	none

**4) Medium of Communication**

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

- Corporation has its own website: [www.grandplazahotelcorp.com](http://www.grandplazahotelcorp.com)
- As a listed company, its reports and documents are also available at the Philippine Stock Exchange Website
- Also, the CG Manual provide for the following :
  - The Shareholders shall be furnished, upon request, with the reports filed by the Corporation with the SEC pertaining to information about the directors/ officers
  - The minority shareholders (representing at least 10%) have a right to propose the holding of a meeting.
  - The minority shareholders has access to any and all information relating to matters for which the management is accountable for and which concerns the stockholders making the request
- The Corporation also sends out copies of its Information Statement to its stockholders
- Annual Meetings - held on the 15th of May every year
- Special Meetings - may be called at any time by resolution of the Board or by order of the Chairman or the President or upon written request of stockholders representing at least 10% of the total outstanding stock entitled to vote.



5) Date of release of audited financial report:

The Corporation's audited financial statements for the year ended 31 December 2012 and other information related to the Corporation's financial statements are contained in the Corporation's SEC Form 17-A for the year ended 31 December 2012, which was filed by the Corporation with the Philippine Stock Exchange on 19 February 2013 and with the SEC on 19 February 2013.

6) Company Website

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

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

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

7) Disclosure of RPT

RPT	Relationship	Nature	Value
Cash Advances	Related companies to, or immediate or intermediate holding companies of the Corporation	The Corporation in the normal course of business has entered into transactions with its related parties, principally consisting of cash advances. These advances are shown as "Due to related company", "Due to immediate holding company", and	In 2012, <u>P6,843,486</u> 2013, <u>P2,411,208</u>
Lease Agreement	Harbour Land Corporation (HLC) is 40%-owned by the Corporation and in which the Corporation has significant influence	The Corporation leases the land occupied by the Hotel from HLC for a period of 25 years up to January 1, 2015. The lease contract agreement on the Hotel site requires the Corporation to deposit PhP78 million to answer for any and all unpaid obligations that the Corporation may have under said contract. <u>On 11 February 2014, the Board approved the renewal of the lease agreement for another 25 years or until 2040 and authorized the Management of the Corporation to negotiate and approve the increase in the rent to be paid by the Corporation to HLC effective January 2014 and throughout the extended term of the lease.</u>	<u>-P10,678,560 annual rental</u> <u>The current rent is PhP889,880.00 per month for a total of PhP10,678,560.00 per year, and the proposed increased rental is PhP17,797,608.00 per year, plus or minus 5%, or an increase of PhP6,229,167.60 to PhP8,008,928.40 per year, subject to the negotiations between the Management of the Corporation and HLC</u>
Management Agreement	Elite Hotel Management Services Pte. Ltd.'s Philippines Branch is under the control of a principal owner of the Corporation	The Corporation has entered into a Management Agreement with Elite Hotel Management Services Pte. Ltd.'s Philippines Branch for the latter to act as the hotel's administrator. Under the terms of the agreement, the Corporation is required to pay monthly basic management and incentive fees	The management fee under the Management Agreement is 2% of Gross Revenue and incentive fee is 7% of Gross Operating Profit.

	based on a certain percentage of revenue and gross operating profit.	
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**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 Corporation's CG Manual requires information including related party transactions to be publicly and timely disclosed through the appropriate mechanisms of the PSE and submitted to the SEC.

In compliance with the SRC Rules, the Corporation is required to disclose the following details for a related party contract:

- a. the nature of the related party relationship;
- b. the type of transaction (e.g. supply or services contract, loans, guarantees);
- c. the total amounts payable and receivable in the transaction from or to the related party;
- d. the elements of the transaction necessary to understand the listed company's financial statements.

The Corporation is also required to disclose its transactions in which related persons, such as directors, officers, substantial shareholders or any of their immediate families have a direct material interest, such as the related person's beneficial ownership of the counter party or share in the profits, bonus, or commissions out of the transaction.

No disclosure is needed for any transaction where:

- a. The transaction involves services at rates or charges fixed by law or governmental authority;
- b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;
- c. The amount involved in the transaction or a series of similar transactions has an aggregate value of less than PhP2,500,000; or
- d. The interest of the person arises solely from the ownership of securities of the registrant and the person receives no extra or special benefit that was not shared equally (pro rata) by all holders of securities of the class.

In compliance with the provisions of the Corporation Code, a contract of the Corporation with one or more of its directors or officers must be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock if any of the following conditions are absent:

- a. The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting.
- b. The vote of such director was not necessary for the approval of the contract.

Full disclosure of the adverse interest of the directors or officers involved must be made at the stockholders' meeting and the contract must be fair and reasonable under the circumstances.

Furthermore, the Corporation must comply with the provision of the Corporation Code which requires a contract between two or more corporations having interlocking directors, where (i) the interest of the interlocking director in one corporation is substantial and his interest in the other corporation is merely nominal, and (ii) any of the following conditions are absent:

- a. The presence of such director in the board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting
- b. The vote of such director was not necessary for the approval of the contract

to be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the corporation where the interlocking director's interest is nominal. Similarly, full disclosure of the adverse interest of the interlocking director/s involved must be made at the stockholders' meeting and the contract must be fair and reasonable under the circumstances. Stockholdings exceeding twenty (20%) percent of the outstanding capital stock shall be considered substantial for purposes of interlocking directors.

In accordance with the Corporation Code, management contracts entered into by the Corporation with another corporation must be approved by the Board and by stockholders owning at least the majority of the outstanding capital stock, of both the managing and the managed corporation, at a meeting duly called for the purpose. Where a stockholder or stockholders representing the same interest of both the managing and the managed corporations own and control more than one-third (1/3) of the total outstanding capital stock entitled to vote of the managing corporation; or where a majority of the members of the Board of the managing corporation also constitute a majority of the members of the Board of the managed corporation, then the management contract must be approved by the stockholders of the managed corporation owning at least two-thirds (2/3) of the total outstanding capital stock entitled to vote. Furthermore, no management

contract shall be entered into for a period longer than five years for any one term.

**JH. RIGHTS OF STOCKHOLDERS**

**1. Right to participate effectively in and vote in Annual/Special Stockholders Meetings**

**(a) Quorum**

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

<b>Quorum Required</b>	The holders of a majority of the outstanding capital stock of the Corporation having voting powers, who are present in person or represented by proxy, shall constitute a quorum for the transaction of business, save in those instances where the Corporation Code requires a greater proportion.
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**(b) System Used to Approve Corporate Acts**

Explain the system used to approve corporate acts

<b>System Used</b>	Modified <i>viva voce</i>
<b>Description</b>	In the system of voting adopted by the stockholders of the Corporation, in order to facilitate the conduct of the proceedings of the stockholders' meeting, if there is no objection to a nomination or motion to approve a proposed resolution regarding , it will be understood that the stockholders present or represented in today's meeting vote in favor of the resolution.

**(c) Stockholders' Rights**

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

Stockholders' Rights under the Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
Appraisal Right	Each share of stock is given equal rights to dividends
Right to vote <ul style="list-style-type: none"> <li>• right to elect, remove, and replace directors and vote on certain corporate acts in accordance with the Corporation Code</li> <li>• Cumulative Voting</li> <li>• A director shall not be removed without cause if it will deny minority shareholders representation in the Board</li> </ul>	Shareholders are equally treated in share buy-back offers.  The Corporation has only one class of shares and each share is entitled to one vote.
Pre-emptive right	Shares of stock are not subject to any restrictions on transfer, mortgage or encumbrances on these shares.
Power of Inspection	The Corporation is committed to respect and promote shareholders' rights
Right to Information	(1) The shareholders shall be provided, upon request, with the reports filed by the Corporation with SEC that disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers.  (2) The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items

	<p>in the agenda of the meeting, provided the items are for legitimate business purposes. The By-Laws of the Corporation provides that shareholders representing at last ten percent (10%) of the outstanding capital stock of the Corporation may request the holding of a special shareholding's meeting.</p> <p>(3) The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and which concerns the stockholders making the request, provided that such right shall be subject to existing law and contract. A report on the information pertaining to such matters may be included in the agenda of any meeting of the shareholders.</p> <p>(4) If such not included in the agenda, then the minority shareholders shall be allowed to propose to include such matters in the agenda of shareholder's meeting, such item in the agenda will be considered as being within the definition of "legitimate purposes".</p>
Right to Dividends	<p>The Corporation is required to declare dividends when its retained earnings exceeds 100% of its paid-in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board or b) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.</p>

#### Dividends

Declaration Date	Record Date	Payment Date
15 May 2012	29 May 2012	On or before 22 June 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
Minority shareholders may recommend candidates to the Nomination Committee and may cumulate their votes for election of directors.	The Nomination Committee sends out notices to all stockholders that the Nomination Committee is accepting recommendations for nominees. Then, the Stockholders will submit their recommended candidates by accomplish the Recommendation Form attached as Annex 1 to the notice to the stock holders and sent back the same to the Nomination Committee.
Minority shareholders, representing at least 10% of the outstanding capital stock entitled to vote, have 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.	By written request. Such request shall state the purpose or purposes of the proposed meeting.
During the annual stockholders' meeting, stockholders are given the opportunity to raise questions and directly address	The Chairman invites the stockholders to raise their questions or air their comments during the annual

the Chairman of the Board, the individual directors, and the Board committees.

stockholders' meeting. There is also a question and answer portion during which the floor is opened to allow stockholders to raise questions and directly address the Chairman of the Board, the individual directors, the Board committees, and the officers of the Corporation.

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

Authorization of additional shares, and transfer of all or substantially all assets of the corporation are subject to the ratification of stockholders representing at least 2/3 of the outstanding capital stock, as provided in the Corporation Code.

- 9) 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?
- Date of sending out notices: 23 April 2013
  - Date of Annual/Special Stockholders Meeting: 15 May 2013

No. According to its By-Laws, except as otherwise provided by law, written or printed notice of all annual and special meetings of stockholders, stating the place and time of the meeting, and if necessary, the general nature of the business to be considered shall be transmitted by personal delivery, mail, facsimile, telex, telegraph or cable to each stockholder of record entitled to vote to his last known address, at least 15 days before the date of the meeting, in case of an Annual Meeting, or at least 7 days before the date of the hearing, if a special meeting.

The Corporation also subscribes to the requirement under the SRC Rules, to file the Preliminary SEC Form 20-IS with the SEC at least 10 business days prior to the date definitive copies of the information statement ("Definitive SEC Form 20-IS") are first sent or given to stockholders. The Corporation distributes the Definitive SEC Form 20-IS to security holders at least 15 business days from the date of the annual stockholders' meeting.

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

In the annual stockholders' meeting of the Corporation held on 15 May 2012, Mr. Edgar Ngo, a stockholder of the Corporation, inquired about the occupancy rate of the Hotel for the year 2011 and subsequently, if the rate is higher than the occupancy rate of other hotels. Mr. Eddie Yeo, the General Manager of the Hotel, and a director of the Corporation, replied that the occupancy rate for the year 2011 is 67% and this rate is 6.2% higher than the occupancy rate of the previous year.

Mr. Edgar Ngo then asked the Board if the Corporation has a plan to expand the Hotel business, for instance in the Bay area or in Boracay, to which Mr. Wong Hong Ren, The Chairman replied that there's none as of the moment, but the Management is considering the said prospects and is thinking of reinvesting its accumulated profits.

Mr. Ngo also asked the Chairman of the latter's opinion on the status and prospects of the Philippine tourism industry under the Aquino administration. Mr. Yeo answered that presently, there are three million tourist arrivals in the Philippines and that the Department of Tourism is targeting six million arrivals by 2015. He added that as of the moment, the Philippines is just experiencing a slight downturn because of external factors which involve our neighboring countries (i.e., China) and that such might continue until the political situation is resolved. The Chairman assured the shareholders though that the general long term prospect of the tourism industry in the Philippines is good.

Lastly, Mr. Ngo asked how much will the cash dividend be for the next year. Mr. Yam answered that there is an increase in the cash dividends declared for 2012 of PhP2.00 per share compared to the previous cash dividend of PhP1.00 per share (i.e., in 2010). Mr. Yam added that the Board also approved a share buyback of PhP50 per share, based on a ratio of one share for every 25 shares held by the stockholders of record, and that the total amount for the share buyback is PhP239 million.

In the annual stockholders' meeting of the Corporation held on 15 May 2013, Mr. Edgar Ngo, a stockholder of the Corporation, inquired how much the cash dividends were for 2012. Mr. Yam Kit Sung answered that the cash dividends amounted to PhP190,000,000.00 at PhP2.00 per share. Mr. Yam further mentioned that this is higher compared to the

previous year.

Mr. Ngo asked how much retained earnings the Corporation has at present. Mr. Yam replied that at the end of 2012, retained earnings amounted to PhP168,000,000.00. Mr. Ngo further asked if the Corporation is planning to declare stock dividends. The Chairman mentioned that after the Board meeting held before the annual stockholders' meeting, the Board approved a share buyback exercise.

Mr. Ngo then asked the Board if the Corporation has a plan to expand the business of the Hotel, for instance in the Manila Bay area or in Boracay. The Chairman replied that these matters are being considered by the Board. The Chairman added that there are many factors to be considered, and assured Mr. Ngo that his concerns will be taken into account in the subsequent meetings of the Board.

Mr. Christopher Lim, a stockholder of the Corporation, asked the Board regarding the business performance of the Corporation. Mr. Eddie Yeo replied that 2012 was challenging for the Hotel. Mr. Yeo mentioned local challenges such as the travel advisories posted by the United States, Australia, and other countries, and the territorial dispute between China and the Philippines. Mr. Yeo also mentioned the impact of new players like the Resorts World and Solaire Resort and Casino. The occupancy of the Hotel dropped to 64% versus 67% from the previous year. The total revenue also dropped by 4.4%. Furthermore, the GOP of the hotel dropped to 49% from 52%.

Mr. Lim then asked about the impact of the 5% drop in revenue and the 10% drop in net income of the Corporation. Mr. Lim also asked for an update on the Corporation's discussions with PAGCOR in connection with its lease of the space for its casino. Mr. Yam answered that the Corporation has ongoing negotiations with PAGCOR and that the Corporation's revenue will not be eroded significantly. Mr. Lim then asked for the percentage of total Hotel revenue that the lease revenue from PAGCOR constituted. Mr. Yam replied that the revenue from PAGCOR constitutes around 20% of the total Hotel revenue. Finally, Mr. Lim asked if there was any contingency plan in the event that negotiations with PAGCOR do not succeed. Mr. Yam replied that the Corporation is already considering alternative revenue generating activities using the current PAGCOR casino space. Mr. Yam also mentioned that the Corporation is in a viable financial position given that it has no loans from banks or shareholders.

#### 11) Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
(1) Approval of the Corporation's 2011-2012 annual report and audited financial statements	all	none	none
(2) Approval and ratification of the Minutes of the Annual Stockholders' Meetings of the Corporation held on 13-15 May 2011-2012	all	none	none
(3) Approval and ratification of all the acts, decisions, contracts and proceedings done, taken and effected by the Board, as well as resolutions issued by the Board, acting within the scope of its delegated authority, during the year 2011-2012-2013	all	none	none
(4) Election of the Board	all	none	none
(5) Election of external auditor and authority of the Board to fix the auditor's remuneration	all	none	none
(6) Remuneration of the directors.	all	none	none

#### 12) Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

The result of votes taken during the most recent annual stockholders' meeting for all resolutions was announced by the Chairman immediately after the votes were taken for each resolution during the meeting, using the modified system of voting adopted by the stockholders of the Corporation (i.e., if there is no objection to a nomination or motion to approve a proposed resolution regarding the nomination, it will be understood that the stockholders present or represented in today's meeting vote in favor of the nomination).

#### (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:

(f) Stockholders Attendance

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

Type of Meeting	Name of Board Members/ Officers present	Date of Meeting	Voting procedure (by poll, show of hands, etc)	% of SH in Proxy	Total % of SH attendance
Annual	Wong Hong Ren, Eddie Yeo Bryan K. Cockrell, Michele Dee-Santos, Angelito C. Imperio Mia G. Gentugaya Yam Kit Sung Alain Charles J. Veloso	15 May 20122013	Modified <i>viva voce</i> .  In the system of voting adopted by the stockholders of the Corporation, in order to facilitate the conduct of the proceedings of the stockholders' meeting, if there is no objection to a nomination or motion to approve a proposed resolution regarding the nomination, it will be understood that the stockholders present or represented in today's meeting vote in favor of the nomination.	86.674%	86.674%
Special	N.A.				

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

No. Voting and counting of votes are done by modified *viva voce* (Sec Form 20-IS, 2013). In the system of voting adopted by the stockholders of the Corporation, in order to facilitate the conduct of the proceedings of the stockholders' meeting, if there is no objection to a nomination or motion to approve a proposed resolution regarding the nomination, it will be understood that the stockholders present or represented in today's meeting vote in favor of the nomination.

(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 share.

Yes. At every stockholders' meeting, the By-Laws provide that each stockholder shall be entitled to one vote in person or by proxy, and he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation.

(g) Proxy Voting Policies

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

	Corporation's Policies
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Execution and acceptance of proxies	Proxy voting is facilitated by the fact that proxies are presumed regular and accepted in the absence of a timely and valid challenge.
Notary	Not required. The Corporation adopts a presumption of regularity in the execution of proxies and the same shall be accepted in the absence of a timely and valid challenge.
Submission of Proxy	All proxies must be in the hand of the Corporate Secretary before the time set for the meeting.
Several Proxies	The Corporation subscribes to SEC Memorandum Circular No. 5, Series of 1996, with regard to 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	The Corporation adopts a presumption of regularity in the execution of proxies and the same shall be accepted in the absence of a timely and valid challenge.
Proxies executed abroad	Proxies executed abroad shall be duly authenticated by the Philippine Embassy or Consular Office.
Invalidated Proxy	Such proxies filed with the Corporate Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting, or by their personal presence at the meeting.
Validation of Proxy	Unless the notice of meeting provides an earlier period, all proxies may be validated on the date, and at the place and before time of the regular or special meeting of the stockholders.
Violation of Proxy	As provided in the Corporation Code and SRC.

**(h) Sending of Notices**

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

<b>Policies</b>	<b>Procedure</b>
<p><b>Notice for Annual Stockholders' Meeting:</b></p> <p>Written or printed notice, stating the place and time of the meeting, and if necessary, the general nature of the business to be considered, shall be transmitted to each stockholder of record.</p>	<p><i>How transmitted:</i> the notice is transmitted by personal delivery, mail, facsimile, telex, telegraph or cable to each stockholder of record entitled to vote to his last known address</p> <p><i>When transmitted:</i> at least 15 days before the date of the meeting</p>
<p><b>Notice for Special Stockholders' Meetings</b></p> <p>Written or printed notice, stating the place and time of the meeting, and if necessary, the general nature of the business to be considered, shall be transmitted to each stockholder of record.</p>	<p><i>How transmitted:</i> the notice is transmitted by personal delivery, mail, facsimile, telex, telegraph or cable to each stockholder of record entitled to vote to his last known address</p> <p><i>When transmitted:</i> at least 7 days before the date of the hearing</p>

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

<b>Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials</b>	506
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Date of Actual Distribution of Definitive Information Statements and Management Report and Other Materials held by market participants/certain beneficial owners	23 April 2013
Date of Actual Distribution of Definitive Information Statements and Management Report and Other Materials held by stockholders	23 April 2013
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. Individual profile of directors and Board meeting attendance and performance are publicly disclosed and presented to the shareholders in the Information Statement and during the Annual Stockholders' Meeting.
The auditors to be appointed or re-appointed.	Yes. Adequate information on the external auditor including the name of the handling partner, their fees and other engagements with the company (tax, consulting, etc.) are publicly disclosed.
An explanation of the dividend policy, if any dividend is to be declared.	Yes. Dividends are declared by the Board based on results of operations and the balance of the unrestricted retained earnings. In Item 6.1.5 of its CG Manual, the Corporation is required to declare dividends when its unrestricted retained earnings exceed 100% of its paid-up capital stock.
The amount payable for final dividends.	Yes. Dividends are declared by the Board based on results of operations and the balance of the unrestricted retained earnings. In Item 6.1.5 of its CG Manual, the Corporation is required to declare dividends when its unrestricted retained earnings exceed 100% of its paid-up capital stock.
Documents required for proxy vote.	Yes. The Corporation adopts a presumption of regularity in the execution of proxies and the same shall be accepted in the absence of a timely and valid challenge.

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
Minority shareholders are given full nomination and voting rights	Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.  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
Minority shareholders have the right to participate in corporate governance	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 By-Laws of the Corporation provides that shareholders representing at last

	ten percent (10%) of the outstanding capital stock of the Corporation may request the holding of a special shareholders meeting.
Minority shareholders have the right to information	<p>The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and which concerns the stockholders making the request, provided that such right shall be subject to existing law and contract. A report on the information pertaining to such matters may be included in the agenda of any meeting of the shareholders.</p> <p>If such not included in the agenda, then the minority shareholders shall be allowed to propose to include such matters in the agenda of shareholder's meeting, such item in the agenda will be considered as being within the definition of "legitimate purposes".</p>

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

Yes. The Rules and Procedure of the Nomination Committee provide for such a procedure.

**K]. INVESTORS RELATIONS PROGRAM**

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

Under the CG Manual, one of the Board's functions is to establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Corporation. The Corporation's chief financial officer or such other officer as may be designated by the Board shall exercise oversight responsibility over this program.

- 2) **Describe the company's investor relation 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	To keep the stockholders informed of important developments in the Corporation.
(2) Principles	<p>The Corporation recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors.</p> <p>All material information about the Corporation which could adversely affect its viability or the interests of the stockholders should be publicly and timely disclosed. Such information should include, among others, earnings results, acquisition or disposition of assets, and related party transactions. All such information should be disclosed through the appropriate PSE mechanisms and submissions to the SEC.</p> <p>Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management corporate strategy, and off balance sheet transactions.</p> <p>The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest</p>

	of the stakeholders.
(3) Modes of Communication	<p>All material information should be disclosed through the appropriate PSE mechanisms and submissions to the SEC.</p> <p>The Corporation's website also discloses up-to-date information on business operation, financial statements, press releases, shareholding structure, organization structure, SEC Forms 17-A, Notice of ASM, and contact details for investor relations.</p> <p>The Corporation's website indicates the telephone number/ fax number and email address of the Corporation's investor relations officer.</p>
(4) Investors Relations Officer	Yam Kit Sung, Chief Financial Officer of the Corporation

**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**

Other than what is provided under the law and the applicable rules and regulations, the Corporation has not adopted any 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. Considering that the Corporation does not regularly enter into the foregoing transactions, the Board has not appointed any independent party to evaluate the fairness of the transaction price.

**LJ. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

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

Initiative	Beneficiary
<p><b>Employee Empowerment:</b></p> <p><i>Internal movement &amp; succession</i>  <del>The Corporation provides</del>  We provide opportunities for employees to manage their career path through an open and spontaneous performance review. Department Heads are encouraged to train their staff in all scopes of their jobs, multi-tasking and taking accountabilities to prepare them for greater responsibility. Internal movement or promotion within department is put on public knowledge through bulletin boards and e-mails and their colleagues celebrate and congratulate them for their achievements.</p> <p><i>Staff dialogue and monthly tea parties</i>  Employees are empowered when they are given the opportunity to share their thoughts and concern about their jobs. Staff dialogue is scheduled for each department each month where the top executives and General Manager take time to listen and answer employees' inquiries. Monthly tea parties also served as venue for the General Manager to inspire, motivate and give updates on the direction the Hotel would take.</p> <p><b>Employee Development:</b></p> <p><i>OSE Training</i>  To adapt the Group corporate culture in terms of behavioral norms, the Hotel conducts discussion and implementation of Outstanding Service themes to all employees at all levels. Daily assignment of OSE or OSE calendar is sent to all</p>	Employees

departments as their point of discussion in their daily briefing and endorsement.

**Work Life Balance**

*Sports activity*

The Hotel holds an annual sports event to prompt the importance of active lifestyles and develop social skills by engaging in sports. Employees find time to associate with other employees outside their department and develop friendships that thrive even when they go back to their respective offices. Social values and behaviors such as team work, will to win and sportsmanship are demonstrated and cultivated on these activities.

*Employee center*

Employees are encouraged to engage in sports activity within the comforts of their work. Vinluan, an empty space in the Hotel transformed into employee center where they can play table tennis, darts and board games.

*5 day work week*

The Hotel recently embraced the five-day work week to all administrative personnel to give weekends away for leisure, relaxation and other activities that would keep them refreshed and passionate for another week of challenges at work.

**Disaster Preparedness**

The Corporation has established a team of trained employees to respond to possible disasters like fire, earthquakes and other accidents our guests and employees might experience during their stay in the Hotel. Instructors from Philippine National Red Cross trained our staff with basic first aid management and CPR (cardio-pulmonary resuscitation) while a team from the local fire department taught our employees with procedures in emergency rescue transfer and use of fire fighting equipment.

Customers and employees

**Environmental Awareness**

*Energy and water conservation*

The reduction of working days for administrative personnel or offices aims not only to achieve work life balance but also to reduce the Hotel's energy consumption. A Hotel wide campaign on the best cost management practices of departments educates and inspires associates to conserve and preserve supplies and resources.

Engineering Department helps in devising ways to improve electricity consumption by using halogen and fluorescent lights. Room guests are also encouraged to save water and laundry detergent consumption by re-using bed linens and towels when possible. Scraps and old newspapers are recycled into flowers and pots to decorate our restaurants and other sections of the Hotel.

*Earth Hour*

The Hotel actively participates in the annual Earth Hour, a worldwide campaign of turning off the lights for an hour in efforts to increase awareness on energy consumption and climate change. This event is spearheaded by the World Wildlife Fund (WWF), an international environmental advancement group and reported to have remarkable drop in energy usage in key cities of participating countries.

The environment

**Community Involvement**

*Blood letting*

The Hotel is a consistent recipient of the Philippine National Red Cross

The community and society

<p>Meritorious Service Award for its continuous participation in blood letting activities. <del>The Corporation</del><u>We</u> have organized eight blood donation activities since 2008 and have forwarded a total of 97,150 ml of blood to Red Cross.</p> <p><i>Readiness for career</i> The Hotel offers educational experiences and hotel-life skills training for students interested to have careers in hospitality industry. As contribution to the industry, <del>the Corporation helps</del><u>we help</u> prepare future hoteliers with the competencies and attitudes to make them confident and fit to explore their lot in the marketplace. Students from various universities and training centers across the metro and provinces have seen and experienced the Hotel standards in terms of cleanliness and service <del>and end the year 2012 with 47 graduating students fully equipped the 5 star way.</del></p> <p><i>Job opportunities</i> The Hotel is a long-standing figure of stability providing career opportunities for professionals and people recently graduated from school. <del>The Corporation</del><u>We</u> have provided employment security Pasay City and other neighboring cities and provinces thus providing their families and communities decent way of living.</p> <p><i>Funds for charitable institutions</i> The Hotel capitalizes on accumulating funds to support our beneficiaries during Christmas season and Chinese New Year. A wishing well is placed at the Hotel lobby where guests and employees can share their piece of good fortune to scholars and less privileged families of Pasay City through "Our Lady of Sorrows Outreach Foundation". <del>A total of PhP17,000.00 was forwarded to the foundation from the proceeds of Chinese New Year donation drive and PhP20,000 in check from the Christmas wishing well.</del><u>The Hotel also participated with Red Cross International to assist the victims of Typhoon Yolanda.</u></p> <p>Pangarap Foundation, a shelter for street children and out of school youth of Pasay City is a donee institution of the Hotel through its donation box placed at Front Desk where guests can donate upon check-in and out.</p> <p>Charming children from Children's Joy Foundation are invited to participate in the Christmas caroling in the Hotel from December 16-25, <del>2012</del><u>2013</u>. It gives them the opportunity to exhibit their talents, entertain our guests and gather significant amount of donations from the Hotel's guests.</p>	
<p><b>Bridging International Relations</b></p> <p>The Hotel is a venue for many events and functions of diplomatic organizations in the country. <del>The Corporation</del><u>We</u> have hosted a number of parties, exhibits, fashion shows to promote distinctive cultures of our international clients and improved our relationships with them</p> <p><del>The Corporation have also participated in the Bowling Tournament in honor of H.E. Datu Seri Dr. Ibrahim Saad, Malaysian Ambassador to the Republic of the Philippines last June 16, 2012 and brought the honor as second placer.</del></p>	Philippine tourism

**MK. 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	N.A.	N.A.

<b>Board of Committees</b>	N.A.	N.A.
<b>Individual Directors</b>	N.A.	N.A.
<b>CEO/President</b>	N.A.	N.A.

The Corporation does not assess the annual performance of the board and its committees, individual director, and the CEO/President.

In accordance with the SEC's Guidelines for the Assessment of the Performance of Audit Committees of Companies Listed on the Exchange ("Guidelines"), the Audit Committee conducts an annual assessment of its practices in relation to the best practices and standards provided in the Guidelines ("Assessment"). The Assessment process is documented and forms part of the records of the Corporation.

**L. 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.**

<b>Violations</b>	<b>Sanctions</b>
Violation of the provisions of the CG Manual and the Revised CG Code	<p>In case of first violation, the subject person shall be reprimanded.</p> <p>Suspension from office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation.</p> <p>For third violation, the maximum penalty of removal from office shall be imposed.</p> <p>The commission of a third violation by any member of the Board shall be a sufficient cause for removal as director.</p> <p>The Compliance Officer shall recommend to the Board the procedure for determining whether violations have been committed. Such procedure must observe the principle of due process, particularly the requirements of prior notice and hearing.</p> <p>The Compliance Officer shall decide whether any violation of the CG Manual has been committed and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval by the Board.</p>

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

**SIGNATURES**

WONG HONG REN  
Chairman of the Board / Chief Executive Officer

ANGELITO C. IMPERIO  
Independent Director

MIA G. GENTUGAYA  
Independent Director

YAM KIT SUNG  
Compliance Officer

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, affiant(s) exhibiting to me their  
\_\_\_\_\_, as follows:

NAME/NO.

DATE OF ISSUE

PLACE OF ISSUE

NOTARY PUBLIC

**LIST OF MR WONG'S DIRECTORSHIPS IN M&C GROUP**

	Corporate Name of the Group Company	Type of Directorship
1	ATOS Holding AG	Management Board
2	Beijing Fortune Hotel Co., Ltd.	Director
3	Birkenhead Holdings Pty. Ltd.	Director
4	Birkenhead Investments Pty. Ltd.	Director
5	Birkenhead Services Pty. Ltd.	Director
6	CDL Entertainment & Leisure Pte Ltd	Director
7	CDL Hotels (Korea) Ltd.	Director
8	CDL Hotels (Labuan) Limited	Director
9	CDL Hotels Holdings New Zealand Limited	Director/ Chairman
10	CDL Hotels Japan Pte. Ltd.	Director
11	CDL Investments New Zealand Limited	Director
12	CDL Land New Zealand Limited	Director
13	City Hotels Pte. Ltd.	Director
14	Copthorne Orchid Hotel Singapore Pte Ltd	Director
15	First Sponsor Capital Limited	Director
16	First Sponsor Group Limited	Director
17	Grand Plaza Hotel Corporation	Director/Chairman/President
18	Harbour Land Corporation	Director
19	Harrow Entertainment Pte Ltd	Director
20	Hospitality Holdings Pte. Ltd.	Director
21	Hotelcorp New Zealand Pty Ltd	Director
22	Idea Valley Group Limited	Director
23	International Design Link Pte Ltd	Director
24	KIN Holdings Limited	Director
25	Kingsgate Holdings Pty. Ltd.	Director
26	Kingsgate Hotel Pty. Ltd.	Director
27	Kingsgate International Corporation Limited	Non-Executive Director
28	Kingsgate International Pty Ltd.	Director
29	Kingsgate Investments Pty. Ltd.	Director
30	London Britannia Hotel Limited	Director
31	M&C (India) Holdings Pte. Ltd.	Director
32	M&C (Mauritius) Holdings Limited	Director
33	M&C Business Trust Management Limited	Non-Executive Director/ Chairman
34	M&C Holdings (Thailand) Ltd.	Director
35	M&C Hospitality Holdings (Asia) Limited	Director
36	M&C Hospitality International Limited	Director
37	M&C Hotel Enterprises (Asia) Limited	Director



38	M&C Hotel Investments Pte. Ltd.	Director
39	M&C Hotels Holdings Japan Pte. Ltd.	Director
40	M&C Hotels Holdings Limited	Director
41	M&C Hotels Holdings USA Limited	Director
42	M&C Hotels Japan Pte. Ltd.	Director
43	M&C REIT Management Limited	Non-Executive Director/ Chairman
44	Millennium & Copthorne Hotel Holdings (Hong Kong) Limited	Director
45	Millennium & Copthorne Hotels (Hong Kong) Limited	Director
46	Millennium & Copthorne Hotels New Zealand Limited	Director/ Chairman
47	Millennium & Copthorne Hotels plc	Executive Director, Chief Executive Officer
48	Millennium & Copthorne Hotels Pty Ltd	Director
49	Millennium & Copthorne International Limited	Director
50	Millennium & Copthorne Middle East Holdings Limited	Director
51	Newbury Investments Pte Ltd	Director
52	Quantum Limited	Director
53	Republic Hotels Suzhou Pte Ltd	Director
54	Republic Iconic Hotel Pte. Ltd.	Director
55	RHR Capital Pte. Ltd.	Director
56	Rogo Realty Corporation	Director
57	The Philippine Fund Limited	Director & President
58	TOSCAP Limited	Director
59	Zatrio Pte Ltd	Director
60	Zillion Holdings Limited	Director