

A. Rights of Shareholders

A.1	Basic Shareholder Rights	Y/N	Reference/Source Document
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	N/A	The Company is wholly-owned by one stockholder. This item is not applicable.

A.2	Right to participate in decisions concerning fundamental corporate changes.		
Do shareholders have the right to participate in:			
A.2.1	Amendments to the company's constitution?	Y	In its Special Stockholders Meeting dated 25 July 2014, the Company discussed the amendment of the Company's Articles of Incorporation according to the minutes of the meeting.
A.2.2	The authorisation of additional shares?	Y	Company follows the Corporation Code of the Philippines. But, Company has not yet engaged in such transaction.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Y	Company follows the Corporation Code of the Philippines. But, Company has not yet engaged in such transaction.

A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Y	The Company started operations on 15 September 2014 and was still completing all the corporate governance requirements.
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y	During the 10 April 2014 Annual Shareholders Meeting, the Chairman opened the floor for nominations for the election of directors. The Directors nominated certain individuals to be elected as Directors. This is seen in Part IV of the Minutes of the Annual Meeting dated 10 April 2014.
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	OECD Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.6	Do the minutes of the most recent AGM record questions and answers?		N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	The 10 April 2014 minutes of the Annual Meeting showed resolutions on matters approved and noted by the Shareholders.
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y	The 10 April 2014 minutes of the Annual Meeting showed the voting results for each item in the minutes of the meeting.

A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	OECD Principle II (C); and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	During the 10 April 2014 Annual Shareholders Meeting, the following shareholders attended: (1) Joselito M. Bautista; (2) Eusebio V. Tan; and (3) Leo G. Dominguez attended in person. Joselito M. Bautista attended for and on behalf of Lim Beng Jin. Please refer to the Company Information 2014 document for more information.
A.3.10	Did the chairman of the board of directors/ commissioners attend the most recent AGM?		Y	During the 10 April 2014 Annual Shareholders Meeting, Julian Lipman, the Chairman of the Board of Directors, was not present during the meeting.
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		N/A	Company has not yet appointed its CEO when the 10 April 2014 Annual Meeting was held.
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		N/A	Company has not yet constituted an Audit Committee when the 10 April 2014 Annual Meeting was held.
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	Company's Annual Meeting was held at 26th Floor, ACCRA Law Tower, Second Avenue cor. 30th Crescent Park West, Bonifacio Global City, Taguig.
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Company's Annual Meeting showed that proxy voting is acceptable as Joselito M. Bautista voted on behalf of Lim Beng Jin. Also, sec. 7 of Company's By-laws stated that "at all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact".
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.	N/A	This item is not applicable since Company is a wholly-owned corporation.
A.3.18	Do companies provide at least 21 days notice for all resolutions?		N	Art. II, Sec. 4 of the Company By-laws provides for a 14-day notice prior to the Annual Shareholders Meeting.
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		N	

A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.				
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<p>OECD Principle II (E): Markets for corporate control should be allowed to function in an efficient and transparent manner.</p> <p>(1) The 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, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.</p>	N/A	This item is not applicable since Company is a wholly-owned corporation.

A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.				
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	<p>OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.”</p>	N/A	The Company is wholly-owned by one stockholder. This item is not applicable.