

		Source Document/ Location of Information	Yes or No	Point	REMARKS
B	Equitable Treatment of Shareholders				
B.1	Shares and voting rights				
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Minutes of the Annual General Meeting dated May 15, 2013	Y	1	The company's ordinary or common shares have one vote for one share
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?		N/A	0	There is no law requiring this. The Corporation Code of the Philippines or the "Batas Pambansa Blg. 68" does not mention this as a requirement for privately listed corporations.
B.2	Notice of AGM				
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	Minutes of the Annual General Meeting dated May 15, 2013	Y	1	Each resolution in the most recent AGM Meeting deals with only one item; there is no bundling of several items into the same resolution.
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Notice published on April 30, 2013	Y	1	The company's notice of the most recent AGM is written in English.
	Does the notice of AGM/circulars have the following details:				
B.2.3	Are the profiles of directors/commissioners (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Directors's Profile	Y	1	Profiles of directors seeking reelection shall be provided if needed. All profiles are on file and ready for use.
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Minutes of the Annual General Meeting dated May 15, 2013	Y	1	Auditors seeking appointment/re-appointment is clearly identified as necessary.
B.2.5	Has an explanation of the dividend policy been provided?	Board Resolution on Dividend Policy (March 12, 2013)	N/A	0	The company is a privately held corporation and dividends of common stock will be declared only if there are surplus earnings and after considering prudent financial condition. Dividends on preferred stocks are declared following terms of issue covering the preferred shares and only if there are surplus earnings and after considering prudential financial requirement.
B.2.6	Is the amount payable for final dividends disclosed?	Investor Memorandum (October 2, 2012) and Board Resolution on Dividend Policy (March 12, 2013)	Y	1	The company is a privately held corporation and dividends of common stock will be declared only if there are surplus earnings and after considering prudent financial condition. Dividends on preferred stocks are declared following terms of issue covering the preferred shares and only if there are surplus earnings and after considering prudential financial requirement.

		Source Document/ Location of Information	Yes or No	Point	REMARKS
B	Equitable Treatment of Shareholders				
B.2.7	Documents required to be proxy/ Were the proxy documents made easily available?	Article III of Amended By Laws dated April 17, 1985	Y	1	Any stockholder is entitled to be represented by a proxy granted that there is a document in writing subscribed by the stockholder himself or by his duly authorized attorney and is delivered to the Secretary at or before the meeting. In 2013 however, more than the required majority to constitute a quorum were present during the AGM.
B.3	Insider trading and abusive self-dealing should be prohibited.				
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Employee Manual on Offenses Meriting Disciplinary Actions	Y	1	In practice, the company prohibits directors / commissioners and employees to benefit knowledge which is not generally available to the market.
B.3.2	Are the directors and commissioners required to report their dealings in company shares within <u>3 business days</u> ?	Code of Business Conduct and Ethics	N/A	0	The company's Code of Business Conduct and Ethics requires all employees to deal fairly with fellow employees, customers, suppliers, competitors and other third parties. The company is a privately held corporation and trading of shares does not take place in an exchange.
B.4	Related party transactions by directors and key executives.				
B.4.1	Are directors and commissioners required to disclose their interest in transactions and any other conflicts of interest?	Annual Report (April 11, 2013)	Y	1	The directors and commissioners of the company are required to disclose their interest in transactions and any other conflicts of interest.
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company?	Updated Company Policy on Dealing with Related Party Transactions of the Employee Manual (RPT) / Code of Business Conduct and Ethics	Y	1	The Competition and Fair Dealing Policy and Conflicts of Interest Policy of the company's Code of Business Conduct and Ethics address actions regarding related party transactions.
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Updated Company Policy on Dealing with Related Party Transactions of the Employee Manual (RPT) / Code of Business Conduct and Ethics	Y	1	The Competition and Fair Dealing Policy and Conflicts of Interest Policy of the company's Code of Business Conduct and Ethics address actions regarding related party transactions.

		Source Document/ Location of Information	Yes or No	Point	REMARKS
B	Equitable Treatment of Shareholders				
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates.	Updated Company Policy on Dealing with Related Party Transactions of the Employee Manual (RPT) / Code of Business Conduct and Ethics	Y	1	The Competition and Fair Dealing Policy and Conflicts of Interest Policy of the company's Code of Business Conduct and Ethics address actions regarding related party transactions. The Articles of Incorporation also authorizes the corporation to grant loans to its policyholders, company employees and to other private and government employees.
B.5	Protecting minority shareholders from abusive actions				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	Audited Financial Statement	Y	1	There were no RPTs that can be classified as financial assistance to entites other than wholly-owned subsidiary companies
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Updated Company Policy on Dealing with Related Party Transactions of the Employee Manual (RPT) / Code of Business Conduct and Ethics	Y	1	In practice, the company discloses that RPTs are conducted in such a way to ensure that they are fair and at arm's length.