COVER SHEET

PW-305

S.E.C. Registration Number

KEPPEL PHILIPPINES PROPERTIES INC

(Name of Corporation)

18TH FLOOR, UNITS 1802B-1803, THE PODIUM WEST TOWER, 12 ADB AVENUE, ORTIGAS CENTER, MANDALUYONG CITY, 1550

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

Oh Lock Soon	584-61-70
Contact Person	Company Telephone Number

12	31	SEC FORM – I-ACGR Integrated Annual Corporate Governance Report	06	13
Month	Day	FORM TYPE	Month	Day
			Annual Meeting	

Secondary License Type, if Applicable

CFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

/

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Securities and Exchange Commission
PHILIPPINES

Securities and Exchange Commission
Electronic Records Management Division
HEAD OFFICE
CTD MAY 30 2019 3
BY:
RECEIVED SUBJECT TO REVIEW OF FORM AND CONTENTS

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2018**

2. SEC Identification Number **PW-305** 3. BIR Tax Identification No. **000-067-618**

4. Exact name of issuer as specified in its charter **Keppel Philippines Properties Inc.**

5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization

6. (SEC Use Only)
Industry Classification Code:

7. **12 ADB Ave., Ortigas Center, Mandaluyong City 1550**
(business office now back at Units 1802B – 1803 The Podium West Tower, 12 ADB Avenue, Ortigas Center, Mandaluyong City) **1550**
Address of principal office Postal Code

8. **(63) 5846170**
Issuer's telephone number, including area code

9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Y2018 Definitive Information Statement (Pages 7 to 9) Item II(B) of KPP's New Manual on Corporate Governance Article IV, KPP's Amended By-laws	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	SEC Form 17-C re Results of the Y2018 Annual Stockholders' Meeting and Organizational Meeting	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Item VI (B) KPP's New Manual on Corporate Governance. Certificates of Attendance in Corporate Governance Seminar of the Directors issued by ROAM on 16 May 2018.	

2. Company has an orientation program for first time directors.	ompliant	Item VI (A) of KPPI's New Manual on Corporate Governance	
3. Company has relevant annual continuing training for all directors.	ompliant		
Recommendation 1.4			
1. Board has a policy on board diversity.	ompliant	Y2018 SEC Form 20-IS of KPP, pages 7-10. The Board was composed of 7 male directors and 1 female director. However, the female director resigned on 31 March 2019.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing it board diversity and reports on progress in achieving its objectives.	ompliant	Item II(B)(1), New Manual on Corporate Governance	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	ompliant	Y2018 Definitive Information Statement, pages 10-11. Item II(B)(5), New Manual on Corporate Governance	
2. Corporate Secretary is a separate individual from the Compliance Officer.	on-ompliant		The operation of KPPI is simple and minimal. Considering the expertise and background of its Corporate Secretary and to save on costs. The latter also serves as the Compliance Officer.
3. Corporate Secretary is not a member of the Board of Directors.	ompliant		
4. Corporate Secretary attends training/s on corporate governance.	ompliant	Cert. of Attendance issued by Center for Training and Development, Inc. on 15 June 2017.	
Optional: Recommendation 1.5			

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Notice of Meeting for the Board of Directors' meeting on 17 May 2018.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Page 10 of the Y2018 Definitive Information Statement of KPP.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Non-compliant	Item II(A) of the New Manual on Corporate Governance	Current Compliance Officer is a lawyer with a vast corporate experience and is capable of providing the required guidance by the Corporation on its compliance with applicable laws, rules and regulations.
3. Compliance Officer is not a member of the board.	Compliant	SEC Form 17-C on the results of the Y2018 organizational meeting	
4. Compliance Officer attends training/s on corporate governance.	Compliant	Certificate of Attendance issued by Center for Training and Development, Inc. on 15 June 2017.	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Copy of the Minutes of the Board Meeting on 17 May 2018, showing an example of the participation of the directors in the meetings.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Copy of the Minutes of the Board Meeting on 17 May 2018.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	KPP Company H.R. Manual, and New Manual on Corporate Governance.	The Board reviews its vision, mission and core values every year. The Board finds the same satisfactory and covers the Corporation's vision, mission and core values.

2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	New Manual on Corporate Governance	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Y2018 Definitive Information Statement, page 10. Item II (B) 4, page 16 of the New Manual on Corporate Governance	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Item II (B) 1, page 6 of the New Manual on Corporate Governance	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Y2018 Definitive Information Statement, pages 12-13. Item II(B) (2.5) of the New Manual on Corporate Governance	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Non-compliant		The Compensation Committee sets the remuneration level, but as a procedure, the matter passes thru the board and the same is still subject to the stockholders' approval.

Optional: Recommendation 2.5			
1. Board approves the remuneration of senic executives.	ompliant	Item II(B) (3) of the New Manual on Corporate Governance	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	ompliant	Item II(B) (3) of the New Manual on Corporate Governance	
Recommendation 2.6			
1. Board has a formal and transparent boarc nomination and election policy.	ompliant	Item VIII (A) of KPP's New Manual on Corporate Governance Sections 4, 5 of Article III and Article IV of the Amended By-laws of KPP Y2018 Definitive Information Statement, pages 7-10.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	ompliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	ompliant		
4. Board nomination and election policy includes how the board shortlists candidates.	ompliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	ompliant		

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	ompliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	on-ompliant		Sources independent directors and non-executive members of the board from recommendation of current Board and Management. as the same are deemed most reliable by the Corporation.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	ompliant	Item II(B)(1), page 6 of the New Manual on Corporate Governance. Note 10 of the 2018 AFS of KPP (pages 46-48).	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	ompliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	ompliant		
Supplement to Recommendations 2.7			

1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *de minimis* or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Item II(B)(1), page 6 of the New Manual on Corporate Governance.	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Non-compliant	Section 7 of the By-laws	At 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. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	SEC Form 17-C re 2018 Organizational Meeting of the Board of Directors. SEC Form 17-C dated 17 May 2018 (re appointment of Compliance Officer).	

2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Item II(B)(1), page 5 of the New Manual on Corporate Governance.	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Item 4.2 and 4.3, Company Policy and Procedure No. 007; Performance Appraisal, Company Policy and Procedure No. 008 and 021.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Company Policy and Procedure No. 017, 18 19, and 22.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	http://www.keppelland.com.ph/CG-Board-Committees.asp KPP's Audit Committee Charter	

Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk managemen (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Item II(B)(3), page 13 of the New Manual on Corporate Governance.	Through the Audit Committee, the Keppel Enterprise Risk Management ("ERM") Framework provides a holistic framework where significant risks of the Group are identified and assessed, with systems, policies and processes put in place to manage and mitigate these risks. Risk tolerance guiding principles are set to guide the Group's attitude and approach on the nature and extent of risks it is willing to take in achieving the Group's strategic objectives.
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-Compliant		The Amended By-Laws and the New Manual on Corporate Governance of KPP clearly defines the duties and responsibilities of the Board of Directors; thus, the Company sees no need to have a separate Board Charter.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant		
3. Board Charter is publicly available and posted on the company's website.	Non-Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	http://www.keppelland.com.ph/CG-Company's-Policies.asp	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	http://www.keppelland.com.ph/pdf/CG-CP-Conflict-of-Interest.pdf	

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Those corporate acts required to be approved by the board under the law and substantial and critical matters affecting the corporation.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	SEC Form 17-C on the organizational meeting of the board on 17 May 2018.	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Item II(B)(3.1), page 12 of the New Manual on Corporate Governance See Part I, Item 7, SEC Form 20-IS.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Item II(B)(3.1), page 12 of the New Manual on Corporate Governance and SEC Form 17-C on the organizational meeting of the board on 17 May 2018. Page 13 of Y2018 SEC Form 20-IS	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Item II(B)(3.1), page 13 of the New Manual on Corporate Governance and Pages 7-10 and 13 of Y2018 SEC Form 20-IS	

4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Item II(B)(3.1), page 13 of the New Manual on Corporate Governance and SEC Form 17-C on the organizational meeting of the board on 17 May 2018.	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Item II(B)(3.1), page 14 of the New Manual on Corporate Governance	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Item II(B)(3.1), page 13 of the New Manual on Corporate Governance	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant		

2. Audit Committee approves the appointment and removal of the internal auditor.	on- ompliant	Article II(B) in relation to Article IV of the KPPI's New Manual on Corporate Governance,	The operation of KPPI is simple and minimal. The Audit Committee is composed of experienced and competent directors that regularly review compliance of the Company to establish standards and procedures. One of the duties of the Audit Committee is "to monitor the adequacy and effectiveness of the corporation's internal control system, including financial reporting control and information technology security. KPPI's Audit Committee is likewise tasked to organize an internal audit department and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal. As of date, internal audit functions are performed by the Audit Committee.
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	on- ompliant		The task of ensuring compliance with corporate governance responsibilities is efficiently being handled by the Compliance Officer in coordination with the different Board committees.
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	on- ompliant		The task of ensuring compliance with corporate governance responsibilities is efficiently being handled by the Compliance Officer in coordination with the different Board committees.

3. Chairman of the Corporate Governance Committee is an independent director.	on-compliant		The task of ensuring compliance with corporate governance responsibilities is efficiently being handled by the Compliance Officer in coordination with the different Board committees.
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice during the year.	on-compliant		The task of regularly monitoring and ensuring compliance with corporate governance responsibilities is efficiently being handled by the Compliance Officer in coordination with the different Board committees.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	on-compliant	Section 2(b), Article VI, By-laws, and Article II(B)(3)(3.1) of KPPI's Amended Manual on Corporate Governance	While KPPI does not have a Risk Committee, one of the duties and responsibilities of the Audit Committee is to "perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the corporation, and crises management"
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	on-compliant	Section 2(b), Article VI, By-laws, and Article II(B)(3)(3.1) of KPPI's Amended Manual on Corporate Governance	While KPPI does not have a Board Risk Oversight Committee , one of the duties and responsibilities of the Audit Committee is to "perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the corporation, and crises management"
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	on-compliant	Section 2(b), Article VI, By-laws, and Article II(B)(3)(3.1) of KPPI's Amended Manual on Corporate Governance	While KPPI does not have a Risk Committee, one of the duties and responsibilities of the Audit Committee is to "perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the corporation, and crises management"

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	on-Compliant	Section 2(b), Article VI, By-laws, and Article II(B)(3)(3.1) of KPPI's Amended Manual on Corporate Governance	While KPPI does not have a Risk Committee, one of the duties and responsibilities of the Audit Committee is to "perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the corporation, and crises management"
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	on-Compliant		While KPPI does not have a Related Party Transactions (RPT) Committee , the Board shall have overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy shall include the appropriate review and approval of material or significant RPTs which guarantee fairness and transparency of the transactions. The policy shall encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	on-Compliant		While KPPI does not have a Related Party Transactions (RPT) Committee , the Board shall have overall responsibility in ensuring that there is a group-wide policy and system governing RPTs.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	on - Compliant		The operations of the different committees are covered by the New Manual on Corporate Governance.

2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-Compliant		The operations of the different committees are covered by the New Manual on Corporate Governance.
3. Committee Charters were fully disclosed on the company's website.	Non-Compliant	http://www.keppelland.com.ph/CG-Board-Committees.asp	Audit Committee Charter available for viewing upon request
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Attendance Sheet of the Board of Directors Item II(B)(2.4) of the New Manual on Corporate Governance	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Excerpt from the minutes of the Board of Directors' meeting on 17 May 2018	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Excerpt from the minutes of the Board of Directors' meeting on 17 May 2018.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	The Company does not have a policy on the limit of directorships in publicly-listed corporations. Pages 7-10 of Y2018 SEC Form 20-IS.	

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant		
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Pages 5 & 10, Y2018 Definitive Information Statement	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	Section 6, Article III, By-laws.	Regular meetings of the Board shall be held once every quarter or as requested.
3. Board of directors meet at least six times during the year.	Compliant	Certificate of Attendance	The Board met at least six (6) times in the past year.
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		The operation of KPPI is simple and minimal and requires a minimum quorum of simple majority for board decisions. Although most decisions are unanimous
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	SEC Form 17-C re result of Annual Stockholders' Meeting, May 17, 2018	
Recommendation 5.2			

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Pages 7-10 of Y2018 SEC Form 20-IS.	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Item II(B) (2,4) of the New Manual on Corporate Governance	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Item II(B)(2), New Manual on Corporate Governance	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Non-compliant		The Board will decide upon satisfactory justification, on the capacity/qualification of the directors after the nine-year limit taking into account the interest of the corporation and its stakeholders.
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Non-compliant		The Board will submit the recommendation to elect an independent director after the nine-year period, to the stockholders during the annual stockholders' meeting.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Chairman - Sam Moon Thong President - Oh Lock Soon	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Item II(B)(4), p. 16-17 New Manual on Corporate Governance	
Recommendation 5.5			

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-compliant		The independent directors are competent and independent individuals and with their respective vast business experiences and educational background and independently speaks out during board meetings.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant		No instance.
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-compliant		The directors collectively and individually have free access to the external auditor, compliance officer and other committees for any clarification they would wish to raise with them.
2. The meetings are chaired by the lead independent director.	Non-compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant		
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Item II(B) (1) page 6 of the New Manual on Corporate Governance and Article III of the By-laws.	
2. The Chairman conducts a self-assessment of his performance.	Compliant	The assessment is conducted through	

3. The individual members conduct a self-assessment of their performance.	Compliant	an informal evaluation by the Board of its previous performance.	
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The business operations of KPP is simple and it is governed by a competent board that accomplishes their duties and responsibilities. Their performance and qualifications as a board collectively and individually are under the watch of the group's parent company.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Item II(B)(1) of the New Manual on Corporate Governance	
2. The system allows for a feedback mechanism from the shareholders.	Non-Compliant		Item VIII(D) of the New Manual on Corporate Governance.
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Non-Compliant		The acceptable conduct and behavior of the directors are sufficiently covered by Item II(B) (1) of the New Manual on Corporate Governance which may be accessed through the company's website. The members of the board have exemplary ethical and professional standards.
2. The Code is properly disseminated to the Board, senior management and employees.	Non-Compliant		
3. The Code is disclosed and made available to the public through the company website.	Non-Compliant		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Whistle-Blowing Policy, Insider Trading Policy.	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Board is bound to observe Item II(B)(1) of the New Manual on Corporate Governance which requires them to conduct themselves with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Item VII of the New Manual on Corporate Governance	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	http://www.keppelland.com.ph/CD-Annual-Reports.asp http://www.keppelland.com.ph/CD-Quarterly-Reports.asp http://www.keppelland.com.ph/CD-ASM.asp	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	http://www.keppelland.com.ph/CD-Annual-Reports.asp	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Item VII(G)(H) of the New Manual on Corporate Governance Public Ownership Report as of 31 December 2018	Company discloses Public ownership report quarterly

2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Public Ownership Report as of 31 December 2018 SEC Form 23B	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Pages 7-10 of Y2018 SEC Form 20-IS	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Page 10-11 of Y2018 SEC Form 20-IS	

Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Item II(B)(2.5) of the New Manual on Corporate Governance	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Company Policy and Procedure No. 007	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Company Policy and Procedure No. 019	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Pages 46-48, SEC Form 17-A, 2018 Annual Report	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Pages 46-48, SEC Form 17-A, 2018 Annual Report	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Item VII of the New Manual on Corporate Governance	
Optional : Recommendation 8.5			

1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Item II(B)(1), page 4 of the New Manual on Corporate Governance and pages 46-48, SEC Form 17-A, 2018 Annual Report	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Item VII, page 21 of the New Manual on Corporate Governance	No acquisition or disposal of significant assets for 2018.
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Item VII, page 21 of the New Manual on Corporate Governance	No acquisition or disposal of significant assets for 2018.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Item VII, page 21 of the New Manual on Corporate Governance	No agreements that may impact the control, ownership, and strategic direction of the Company for 2018.
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	http://www.keppelland.com.ph/CG-Manual-Corporate-Governance.asp	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		

3. Company's MCG is posted on its compan website.	ompliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	ompliant	Copy of the New Manual on Corporate Governance with SEC Stamp	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	ompliant	Pages 1-2; 9-12 of SEC Form 17-A, 2018 Annual Report	
b. Financial performance indicators	ompliant		
c. Non-financial performance indicators	ompliant		
d. Dividend Policy	ompliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	ompliant	Pages 12-15, SEC Form 17-A 2018 Annual Report	
f. Attendance details of each director in all directors meetings held during the year	on-ompliant		The Corporate Secretary prepares a separate attendance sheet for the directors.
g. Total remuneration of each member o the board of directors	ompliant	Page 17, SEC Form 17A 2018 Annual Report	

2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	pages 20-21, SEC Form 17-A, 2018 Annual Report	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Pages 20-21, SEC Form 17-A, 2018 Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	page 4, SEC Form 17-A, 2018 Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Page 4, SEC Form 17-A, 2018 Annual Report	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Item II(B)(3), p.14 of the New Manual on Corporate Governance and Item 7, SEC 20-IS	

2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	80.05 % of the stockholders approved the appointment of the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Item II(B)(3), p.15 of the New Manual on Corporate Governance	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Item II(B)(3) of the New Manual on Corporate Governance and Item 7, SEC 20-IS	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	

2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Item II(B)(3), of the New Manual on Corporate Governance	
Supplement to Recommendation 9.3			

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Page 13, Y2018 Definitive Information Statement	There were no non-audit service fees paid to the external auditor for the last two (2) fiscal years
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	1. Roderick M. Danao; 2. SEC A.N. (individual) as general auditors 1585-A, Category A; effective until September 27, 2019; 3. SEC A.N. (firm) as general auditors 0009-FR-5, Category A; effective until June 20, 2021 4. Date Accredited Individual: September 27,2016 Firm: June 26 2018; and 5. Isla Lipana & Co./ 29th Flr., Philamlife Tower, 8767 Paseo De Roxas 1226 Makati City.	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	External auditor agrees to be subjected to SOAR if there will be any.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Item II(B) of the New Manual on Corporate Governance	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Item II(B) of the New Manual on Corporate Governance	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	http://www.keppelland.com.ph/IR-Share-Info.asp http://www.keppelland.com.ph/CD-Quarterly-Reports.asp http://www.keppelland.com.ph/CD-Annual-Reports.asp	The Company's website is accessible by the stakeholders. It publishes the notice of the annual stockholders' meetings in a newspaper of general circulation.
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	http://www.keppelland.com.ph/	The Stakeholders have free access to the company's website
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant		
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Item II(B) (3.1) page 13 of the New Manual on Corporate Governance	the Audit Committee conducts adequate and effective internal control systems
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Item II(B) (3.1) page 13 of the New Manual on Corporate Governance	Through the Audit Committee, the Keppel Enterprise Risk Management ("ERM") Framework provides a holistic framework where significant risks of the Group are identified and assessed, with systems, policies and processes put in place to manage and mitigate these risks. Risk tolerance guiding principles are set to guide the Group's attitude and approach on the nature and extent of risks it is willing to take in achieving the Group's strategic objectives.
Supplement to Recommendations 12.1			

1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	ompliant	Item II(B) (3.1) of the New Manual on Corporate Governance	Through the Audit Committee, the Keppel Enterprise Risk Management ("ERM") Framework provides a holistic framework where significant risks of the Group are identified and assessed, with systems, policies and processes put in place to manage and mitigate these risks. Risk tolerance guiding principles are set to guide the Group's attitude and approach on the nature and extent of risks it is willing to take in achieving the Group's strategic objectives.
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	ompliant	Item II(B) (3.1) page 13 of the New Manual on Corporate Governance	The Audit Committee shall monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, including financial reporting control and information technology security
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	on-ompliant	Item IV of the New Manual on Corporate Governance	Although the position of "Internal Auditor" has been provided for in the Company's Amended Manual on Corporate Governance, the Company has yet to appoint an Internal Auditor. At present, the Internal Audit function is performed by the Audit Committee.
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	on-ompliant		The chairman of the Audit Committee performs functions similar to that of a Chief Audit Executive (CAE)

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	on- ompliant		At present, the Internal Audit function is performed by the Audit Committee.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	on- ompliant		At present, the Internal Audit function is performed by the Audit Committee.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	ompliant	Item II(B) (3.1) page 14 of the New Manual on Corporate Governance	The Audit Committee shall develop a separate risk management function to identify, assess and monitor key risk exposures subject to its size, risk profile and complexity of operations of the Corporation
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	on- ompliant		Due to the minimal operations of the Company, technical support in risk management is provided internally
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	on- ompliant		Enterprise Risk Management is performed through the Audit Committee. Its chairman performs functions similar to that of the Chief Risk Officer (CRO)

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		Enterprise Risk Management is performed through the Audit Committee. Its chairman performs functions similar to that of the Chief Risk Officer (CRO)
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Non-Compliant	SEC Form 17-A, Annual Report	The Chairman, President and Treasurer execute the Statement of Management Responsibility
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Item VIII, New Manual on Corporate Governance	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	http://www.keppelland.com.ph/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Item 19, SEC Form 20-IS	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Item VIII, New Manual on Corporate Governance Article Seventh of the Amended Articles of Incorporation of KPP (as of 5 May 2017)	
3. Board has an effective, secure, and efficient voting system.	Compliant	Section 7, Article II of the Amended By-laws of KPP	

4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	on-ompliant	Item VIII(A)(2) of the New Manual on Corporate Governance	The Corporation shall treat all stockholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.
5. Board allows shareholders to call a specia shareholders' meeting and submit a proposal for consideration or agenda iterr at the AGM or special meeting.	ompliant	Item VIII(D)(2) of the New Manual on Corporate Governance	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	ompliant	Article VIII, New Manual on Corporate Governance	
7. Company has a transparent and specific dividend policy.	ompliant	Item VIII(E), New Manual on Corporate Governance and Management Report, SEC Form 20-IS	The Company has no restriction for any cash dividends declared that limit the ability to pay on common equity or that are likely to do so in the future. However, no cash dividends were declared from 2003 to 2018.
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	on-ompliant		The Corporate Secretary, assisted by the Company's External Auditor, is responsible for the counting/validation of votes.
Recommendation 13.2			

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Non-Compliant	notice and agenda are sent out not less than fifteen (15) days prior to the meeting (Amended SRC Rules) http://www.keppelland.com.ph	The Company sends out the materials within the time frame allowed by law and the SEC/PSE rules.
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Pages 7-10 of Y2018 SEC Form 20-IS	
b. Auditors seeking appointment/re-appointment	Compliant	Pages 13-14, Y2018 SEC Form 20-IS	
c. Proxy documents	Compliant	Attachment to Y2018 SEC Form 20-IS	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Article II, By-Laws	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Minutes of the Y2018 Annual Stockholders' Meeting.	

2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Non-Compliant	http://www.keppelland.com.ph/	The minutes are formally reviewed and approved by the stockholders during the following annual stockholders' meeting. There is an opportunity given to object or clarify any motion brought up before its passing.
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant		Representatives from the External Auditor and the stock transfer agent were present to answer any questions raised by the stockholders during the meeting
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Item II(B)(1) of the New Manual on Corporate Governance	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Item II(B)(1) of the New Manual on Corporate Governance	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-Compliant		

2. IRO is present at every shareholder's meeting.	on-ompliant		The shareholders have free access to the company's website and telephone lines should they have inquiries or need assistance at anytime.
Supplemental Recommendations to Principle			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	ompliant		
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	on-ompliant		The Company maintains a public float allowed by law and the PSE rules: Section 3(a), Article XVIII of the PSE Rules on Minimum Public Ownership (public float) provides: "Listed companies shall, at all time, maintain a minimum percentage of listed securities held by the public of ten percent (10%) of the listed companies' issued and outstanding shares, exclusive of any treasury shares, or as such percentage that may be prescribed by the Exchange. The Exchange may impose a higher percentage effective upon receipt by the Commission of written notice of such increase. –xxx" The Company's public float is at 19.96% as of 30 April 2019.
Optional: Principle 13			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		http://www.keppelland.com.ph/Reach-Us.asp	The shareholders have free access to the company's website and telephone lines should they have inquiries or need assistance at anytime.
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	on-ompliant		The Corporate Secretary, assisted by the Company's External Auditor, is responsible for the counting/validation of votes.
Duties to Stakeholders			
Principle 14: The rights of stakeholders establis by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stak akeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	ompliant	Item VIII, New Manual on Corporate Governance	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	ompliant	Item VIII, New Manual on Corporate Governance	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	ompliant	Art. IX, New Manual on Corporate Governance	

Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Art. IX, New Manual on Corporate Governance	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	No exemption sought.	
2. Company respects intellectual property rights.	Compliant	Ensures approval of IP use from endorsers (i.e. Property Guru) before using their logo.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	http://www.keppelland.com.ph/IR-Share-Info.asp http://www.keppelland.com.ph/Reach-Us.asp	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non-Compliant		For safety and security purposes, its policies and practices that address supplier/contractor selection procedures are kept confidential

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Art. X, New Manual on Corporate Governance	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Art. X, New Manual on Corporate Governance and Company Policy and Procedure No. 021	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Art. X, New Manual on Corporate Governance and Company Policy and Procedure No. 013 and 014.	
3. Company has policies and practices on training and development of its employees.	Compliant	Art. X, New Manual on Corporate Governance and Company Policy and Procedure No. 022 conducted or attended.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Item II(B)(1)(2.3), and Art. X, New Manual on Corporate Governance	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Art. X, New Manual on Corporate Governance	
Supplement to Recommendation 15.2			

1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Art. X, New Manual on Corporate Governance	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Art. X, New Manual on Corporate Governance	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Art. X, New Manual on Corporate Governance	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Art. X, New Manual on Corporate Governance	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Art. XI, New Manual on Corporate Governance	The Company ensures that its interactions serve its environment stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Art. XI, New Manual on Corporate Governance	The Company ensures that its interactions serve its environment stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.
2. Company exerts effort to interact positively with the communities in which it operates			

Signed this 22nd day of May 2019, at Mandaluyong City, Philippines.

SAM MOON THONG
Chairman of the Board

OH LOCK SOON
President

RAMON J. ABEJUELA
Independent Director

CELSO P. VIVAS
Independent Director

JOSE MAYO B. ONGSINGCO
Independent Director

MA. MELVA E. VALDEZ
Compliance Officer/ Corporate Secretary

MAY 24 2019

SUBSCRIBED AND SWORN TO BEFORE ME, this ___ day of May 2019, affiants exhibited to me their Tax Identification Numbers:

	TIN
1. Sam Moon Thong	498-506-393
2. Oh Lock Soon	486-612-639
3. Ramon J. Abejuela	172-761-781
4. Celso P. Vivas	123-305-216
5. Jose Mayo Ongsingco	110-183-667
6. Ma. Melva E. Valdez	123-493-209

ATTY. EDWIN G. CONDAYA
NOTARY PUBLIC
PASIG, PATEROS, SAN JUAN
UNTIL DEC. 31, 2019
PTR NO. 3826099 / 1-03-19
IBP NO. 019004 / 12-19-17 / UNTIL 2019
ROLL NO. 26883
TIN NO. 210-538-191-000
MCLE V-0004493
2ND FLOOR ARMAL BLDG. URBANO
VELASCO AVE. MALINAO PASIG CITY

NOTARY PUBLIC

Doc. No. 424
Page No. 87
Book No. LXXI
Series of 2019.