COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

JUANA LOURDES M. BUYSON

Contact Person

637-6923 to 25

Company Telephone Number

As of December 31, 2016

1	2

Month

3	1

Day

Fiscal Year

A	C	G	R	

FORM TYPE

Last Friday

0	5

Month

Day

Annual Meeting

Secondary License Type, If Applicable

C	G	F	D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

2 8 8 4 as of March 31, 2017

Total No. of Stockholders

N O N E

Domestic

N O N E

Foreign

To be accomplished by SEC Personnel concerned

File Number

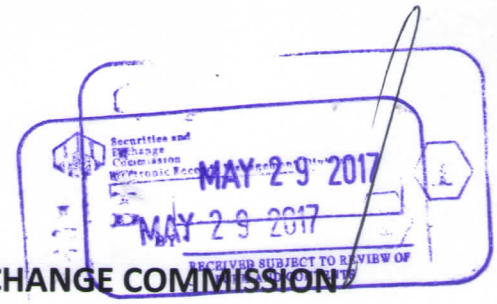
LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes



SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is filed for the Year: **As of December 31, 2016**

2. Exact Name of Registrant as Specified in its Charter: **OMICO CORPORATION**

3. **Suite 1109 East Tower, PSE Centre, Exchange Road Ortigas Center, Pasig City** — Address of Principal Office; **1605** — Postal Code

4. SEC Identification Number: **36190**

5. Industry Classification Code: _____ (SEC Use Only)

6. BIR Tax Identification Number: **000-483-136-000**

7. **(02) 637-6923 to 25**
   Issuer's Telephone number, including area code

8. **Unit 401 Capri Oasis-Solare Building, Dr. Sixto Antonio Avenue Maybunga, Pasig City**
   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	Seven (7)

Actual number of Directors for the year	Seven (7)

(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 As of 12.31.16
Tommy Kin Hing Tia	ED/Chairman	N/A	Juana Lourdes M. Buyson	10.08.93	05.27.16	Annual	23 years
Anson Chua Tiu Co	ED/Vice-Chairman	N/A	-do-	11.07.08	05.27.16	Annual	8 years
Anna Mei Nga Tia	ED/President & CEO	N/A	-do-	04.30.04	05.27.16	Annual	12 years
Juan Jose Rodom T. Fetiza	NED	N/A	-do-	04.26.06	05.27.16	Annual	10 years
Angel Severino Raul B. Ilagan, Jr.	NED	N/A	-do-	05.25.12	05.27.16	Annual	4 years
Albert Y. Yung	ID	N/A	-do-/No Relationship	05.31.13	05.27.16	Annual	3 years
John Edwin N. Co	ID	N/A	-do-/No Relationship	05.31.13	05.27.16	Annual	3 years

(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 Company's Board of Directors has adopted all the provisions of the Revised Code of Corporate Governance (*SEC Memorandum Circular No. 6, Series of 2009*) which are embodied in the Company's Revised Manual on Corporate Governance (RMCG) submitted to the Securities and Exchange Commission (SEC) on April 07, 2010. The Board of Directors is primarily responsible for the governance of the company.

Pursuant to the SEC Memorandum Circular No. 19 Series of 2016 dated November 22, 2016 and entitled Code of Corporate Governance for Publicly-Listed Companies, the Company shall submit a new Manual on Corporate Governance on or before the stated deadline of May 31, 2017.

As provided for in the Company's RMCG, it is the duty of the Board to promote the rights of stockholders. The Board shall respect the rights of the stockholders as provided for in the Corporation Code and ensure the equitable treatment of all stockholders, including minority and foreign stockholders. On disclosure duties, all essential and material information about the Company shall be publicly and timely disclosed through the appropriate Philippine Stock Exchange (PSE) mechanisms and submissions to the SEC. The Board's responsibilities, duties and functions are defined in the Company's RMCG. It is the Board's responsibility to foster the long-term success of the Company, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.

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

Annually

(d) Directorship in Other Companies

(i) Directorship in the Company's Group[1]

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.
Tommy Kin Hing Tia	Omico Mining Inc.	Executive/Chairman
Anna Mei Nga Tia	Omico Mining Inc.	Executive/President & CEO
Tommy Kin Hing Tia	Omico Kapital Corporation	Executive/Chairman
Anna Mei Nga Tia	Omico Kapital Corporation	Executive/President & CEO

(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: N/A

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
Anson Chua Tiu Co	Co An	Mr. Co An is the father of Mr. Anson Chua Tiu Co.

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

Yes, the limit of five (5) board seats in other publicly listed companies is being imposed and observed. The other guidelines are as follows:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director **Non-Executive Director** **CEO**	The CEO and other Executive Directors are covered by a lower indicative limit for membership in other boards. A similar limit applies to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations.	The Nomination Committee has considered several guidelines on the number of directorships that board members can hold in stock and non-stock corporations. The optimum number should take into consideration the capacity of a director to diligently and efficiently perform his duties and responsibilities.

[1] The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

(e) Shareholding in the Company

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

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Tommy Kin Hing Tia	14,020,000	n/a	1.334651%
Anson Chua Tiu Co	1,000,000	n/a	0.095196%
Anna Mei Nga Tia	22,793,750	n/a	2.169879%
Juan Jose Rodom T. Fetiza	100	n/a	0.000010%
Angel Severino Raul B. Ilagan, Jr.	10,000	n/a	0.000952%
Albert Y. Yung	1,000	n/a	0.000095%
John Edwin N. Co	1,000	n/a	0.000095%
TOTAL	**37,825,850**		**3.600879%**

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes [√] No [ ]

Identify the Chair and CEO:

Chairman of the Board	Tommy Kin Hing Tia
CEO/President	Anna Mei Nga Tia

(b) Roles, Accountabilities and Deliverables

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

	Chairman	Chief Executive Officer
Role Accountabilities Deliverables	The Chairman shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him; He shall ensure that the meetings of the Board are held in accordance with the by-laws or as he may deem necessary; He shall supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the directors; and He shall maintain qualitative and timely lines of communication and information between the Board and Management.	The President shall be the Chief Executive Officer of the Company and shall also have the administration and direction of the long-term as well as the day-to-day business affairs of the Company. The President/CEO shall exercise the following functions: To preside at the meetings of the Board of Directors and of the stockholders in the absence of the Chairman; To initiate and develop corporate objectives and policies and formulate long range strategies, projects, plans and programs for the approval of the Board; To have general supervision and management of the business affairs and property of the Company; To prepare such statements and reports of the Company as may be required by law and make reports to the Board and stockholders; and To perform such other duties as delegated or entrusted to him/her by the Board of Directors.

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

Selection and planning for the succession of the CEO/President and the top key management positions are among the most important responsibilities of the Company's Board of Directors. The Company's succession process will be managed by the incumbent CEO, with the Nomination Committee overseeing the process, reviewing the candidates and providing advice throughout. The Board shall review succession planning with the incumbent CEO on a regular basis.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

Yes, the Company has a policy of ensuring the diversity of experience and background of directors in the board. As provided for in the Company's RMCG, the Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board in accordance with the Company's RMCG, the Corporation Code, Securities Regulation Code and other relevant laws. The executive, non-executive and independent directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

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

Yes, as provided for in the Company's RMCG, one of the qualifications of a director is membership in good standing in relevant industry, business or professional organizations. Also, as provided for in the Company's Audit Committee Charter, each member of the Committee shall have adequate understanding at least or competence at most, of the Company's financial management systems and environment, as well as the Company's business and the industry in which it operates.

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

	Executive	**Non-Executive**	**Independent Director**
Role Accountabilities Deliverables	The role of the CEO and other executive directors is to design, develop and implement strategic plans for the Company in a cost-effective and time-efficient manner. The CEO is responsible for the day-to-day operation of the Company, is accountable to the Chairman of the Board and reports to the Board on a regular basis. The CEO and executive directors lead the Company and develop the Company's organizational culture.	The primary function of non-executive directors is to promote the success of the Company. The key responsibility of the non-executive directors is to provide general guidance and a different perspective on matters of concern. The role of non-executive directors in strategy formation is to provide a creative and informed contribution to the Board by giving objective criticism and advice on the Company objectives and plans.	The role of an independent director includes improving governance standards. An independent director plays an active role in various corporate governance committees created by the Board such as the Audit Committee, Nomination Committee and Compensation and Remuneration Committee to ensure good governance.

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

The Company's definition of director's independence follows the definition of an independent director as stated in the Securities Regulation Code (SRC) Rule 38 (Requirements on Nomination and Election of Independent Directors). As per SRC Rule 38, an Independent Director is defined as a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.

Messrs. Albert Y. Yung and John Edwin N. Co, the incumbent independent directors of the Company, having possessed the qualifications and none of the disqualifications of an independent director, were nominated in accordance with the guidelines for the nomination and election of independent directors pursuant to SRC Rule 38.

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.

Yes, the Company shall abide by the provisions of the SEC Rule (as per SEC Memorandum Circular No. 9, Series of 2011) on term limits for Independent Directors. As stated in part in said SEC rule, independent directors can serve as such for five (5) consecutive years. Upon completion of the five-year service period, an independent director shall be eligible for election as such in the same company unless the independent director has undergone a "cooling off" period of two (2) years. An independent director re-elected as such in the same company after the "cooling off" period can serve for another five (5) consecutive years. After serving as independent director for ten (10) years, the independent director shall be perpetually barred from being elected as such in the same company.

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

(a) Resignation/Death/Removal

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

Name	Position	Date of Cessation	Reason
N/A	N/A	N/A	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
a. Selection/Appointment		
Executive Directors Non-Executive Directors Independent Directors	The Board shall be composed of seven (7) directors who shall be elected at the Annual Stockholders' Meeting to hold office until the next annual meeting and until their respective successors have been elected and qualified. The Company shall have at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, but in no case less than two (2). The Nomination Committee is responsible for reviewing and evaluating the qualifications of all persons nominated to the Board and other appointments that require Board approval in accordance with the qualifications and disqualifications provided under the Corporation Code, Securities Regulation Code, other relevant laws and the Company's RMCG.	In addition to the qualifications for membership in the Board provided for in the Corporation Code, Securities Regulation Code and other relevant laws, the Company's RMCG provides for additional qualifications which include, among others, the following: • Practical understanding of the business of the Corporation; • Membership in good standing in relevant industry, business or professional organizations; • Previous business experience; • Proven to possess integrity and probity; and • Assiduous. A director should not be an active member of more than five (5) publicly listed companies and members of the Audit Committee should not serve on more than three (3) publicly listed company audit committees. The nomination and election of independent directors shall be governed by the provisions of SRC Rule 38.
b. Re-appointment		

Executive Directors Non-Executive Directors Independent Directors	The Nomination Committee shall review the continued appropriateness of Board membership and shall make recommendations to the Board on the re-appointment of directors, in consultation with the Chairman of the Board.	The director's continuing service on the Board is in the best interests of the Company.
c. Permanent Disqualification		
Executive Directors Non-Executive Directors Independent Directors	The Nomination Committee shall determine and inform the Board if there is any ground for the permanent disqualification of a director and shall make recommendations for appropriate action.	The grounds for the permanent disqualification of a director are stated in the Company's RMCG.
d. Temporary Disqualification		
Executive Directors Non-Executive Directors Independent Directors	The Nomination Committee shall determine and inform the Board if there is any reason for the temporary disqualification of a director and shall make recommendations for appropriate action. 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.	The reasons for the temporary disqualification of a director are stated in the Company's RMCG.
e. Removal		
Executive Directors Non-Executive Directors Independent Directors	On the removal of a director, the Company shall follow the Corporation Code Sec. 28 *Removal of Directors or Trustees.*	Permanent disqualification or temporary disqualification if not remedied or corrected.
f. Re-instatement		
Executive Directors Non-Executive Directors Independent Directors	The Nomination Committee shall determine the appropriateness of the re-instatement of a director.	The director's re-instatement to the Board is in the best interests of the Company.
g. Suspension		
Executive Directors Non-Executive Directors Independent Directors	The Nomination Committee shall determine and make recommendations to the Board relating to the continuance in office of a director including the suspension and termination subject to the law.	The reasons for the temporary disqualification of a director are stated in the Company's RMCG.

Voting Result of the last Annual General Meeting (May 27, 2016)

Name of Director	Votes Received
Tommy Kin Hing Tia	There was no need for a vote as the election was uncontested.
Anson Chua Tiu Co	-do-
Anna Mei Nga Tia	-do-
Juan Jose Rodom T. Fetiza	-do-

Angel Severino Raul B. Ilagan, Jr.	-do-
Albert Y. Yung	-do-
John Edwin N. Co	-do-

6) Orientation and Education Program

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

The Company's orientation program is generally conducted in one or more sessions within six months of the annual meeting at which new directors are elected or the date on which new directors are appointed, as applicable. The orientation program aims to acquaint the new directors with the Company's business. The program will include presentations by senior management to familiarize new directors with the Company's strategic plans, its compliance programs, and significant financial and risk management issues.

(b) State any in-house training and external courses attended by Directors and Senior Management[2] for the past three (3) years and 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
Tommy Kin Hing Tia	June 10, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.
Anson Chua Tiu Co	June 10, 2016 August 28, 2015 October 21, 2014	Corporate Governance Seminar Corporate Governance Seminar SEC-PSE Corporate Governance Forum	ROAM, Inc. ROAM, Inc. SEC-CGFD
Anna Mei Nga Tia	June 20, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.
Angel Severino Raul B. Ilagan, Jr.	June 10, 2016 September 29, 2015 October 21, 2014	Corporate Governance Seminar Corporate Governance Seminar SEC-PSE Corporate Governance Forum	ROAM, Inc. ROAM, Inc. SEC-CGFD
Juan Jose Rodom T. Fetiza	June 10, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.
Albert Y. Yung	June 10, 2016 September 29, 2015 October 21, 2014	Corporate Governance Seminar Corporate Governance Seminar SEC-PSE Corporate Governance Forum	ROAM, Inc. ROAM, Inc. SEC-CGFD
John Edwin N. Co	June 10, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.
Emilio S. Teng	June 10, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.
Juana Lourdes M. Buyson	June 10, 2016 November 10, 2015 August 28, 2015 April 23, 2015 November 26, 2014	Corporate Governance Seminar Annual Disclosure Rules Seminar Corporate Governance Seminar SEC Corporate Governance Workshop on the ASEAN Corporate Governance Scorecard for Publicly-Listed Companies Annual Listing & Disclosure Rules Seminar	ROAM, Inc. PSE ROAM, Inc. SEC PSE

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

	October 21, 2014 September 23, 2014 March 28, 2014	SEC-PSE Corporate Governance Forum PSE EDGE Training Corporate Governance Seminar	SEC-CGFD PSE ROAM, Inc.
Maria Elena F. Alqueza	June 10, 2016 November 10, 2015 August 28, 2015 April 23, 2015 November 26, 2014 September 23, 2014 March 28, 2014	Corporate Governance Seminar Annual Disclosure Rules Seminar Corporate Governance Seminar SEC Corporate Governance Workshop on the ASEAN Corporate Governance Scorecard for Publicly-Listed Companies Annual Listing & Disclosure Rules Seminar PSE EDGE Training Corporate Governance Seminar	ROAM, Inc. PSE ROAM, Inc. SEC PSE PSE ROAM, Inc.
Ma. Marry Janette M. Lescano	June 10, 2016 August 28, 2015 March 28, 2014	Corporate Governance Seminar Corporate Governance Seminar Corporate Governance Seminar	ROAM, Inc. ROAM, Inc. ROAM, Inc.

B. CODE OF BUSINESS CONDUCT & ETHICS

1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	The basic principle to be observed is that 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. A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the corporation, or stands to acquire or gain financial advantage at the expense of the corporation.	Similar to the Company policies for directors.	No employee may engage in any business or undertaking that is directly or indirectly in competition with that of the Company or engage directly or indirectly in any undertaking or activity prejudicial to the interest of the Company, its customers, and to the performance of his job or work assignment
(b) Conduct of Business and Fair Dealings	A director shall not: compete with the Company by providing service to a competitor as employee, officer or director or in a similar capacity; profit, or assist others to profit, from	Similar to the Company policies for directors.	Similar to the Company policies for directors.

	confidential information or business opportunities that are available because of service to the Company; improperly influence or attempt to influence any business transaction between the Company and another entity in which a director has a direct or indirect financial interest or acts as an employee, officer or director in a similar capacity; or take unfair advantage of any customer, supplier, competitor or other person through manipulation, concealment, misrepresentation of material facts or other unfair-dealing practice.		
(c) Receipt of gifts from third parties	A director shall not solicit nor accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company.	Similar to the Company policies for directors.	Similar to the Company policies for directors.
(d) Compliance with Laws & Regulations	It is the Company's policy to comply fully with all laws governing its operations and to conduct its affairs in keeping with moral, legal and ethical standards. Each director shall comply with all applicable laws, rules and regulations and the provisions of the Company's RMCG. Under the Company's Audit Committee Charter, the Audit Committee shall ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from non-compliance with laws and regulations. The Board shall appoint a Compliance Officer who shall monitor compliance by the Company with the RMCG and all relevant laws, rules and regulations, as well as regulatory requirements.	All members of senior management shall comply with all applicable laws, rules and regulations and the provisions of the Company's RMCG.	All employees shall comply with all applicable laws, rules and regulations and the provisions of the Company's RMCG.
(e) Respect for Trade Secrets/Use of Non-public Information	A director should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He should not reveal confidential	A senior executive should keep secure and confidential all non-public information he may acquire or learn by reason of his position as such. He should not reveal confidential information to	All employees are expected to keep in strict confidence all information and data, records and documents pertaining to the Company business and/or affairs and no unauthorized disclosure or reproduction of

	information to unauthorized persons without the authority of the Board.	unauthorized persons without the authority of the Board.	the same shall be made by the employee during or after employment with the Company.
(f) Use of Company Funds, Assets and Information	A director shall protect the Company's funds, assets and information and shall not use the Company funds, assets or information to pursue personal opportunities or gain. A director shall ensure the efficient use of Company assets and that no Company funds, assets or information shall be used for any unlawful purpose.	Similar to the Company policies for directors.	Similar to the Company policies for directors.
(g) Employment & Labor Laws & Policies	The Compensation and Remuneration Committee shall ensure the implementation of applicable employment and labor laws and policies. The Company shall recognize the unique position of employees as individuals with a vital stake in their work and at the same time with inherent obligations to themselves and their own families.	Senior management shall support the implementation and enforcement of applicable employment and labor laws and policies.	It is the policy of the Company to select and hire only individuals who possess the best qualifications for the job and has potential to grow and move up in the Company. Management believes that the continued progress and success of the Company depend to a great extent on its human resources.
(h) Disciplinary action	Directors are subject to disciplinary action for violations of business conduct and ethics. Subject to and in accordance with the Company's RMCG, the Board of Directors shall determine the appropriate disciplinary action.	Senior Executives are subject to disciplinary action for violations of business conduct and ethics. Subject to and in accordance with the Company's RMCG, the Board of Directors shall determine the appropriate disciplinary action.	Every employee is expected to observe and comply with Company rules and regulations. When rules and regulations are violated or when an employee disregards or fails to comply with rules and regulations, the Company will have no alternative but to take corrective and disciplinary measures.
(i) Whistle Blower	Directors are encouraged to promptly contact the Chairman of the Board or the Compliance Officer if any director or senior executive believes that he has observed illegal or unethical behavior by any employee, officer or director or by anyone purporting to be acting on the Company's behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.	Senior executives are encouraged to promptly contact the Chairman of the Board or the Compliance Officer if any director or senior executive believes that he has observed illegal or unethical behavior by any employee, officer or director or by anyone purporting to be acting on the Company's behalf. Any such reports may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.	The employees are encouraged to freely communicate their concerns about illegal or unethical practices to the Board and their rights should not be compromised for doing so. Any such report may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.
(j) Conflict Resolution	The Board of Directors shall establish an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with	Senior Management must have the appropriate people management skills and competency in managing conflict such as in: dealing with issues, use of official	All employee complaints and grievances should be discussed with the Company's Human Resources department.

	shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	processes, participative approach, monitoring team relationships and acting as a role model.	

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

Yes, the Company has disseminated to all directors, senior management and employees the Company's Code of Business Conduct and Ethics.

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

The Compliance Officer will be designated to monitor compliance with the code of conduct and ethics.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company (2) Joint Ventures (3) Subsidiaries (4) Entities Under Common Control (5) Substantial Stockholders (6) Officers including spouse/children/siblings/parents (7) Directors including spouse/children/siblings/parents (8) Interlocking director relationship of Board of directors	The Board through the Audit Committee shall review significant related party transactions (RPTs) and recommend approval or ratification. The Company will be transparent and consistent in reporting RPTs and a summary of such transactions shall be included in the Company's Annual Report. The Company shall promptly disclose to shareholders all material transactions with affiliates of the controlling shareholders, directors or management.

(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.

There is no 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	N/A
Name of Officer/s	N/A
Name of Significant Shareholders	N/A

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company Group	Directors, officers and significant shareholders shall fully disclose their active private or other business interests promptly and any other personal matters which may lead to potential or actual conflicts of interest with the Company. Their dealings with the Company must always be at arm's length to avoid possibility of actual or potential conflict of interest. The Board shall review and resolve any conflict of interest situations.

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,[3] 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
Co An	Family	Mr. Co An is the father of Mr. Anson Chua Tiu Co, Vice Chairman of the Company.

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

There is no relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the Company.

Names of Related Significant Shareholders	Type of Relationship	Brief Description
N/A	N/A	N/A

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

There are no shareholder agreements that may impact on the control, ownership and strategic direction of the Company.

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
N/A	N/A	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 **Corporation & Third Parties** **Corporation & Regulatory Authorities**	Disputes between the Company and the stockholders, stakeholders and regulators, if any, are resolved by negotiation and mediation. Through negotiation and mediation, the Company can strive for conflict prevention rather than conflict resolution.

[3] Family relationship up to the fourth civil degree either by consanguinity or affinity.

C. BOARD MEETINGS & ATTENDANCE

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

As per the Company's By-Laws, the Board of Directors' meetings shall be held no less than once every quarter of each year. The Board of Directors' meetings are scheduled during the quarter.

2) Attendance of Directors (for the Year 2016)

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Tommy Kin Hing Tia	05.27.16	4	4	100%
Vice-Chairman	Anson Chua Tiu Co	05.27.16	4	4	100%
President/CEO	Anna Mei Nga Tia	05.27.16	4	4	100%
Member	Juan Jose Rodom T. Fetiza	05.27.16	4	4	100%
Member	Angel Severino Raul B. Ilagan, Jr.	05.27.16	4	3	75%
Independent	Albert Y. Yung	05.27.16	4	4	100%
Independent	John Edwin N. Co	05.27.16	4	3	75%

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

Yes, three times.

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

As provided for in the Company's By-laws, a majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the Directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

5) Access to Information

(a) How many days in advance are Board papers[4] for Board of Directors meetings provided to the board?

At least two (2) days in advance.

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

Yes, Board members have independent access to Management and the Corporate Secretary.

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

The Company Secretary's roles and responsibilities are defined in the Company's By-Laws and RMCG and include assisting the Chairman in preparing the Board agenda, facilitating training of directors and keeping directors updated regarding any relevant statutory and regulatory changes.

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

[4] Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Yes. Ms. Maria Elena F. Alqueza, the Corporate Secretary, is trained in legal, accountancy and company secretarial services.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes [√] No [ ]

Committee	Details of the procedures
Executive Audit Nomination Remuneration	The Board Committees shall have full access to management, personnel and records for the purpose of performance of their duties and responsibilities.

6) External Advice

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

Procedures	Details
The Directors may obtain external legal counsel or independent professional advice if they consider it necessary in the performance of their duties.	The Directors shall be provided with sufficient resources by the Company to discharge their duties.

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

There are no changes 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.

Existing Policies	Changes	Reason
N/A	N/A	N/A

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Fixed remuneration	Fixed remuneration
(2) Variable remuneration	N/A	N/A
(3) Per diem allowance	Per diem allowance for board meeting attendance	N/A
(4) Bonus	N/A	N/A
(5) Stock Options and other financial instruments	N/A	N/A

(6) Others (specify)	N/A	N/A

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

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

The Directors did not receive any compensation for the year except for a reasonable per diem allowance of PhP6,000.00 for attendance at each meeting of the Board.

Section 8 of Article III of the Amended By-Laws which pertain to compensation of Directors read as follows:

Section 8. Compensation – By resolution of the Board, each director shall receive a reasonable *per diem* allowance for his attendance at each meeting of the Board. As compensation, the Board may receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

	Remuneration Policy	**Structure of Compensation Packages**	**How Compensation is Calculated**
Executive Directors Non-Executive Directors	Per diem allowance of PhP6,000.00 for attendance at each meeting of the Board.	N/A	N/A

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

Yes, as per Company By-Laws, Directors shall receive such compensation for their services as may, from time to time, be fixed by the stockholders in accordance with law.

There were no other fees, allowances, benefits-in-kind, and other emoluments given to directors during the last three fiscal years.

Remuneration Scheme	**Date of Stockholders' Approval**
N/A	N/A

3) Aggregate Remuneration (for the Year 2016)

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	4,550,000.00	N/A	N/A
(b) Variable Remuneration	N/A	N/A	N/A
(c) Per diem Allowance	PhP72,000.00	PhP66,000.00	PhP90,000.00

(d) Bonuses	N/A	N/A	N/A
(e) Stock Options and/or other financial instruments	N/A	N/A	N/A
(f) Others (Specify)	N/A	N/A	N/A
Total	PhP4,622,000.00	PhP66,000.00	PhP90,000.00

Other Benefits	**Executive Directors**	**Non-Executive Director (other than independent directors)**	**Independent Directors**
1) Advances	N/A	N/A	N/A
2) Credit granted	N/A	N/A	N/A
3) Pension Plan/s Contributions	N/A	N/A	N/A
(d) Pension Plans, Obligations incurred	N/A	N/A	N/A
(e) Life Insurance Premium	N/A	N/A	N/A
(f) Hospitalization Plan	N/A	N/A	N/A
(g) Car Plan	N/A	N/A	N/A
(h) Others (Specify)	N/A	N/A	N/A
Total			

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:

There are no stock warrants or options outstanding.

During the Annual Stockholders' Meeting held on April 27, 2007, the stockholders owning or representing at least two thirds (2/3) of the outstanding capital stock approved the allocation of ten percent (10%) of the Company's outstanding capital stock for the grant of stock options to the Company's deserving employees, officers and board members which rules shall be determined by the Compensation Committee and approved by the Board of Directors. The terms and conditions governing the proposed stock option plan still has to be determined by the Company's Compensation Committee and approved by the Board of Directors.

Director's Name	**Number of Direct Option/Rights/ Warrants**	**Number of Indirect Option/Rights/ Warrants**	**Number of Equivalent Shares**	**Total % from Capital Stock**
N/A	N/A	N/A	N/A	N/A

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

There are no amendments and discontinuance of any incentive programs introduced, including the criteria used in the creation of the program.

Incentive Program	Amendments	Date of Stockholders' Approval
N/A	N/A	N/A

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
Juana Lourdes M. Buyson	PhP2,086,500.00
Maria Elena F. Alqueza	
Ma. Marry Janette M. Lescano	

The Board and Management shall appoint additional executive officers if and when necessary for the Company's operations.

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions Key Responsibilities	Power
	Executive Director (ED)	Non-Executive Director (NED)	Independent Director (ID)			
Audit		1	2	Yes	To assist the Board in the performance of oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with applicable laws, rules and regulations.	The Committee shall have full access to management, personnel, and records for the performance of its duties and responsibilities. The committee shall be provided with sufficient resources by the Company to discharge its duties.
Nomination	1		2	Yes	To review and evaluate the qualifications of all persons nominated to the Board and assess the effectiveness of the Board's processes and procedures in the replacement of directors.	-do-
Remuneration	1		2	Yes	To establish a formal and	-do-

					transparent procedure for developing a policy on remuneration of directors and officers and ensure that their compensation is consistent with the Company's culture, strategy and the business environment in which it operates.	
Mining	2	1		N/A	To assist the Board on mining matters and concerns.	-do-
Investment	2		1	N/A	To assist the Board on investment and fiduciary matters and concerns.	-do-

2) Committee Members

(a) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Albert Y. Yung	05.27.16	4	4	100%	3 years
Member (NED)	Juan Jose Rodom T. Fetiza	05.27.16	4	4	100%	3 years
Member (ID)	John Edwin N. Co	05.27.16	4	4	100%	3 years

Disclose the profile or qualifications of the Audit Committee members.

Albert Y. Yung, Independent Director, is the Managing Director of Airbooks Corporation since June 2014 and the Branch Manager of Cocolife, Quezon City, NCR since August 2005. He was formerly an Independent Director of Federal Resources Investment Group Inc. (now LBC Express Holdings, Inc.) from June 2013 up to April 2015. He graduated from the Mapua Institute of Technology with a degree of Bachelor of Architecture.

Juan Jose Rodom T. Fetiza, Director, is engaged in the private practice of law. He graduated from the University of the Philippines in 1993 with a Bachelor of Laws degree. He is also a Certified Public Accountant.

John Edwin N. Co, Independent Director, is the Managing Director of C+G Design Group, an architectural design firm, since June 2012. He was formerly an Independent Director of Federal Resources Investment Group Inc. (now LBC Express Holdings, Inc.) from July 2012 up to May 2015. He graduated from the University of Santo Tomas with a degree in Bachelor of Science, major in Architecture.

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

- Review and evaluate, at least annually, the performance of the external auditors (including lead partner), their compliance with auditing standards, and make recommendations to the Board each year with respect to the appointment and observance of required rotation process of the External Auditor.
- Prior to the commencement of the audit, discuss with the External Auditor the proposed audit scope, approach, fees and expenses of the audit and ensure proper coordination if more than one audit firm is involved in the audit activity, to secure proper coverage and minimize duplication of efforts.
- Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors. Review compliance with auditing standards.
- Review and confirm the professional qualifications, competence and independence of the External Auditor by among others, obtaining statements from the auditors on relationships between such the auditors and the company, including non-audit services, and discuss the relationship with the auditors.

- Evaluate and determine any non-audit work performed by the external auditors, including the fees, and ensure that such work will not conflict with the external auditors' duties as such or threaten its independence.
- Provide oversight over the completeness and timeliness of communication with external auditors as to critical policies, alternative treatments, observations on internal controls, audit adjustments, independence, limitations on the audit work set by the management, and other material issues that affect the audit and financial reporting.

(b) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Anna Mei Nga Tia	05.27.16	1	1	100%	3years
Member (ID)	Albert Y. Yung	05.27.16	1	1	100%	3 years
Member (ID)	John Edwin N. Co	05.27.16	1	1	100%	3 years

(c) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Tommy Kin Hing Tia	05.27.16	1	1	100%	3 years
Member (ID)	Albert Y. Yung	05.27.16	1	1	100%	3 years
Member (ID)	John Edwin N. Co	05.27.16	1	1	100%	3 years

(d) Mining Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Tommy Kin Hing Tia	05.27.16	1	1	100%	9 years
Member (ED)	Anson Chua Tiu Co	05.27.16	1	1	100%	4 years
Member (NED)	Angel Severino Raul B. Ilagan, Jr.	05.27.16	1	1	100%	3 years

(e) Investment Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Anna Mei Nga Tia	05.27.16	1	1	100%	3 years
Member (ED)	Anson Chua Tiu Co	05.27.16	1	1	100%	2 years
Member (ID)	Albert Y. Yung	05.27.16	1	1	100%	3 years

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
N/A	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
Audit	The Audit Committee performed their functions, duties and responsibilities as stated in the Audit Committee Charter, specifically in assisting the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations. The Audit Committee reviewed the Company's 2015 Audited Financial Statements prior to the approval by the Board, pursuant to the SEC's Code of Corporate Governance and in compliance with the Company's Manual of Corporate Governance. Also, in compliance with SEC Memorandum Circular No. 4 Series of 2012, the Audit Committee conducted a Self Assessment on Performance for the Year 2015.	N/A
Nomination	The Nomination Committee performed their functions in accordance with their duties and responsibilities as stated in the Company's RMCG specifically on the review and evaluation of the qualifications of the board nominees.	N/A
Remuneration	The Compensation and Remuneration Committee performed their functions in accordance with their duties and responsibilities as stated in the Company's RMCG.	N/A
Mining	Conducted meetings and made discussions relative to some mining prospects and projects being offered to the Company.	N/A
Investment	Conducted meetings and discussed investment prospects.	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 Programs	Issues to be Addressed
Audit	Conduct an Annual Self Assessment on Performance for the year 2016. Review the New Code of Corporate Governance for Publicly-Listed Companies as per SEC Memorandum Circular No. 19, Series of 2016.	N/A
Nomination	To review management development and succession planning for top	N/A

	management and executive board members.	
Remuneration	N/A	N/A

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

Risk management is a fundamental part of the Company's strategy and effective corporate governance. The company adopts a philosophy aimed at maximizing business opportunities and minimizing adverse outcomes, thereby enhancing shareholder value by effectively balancing risk and reward.

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

The directors have reviewed the effectiveness of the risk management system and its adequacy.

(c) Period covered by the review;

Year 2015

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

The Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence and to assess and manage risks involved in the businesses of the Company.

(e) Where no review was conducted during the year, an explanation why not. N/A

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Mining Operation Risks By its nature, the business of mineral exploration contains risks. For its part, exploration is a speculative endeavor and can be hampered by the unpredictable nature of mineral deposits, particularly with respect to predicated extrapolations to depth from known mineralization, and adverse ground conditions, flooding, inclement weather, poor equipment availability, force majeure circumstances and cost overruns from unforeseen events. Resource estimates themselves are necessarily imprecise and depend upon	The Board and the Audit Committee are responsible for determining the Company's risk profile, overseeing the Company's risk management framework, reviewing the Company's key risks mitigation strategies and ensuring effectiveness of risk management policies and procedures. The Management has the primary responsibility of identifying, managing and reporting the key risks faced by the Company. Management is also responsible for ensuring that the risk management framework is effectively implemented within all areas of the	The identification and management of risk reduce the uncertainty associated with the execution of the Company's business strategies and allow the Company to maximize opportunities that may arise, thereby enhancing shareholder value by effectively balancing risk and reward.

interpretations that can prove to be inaccurate. Any future successful mining operation will depend on exploration success, mineral resource calculations, appropriate economic circumstances, ore reserve calculations, successful statutory planning approvals, mine design and the construction of efficient processing facilities, competent operation and management and efficient financial management. Any future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company. Real Estate Operation Risks The Company's real estate operation may be affected by factors, including, but not limited to the following: ▪ Failure to secure the necessary permits for development; ▪ Failure to finish the development due to disagreement with the contractor or the developer; and ▪ Failure to sell the constructed and finished development due to product acceptance, sudden economic downturn, or political instability.	respective business units. The Company's Board of Directors, the Audit Committee and Management meet regularly to identify key risk areas and performance indicators and monitor these factors with due diligence to enable the Company to anticipate and prepare for possible threats to its operational and financial viability.	

(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
Financial Risks The main risks arising from the Group's financial assets and liabilities are foreign exchange, interest rate, market, liquidity, access to financing resources and increased credit risks.	Risks are properly identified, evaluated and managed, specifically in the areas of managing credit, market, liquidity, access to financing resources and other risks. Financial reports must comply with established internal policies and procedures, pertinent accounting and auditing standards, and other regulatory requirements.	To manage and report exposure to such risks.
Economic Risks Changes in domestic, regional and global economic conditions may have a material adverse effect on the demand for the Company's business (mining and real estate).	The Company's planning and management review processes involve the periodic monitory of budgets and expenses.	To minimize the risk of over investment.
Competitive Risks The real estate market in the	The Company continues to identify and assess the evolving customer	To be able to compete and strengthen customer loyalty.

Philippines is highly competitive as new players enter the market and may limit market share.	needs and preference.	
Regulatory Risks The Group's operations on mining and real estate are subject to extensive government regulations which may impact or limit the flexibility to respond to market conditions, competition, new technologies or changes in cost structures.	Regular participation in discussions and consultations with the respective regulatory authorities and the industry to propose changes and provide feedback on regulatory reforms and development.	To avoid any material adverse effect on the Group's financial performance and operations.

(c) Minority Shareholders

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

Risk to Minority Shareholders
High level of shareholder control

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Operational Risks	Once risks have been identified, assessment must be made on the potential severity of negative impact (such as damage or loss) and the probability of occurrence.	Risk assessment should produce such information for the management to understand that the primary risks are easy to understand and that the risk management decisions may be prioritized. The most widely accepted formula for risk quantification is: Rate (or probability) of occurrence multiplied by the impact of the event equals risk magnitude.

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Financial, Economic, Competitive & Regulatory Risks	Once risks have been identified, assessment must be made on the potential severity of negative impact (such as damage or loss) and the probability of occurrence.	Since the impact of risk is not easy to estimate since it is often difficult to estimate the potential loss in the event of risk occurrence, it is absolutely necessary to periodically re-assess risks and intensify/relax mitigation measures, or as necessary. Potential risk treatment techniques include: ▪ Avoidance (eliminate, withdraw from or not become involved) ▪ Reduction (optimize – mitigate) ▪ Sharing (transfer – outsource or insure) ▪ Retention (accept and budget)

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Audit Committee	Provide oversight over management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company.	Regular receipt from management of information on risk exposures and risk management activities.

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;

Internal control system is defined in the Company's RMCG as the framework under which internal controls are developed and implemented (alone or in concert with other policies or procedures) to manage and control a particular risk or business activity, or combination of risks or business activities, to which the corporation is exposed.

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

The directors have reviewed the effectiveness of the internal control system and considered them effective and adequate.

(c) Period covered by the review;

Year 2015

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

The Audit Committee is primarily responsible in reviewing internal controls and its internal control duties and responsibilities are defined in the Audit Committee Charter. The directors' criteria for assessing the effectiveness of the internal control system are stated in the company's RMCG under the title *Internal Control Responsibilities of the Board*.

(e) Where no review was conducted during the year, an explanation why not. N/A

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Internal audit is defined as an independent and objective assurance activity designed to add value to and improve the corporation's operations, and help it accomplish its objectives by providing a systematic and disciplined approach in the evaluation and improvement of the effectiveness of risk management, control, and governance processes.	The primary objective of the internal audit function if to provide reasonable assurance to management that: ▪ Financial and operating information is accurate and reliable; ▪ Policies, procedures, plans, laws and regulations are complied with; ▪ Assets are safeguarded against loss and theft; ▪ Resources are used economically and efficiently; and ▪ Established program/operating goals and objectives will be met.	Outsource	Ederlinda F. Vanta	Reports directly to the Audit Committee.

(b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

Yes, the approval of the Audit committee is required.

(c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

The internal auditor shall functionally report directly to the Audit Committee. The internal auditor has direct and unfettered access to the Board of Directors and the Audit Committee and to all records, properties and personnel.

(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	N/A

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

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

Progress Against Plans	Currently conducting examination based on plans.
Issues[5] **Findings**[6]	Documentation of issues, findings and trends as a result of the examination will be prepared upon completion of examination.

[5] "Issues" are compliance matters that arise from adopting different interpretations.
[6] "Findings" are those with concrete basis under the company's policies and rules.

Examination Trends	

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

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

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

Policies & Procedures	Implementation
The internal audit controls, policies and procedures are stated in the Company's Audit Committee Charter.	Development of a flexible annual Internal Audit Plan for presentation to the Company's Executive Management and the Audit Committee for review and approval. Execution of the annual Internal Audit Plan, as approved, including as appropriate, any special tasks or projects requested by Management and/or Audit Committee. Provision of written reports to Management and the Audit Committee highlighting the results of Internal Audit reviews and follow-ups, and summarizing findings, recommendations, Management's responses, action plans and timeliness for remediation. Provision of assistance to the Audit Committee and Management with respect to the company's whistleblower program. Provision of assistance to Management in identifying, evaluating and managing business risks through observations and recommendations presented for Management and Audit Committee review and consideration. Keep Management and the Audit Committee informed of emerging trends and successful practices in risk management.

(g) Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company:

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
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.			

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

The President/CEO together with the Compliance Officer signed/attested to the Company's full compliance with the SEC Code of Corporate Governance for the year 2015. 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.

H. ROLE OF STAKEHOLDERS

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

	Policy	Activities
Customers' welfare	Offer products and services that meet clients' needs and expectations in a fair and professional manner.	For the Company's Sta. Rosa Homes real estate project, the housing units are delivered to buyers in the quality, time and price agreed upon.
Supplier/contractor selection practice Safeguarding creditors' rights	Conduct business affairs with suppliers, creditors and other counterparties according to contracted trading terms and conditions in a fair and ethical manner. Avoid any dishonest actions that may infringe upon the rights of counterparties as established by law or through mutual agreements.	Suppliers and contractors are paid promptly.
Environmentally friendly value-chain Community interaction	Aim to achieve consistently high standards of behavior towards society and the environment. Adhere to the safety and pollution control standards in business operations.	The Company provided employment for construction workers and security personnel.
Anti-corruption programs and procedures	Zero tolerance. The Company is committed to the highest level of ethical behavior and compliance with laws and regulations. The Company expects that all employees and business partners will conduct themselves in accordance with the Company's values, policies and procedures and the laws relating to bribery and corruption.	No director, officer or employee shall solicit or accept gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with the Company.

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

The company will comply and have a separate corporate social responsibility report/sustainability report.

3) Performance-enhancing mechanisms for employee participation.

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

The Company recognizes its duties as an employer to ensure the health, safety and welfare of all its employees.

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

The employees are provided with office uniforms, rice subsidy, annual medical checkup, medicines, transportation and lodging for out-of-town trips. Employees are given financial medical assistance. Christmas party and summer outing are held annually.

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

The Company encourages its employees to attend trainings/seminars related to their job functions.

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

N/A

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 employees are encouraged to freely communicate their concerns about illegal or unethical practices to the Board and their rights should not be compromised for doing so. Any such report may be made anonymously. Confidentiality will be maintained, to the extent permitted by law.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

Holding 5% shareholding or more (as of December 31, 2016)

Shareholder	Number of Shares	Percent	Beneficial Owner
PCD Nominee Corp. Filipino	923,709,149	87.934%	PCD Participants
PCD Nominee Corp. Non-Filipino	69,715,747	6.637%	PCD Participants
Co An	110,605,000	10.529%	Co An

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Juana Lourdes Buyson	13,000	n/a	0.001238%
Maria Elena F. Alqueza	0	n/a	0.000000%
Ma. Marry Janette Lescano	0	n/a	0.000000%
TOTAL	13,000		0.001238%

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	No
Dividend policy	Yes
Details of whistle-blowing policy	No*

Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education program attended by each director/commissioner	No*
Number of board of directors/commissioners meetings held during the year	No*
Attendance details of each director/commissioner in respect of meetings held	No*
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

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

* The corresponding disclosures on these items are already included in this ACGR, presumed to be submitted as part of the Company's Annual Report. The Company will include these disclosures in the subsequent Annual Report.

3) External Auditor's fee (for the audit of the Company's 2015 financial statements)

Name of auditor	Audit Fee	Non-audit Fee
R. R. Tan & Associates	PhP220,000.00	N/A

4) Medium of Communication

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

Company website – omico.com.ph
PSE online disclosure system
SEC reporting requirements
Mailing of Annual Report to stockholders.
Publication of Notice of Annual Stockholders' Meeting.

5) Date of release of audited financial report: April 13, 2016

6) Company Website

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

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	None N/A
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

7) Disclosure of RPT

RPT	Relationship	Nature	Value
Omico Kapital Corp.	Subsidiary	Advances	PhP221,084,873.00
Omico Mining Corp.	Subsidiary	Receivables	PhP6,425,218.00

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 Board through the Audit Committee shall review significant related party transactions (RPTs) and recommend approval or ratification. The Company will be transparent and consistent in reporting RPTs and a summary of such transactions shall be included in the Company's Annual Report. The Company shall promptly disclose to shareholders all material transactions with affiliates of the controlling shareholders, directors or management.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

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

Quorum Required	Unless otherwise provided by law, in all regular or special meetings of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.

(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used Description	A majority of the number of directors as fixed in the Articles of Corporation shall constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

(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**
Right to vote on all matters that require their consent approval	N/A
Pre-emptive right to all stock issuances of the corporation (unless the same is denied in the articles of incorporation)	N/A
Right to inspect corporate books and records	N/A
Right to information	N/A
Right to dividends	N/A
Appraisal right	N/A

Dividends

There are no restrictions on the payment of dividends, however, there were no stock or cash dividends declared in recent years.

Declaration Date	Record Date	Payment Date
N/A	N/A	N/A

(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
As stated in the Company's RMCG, the Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the by-laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.	Mailing of Notice together with the Company's Annual Report to stockholders. Submission of disclosures/reports to the PSE and SEC. Publication of Notice of Annual Stockholders' Meeting.

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

   Any corporate decisions for approval by the stockholders are included in the Notice/Agenda for the annual stockholders' meeting.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

   No, notices together with the Company's Annual Report are mailed to stockholders at least 15 trading days before the date of the annual stockholders' meeting. However, the Company's disclosure on the actual date, time and place of the annual stockholders' meeting is submitted to the PSE and SEC more than 21 business days before the annual meeting.

   a. Date of sending out notices: May 05, 2016

   b. Date of the Annual/Special Stockholders' Meeting: May 27, 2016

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

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

Resolution	Approving	Dissenting	Abstaining
The 2016 Annual Stockholders' Meeting's resolutions include the following: Approval of the Minutes of the Annual Meeting of Stockholders held on May	Stockholders, present at the meeting, owning and controlling 610,540,510 shares of stock which is equivalent to 58.121% of	N/A	N/A

29, 2015; Annual Report of the President; Ratification of Acts and Proceedings of the Board of Directors and Management from May 29, 2015; Election of Directors; and Election of External Auditor.	the total issued and outstanding common shares as of April 29, 2016 of 1,050, 461,673.		

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

   May 27, 2016 - PSE and SEC disclosure on the results of the Annual stockholders' Meeting

(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:

There are no modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year.

Modifications	Reason for Modification
N/A	N/A

(f) Stockholders' Attendance

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

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	Board Members Present: Tommy Kin Hing Tia Anna Mei Nga Tia Anson Chua Tiu Co Juan Jose Rodom T. Fetiza Albert Y. Yung John Edwin N. Co Officers Present: Emilio S. Teng Juana Lourdes M. Buyson Ma. Elena F. Alqueza Ma. Marry Janette M. Lescano	05.27.16	By poll	.058%	58.063%	58.121%

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

No, the Company has a Committee of Election Inspectors.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes, the Company's common shares carry one vote for one share.

(g) Proxy Voting Policies

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

	Company's Policies
Execution and acceptance of proxies	Should the stockholder be unable to attend the meeting in person, the stockholder may designate an authorized representative by submitting a proxy. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the corporate secretary.
Notary	The Proxy need not be notarized.
Submission of Proxy	Proxies shall be submitted to and received at the principal office of the Corporation within the given deadline (as provided for in the Company's By-Laws) which is stated in the Notice, addressed to the attention of the Corporate Secretary.
Several Proxies	Where the Company receives more than one (1) proxy from the same stockholder and they are all undated, the postmark dates shall be considered.
Validity of Proxy	A proxy shall be valid only for the meeting for which it is intended unless otherwise indicated, however, no proxy given shall have a validity of more than five (5) years.
Proxies executed abroad	Proxies executed abroad shall be duly authenticated by the Philippine Embassy of Consular Office.
Invalidated Proxy	A Proxy shall not be invalidated on the ground that the stockholder who executed the same has no signature card on file with the corporate secretary or transfer agent, unless it can be shown that he/she had refused to submit the signature card despite written demand to the effect duly received by the said stockholder at least ten (10) days before the annual stockholders' meeting.
Validation of Proxy	In the validation of proxies, the Company's Committee of Election Inspectors is designated by the Board of Directors which shall be empowered to pass on the validity of proxies. All issues relative to proxies including their validation shall be resolved prior to the canvassing of votes for purposes of determining a quorum.
Violation of Proxy	A dispute that may arise pertaining to the validation of proxy shall fall under the jurisdiction and be resolved by the Regional Trial Court upon formal complaint filed by the aggrieved party.

(h) Sending of Notices

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

Policies	Procedure
Notices of annual/special stockholders' meeting, together with the Company's Annual Report, shall be distributed to stockholders at least 15 trading days before the date of the annual stockholders' meeting.	The Notices are mailed to stockholders and published once a week for two (2) days in a newspaper of general circulation in the Philippines.

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	All stockholders as of record date are entitled to receive Definitive Information Statements and Management Report and Other Materials
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	May 05, 2016
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	May 05, 2016
State whether CD format or hard copies were distributed	CD format were distributed

If yes, indicate whether requesting stockholders were provided hard copies	Requesting stockholders were provided hard copies.

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	N/A
Documents required for proxy vote.	Yes

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
The Company's Board of Directors shall ensure the equitable treatment of minority stockholders.	As stated in the Company's RMCG, the minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes. The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

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

Yes, minority stockholders have a right to nominate candidates for board of directors.

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 a committee.

As provided for in the Company's RMCG, the Board of Directors shall establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Company. The CIO shall exercise oversight responsibility over this program.

2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	To keep stockholders informed of important developments in the Company; to build investors' confidence in the Company; and to develop and implement a communication program to effectively communicate the Company's long-term strategic vision.
(2) Principles	The Investor relations program and its implementation is essential to attract and retain investors.
(3) Modes of Communications	Telephone, fax or email
(4) Investors Relations Officer	The Corporate Information Officer

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?

The Company shall be guided by the provisions of the Corporation Code and other pertinent laws and regulations.

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

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

Initiative	Beneficiary
Corporate Social Responsibility (CSR) is generally understood that the Company has an obligation to society that extends beyond its obligation to its owners or shareholders. "Corporate Social Responsibility is operating a business in a manner which meets or excels the ethical, legal, commercial and public expectations that a society has from business." The Company at the opportune time proposes to undertake the initiative on community relationship, volunteer assistance programs, healthcare initiatives, special education / training programs and scholarships, preservation of cultural heritage and beautification of cities. The CSR philosophy is, basically to give back to the society, what it (business) has taken from it, in the course of its quest for creation of wealth.	Shareholders (owners) and all stakeholders, including environment and the society at large.

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

The Board conducts an annual assessment process, encompassing the performance of the board as a whole, its committees, individual director, and the CEO/President. This process provides directors with an opportunity to conduct a focused evaluation of board effectiveness and to make recommendations for improvement.

The process begins with an extensive questionnaire which is completed by each director, as well as by the CEO. The questionnaire has been developed with reference to both the terms of reference for the board and best practices.

The results are confidentially summarized by either the chair of Audit Committee or by an unrelated advisor, and reviewed with the Audit Committee.

The results are then presented to the board, which become a basis for discussion and identification of steps to improve the board's operation and governance.

The Audit Committee performs an annual self-assessment of performance as provided for in SEC Memorandum Circular No. 4 Series of 2012.

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
To strictly observe and implement the provisions of the Company's Revised Manual on corporate Governance or the RMCG, penalties shall be imposed, after notice and hearing, on the Company's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provision of the RMCG.	In case of first violation, the subject person shall be reprimanded. Suspension from office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation. For third violation, the maximum penalty of removal from office shall be imposed. The commission of a third violation of the manual by any member of the board of the corporation or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship. The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.

OMICO CORPORATION
Annual Corporate Governance Report
December 31, 2016

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

OMICO CORPORATION

TOMMY KIN HING TIA
(Signature over Printed Name)
Chairman of the Board

ANNA MEI NGA TIA
(Signature over Printed Name)
Chief Executive Officer

ALBERT Y. YUNG
(Signature over Printed Name)
Independent Director

JOHN EDWIN N. CO
(Signature over Printed Name)
Independent Director

JUANA LOURDES M. BUYSON
(Signature over Printed Name)
Compliance Officer

MAY 26 2017

SUBSCRIBED AND SWORN to before me this _____ day of _____20__ , affiant(s) exhibiting to me their competent evidence of identity as follows:

NAME	Tax Identification No. (TIN)
TOMMY KIN HING TIA	105-834-884
ANNA MEI NGA TIA	103-915-047
ALBERT Y. YUNG	146-050-222
JOHN EDWIN N. CO	222-920-493
JUANA LOURDES M. BUYSON	131-482-310

NOTARY PUBLIC

ATTY. JESSE B. DULNUAN
NOTARY PUBLIC
FOR THE CITY OF MANDALUYONG
Until December 31, 2017
COMMISSION NO. 0458-16
IBP Lifetime No. 0016085 /Pasig City, 4-27-2017
PTR NO. 69252527, 1-3-17, Cainta, Rizal
ROLL NO. 26304
MCLE COMP. NO. V-0022171, 6-15-16
VALID UNTIL 04-14-2019
D-22-AB JUEVENTUD II, 521 M. GUEVARA ST., MANDALUYONG CITY

Doc No. 139
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Series of 2017