

Corporate Services Head Technical Head	
---	--

## 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)				
Executive	3	3	2	Yes	Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled by the Board.		
Audit	1	1	1	Yes	The Audit Committee shall be composed of at least three (3) board members, preferably with accounting and finance background, one of whom shall be an independent director. The Chairman of this committee should be an independent director. One of the main functions of this committee shall be the oversight of the corporation's financial reporting and its internal and external auditors. Likewise, it shall be responsible for the adequacy and effectiveness of the corporation's internal control system.		
Nomination	1	1	1	Yes	The Nomination committee shall be responsible for the promulgation of guidelines for the nomination and selection of the members of the BOD as well as the key officers of the corporation.		
Personnel and Compensation	1	1	1	Yes	The committee establishes a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate		

					officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with corporation's culture, strategy and control environment.
Others (specify)					

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman & Co-Chairman	Edgar J. Sia II & Tony Tan Caktiong	12 November 2013	8	8	100	
Member (ED)	Ferdinand J. Sia	12 November 2013	8	8	100	
Member (ED)	Rizza Marie Joy J. Sia	12 November 2013	8	8	100	
Member (NED)	William Tan Untiong	12 November 2013	8	8	100	
Member (NED)	Joseph Tanbuntiong	12 November 2013	8	8	100	
Member (ID)	Gary P. Cheng	27 January 2014	8	8	100	
Member (ID)	Vicente S. Perez, Jr.	17 February 2014	8	7	88	

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Gary P. Cheng	06	1	1	100	

		November 2014				
Member (ED)	Edgar J. Sia II	06 November 2014	1	1	100	
Member (NED)	Tony Tan Caktiong	06 November 2014	1	1	100	
Member (ID)						
Member						

Disclose the profile or qualifications of the Audit Committee members.

1. Gary P. Cheng has a PhD in Philosophy from the University of Leeds, England and has attended training seminar as a Financial Analyst conducted by JP Morgan New York. Mr. Cheng has several corporate directorship positions in different companies in the country.
2. Edgar J. Sia II is the Chairman and CEO of DDPIC, Injap Investments Inc., Mang Inasal Philippines Inc. and People's Hotel Corp. He has been conferred Doctor of Humanities Major in Management by the University of San Agustin, the same university where he took his BS- Architecture. Mr. Sia sits on the Board of different corporations in the country. Similarly, he also serves as Board Adviser Maxicare Health Care and Philippine Bank of Communications.
3. Tony Tan Caktiong serves as the Director and Co-Chairman of DDPIC. He is the Chairman and CEO of Jollibee Foods Corporation and member of the Board of Trustees of St. Luke's Medical Hospital. Accordingly, he sits as Board Member in Asian Institute of Management, First Gen Corporation and Philippine Long Distance Telephone Company. Mr. Tan Caktiong has a degree in Chemical Engineering from the University of Santo Tomas.

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

The Audit Committee shall provide oversight over the corporation's financial reporting and control over the internal and external auditors. Likewise, the Committee shall be responsible for the setting-up of an internal audit department and consider the appointment of an internal auditor as well as an independent external auditor. In addition, it shall monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Ferdinand J. Sia	06 November 2014	1	1	100	
Member (ED)	Rizza Marie Joy J. Sia	06	1	1	100	

		November 2014				
Member (NED)						
Member (ID)	Gary P. Cheng	06 November 2014	1	1	100	
Member						

(d) Personnel and Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Ernesto Tanmantiong	06 November 2014	1	1	100	
Member (ED)	Rizza Marie Joy J. Sia	06 November 2014	1	1	100	
Member (NED)						
Member (ID)	Vicente S. Perez	06 November 2014	1	1	100	
Member						

(e) Others (Specify)

There are no Board Committees, as of the present time, aside from the committees mentioned above.

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

There has been no change in the Committee membership since its inception.

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

The Committees, except the Executive Committee, have been formed only on 06 November 2014 considering that the Corporation is still new in the industry in addition to the fact that it was only listed in the Philippine stock Exchange on 07 April 2015.

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.

Considering that the Corporation has just been listed in the Philippine Stock Exchange on 07 April 2014, the programs by each committee as regards the improvement or enforcement of effective governance for the coming year are being deliberated and crafted.

#### **F. RISK MANAGEMENT SYSTEM**

The Company has significant exposure to the following risks, namely, Credit, Liquidity and Interest Rate. Credit risk represents the risk of loss the Company would incur if credit customers and counterparties fail to perform their contractual obligations. Exposure to credit risk is monitored primarily through credit reviews and analysis of receivables on a continuous basis. Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risks by forecasting projected cash flows and maintaining balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure sufficient cash is maintained. Interest Rate risk management policy is to minimize interest rate cash flow risk exposures to changes in interest. The Company has short term and long term bank borrowings with fixed interest rates. Thus, the company is not subject to the effect of changes in interest rates.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The BOD is responsible for developing and monitoring the Company's risk management policies. The risk management policies are established to identify and analyze the risks faced by the Company, to set the appropriate risk limits and controls and to monitor risks and adherence to limits. Risks management systems and policies are reviewed regularly to reflect changes in market conditions. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Company's operations and forecasted results.<sup>6</sup>

#### **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 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 activity, or combination of risks or business activities to which the corporation is exposed.

Answers to items b to e.

The Board of Directors monitors and evaluates the adequacy and effectiveness of the corporation's internal control system, including financial reporting control and information technology security through the internal audit function. The internal audit reports to the Audit Committee which is a board level committee.

##### **2) Internal Audit**

###### **(a) Role, Scope and Internal Audit Function**

---

<sup>6</sup> Note 25 Consolidated Financial Statements

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
<p>The role of Internal Audit is to evaluate the internal control system and provide assurance on the quality of performance of assigned responsibilities with respect to all operations of the Company, and will:</p> <ul style="list-style-type: none"> <li>&gt; Review the reliability and integrity of financial and operating information and the means used to identify, measure, classify, and report such information;</li> <li>&gt; Review the systems established to ensure compliance with those policies, plans, procedures, laws, and regulations that could have a significant impact on operations and reports;</li> <li>&gt; Review the means of safeguarding assets, the measures taken to ensure safe conduct of operations and verify the existence of assets;</li> <li>&gt; Review operations to ascertain whether results are consistent with established</li> </ul>	<p>The Internal Audit:</p> <ul style="list-style-type: none"> <li>&gt; Is authorized full, free and unrestricted access to any and all of the Company's records, physical properties, personnel and other information sources pertinent to carrying out its defined responsibilities.</li> <li>&gt; Has no direct authority to make operating decisions to require anyone in operations to take action or to implement its recommendations. Management has the responsibility to carry-out operating decisions.</li> <li>&gt; Can obtain assistance of specialists or professionals as it is deemed necessary, from within or outside the Company.</li> <li>&gt; Can obtain assistance of personnel in various units/divisions of</li> </ul>	<p>In House</p>	<p>Internal Audit Manager: Lea R. Suberon</p>	<p>The Internal Auditor will functionally report to the Audit Committee.</p>

<p>objectives and goals and whether the activities are being implemented as planned;</p> <p>&gt; Review compliance with the guidelines for ethical business conduct and see that the highest standards of personal and performance are met.</p> <p>&gt; Review business processes; identify risks and exposures that may affect the organization.</p> <p>&gt; Review specific operations at the request of the Committee, Board or management, as appropriate.</p>	<p>the Company, where audit is being performed.</p>			

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

Yes. One of the functions of the Audit Committee is the organization of an internal audit department and consideration of the appointment of an independent internal auditor and the terms and conditions of its engagement and removal.

- (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?

Yes. The internal auditor has direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel of the corporation.

The internal auditor has independence in the conduct of his/her duties and responsibilities. The Audit committee shall ensure that in the performance of the work of the internal auditor, he/she shall be free from interference by outside parties.

- (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.

There has been no resignation or transfer in the internal audit department of the corporation.

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

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

The internal audit’s current activity is recommending improvements as to the over-all process of the Company. Policies and procedures need updating to consider changes or improvements on the processes and realignment of functions within the Company.

(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.”

The Company follows certain policies and procedures relative to its over-all operations. The Company has implemented these policies and procedures to ascertain that operations are on-going and objectives are continuously obtained. The Company is currently updating its policies and procedures to consider changes, improvements and realignment of functions within the Company.

(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
<p>The main mechanism established by the Company to safeguard the independence of external and internal auditors are integrated in the key function of Audit Committee.</p> <p>The Audit Committee shall oversee the hiring, performance, and independence of the external and internal auditors and shall monitor and oversee the internal audit process of the</p>			<p>The Company has established a Conflict of Interest Policy to protect the integrity of the Company’s business transactions with all its entities that it deals with. The policy provides that transactions which are or may have the potential of being deemed as Conflict of Interest transactions are discouraged and must be avoided. If such a conflict of interest transaction cannot be avoided, the conflicted person is required to submit a written disclosure of such conflict to a designated approving authority in order to ensure the transparency in such transaction.</p> <p>The Company complies with accreditation requirements and other applicable restrictions as to the scope and conduct of their services and content of reports to ensure independence, as required by law and rules and regulations.</p> <p>The Company is also guided by its Business Code of Ethics.</p>



Company.	
The members and Chairperson of the Audit Committee shall be appointed by the Board of Directors.	

(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 corporation's Compliance Officer shall continue to attest to the company's full compliance with the SEC Code of Corporate Governance.

#### H. ROLE OF STAKEHOLDERS

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

	Policy	Activities
Customers' welfare	The Corporation adheres to the policy that it shall be truthful and objective in dealing with its customers. The goal is that the customers are always delighted to the services of the company.	The Company's website provides for customer care section.
Supplier/contractor selection practice	The company upholds the truthfulness and fair dealing with its supplier/contractor selection practice. All procurements by the company are always based on quality, utility and price.	
Environmentally friendly value-chain	The company is environment-sensitive organization, thus, its projects are "greenergized".	The Company and its subsidiaries meet all governmental, environmental, health and safety requirements.
Community interaction	The Corporate Social Responsibility unit of the Company is the implementor of its corporate philanthropy projects.	CSR's advocacies are: <ol style="list-style-type: none"> <li>1. Make quality education accessible for the less fortunate;</li> <li>2. Empower the youth by bridging them to employment; and</li> <li>3. Nurture the mindset of entrepreneurship among people.</li> </ol>

Anti-corruption programmes and procedures?	The corporation has a policy that no employee shall accept gifts from suppliers. Likewise, it is amplified by the policy on whistle blowing.	
Safeguarding creditors' rights	The corporation has investors' relations office that ensures that its creditor's and investors are ably informed. Likewise, these persons can access the company's website for important announcement in addition to the reports submitted to the regulatory bodies.	

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

Yes. These sections are found in the company's website.

3) Performance-enhancing mechanisms for employee participation.

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

DoubleDragon Properties Corp. (Company for brevity) considers its Associates its most valuable asset. Sustainable success can be reached only through people and that is why the Company is committed in ensuring the physical and psychological health, safety, and welfare of its Associates, and in preventing ill-health and work-related injuries. Consequently, it is the policy of the Company to continuously improve its occupational health and safety management and performance by:

- 1) Providing and maintaining a safe and healthy working environment for its Associates.
- 2) Identifying hazards and assessing and controlling risks arising from the work-related activities.
- 3) Setting safety objectives, and monitoring and reviewing the compliance of Associates with the said objectives.
- 4) Providing its Associates with healthcare benefits.
- 5) Maintaining arrangements for fire and medical emergency response.
- 6) Conducting regular consultations with its Associates on matters affecting their health, safety, and welfare.
- 7) Cooperating with the Company's healthcare provider in conducting healthcare seminars and trainings.
- 8) Establishing emergency and contingency plans to deal with residual risks.
- 9) Investigating all incidences of work-related injury.

- 10) Collating and analyzing data on work-related injuries and other health-related incidents.
- 11) Empowering Associates to challenge any unsafe act or practice that they perceive.
- 12) Implementing programs that encourage Associates to engage in dialogues with peers about safe and at risk behaviors.
- 13) Reviewing this Policy and all Company rules and regulations at regular intervals to ensure its relevance and compatibility with the nature and scale of its business.
- 14) Complying with all legal requirements regarding the health and safety of Company Associates.

The Company recognizes that the awareness of safety issues and the active participation of all Associates play a vital role in the successful implementation of this Policy. To this end, the Company devotes all the necessary energy and attention to protect its Associates and all those involved with the Company.

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

The Corporation ensures that its employees are competent, effective and efficient in the performance of their duties and responsibilities, hence, it provides proper orientation and trainings to further develop their skills and potentials. The trainings are as follows:

April 16-17 2015  
 Department of Trade and Industry  
 PHILIPPINE TRADE TRAINING CENTER

**Maximizing Leadership Potential**

March 09, 2015  
 KPMG  
 R.G. Manabat & Co.

**Requirements for Large Taxpayers**

December 04, 2014  
 KPMG  
 R.G. Manabat & Co.

- 1 **Taxation on Real Estate Transactions**
- 2 **Business Combination (IFRS 3)**
- 3 **Subsidiaries & Joint Arrangements (IFRS 10 & 11)**
- 4 **Corporate Governance & Financial Reporting**

November 14, 2014  
 Business Works Incorporated

**Knock-out Presentation Skills**

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

Kindly refer to the immediately preceding paragraph.

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

The employees receive salaries and other incentives based on their performance.

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

In line with the Code of Conduct, all Associates are required to disclose acts related to fraud, corruption, or any other misconduct that come to their attention. Similarly, the Company requires its partners and stakeholders to disclose acts of fraud, corruption, or any other misconduct that involve personnel as well as actions that undermine Company Operations. Thus, the typical disclosure required from an Associate or a concerned third party include, without limitation, the following:

- a) Failure to comply with statutory obligations;
- b) Unlawful acts or orders involving violation of law, gross waste, mismanagement, abuse of authority, and substantial danger to public health or safety;
- c) Corruption;
- d) Fraud;
- e) Misconduct;
- f) Coercive Practices;
- g) Collusive practices;
- h) Any other activity which undermines the Company's operations.

No employee will be retaliated against as a result of having made the report.

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

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

Shareholder	Number of Shares	Percent	Beneficial Owner
Injap Investments Inc.	824,996,999	37	–
Honestar Holdings Corp.	824,996,999	37	–
BDO Securities Corp.	244,784,200	11.01	–
Unicapital Securities Inc.	112,168,838	5.05	–

PCD Corp.	Nominee	349,142,996	15.66	Various
-----------	---------	-------------	-------	---------

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Edgar J. Sia II	1000	None	0
Tony Tan Caktiong	1000	None	0
Ferdinand J. Sia	1000	None	0
Rizza Marie Joy J. Sia	1000	None	0
William Tan Untiong	3,501,000	None	0.16
Joseph Tanbuntiong	4,001,000	None	0.18
Gary P. Cheng	250,001	None	0.01
Vicente S. Perez, Jr.	250,001	None	0.01
<b>TOTAL</b>	<b>8,006,002</b>		

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes
Attendance details of each director/commissioner in respect of meetings held	Yes
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.

3) External Auditor's fee

The Company's external auditor is KPMG and the audit fee is Eight Hundred Thousand Pesos (P800,000).

4) Medium of Communication

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

1. Regulatory Reports submitted to SEC and PSE.
2. Company website.
3. Investor relations office.

4. Social media.

5) Date of release of audited financial report:

The audited financial report was released on 18 March 2015.

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	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	No
Company's constitution (company's by-laws, memorandum and articles of association)	No

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

The information on Notice of AGM and the company's constitution is in the process of being included in the disclosure in the company's website.

7) **Disclosure of RPT**

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?

Contracts may be entered into by the Company with any of its directors, executive officers or stockholders or with companies associated with the majority stockholders of the Company (the "Related Parties"), provided the terms thereof are at least favorable to the Company as would be obtainable in arm's-length dealings with unrelated persons.

**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.

<b>Quorum Required</b>	Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or
------------------------	---

	represented in order to constitute 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.

<b>System Used</b>	Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors.
<b>Description</b>	

(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
<p><i>Voting Right</i></p> <p>Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.</p>	NONE
<p><i>Right to propose holding of meetings</i></p> <p>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.</p>	
<p><i>Right to information</i></p> <p>The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Company's shares dealings, with the company, relationships among directors and key officers, and the aggregate compensation of directors and officers.</p>	
<p><i>Right to inspect corporate books</i></p>	

<p>All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries and shall be furnished with annual reports, including financial statements, without cost or restrictions.</p>
<p><i>Right to Dividends</i></p> <p>Shareholders have the right to dividends, which shall be declared and paid out of the Company's unrestricted retained earnings as often and at such times as the Board may determine after making provision for necessary reserves in accordance with law.</p>
<p><i>Appraisal Right</i></p> <p>The shareholder's shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code.</p>

Dividends

The Company has approved a dividend policy that would entitle the stockholders to receive the dividends equivalent up to 30% of the prior year's net income after tax subject to (i) the availability of unrestricted retained earnings; (ii) implementation of business plans; (iii) contractual obligations; and (iv) working capital requirements.

(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
Notice of Meeting	Notices for regular or special meetings of stockholders may be sent by personal or by mail. The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called.
Voting by Proxy	Stockholders are given the right to vote by proxy.



2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
- a. Amendments to the company's constitution

The Company complies with Sec 16 of the Corporation Code in amending its Articles of Incorporation. Proposed amendments are included in the notice of meeting to the stockholders.

- b. Authorization of additional shares

The Company complies with Sec. 38 of the Corporation Code in amending its Articles of Incorporation pertaining to increase in authorized capital stock.

- c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company complies with Sec. 40 of the Corporation Code.

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?

- a. Date of sending out notices:

Yes.

- b. Date of the Annual/Special Stockholders' Meeting:

The Company has filed a postponement of 2014 annual stockholders meeting with the SEC to which the latter approved.

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

Please refer to immediately preceding item.

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

The Company has filed a postponement of 2014 annual stockholders meeting with the SEC to which the latter approved.

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

Please refer to immediately preceding item.

(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:

None.

(f) Stockholders' Attendance

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

The Company has filed a postponement of 2014 annual stockholders meeting with the

SEC to which the latter approved.

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

The Company has filed a postponement of 2014 annual stockholders meeting with the SEC to which the latter approved.

- (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.

The 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.

At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. All proxies must be in the hands of the Secretary at least ten (10) days before the time set for the meeting. Proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.

A forum for the violation of proxies chaired by the Secretary or Assistant Corporate Secretary and attended by the Stock Transfer Agent shall be convened seven (7) days before the meeting. Any questions and issues relating to the validity and sufficiency, both as to form and substance, of proxies shall only be raised during said forum and resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding upon the stockholders. Any such question or issue decided upon by the Corporate Secretary shall be deemed settled and those not brought before said forum shall be deemed waived and may no longer be raised during the stockholders' meeting.

(h) Sending of Notices

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

Notices for regular or special meetings of stockholders may be sent by personal or by mail at least two weeks prior to the date of the meeting. The notice shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called.

(i) Definitive Information Statements and Management Report

The Company has filed a postponement of 2014 annual stockholders meeting with the SEC to which the latter approved.

(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.	Yes
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.

The Company complies with the Corporation Code with respect to the rights of the stockholders, namely, the right to dividend, right to vote, pre-emptive right, appraisal right, right to inspect the books, and the right to elect a member of the board of directors.

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

Yes. The by-laws of the Company does not distinguish between minority and majority stockholders when it comes to the 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.

This program was introduced purposely to address and attend to investors' inquiries about the Company and its plans for its stockholders. Mr. Jose Roelph Desales was appointed head of the program who is in charge of submitting periodic reports and statements required to be filed on a regular basis with the SEC and the PSE as well as current reports on material events that have occurred and are required to be disclosed to the SEC and/or the PSE within a given period from the time of their occurrence.

- 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.

This program was introduced purposely to address and attend to investors' inquiries about the Company and its plans for its stockholders. Mr. Jose Roelph Desales was appointed head of the program who is in charge of submitting periodic reports and statements required to be filed on a regular basis with the SEC and the PSE as well as current reports on material events that have occurred and are required to be disclosed to the SEC and/or the PSE within a given period from the time of their occurrence.

The Company can be reached through Mr. Jose Roelph Desales at telephone number (+632) 856-7111, telefax number (+632) 856-9111 and through email address investors@doubledragon.com.ph.

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

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

The Company complies with the regulatory requirements of the SEC and the applicable general laws in acquisition of corporate control in the capital markets and transactions such as mergers and sales of substantial portions of corporate assets.

#### L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

Initiative	Beneficiary
Farmer Entrepreneurship Program	Iloilo City Community College
Annual Donation to Jollibee Foundation	Jollibee Foundation
Typhoon Yolanda Relief	Typhoon victims.

#### 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.

	Process	Criteria
<b>Board of Directors</b>	Self-Rating System	Based on the roles, functions and responsibilities.
<b>Board Committees</b>	Self-Rating System	Based on the roles, functions and responsibilities.
<b>Individual Directors</b>	Self-Rating System	Based on the roles, functions and responsibilities.
<b>CEO/President</b>	By the Board	Based on the roles, functions and

responsibilities.

**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

The sanctions for any violation or breach of the corporate governance manual shall be from reprimand to removal from office.

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**

*[Handwritten Signature]*

Edgar J. Sia II  
Chairman of the Board

*[Handwritten Signature]*

Edgar J. Sia II  
Chief Executive Officer

*[Handwritten Signature]*  
Gary P. Cheng  
Independent Director

*[Handwritten Signature]*

Vicente S. Perez, Jr.  
Independent Director

*[Handwritten Signature]*  
Atty. Joselito L. Barrera, Jr.  
Compliance Officer

**MAKATI CITY**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of **APR 30 2015**, 20\_\_, affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

Name	Competent Proof of Identity	Place Issued
Edgar J. Sia II	Passport No. EB8173899	DFA Manila
Gary P. Cheng	Passport No. EB9703935	DFA Manila
Vicente S. Perez, Jr.	Passport No. EB6517708	DFA Manila
Joselito L. Barrera, Jr.	SSS 33-5391539-9	Manila

Doc No. 490  
Page No. 99  
Book No. 493  
Series of 2015

**ATTY. NOTARY PUBLIC R. BATALLA**  
NOTARY PUBLIC FOR MAKATI CITY  
APPOINTMENT NO. M 32  
UNTIL DECEMBER 31, 2016  
ROLL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. IV-0016333/4-10-2013  
IBP NO. 706762 - LIFETIME MEMBER  
PTR. NO. 474 - 8510 JAN 05, 2015  
EXECUTIVE BLDG. CENTER  
MAKATI AVE., COR., JUPITER