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SECURITIES AND EXCHANGE COMMISSION

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Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. 0000039745
Company Name CROWN EQUITIES INC.
Industry Classification
Company Type Stock Corporation

Document Information

Document ID	110242019003374
Document Type	LETTER/MISC
Document Code	LTR
Period Covered	October 24, 2019
No. of Days Late	0
Department	CED/CFD/CRMD/MRD/NTD
Remarks	



24 October 2019

SECURITIES AND EXCHANGE COMMISSION

Corporate Governance and Finance Department
Secretariat Building, PICC Complex
Roxas Boulevard, Metro Manila Philippines

Attention: **Director Vicente Graciano P. Felizmenio, Jr.**
Market and Securities Regulation Department

Re: ***Material Related Party Transactions Policy of
Crown Equities, Inc.***

Gentlemen:

In compliance with Securities and Exchange Commission Memorandum Circular No. 10, Series of 2019, we submit herewith the Material Related Party Transactions Policy (the "Policy") of Crown Equities, Inc. (the "Corporation"). The Policy was approved in the Special Meeting of the Board of Directors on 23 October 2019, and duly signed by the Corporation's Chairman, Mr. George L. Go, and the Corporation's Chief Compliance Officer, Mr. Patrick D. Go.

We trust that you will find the foregoing in order.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Phil Chan", is written over the printed name.

Phil Ivan A. Chan
Assistant Corporate Secretary

MATERIAL RELATED PARTY TRANSACTIONS POLICY

OF

CROWN EQUITIES, INC.

Approved on 23 October 2019.

We, the members of the Board of Directors and Management of Crown Equities, Inc., ("CEI" or the "Company"), hereby adopt the principles and best practices stated in this Policy, and undertake to be guided by the same in the pursuit of our corporate goals.

I. POLICY STATEMENT

The Company has adopted the RPT Policy on Related Party Transactions (the "RPT Policy") in compliance with SEC Memorandum Circular No. 10, series of 2019 ("SEC MC No. 10 s. 2019" or the "Circular").

It is the Company's policy that both related parties and unrelated parties shall be given same and equal treatment under similar circumstances, and that no preferential treatment shall be extended to non-related parties, which are not also afforded to unrelated parties under similar circumstances.

In order to guarantee the protection of the interests of the Company, the shareholders and other stakeholders, CEI shall ensure that all transactions with Related Parties that meet the Materiality Threshold indicated herein: (a) shall be conducted in accordance with the principles, guidelines and best practices set out in the RPT Policy; (b) shall be subject to the review, approval and ratification by the Company's Related Party Transactions Committee ("RPT Committee") and Board of Directors; and (c) shall observe strict adherence to the applicable laws and regulations.

This policy aims to achieve the following:

- 1.1. That all Related Party Transactions ("RPT") between the Company or any of its subsidiaries or affiliates and any Related Party as defined under this Policy, shall be entered into only upon strictest compliance with the guidelines laid out in this Policy for ensuring that the Company is protected from any potential conflict of interest which may arise with its related party/ies;
- 1.2. That all RPTs shall be conducted at arm's length, under fair and reasonable terms and conditions beneficial to the Company, and that any consideration paid or received must be on terms no less favorable than any such terms available to unrelated third parties under similar circumstances.
- 1.3. That there shall be proper review, approval, ratification, and disclosure of RPTs between the Company and any of its Related Party/ies as required and in compliance with the Company's Articles of Incorporation, By-laws, the Circular, and all other related laws, rules and regulations of the Philippines in relation to the RPTs, and that all RPTs shall be

evaluated by the RPT Committee for recommendation and approval of the Board of Directors.

II. COVERAGE

- 2.1. This RPT Policy will serve as the general guidelines to be observed in relation to RPTs, and shall cover all transactions meeting the Materiality Threshold.
- 2.2. Transactions amounting to ten percent (10%) or more of the total assets that were entered into with an unrelated party may be excluded from the limits and approval process required under the RPT Policy; *provided*, that any alteration to the terms and conditions, or increase in exposure level, related to these transactions after the non-related party becomes a Related Party shall subject the Material RPT to the requirements of the RPT Policy, the review and approvals provided for under Section 6.1. of this Policy, and other laws and regulations; *provided, further* that such prospective treatment shall be without prejudice to regulatory actions that may be enforced for transactions noted to have not been conducted on an arm's length basis.

III. DEFINITION OF TERMS

Abusive Material RPTs - refer to material RPTs that are not entered at arm's length and unduly favor a Related Party.

Affiliate - refers to an entity linked directly or indirectly to the Company through any one or a combination of any of the following:

- i. Ownership, control or power to vote, whether by permanent or temporary proxy or voting trust, or other similar contracts, by a company of at least ten percent (10%) or more of the outstanding voting stock of the Company or vice-versa;
- ii. Interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations;
- iii. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Company and the entity;
- iv. Management contract or any arrangement granting power to the Company to direct or cause the direction of management and policies of the entity, or vice-versa.

Associate – refers to an entity over which the Company holds twenty percent (20%) or more of the voting power, directly or indirectly, or over which the Company has significant influence.

Control - any person or entity is deemed to have control over the Company if and only if the person or entity has all of the following:

- i. Power over the Company;
- ii. Exposure, or rights, to variable returns from its involvement with the Company; and
- iii. The ability to use its power over the company to affect the amount of the Company's returns.

Material Related Party Transactions — refers to any Related Party transaction/s, either **individually**, or in **aggregate** over a twelve (12)-month period with the same Related Party, amounting to ten percent (10%) or higher of CEI's total assets based on its latest audited financial statements.

Materiality Threshold — refers to ten percent (10%) of the Company's total assets, individual or aggregate covering the same Related Party, within a twelve (12) month period, based on its latest audited financial statements. If the Company is a parent company, the total assets shall pertain to its total consolidated assets.

Related Party/ies – refers to any of the following:

- i. CEI's directors,
- ii. CEI's officers,
- iii. Substantial Shareholders,
- iv. their (nos. i-iii) spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, if these persons have control, join control or significant influence over the Company, and
- v. CEI's Subsidiaries, associate, affiliate, joint venture, or an entity that is controlled, jointly controlled, or significantly influenced or managed by a person who is a Related Party.

Related Party Transactions – refers to any of the following:

- i. a transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged;
- ii. Outstanding transactions that are entered into with an unrelated party that *subsequently* becomes a Related Party.

Related Party Registry — refers to a record of the organizational and structural composition, including any change thereon, of the Company and its Related Parties.

Senior Management – refers to the officers of the Company occupying the positions of President, Treasurer, First Vice President, and Chief Compliance Officer.

Significant Influence – refers to the power to participate in the financial and operating policy decisions of the Company but has no control or joint control of those policies.

Substantial Shareholder – refers to any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of the Company's equity security.

A person shall be deemed to have an indirect beneficial ownership interest in any security which is:

- i. held by members of his immediate family sharing the same household;
- ii. held by a partnership in which he is a general partner;
- iii. held by a corporation in which he is a control shareholder;
- iv. subject to any contract, arrangement or understanding which gives him voting power or investment power with respect to such securities.

IV. DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

4.1. Board of Directors

The Board of Directors of CEI shall have the overall responsibility in ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and in compliance with applicable laws and regulations to protect the interest of the Company's shareholders and other stakeholders. Towards this end, the Board of Directors shall carry out the following duties and responsibilities:

- 4.1.1. To institutionalize an overarching policy on the management of Material RPTs to ensure effective compliance with existing laws, rules and regulations at all times and that Material RPTs are conducted on an arm's length basis, and that no shareholder or stakeholder is unduly disadvantaged. The RPT policy shall encompass all entities that fall under the definition of "Related Party" under this Policy, and shall take into account the size, structure, risk profile and complexity of the operations of CEI.
- 4.1.2. To approve all Material RPTs that cross the Materiality Threshold and write-off of material exposures to related parties, as well as any renewal or material changes in the terms and conditions of Material RPTs previously approved.

Material changes in the terms and conditions of the Material RPT include, but are not limited to, changes in the price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirement of the Material RPT.

- 4.1.3. With the assistance of Senior Management, to establish, and oversee the effectiveness of, an effective audit, risk and compliance system to:
 - i. Determine, identify and monitor related parties and Material RPTs;
 - ii. Continuously review and evaluate existing relationships between and among businesses and counterparties; and
 - iii. Identify, measure, monitor and control risks arising from Material RPTs.

The audit, risk and compliance system must address the following:

- i. Define the extent of the relationship of the related parties with the Company;
- ii. Assess situations in which a non-related party with whom the Company has entered into a transaction subsequently becomes a Related Party and vice versa;
- iii. Generate information on the nature and amount of exposures of the Company to a particular Related Party;
- iv. Facilitate submission of accurate reports to the regulators/supervisors.

Any change in the policy and procedure of the audit, risk and compliance system shall be approved by a majority of the Board of Directors and approved by a majority of the stockholders constituting a quorum.

- 4.1.4. To subject the audit, risk and compliance system to periodic assessment and regular updating for sound implementation.

- 4.1.5. To oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing. The Board should ensure that senior management addresses legitimate issues on Material RPTs that are raised. The Board should take responsibility for ensuring that stakeholders who raise concerns are protected from detrimental treatment or reprisals.
- 4.1.6. The Board of Directors may, at its option, set a threshold lower than ten percent (10%) of the Materiality Threshold upon the approval of a majority of the members of the Board. This Policy shall be amended to reflect the adjusted threshold within five (5) days from such approval.

4.2. Senior Management

- 4.2.1. Senior management shall implement appropriate controls to effectively manage and monitor Material RPTs on a per transaction and aggregate basis. Exposures to related parties shall also be monitored on an ongoing basis to ensure compliance with the company's policy and SEC's regulations.
- 4.2.2. Senior management shall assist the Board of Directors in establishing an effective audit, risk and compliance system with the functions provided for in Section 4.1.3. of this Policy.
- 4.2.3. Senior management shall conduct a quarterly review of the Related Party Registry, and ensure that the same is up to date, such that it successfully captures organizational and structural changes in the Company and its related parties.

4.3. The Related Party Transactions Committee

The Board of Directors shall constitute the RPT Committee, which shall be composed of at least three (3) directors. The RPT Committee shall oversee the audit, risk and compliance system, as well as the overarching policies, both of which shall be subject to the periodic assessment by the RPT Committee and the Chief Compliance Officer of CEI. The RPT Committee shall assist the Board of Directors in reviewing the procedures and processes related to the monitoring, tracking and identification of Related Party Transactions and determining their completeness, sufficiency, and effectiveness in ensuring compliance with the relevant requirements under the RPT Policy and other applicable policies of the Company, law or regulations. Towards this end, the RPT Committee shall carry out the following duties and responsibilities:

4.3.1. Internal Audit Function.

- 4.3.1.1. The RPT Committee shall conduct a periodic review of the effectiveness of the Company's system and internal controls governing Material RPTs to assess consistency of the same with Board-approved policies and procedures. Based on the recommendations from Senior Management, the RPT Committee shall also review proposed Related Party transactions before the same are submitted for the approval of the Board of Directors, in order to assess whether the proposed transactions are in the best interest and to the benefit of the Company.

- 4.3.1.2. The RPT Committee shall evaluate reports of Abusive Material RPTs and determine the sanctions to be imposed on the personnel, officers or directors who are found to have been in violation of the RPT Policy.

4.3.2. Risk Advisory Function.

- 4.3.2.1. The RPT Committee shall assess the associated risks, including any potential reputational risk issue that may arise as a result or in connection with a proposed Material RPT.

- 4.3.2.2. To this end, the RPT Committee shall monitor all potential or actual conflicts of interests relating to Related Party transactions, as reported and disclosed by members of the Board of Directors, stockholders, and Senior Management.

4.3.3. Compliance Function

- 4.3.3.1. The RPT Committee shall evaluate Material RPTs to ensure compliance with relevant procedures and processes under the RPT Policy and other applicable policies of the company, law and regulations. The review of Material RPTs must take the following into consideration:

- i. the nature of the parties' interest in the transaction;
- ii. the essential terms of the transactions, including the amount involved and the type of transactions;
- iii. the importance of the transaction for the Company and the Related Party;
- iv. whether the transaction could affect the impartiality of any of the Company's directors with respect to the interest of the Company and any of its shareholders;
- v. fair treatment of the Company's shareholders; and
- vi. any other circumstance deemed relevant by the RPT Committee

- 4.3.3.2. To this end, the RPT Committee, with the assistance of the Chief Compliance Officer, shall carry out the following duties:

- i. Ensure that CEI complies with the relevant rules and regulations and is informed of regulatory developments in areas affecting related parties.
- ii. Aid in the review of CEI's transactions and identify any potential Material RPT that would require review by the Board of Directors.
- iii. Ensure that CEI's Material RPT Policy is kept updated and is properly implemented Company-wide.
- iv. Consolidate a summary of Material RPTs entered into during the reporting year in SEC's Integrated Annual Corporate Governance Report ("I-ACGR") to be submitted annually every May 30.

4.4. Finance

The Treasurer and the Chief Compliance Officer shall implement appropriate controls to effectively manage and monitor Material RPTs on a per transaction and aggregate basis.

The Finance function shall carry out the following duties and responsibilities:

- 4.4.1. Submit, on a quarterly basis, to the RPT Committee and the Board of Directors the nature, amount of transactions and outstanding balances concerning all Related Party Transactions including Material RPTs, and such other information as may be requested by the RPT Committee or the Board of Directors, as the case may be.
- 4.4.2. Monitor aggregate RPTs on an ongoing basis in case transactions meet and exceed the Materiality Threshold covering the same Related Party, to ensure compliance with the RPT Policy and SEC regulations.
- 4.4.3. Provide annually a summary of Material RPTs during the year for inclusion in the SEC Integrated Annual Corporate Governance Report ("I-ACGR").

4.5. Legal and Corporate Secretary

All Related Party contracts shall be reviewed and initialed by the First Vice President or the Corporate Secretary. The Legal function shall carry out the following:

4.5.1. Related Party Registry

- i. Identify persons and companies that are considered CEI's Related Parties as defined in this Policy;
- ii. Maintain a Related Party Registry or a record of the following:
 - (a) the organizational and structural composition, including any change thereon, of CEI and its related parties;
 - (b) records of all Related Party Transactions, including Material RPTs
- iii. Review quarterly and update the Related Party Registry to capture the organizational and structural changes in CEI and its related parties

4.5.2. Board Meeting

Ensure that proposed Material RPTs are included in the Board meeting agenda and maintain minutes of the Board's proper disposition.

4.5.3. Disclosure

File and disclose Material RPTs in a SEC Advisement Report on Material RPTs to be filed within three (3) calendar days after the execution date of the transaction.

V. DETERMINATION AND EVALUATION OF ARM'S LENGTH NATURE OF AN RPT

- 5.2. For purposes of ensuring that Material RPTs are conducted at an arm's length terms of Material RPTs, the RPT Committee or the Board of Directors of the Company may, as deemed necessary:

- 5.2.1. Secure the appointment of an external independent party to evaluate the fairness of the terms of the Material RPTs, before the execution of the same.

An external independent party may include, but is not limited to, auditing/accounting firms and third-party consultants and appraisers.

- 5.2.2. Take action to determine, observe and maintain an effective price discovery mechanism to guarantee that transactions are conducted on terms that shall promote the best interest of the Company; such actions may include, but are not limited to, acquiring the services of an external expert, opening the transaction to a bidding process, or publication of available property for sale.

VI. APPROVAL OF MATERIAL RPTs

- 6.1. All individual Material RPTs that breach and exceed the Materiality Threshold, as defined in Section 3 of this Policy, shall be approved by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the independent directors voting to approve the Material RPT.

- 6.1.1. In case a majority vote of the independent director is not secured, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

- 6.1.2. Aggregate RPT transactions within a twelve (12)-month period that breach the Materiality Threshold shall require the same board approvals required of transaction/s that meet and exceed the Materiality Threshold covering the same Related Party/ies.

- 6.1.3. Directors with personal interest in the Material RPT subject of deliberation shall abstain from participating in discussions and voting on the same. In case of refusal to abstain on the part of said director, their attendance shall not be counted for purposes of assessing quorum, nor their votes counted for purposes of determining approval.

- 6.2. Material changes in the terms and conditions of a Material RPT shall likewise require the review and approvals provided for under Section 6.1 of this Policy.

- 6.2.1. Material changes shall include, but are not limited to, changes in the price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirement of the Material RPT.

- 6.3. The approval of all Material RPTs shall be conditioned upon a determination by the RPT Committee that the transaction is:

- i. fair and reasonable to the Company, under the circumstances; and
- ii. on terms consistent with the arm's length principle or can be justified on a legitimate

business case basis based on the provisions of Section 5 of this Policy.

- 6.3.1. The RPT Committee may require Senior Management and/or a representative of the area concerned to provide additional information and documents, and to attend such meeting/s of the RPT Committee where the review and deliberation of the Material RPT will be conducted.
- 6.4. The approval of a Material RPT may be conditioned upon the Company and the Related Party taking any additional actions that the RPT Committee or the Board of Directors should deem appropriate, including but not limited to the following:
- i. requiring the Related Party to resign from or change position within the Company or the Related Party entity;
 - ii. decreasing the duration or limiting the magnitude of the Material RPT;
 - iii. requiring that information about the Material RPT be documented and that the Related Party Transaction be subjected to periodic reportorial requirements, reflecting the nature and amount of such transaction, to be delivered to the Related Party Transaction Committee or the Board of Directors on a regular basis;
 - iv. requiring that either the Company or the Related Party shall have the right to terminate the Related Party Transaction upon written advanced notice given within a specified period mutually agreed upon;
 - v. appointing the Company's representative to monitor various aspects of the Related Party Transaction; and
 - vi. such other actions as may be required by the RPT Committee or the Board of Directors.
- 6.5 It shall be incumbent upon the concerned director, officer or Substantial Shareholder, as the case may be, to fully and accurately disclose to the RPT Committee and the Board of Directors all material facts related to Material RPTs as well as their direct and indirect financial interest in any transaction or matter that may affect or is affecting the Company. Such disclosure shall be made prior to the meetings of the RPT Committee and the Board of Directors where the Material RPT will be presented for approval, and before the completion or implementation of the Material RPT.
- 6.6 The Board of Directors or the RPT Committee may, in its discretion, review any Related Party Transaction, regardless of whether or not the transaction meets the Materiality Threshold, for the purpose of determining whether or not the Related Party Transaction is, under the circumstances, fair and reasonable to the Company and is on terms consistent with the arm's length principle, or can be justified on a legitimate business case basis. Any of the Senior Management and/or representative of the affected functional area (including the director, officer or Substantial Shareholder concerned) may be requested to provide additional information and documents and to attend such meeting/s of the Board of Directors or Audit Committee, as the case may be, where the review of the Related Party Transaction will be undertaken.

VII. EXCLUSIONS FROM RPT APPROVALS

- 7.1. The following shall be excluded from the review and approvals required under Section 6 of this Policy:

- 7.1.1. All services rendered by the Company in the ordinary course of business provided that the transaction has no policy deviation and the services are on substantially the same terms as those prevailing at the time for comparable services provided to unrelated parties;
- 7.1.2. Any transaction where the rates or charges involved in the transaction are determined by competitive bids or fixed by law or regulated by a governmental authority; and
- 7.1.3. Employee benefits which are considered auxiliary services granted with preferential rates or waivers given to all employees as part of employee incentives or benefits.

VIII. SELF-ASSESSMENT AND PERIODIC REVIEW OF THE RPT POLICY

- 8.1. The RPT Committee shall conduct a periodic review of the effectiveness of the Company's system and internal controls governing Material RPTs to assess consistency with the board-approved policies and procedures. The resulting audit reports, including exceptions or breaches in limits, shall be communicated directly to Board of Directors.
- 8.2 The Company's Chief Compliance Officer, or an officer subsequently delegated with such responsibility, shall ensure that the Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting RPTs. The Compliance Officer shall aid in the review of the Company's transactions and identify any potential Material RPT that would require review by the RPT Committee and the Board of Directors. The Compliance Officer shall ensure that this Policy is kept updated and is properly implemented throughout the company.

IX. DISCLOSURE REQUIREMENTS

9.1. Disclosure of Material RPTs

- 9.1.1. The members of the Board of Directors, Substantial Shareholders, and officers of the Company shall fully disclose to the Board of Directors all material facts related to material RPTs, as well as the direct and financial interest of such member of the board, substantial shareholder, or officer of CEI in any transaction or matter that may affect or is affecting the Company.
- 9.1.2. Such disclosure shall be made at the board meeting where the material RPT will be presented for approval, and before the completion or execution of the material RPT concerned.

9.2. Disclosure and Regulatory Reporting

- 9.2.1. The Company, in compliance with the Circular, shall submit the following to the SEC:

- (1) A summary of material RPTs entered into during the reporting year which shall be disclosed in the company's Integrated Annual Corporate Governance Report (I-ACGR) to be submitted annually every May 30;
- (2) Advisement Report (attached as Annex "A") of any material RPT filed within three (3) calendar days from the execution date of the transaction, signed by the reporting Company's Corporate Secretary or authorized representative.

9.2.2. At a minimum, the disclosures in both (1) and (2) of Section 9.2.1. shall include the following information:

- i. complete name of the Related Party;
- ii. relationship of the parties;
- iii. execution date of the Material RPT;
- iv. financial or non-financial interest of the related parties;
- v. type and nature of transaction as well as a description of the assets involved;
- vi. total assets (consolidated assets, if the reporting Company is a parent company);
- vii. amount or contract price;
- viii. percentage of the contract price to the total assets of the reporting Company;
- ix. carrying amount of collateral, if any;
- x. terms and conditions of the transaction;
- xi. rationale for entering into the transaction; and
- xii. the approval obtained (i.e., names of directors present, name of directors who approved the Material RPT and the corresponding voting percentage obtained).

X. WHISTLE-BLOWING MECHANISM

- 10.1. All employees and staff of the Company are encouraged to report, confidentially and without risk of reprisal, legitimate concerns regarding any RPTs to the RPT Committee, any member of the Board of Directors or Senior Management, or to the appropriate regulatory authorities, with an assurance that such genuine concerns in good faith may be raised without fear of reprisal, even if they turn out to be mistaken.
- 10.2. Any reported or alleged non-compliance by any director, officer or employee of the Company with this Policy shall be subject to investigation and, where necessary, the appropriate disciplinary proceedings.
- 10.3. The Company shall avail of remedies including restitution and recovery of losses or opportunity costs incurred by the Company arising out of or in connection with Abusive Material RPTs. The Company shall further avail of other remedies for illegal, unethical or other RPTs that have been executed in violation of the RPT Policy.
- 10.4. Legitimate material concerns shall be investigated and addressed by an objective independent internal or external body, senior management, and/or the Board of Directors itself.

Concerns may be reported in confidence to the following:

Landline: []

Email: []

XI. PENALTIES

- 11.1. Directors, officers or personnel, who have been remiss in their duties in handling Material RPTs in accordance with the RPT Policy will result in disciplinary action, up to and including the termination of employment or directorship and possible legal action, including referral to law enforcement and regulators.
- 11.2. Alleged negligence and breach of conduct will be investigated. In all cases and at all times, due process and procedures shall be observed. The RPT Committee shall evaluate reports of abusive Material RPTs and determine the sanctions to be imposed on the personnel, officers or directors who have been found to be remiss in their duties in handling Material RPTs in accordance with the RPT Policy, without prejudice to the applicable legal remedies which the Company may adopt. The sanctions shall be recommended by the RPT Committee and approved by the Board of Directors.
- 11.3. The Board of Directors shall direct measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Company arising out of or in connection with Abusive Material RPTs.
- 11.4. The Company's imposition of penalties shall be without prejudice to any other administrative penalties that may be imposed by the SEC, and/or civil or criminal penalties, as may be provided by the Revised Corporation Code of the Philippines, Securities Regulation Code, and other related laws and regulations.

XII. AMENDMENT

Any change in the RPT Policy shall be approved by majority of the Board of Directors and approved by majority of the Stockholders constituting a quorum.

Approval for and on behalf of the Board:


GEORGE L. GO
Chairman of the Board


PATRICK D. GO
Chief Compliance Officer