

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is Filed for the Year: **CY 2016**
2. Exact Name of Registrant as Specified in its Charter: **Alliance Select Foods International, Inc.**
3. **Unit 1206 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila**
Address of Principal Office Postal Code **1605**
4. SEC Identification Number: **CS200319138**
5. (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number: **227-409-243-000**
7. **(632) 635-5241 to 44**
Issuer's Telephone number, including area code
8. **N.A.**
Former name or former address, if changed from the last report

A. BOARD MATTERS

1) Board of Directors

(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) ¹	Elected when (Annual/Special Meeting)	No. of years served as director
George E. Sycip	NED	N.A.	Raymond K.H. See	12/2004	03/2016	Annual	12
Raymond K.H. See	ED	N.A. – Representative of Management	Josephine Mape-Asmuth	12/2014	03/2016	Annual	2
Marie Grace T. Vera Cruz	NED	Strongoak, Inc.	Josephine Mape-Asmuth	6/2014	03/2016	Annual	2
Dobbin A. Tan	ID	N.A. – Independent Director	Raymond K.H. See (None)	03/2016	03/2016 (-)	Annual	-
Antonio C. Pacis	NED	Strongoak, Inc.	Josephine Mape-Asmuth	12/2014	03/2016	Annual	2
Erwin M. Elechicon	ID	N.A. – Independent Director	Josephine Mape-Asmuth (None)	6/2014	03/2016 (2)	Annual	2
Joseph Peter Y. Roxas	NED	N.A.	Peter L. Kawsek, Jr.	03/2016	03/2016	Annual	-

* The Company held its 2015 Annual Stockholders Meeting on 01 March 2016.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group²

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.
George E. Sycip	1. PT International Alliance Food Indonesia	Commissioner

¹ Reckoned from 2012.

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	2. PT Van De Zee	Commissioner
	3. Spence & Co. Ltd.	Non-executive Director
Raymond K.H. See	1. Big Glory Bay Salmon and Seafood Company, Inc.	Executive Director and Chairman
	2. Alliance MHI Properties, Inc.	Executive Director and Chairman
	3. PT International Alliance Food Indonesia	Director-President
	4. PT Van De Zee	Commissioner
	5. Akaroa Salmon New Zealand Ltd.	Non-executive Director
Marie Grace T. Vera Cruz	1. Big Glory Bay Salmon and Seafood Company, Inc.	Non-executive Director
	2. Alliance MHI Properties, Inc.	Non-executive Director
	3. PT International Alliance Food Indonesia	Commissioner
	4. PT Van De Zee	Commissioner
	5. Akaroa Salmon New Zealand Ltd.	Non-executive Director
	6. Spence & Co., Ltd.	Non-executive Director
Erwin M. Elechicon	PT International Alliance Food Indonesia	Independent Commissioner
	PT Van De Zee	Independent Commissioner
Antonio C. Pacis	2. Alliance MHI Properties, Inc.	Non-executive Director

(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:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman
Joseph Peter Y. Roxas	DFNN, Inc.	Director
George E. Sycip	Paxys, Inc.	Director

(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
Marie Grace T. Vera Cruz	Strongoak, Inc.	Chairman and shareholder

(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
Raymond K.H. See	5,000	10,521	0.00%
Marie Grace T. Vera	400		0.00%

Cruz			
Dobbin A. Tan	10,000		0.00%
Antonio C. Pacis	400		0.00%
George E. Sycip	1	2,314,953	0.00%
Erwin M. Elechicon	200		0.00%
Joseph Peter Y. Roxas	100,000	356,000	0.00%
TOTAL	116,001	2,681,474	0.00%

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	Antonio C. Pacis
CEO/President	Raymond K.H. See

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
Jonathan Y. Dee	Chairman – Director	01 February 2016	Resigned citing personal reasons
Hedy S.C. Yap Chua	Director	01 March 2016	Not re-elected during the AGM

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Raymond K.H. See	2,829,279,108 (20%)
Marie Grace T. Vera Cruz	2,829,157,627 (20%)
Joseph Peter Y. Roxas	2,829,134,671.69 (20%)
George E. Sycip	2,870,984,672.75 (20%)
Antonio C. Pacis	2,817,635,974.09 (20%)
Erwin M. Elechicon	12,718,502.29 (0%)
Dobbin A. Tan	12,693,170.88 (0%)

B. CODE OF BUSINESS CONDUCT & ETHICS

4) Related Party Transactions

(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.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	N.A.
Name of Officer/s	N.A.
Name of Significant Shareholders – Mingjing	Company leases property, office space and procure tin cans from companies in which MHI holds shares, though all these transactions are conducted on an arms-length basis.

C. BOARD MEETINGS & ATTENDANCE

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

Yes. Board meetings for the year were scheduled during the first regular meeting of the newly elected Board of Directors.

E. BOARD COMMITTEES

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
Executive	Antonio C. Pacis, Raymond K.H. See, Marie Grace T. Vera Cruz	The members were elected during the 01 March 2016 Organizational meeting. Atty. Pacis was elected Chairman of the Committee.
Audit	Dobbin A. Tan, Marie Grace T. Vera Cruz, George E. Sycip	The members were elected during the 01 March 2016 Organizational meeting. Mr. Tan was elected Chairman of the Committee.
Nomination	Joseph Peter Y. Roxas, Raymond K.H. See, Erwin M. Elechicon	The members were elected during the 01 March 2016 Organizational meeting. Mr. Roxas was elected Chairman of the Committee.
Remuneration	Erwin M. Elechicon, Marie Grace T. Vera Cruz, Antonio C. Pacis	The members were elected during the 01 March 2016 Organizational meeting. Mr. Elechicon was elected Chairman of the Committee.
Others (specify)	N.A.	N.A.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

Name of Senior Management	Number of Direct Shares	Number of Indirect Shares/ Through (name of record owner)	% of Capital Stock
Raymond K.H. See	5,000	10,521/ through Asiasec Equities, Inc.	0%
Lisa Angela Y. Dejadina	0	-	-
Sofio S. Angulo, Jr.	0	-	-
Grace S. Dogillo	0	133,919/ through Citisec Securities	0%

Ma. Kristina P. Ambrocio	0	-	-
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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	Majority of the outstanding capital stock
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	Voting by ballot
Description	<p>Stockholders of record may vote in person or by proxy, through filling up of the ballots given to them upon registration. The ballot contained each item on the Agenda requiring the vote of the shareholders. The Ballot contained boxes for "YES", "NO" and "ABSTAIN", except for the item on the election of directors. To approve the agenda item, the affirmative vote of at least a majority of the shareholders present constituting a quorum is required.</p> <p>For the election of directors, the ballot contained the names of all nominees for election, and shareholders and proxies may vote by placing a check mark on the box next to the names of the nominees selected. Cumulative voting may be adopted. The nominees for regular director receiving the five (5) highest number of votes will be elected as regular directors. There were only two (2) nominees for independent directors, and there are two (2) seats on the Board of Directors to be filled by independent directors.</p>

(d) Stockholders' Participation

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? Yes.

a. Date of sending out notices:

The notice for the 2015 Annual Stockholders' Meeting scheduled on December 16, 2015 was disclosed on October 30, 2015. The meeting was deferred due to a Temporary Restraining Order issued by the Court of Appeals. The Annual Stockholders' Meeting was rescheduled on March 1, 2016, notice of which was disclosed on January 21, 2016.

b. Date of the Annual/Special Stockholders' Meeting: March 01, 2016

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

There was a continuing objection, from the proxy of one of the minority shareholders, to the holding of the Annual Stockholders' Meeting. The objection was duly noted, but the Corporate Secretary clarified that no injunction against the Annual Stockholders' meeting was issued by the Court of Appeals, so it could validly be held.

A stockholder asked if Management foresees any decline in the losses of the Company, considering fuel prices have gone down. The Chairman replied that though he is not in a position to disclose the

forecast of the financial status of the Company in the months to come, he guaranteed that Management is doing its best to turn around the performance of the Company.

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

Resolution	Approving	Dissenting	Abstaining	Objections
1. Dispensing with the Reading of the Minutes of Previous Stockholders' Meeting and Approval of said Minutes				
a. 2014 Annual Stockholders' Meeting held on June 16, 2014	2,024,749,765 (81%)	0 (0%)	40,780 (0%)	
b. Minutes of the 2015 Special Stockholders' Meeting held on March 31, 2015	2,024,727,721 (81%)	0 (0%)	58,934 (0%)	
2. Approval of the Management Report and the Audited Financial Statements for the Year ended December 31, 2014	2,024,728,300 (81%)	0 (0%)	58,355 (0%)	
3. Ratification and Approval of Acts of the Board of Directors and Executive Officers during the past year	2,024,750,344 (81%)	0 (0%)	40,201 (0%)	
2. Appointment of Reyes Tacandong & Co. as the Company's Independent External Auditor for 2015	2,024,746,454 (81%)	0 (0%)	40,201 (0%)	
3. Objections				372,129,539 (15%)

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:
March 01, 2016

(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	<p>Directors: Mr. Raymond K.H. See, Mr. George E. Sycip, Ms. Marie Grace T. Vera Cruz, Mr. Antonio C. Pacis, Mr. Erwin M. Elechicon</p> <p>Officers: Atty. Barbara Anne C. Migallos, Atty. Ma. Kristina P. Ambrocio, Mr. Sofio S. Angulo, Jr.</p>	March 01, 2016	By ballot/poll	0.06	95.86	95.92

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

Yes, BDO Alba Romeo & Co., CPA

(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.

(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 were entitled to receive notices
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<ul style="list-style-type: none"> • November 24, 2015 • February 15, 2016 (for the Updated Information Statement and Management Report)
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<ul style="list-style-type: none"> • November 24, 2015 • February 15, 2016 (for the Updated Information Statement and Management Report)
State whether CD format or hard copies were distributed	CDs
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(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.	No
The amount payable for final dividends.	No
Documents required for proxy vote.	Yes

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

**No need to include the items re: dividends because there were no dividends to be declared. Policy on dividend declaration is stated in the Manual on Corporate Governance.*

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 Pasig on 04 March 2016.


(Signature over Printed Name)

Compliance Officer – Ma. Kristina P. Ambrocio