

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended December 31, 2018
2. SEC Identification Number **CS200319138** 3. BIR Tax Identification No. **227-409-243-000**
4. Exact name of issuer as specified in its charter **Alliance Select Foods International, Inc.**
5. Metro Manila 6. (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization Industry Classification Code:
- 7 Unit 3104A West Tower, Philippine Stock Exchange Centre,
Exchange Road, Ortigas Center, Pasig City, Metro Manila
Address of principal office **1605**
Postal Code
8. (632)7473798
Issuer's telephone number, including area code
9. Suite 1206 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila
Former name, former address, and former fiscal year, if changed since last report.

aINTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
-----------------------------	------------------------	-------------

The Board's Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 3.1

<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	<p>Compliant</p>	<p>For the Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors, please see attached Annex A.</p> <p>The Corporate Governance Manual of the Corporation under section 3.1, 3.2, 3.4 provides for the Corporations policy for board diversity, composition of the board and the required competence of the Board of directors:</p> <p>http://allianceselectfoods.com/wp-content/uploads/2017/06/ASFII-2017-Corporate-Governance-Manual.pdf</p> <p>The above information can also be found in the in the corporation's Definitive Information Statement submitted on May 27, 2019 on the PSE Edge Portal : http://edge.pse.com.ph/companyDisclosures/form.do?cmPV_id=602</p> <p>For the qualification standards for directors, please see section 2.4 of the Charter of the Board of Directors (http://corporate.allianceselectfoods.com/corporate-governance-manuals/) as follows:</p> <p>2.4. Qualifications and Disqualifications of Directors Qualifications</p> <p>All persons nominated and elected to the Board shall:</p>	
--	------------------	--	--

<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>Compliant</p>	<p>a) Possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile ; b) Have a record of integrity and good repute; c) Have sufficient time to carry out their responsibilities; and d) Have the ability to promote a smooth interaction between board members.</p> <p>The Board, acting through the Corporate Governance Committee may as practicable engage professional search firms or external sources when searching for candidates to the Board.</p> <p>Disqualifications</p> <p>The disqualifications for election to the Board of Directors are contained in the Charter of the Corporate Governance Committee, which is mandated under the Company's 2017 CG Manual, to undertake the duties and responsibilities and to act as the Nominations Committee of the Board.</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	<p>Compliant</p>		
<p>Recommendation 1.2</p>			

<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>Please see attached Annex A for the list of Directors and Executive Officers and their respective qualifications. These information can also be found in the corporation's Definitive Information Statement.</p> <p>List of directors and executive officers may also be accessed through the results of the organizational meeting uploaded on PSE Edge.</p> <p>http://edge.psc.com.ph/companyDisclosures/form.do?companyId=602</p>	
---	------------------	--	--

Recommendation 1.3

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Section 3.3 of the Corporation's Corporate Governance Manual provides for the Policy on Training for directors as follows:</p> <p>3.3. Policy on Training for Directors To promote effective board performance and continuing qualification of the directors in carrying-out their duties and responsibilities, there shall be a training program for directors which shall include an Orientation Program for first-time directors and relevant annual continuing training for all directors</p> <p>a) The Orientation and Training Program for first-time directors shall cover SEC-mandated topics on corporate governance, an introduction to the Company's business, Articles of Incorporation, and Code of Conduct 6 and shall meet the specific needs of the Company and of the individual Director to aid a new Director in effectively performing his or her functions. The duration of such Orientation and Training Program shall be at least eight (8) hours.</p> <p>b) All Directors shall undergo an Annual Continuing Training Program to make certain that Directors are continuously informed of the developments in the business and the regulatory environment, including emerging risks relevant to the Company. The Company shall assess its training and development needs in determining the coverage of the continuing training program. The Annual Continuing Training Program for directors shall be at least four (4) hours.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>As there are no first time directors to the Board, the directors attended a continuing training program for board</p>	

3. Company has relevant annual continuing training for all directors.	Compliant	<p>of directors of the Corporation.</p> <p>Please see attached as Annex B the details of the Corporate Governance Seminars attended by the Board of Directors and the corresponding Corporate governance seminar certificates.</p>	
---	-----------	--	--

Recommendation 1.4

1. Board has a policy on board diversity.	Compliant	<p>The Corporate Governance Manual of the Corporation under Section 3.4 provides the Policy on Board Diversity as follows:</p> <p>3.4. Policy on Board diversity</p> <p>The Board recognizes that diversity among its Directors will support balanced decision and debate which will enhance decision making by the Board by utilizing the difference in perspective of the members of the Board. Selection of candidates will include consideration of a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The selection of candidates for election to the Board shall be based on merit, but within that overriding emphasis on merit, candidates will be considered that bring a diversity of background and industry or related experience.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p> <p>The Board is composed of 6 male directors, 1 female director and 1 female corporate Secretary.</p>	
---	-----------	---	--

Optional Recommendation 1.4

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>		<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p>	
<p>Recommendation 1.5</p>			

1. Board is assisted by a Corporate Secretary.	Compliant	Please see attached Annex A for the name and qualifications of the Corporate Secretary of the Corporation.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p>Section 3.5 of the Corporate Governance Manual also provides for the qualifications, duties and functions of the Corporate Secretary as follows:</p> <p>The Corporate Secretary The Board shall be assisted in its duties by a Corporate Secretary, who shall be a separate person from the Compliance Officer and shall not be a member of the Board of Directors.</p> <p>The Corporate Secretary shall annually attend training on corporate governance. The Corporate Secretary shall be primarily responsible to the Company and its shareholders, and also to the Chairman, the President and the Board. The Corporate Secretary shall have, among others, the following duties and responsibilities:</p> <p>a) Assist the Board and the Board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual board calendar, and assisting the chairs of the Board and its committees to set agendas for those meetings;</p>	

3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>b) Prepare, safe keep and preserve the integrity of, the minutes of the meetings of the Board and its committees, as well as other official records of the corporation;</p> <p>c) Keep abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the corporation, and advise the Board and the Chairman on all relevant issues as they arise;</p> <p>d) Work fairly and objectively with the Board, Management and stockholders and contributes to the flow of information between the Board and management, the Board and its committees, and the Board and its shareholders and as appropriate its stakeholders.</p> <p>e) Advise on the establishment of Board committees and their terms of reference;</p> <p>f) Inform members of the Board, in accordance with the by-laws, of the agenda of their meetings to the extent possible at least five working days in advance, and shall ensure that the members have accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;</p> <p>g) Attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent attendance;</p> <p>h) Perform required administrative functions;</p> <p>i) Oversee the drafting of the by-laws and ensures that they conform with regulatory requirements; and</p> <p>j) Perform such other duties and responsibilities as may be provided by law or the appropriate regulatory authority.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Please see Annex B for the details of the corporate governance training attended by the Corporate Secretary.	
Optional Recommendation 1.5			

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Please see attached notices for the scheduled board meetings as Annex C.	
Recommendation 4.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Compliance Officer of the Corporation is Atty. Ma. Kristina Ambrocio. She was appointed on October 20, 2015.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Please refer to Annex A for her qualifications. Section 3.6 of the Corporate Governance Manual provides for the duties and functions of the Compliance Officer:	
3. Compliance Officer is not a member of the board.	Compliant	3.6 The Board shall appoint a Chief Compliance Officer to assist it in its duties. The Chief Compliance Officer shall have the rank of Vice President or an equivalent position with adequate stature and authority in the Company and shall not be a member of the Board of Directors. The Compliance Officer shall annually attend training on corporate governance.	

		<p>The Chief Compliance Officer shall be a member of the Company's management team in charge of the compliance function. The Compliance Officer is primarily liable to the Company and its shareholders, and shall work with the Chairman and the President of the Company. The Compliance Officer shall have, among others, the following duties and responsibilities:</p> <ul style="list-style-type: none"> a) Ensure proper orientation of new directors as provided in this Manual; b) Monitor, review, evaluate and ensure the compliance by the Company, its officers and directors with the relevant laws, the Corporate Governance Manual, the rules and regulations and all governance issuances of regulatory agencies; c) Report to the Board if violations are found and recommends the imposition of appropriate disciplinary action; d) Ensure the integrity and accuracy of all documentary submissions to regulators; e) Appear before the SEC when summoned in relation to compliance with the Corporate Governance Code; f) Collaborate with other departments to properly address compliance issues, which may be subject to investigation; g) Identify possible areas of compliance issues and work towards the resolution of the same; h) Ensure the attendance of Board members and key officers to relevant trainings; and i) Perform such other duties and responsibilities as may be provided by the SEC and competent authority. <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Please see attached Annex B for the corporate governance training attended, including number of hours.</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The Corporate Governance Manual under section B 3.7 mandates the following to Board of Directors:</p> <p>3.7. Board members shall at all times act on a fully informed basis, in good faith, with due diligence and care, and loyalty in the best interest of the Company and all shareholders.</p> <p>There are board meetings where the management report and financial reports where discussed. This would show that the Board of Directors were fully informed and they acted in the best judgement before approving this. Please see attached notices as Annex C.</p>	
---	------------------	---	--

Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>The Management reports to the Board every quarter the development and performance of the corporation and each of its subsidiaries including the financial reports of the corporation. Please see attached Notices (Annex C) which contain the agenda which includes the financial reports of the Corporation.</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>After, the Board reviews the corporation's development, and performance for the quarter, it approves the quarterly report.</p> <p>The board reviews and approves the financial reports (Capital Expenditure, the budget, quarterly reports and the annual report) at least four times in a year.</p>	

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Corporation's vision, mission and core values are indicated in its Corporate Governance Manual uploaded in the Corporation's website. Please see attached link:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p> <p>This is reviewed annually by the Company's Board of Directors.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Please see attached Corporate Governance Manual and the Executive Committee functions indicated in the bylaws.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The Chairman of the Board is Atty. Antonio Pacis. Please see attached Annex A for his qualifications as Chairperson of the Board. This can also be found in the in the corporation's Definitive Information Statement submitted on May 27, 2019 on the PSE Edge Portal :</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?company_id=602</p>	
Recommendation 2.4			

<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>Please see link to Corporate Governance Committee Charter and the Manual of Corporate Governance for the provisions pertaining to board succession.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p> <p>Corporate Governance Committee Charter</p> <p>3.1. Corporate Governance The Committee is tasked with ensuring compliance with and proper observance of the corporate governance principles and practices. It has the following duties and functions, among others:</p> <p>d. Recommend continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;</p> <p>Manual of Corporate Governance</p> <p>3.10. The Board shall adopt an effective succession planning program for Executive Directors, key Officers and Management towards ensuring growth and continued increase in the shareholders' value and shall adopt a policy on retirement age for key officers.</p>	
---	------------------	--	--

2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Corporation's Definitive Information Statement submitted on May 27, 2019 on the PSE Edge Portal (i.e. http://edge.pse.com.ph/companyDisclosures/form.do?companyId=602) Indicates the compensation policy for the Board of directors.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	On January 21, 2016, the Company's board of directors adopted a policy, effective immediately, setting director's per diems at P10,000 per attendance at Board Meetings and P5,000 per attendance at Committee meetings.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Under the amended By-Laws, as compensation, the Board shall receive and allocate an amount of not more than 10% of the Group's EBITDA 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 the stockholders	

		<p>representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders.</p> <p>The Corporate Governance Committee charter also provides for the remuneration policy of the Corporation. Please see link below:</p> <p>http://allianceselectfoods.com/wp-content/uploads/2017/06/ASFil-2017-CG-Manual-Annex-E-Charter-of-the-Corporate-Governance-Committee.pdf</p>	
--	--	---	--

Optional Recommendation 2.5			
<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>Please see Corporate Governance Committee Charter for the specific provision.</p> <p>3.3. Compensation</p> <p>b. To review and recommend, with delegated responsibility, the remuneration packages of directors and officers, keeping in mind the Board's corporate goals, objectives and strategies. This shall include, without limitation, basic salaries, deferred compensation, stock options and any benefits in kind, pension rights, incentive payments and any other compensation payments;</p> <p>Approval for the remuneration of the directors and officers is with the Board of directors.</p>	

<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>		<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p>	
--	--	---	--

Recommendation 7.6			
<p>1. Board has a formal and transparent board nomination and election policy.</p>	<p>Compliant</p>	<p>The Company's nomination, election policy and its process and its implementation is found on the Corporation's Corporate Governance Manual Sections A 3.1-3.3 and the Charter of the Corporate Governance Committee Sections II 1B, and 3.2. (http://corporate.allianceselectfoods.com/corporate-governance-manuals/)</p> <p>The Qualifications and Disqualifications of Directors is indicated in section 2.4 of the Charter of the Board of Directors (i.e. http://corporate.allianceselectfoods.com/corporate-governance-manuals/)</p> <p>Section 3.12 and 3.13 of the Corporate Governance Manual</p>	
<p>2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>		
<p>3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.</p>	<p>Compliant</p>		
<p>4. Board nomination and election policy includes how the board shortlists candidates.</p>	<p>Compliant</p>		

<p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p>Compliant</p>	<p>also provides the right to all Shareholders, including Minority Shareholders, to nominate candidates for election to the Board of Directors. This also adopts an assessment policy to determine the effectiveness of the Board's processes in the nomination, election and replacement of director. http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The Board will still conduct an assessment as the Corporate Governance Manual has just been recently approved.</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>		
<p>Optional Recommendation to 2.6</p>			
<p>I. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>	<p>Compliant</p>	<p>We use Chambers Asia and Partners- Asia Pacific as an additional search reference.</p>	
<p>Recommendation 2.7</p>			

<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Compliant</p>	<p>The Corporation has an existing Policy on Related Party Transactions (Please see in link below: http://corporate.allianceselectfoods.com/corporate-governance-manuals)</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>The Policy on Related Party Transactions provides for definition in Section A, Coverage in Section B, and the rules of disclosure in Section D.</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>Moreover, section 3.14 of the Corporate Governance Manual also provides further details on the corporation's Policy on Related Party Transactions.</p> <p>There has been no material related party transactions for 2018.</p> <p>Please see AFS for other RPT transactions of the Corporation.</p>	
<p>Supplement to Recommendations 2-7</p>			

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>Section B1-B3 of the Policy on Related Party Transactions stipulates that:</p> <p>B. COVERAGE</p> <p>1. For purposes of this Policy, a Material and/or Significant RPT is defined as those transactions with a Related Party which involve an aggregate amount or value equal to or greater than Fifty Million Pesos (P50Million) over a twelve (12) month calendar year period ("Material and/or Significant RPT").</p> <p>2. The transactions enumerated in Annex "2" of this Policy on Related Transactions are Exempt Transactions.</p> <p>3. As matter of policy and procedure Material and/or Significant RPT shall be subject to review and endorsement by the Related Party Transaction Committee ("RPT Committee") and are subject to approval by the Board of Directors. The concurrence of all Independent Directors shall be obtained as practicable prior to approval of the transaction by the Board.</p> <p>D. DISCLOSURE</p> <p>1. All Material and/or Significant RPT shall be reported by the Chief Compliance Officer to the Audit Committee to ensure full and timely disclosure in the annual and quarterly reports submitted to the Securities and Exchange Commission and in the Notes to the Financial Statements, whether on an interim or annual basis, as required under PAS 24 on Related Party Transaction Disclosures and other disclosure requirements; and,</p> <p>2. The Company shall ensure that the review and approval of Material and/or Significant RPT carried out by its subsidiaries are conducted in accordance with this Policy.</p>	
--	------------------	---	--

	<p>ANNEX "2": EXEMPT RPT The following shall be considered as "Exempt RPT":</p> <ol style="list-style-type: none"> 1. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids, in accordance with Vendor Relations Policy of the Company. 2. Any transaction involving a Related Party wherein Company is a customer or client in the ordinary or regular course of business of consumer goods or consumer services, or fees are based on a fixed or graduated scale which is publicly quoted or applied consistently to all customers or class of customers. 3. Subject to the policy and/or guidelines as may be issued and approved by the Compensation Committee, any transaction that involves the providing of compensation to a director or an executive officer in connection with his or her duties to Company or any of its subsidiaries or affiliates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business. <p>Exempt RPT are transactions which are no longer subject to review and/or endorsement by the CG Committee.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
--	---	--

<p>4. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Section B4 of the Policy on Related Party Transactions provides that:</p> <p>4. The following Material and/or Significant RPT may, in addition to the approval of the Board of Directors, as the Board deems necessary consistent with law, be further submitted to the stockholders for ratification and final approval:</p> <p>4.1. Contract between an officer under the By-Laws and the Company;</p> <p>4.2. Contract between a director and the Company when the presence of such director in the Board meeting in which the contract was approved was necessary to constitute a quorum and the vote of such director was necessary for the approval of the contract, approval by the Company's stockholders is required;</p> <p>4.3. Contract between the Company and another corporation with interlocking directors, if the interest of the interlocking director in the Company is nominal and his interest in the other corporation is substantial, and such director's presence in the Company's Board meeting in which the contract was approved was necessary to constitute a quorum and the vote of such director was necessary for the approval of the contract, approval by the Company's stockholders is also required; and,</p> <p>4.4. Management contract where the Company undertakes to manage or operate all or substantially all of the business of another corporation or vice versa.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>Recommendation 2.8</p>			

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Ms. Lisa Dejadina was appointed as Chief Risk Officer during the 2017 Organizational Meeting, Atty. Kris Ambrocio was appointed Chief Compliance Officer and Ms. Nimpa Reyes was appointed as Chief Audit Executive.</p> <p>Section 3.15 of the Corporate Governance Manual States that:</p> <p>3.15. The Board shall be primarily responsible for approving the selection and assessment of the Management led by the Chief Executive Officer (CEO), and the control functions led by their respective heads (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).</p> <p>a) In the selection process, fit and proper standards are to be applied on key personnel and due consideration is given to integrity, technical expertise and experience in the institution's business, either current or planned.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals Please see attached Annex A for the complete list of Management Team appointed.</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Section 3.15 B of the Corporate Governance Manual States that:</p> <p>b) The Board shall monitor and assess the performance of the Management Team based on established performance standards that are consistent with the Company's strategic objectives, and shall conduct a regular review of the Company's policies with the Management Team.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>Section 3.16 of the Corporate Governance Manual States that:</p> <p>3.16. The Board shall establish an effective performance management framework that that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.</p> <p>The results of performance evaluation shall be linked to other human resource activities such as training and development, remuneration, and succession planning. These should likewise form part of the assessment of the continuing fitness and propriety of Management, including the Chief Executive Officer, and personnel in carrying out their respective duties and responsibilities.</p> <p>Please see attached GSPA Form. This performance tool is for further assessment by the Corporate Governance Committee as mandated by Manual of Corp. Governance</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>		
Recommendation 2.10			

1. Board oversees that an appropriate internal control system is in place.	Compliant	Section 3.17 of the Corporate Governance Manual provides: 3.17. The Board shall oversee that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, Board members, and shareholders.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	The Board has adopted an Internal Audit Charter, which Charter is an integral part of this CG Manual. http://corporate.allianceselectfoods.com/corporate-governance-manuals	
3. Board approves the Internal Audit Charter.	Compliant	Please see below the link to the Company's Internal Audit Charter: http://corporate.allianceselectfoods.com/corporate-governance-manuals	
Recommendation 211			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Section 3.18 of the Corporate Governance Manual has the following stipulations in relation to enterprise risk management: 3.18. The Board shall oversee that a sound enterprise	

<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>Compliant</p>	<p>risk management (ERM) framework is in place to effectively identify, monitor, assess and manage key business risk, which shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p> <p>The Board shall be responsible for defining the Company's level of risk tolerance and for providing oversight over its risk management policies and procedures.</p> <p>The Corporation also has a charter for the Board Risk Oversight Committee and the link of the internal audit charter http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>Recommendation 2.07</p>			
<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>Compliant</p>	<p>Please see below link on the Corporation's Board Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>Compliant</p>		
<p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>Compliant</p>		
<p>Additional Recommendation to Principle 2</p>			

1. Board has a clear insider trading policy.	Compliant	<p>The Corporation has a policy requiring Directors and Officers to report any dealings in the shares of stock of the Company within three business days from the date of transaction to reduce risk of insider trading. Please see link for the complete copy of the Policy on Reporting of DO Dealings in Shares of the Company:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
--	-----------	---	--

Optional Principle 2

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>Currently there no loans and no vehicle for such transaction; conflict of interest policy any transaction arms-length basis</p>	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation E1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>The Company's Board Committees and their respective memberships may be accessed through the following link:</p> <p>http://corporate.allianceselectfoods.com/board-committees/</p> <p>Section C of the Corporate Governance Manual provides the establishment of the Board Committees and the functions of each Committee.</p> <p>3.20. The Board shall establish Board committees to support the effective performance of the Board's functions, to allow for specialization in issues and to lead to a better management of the Board's workload. The composition, functions and responsibilities of all Board committees shall be contained in the respective Charters of the Committees, which shall be made publicly available.</p> <p>The following section establishes the committees and their respective functions and responsibilities:</p> <p>Section 3.21 Audit Committee Section 3.22 Corporate Governance Committee (Remuneration and Nominations Committee) Section 3.23 Board Risk Oversight Committee Section 3.24 Related Party Transaction Committee</p> <p>Section 3.25 All established committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters should provide the standards for evaluating the performance of the Committees. It should also be fully disclosed on the company's website.</p> <p>The Charter of each Committee shall clearly define the roles and accountabilities of each committee to avoid any overlapping functions, towards having a more effective Company Board.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
--	------------------	---	--

Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Section 3.21 of the Corporate Governance Manual establishes the Audit Committee and its functions.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals The Audit Committee Charter section III further outlines its functions. http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The Audit Committee under section III B (x) :</p> <p>Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.</p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Please see attached Annex A for information on the members of the Audit Committee, their qualification and their type of directorship.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Please see attached Annex A for information on qualification and background of the audit committee members.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Please see attached Annex A for information on the membership of the different committees.	
Supplement to Recommendation 3.2			

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Section III B (2) of the Audit Charter provides as follows:</p> <p>The Audit Committee shall:</p> <p>Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The committee should 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 Company's Annual Report and Annual Corporate Governance Report;</p> <p>For 2017, there was no non-audit work conducted by the External Auditors.</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant		The Audit Committee as a group has not had a meeting with the external audit team without anyone from management present. However, members of the Audit Committee have access to the Company's external auditors, and may meet and dialogue with them without anyone from management present.
Optional Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee had 4 meetings. Please see attached Notices as Annex D	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Section 3.22 of the Corporate Governance manual provides for the establishment of the Corporate Governance Committee, and its functions and responsibilities including its functions as a Nomination and Remuneration Committee.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>Further, the Corporate Governance Committee charter expounds on its authority, purpose, duties and responsibilities.</p> <p>Section 3.2 B of the Corporate Governance Charter provides that the committee shall identify the candidates suitably qualified to become a Director and prepare a final list of candidates for the consideration of the shareholders for election to as director;</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
--	------------------	--	--

<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non Compliant</p>	<p>Please see attached Annex A for the members of the Corporate Governance Committee, their qualifications and type of directorship.</p> <p>Under the Corporate Governance Committee Charter, the composition of the Committee shall be 3 members, all of which are non-executive directors, and majority is independent directors.</p> <p>The Corporate Governance Manual stipulates that the independent Directors shall constitute 20% of the Board. The third member of the committee is a non-executive director which would make him still independent from management control.</p>	<p>The Company has two (2) independent directors at this time, consistent with Sec. 38 of the Securities and Regulation Code. Thus, it is unable to have three (3) independent directors as members of the Corporate Governance Committee.</p> <p>In any event, the Board is composed of a majority of non-executive directors, two (2) of which are independent and four (4) are non-executive.</p> <p>Please see attached Annex A for the members of the Corporate Governance Committee, their qualifications and type of directorship.</p> <p>Under the Corporate Governance Committee Charter, the composition of the Committee shall be 3 members, all of which are non-executive directors, and majority is independent directors.</p> <p>The Corporate Governance Manual stipulates that the independent Directors shall constitute 20% of the Board. The third member of the committee is a non-executive director which would make him still independent from management control.</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>The Chairman of the Corporate Governance Committee is Mr. Erwin Elechicon, who is an independent director. Please see attached Annex A for his qualifications.</p>	
<p>Optional Recommendation 3.3:</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>		<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p>	
<p>Recommendation 3.4:</p>			

<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>Compliant</p>	<p>The Corporate Governance Manual under Section 3.23 establishes the Board Risk Oversight Committee and its functions and responsibilities.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manualsits Charter also provides for its purpose, duties and functions.</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Non Compliant</p>	<p>Please see attached Annex A for the members of the Corporate Governance Committee, their qualifications and type of directorship.</p> <p>Under the Corporate Governance Committee Charter, the composition of the Committee shall be 3 members, all of which are non-executive directors, and majority is independent directors.</p> <p>The Corporate Governance Manual stipulates that the Independent Directors shall constitute 20% of the Board. The third member of the committee is a non-executive director which would make him still independent from management control.</p>	<p>The Company has two (2) independent directors at this time, consistent with Sec. 38 of the Securities and Regulation Code. Thus, it is unable to have three (3) independent directors as members of the Corporate Governance Committee.</p> <p>In any event, the Board is composed of a majority of non-executive directors, two (2) of which are independent and four (4) are non-executive.</p> <p>Please see attached Annex A for the members of the Corporate Governance Committee, their qualifications and type of directorship.</p> <p>Under the Corporate Governance Committee Charter, the composition of the Committee shall be 3 members, all of which are non-executive directors, and majority is independent directors.</p> <p>The Corporate Governance Manual stipulates that the Independent Directors shall constitute 20% of the Board. The third member of the committee is a non-executive director which would make him still independent from management control.</p>

3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	Please see attached Annex A for further information of the Chairman of the BROCC.	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Please see attached Annex A for the background of the BROCC members specifically the background of Atty. Gabriel A. Deechairman of BROCC.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Section 3.24 of the Corporate Governance Manual establishes the Related Party Transaction Committee and its composition and functions.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The charter of the Related Party Transaction Committee also expounds on its purpose, authority, duties and responsibilities.</p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Please see attached Annex A for the information of its members, their qualifications and the type of directorship.	
Recommendation 3.6			

<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>Section 3.25 of the Corporate Governance Manual provides that:</p> <p>3.25 All established committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information.</p> <p>The Charters should provide the standards for evaluating the performance of the Committees. It should also be fully disclosed on the company's website. The Charter of each Committee shall clearly define the roles and accountabilities of each committee to avoid any overlapping functions, towards having a more effective Company Board.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p>The Charters of the Committees are integral parts of and attached to this CG Manual as follows:</p> <p>Annex C: Charter of the Board of Directors Annex D: Charter of the Audit Committee Annex E: Charter of the Corporate Governance Committee, which shall also have the duties and responsibilities of the Nominations Committee and the Remuneration Committee Annex F: Charter of the Board Risk Oversight Committee Annex G: Charter of the Related Party Transactions Committee</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Please see link to company's website where the Committee Charters are disclosed</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
--	-----------	---	--

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Section 3. 26 of the Corporate Governance Manual of the Corporation provides for tele-/videoconferencing of all meetings as follows:</p> <p>3.26. Directors shall attend and actively participate in all meetings of the Board, Committees, and Shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the SEC, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so.</p> <p>Please see attached Annex A for the information on the attendance of the directors to the meetings.</p> <p>Please be advised that this is also disclosed in the Corporation's Definitive Information Statement.</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=602</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p>	
---	-----------	---	--

2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The directors are provided with Pre-read materials prior to all meetings for their review.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The Directors ask the necessary questions and seek clarifications and explanations during Board and Committee meetings. The questions asked and clarifications/ explanations sought are reflected in the minutes of meetings.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>Section 3.27 and 3.28 of the Corporate Governance Manual of the Corporation indicates:</p> <p>3.27. The non-executive directors of the Board shall concurrently serve as directors to a maximum of five publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> <p>3.28. A director shall notify the Board where he/she is an incumbent director before accepting a directorship in another company.</p> <p>Please see attached Annex A for the list of directorships of the company directors.</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Mr. Erwin M. Elechicon, Independent Director, sent a written notice to the Board of his nomination for election as Independent Director of the Union Bank of the Philippines.	

Optional Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	Compliant	Please see attached Notices of the board meetings conducted for the year. The Board had 6 meetings for 2018.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions.	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			

<p>1. The Board has at least 3 Independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Non Compliant)</p>		<p>Section 3.20 of the Corporate Governance Manual states that:</p> <p>3.29. Consistent with the Securities Regulation Code, the Board shall have at least two (2) Independent Directors, or such number as shall constitute 20% of the members of the Board, whichever is lesser.</p> <p>The number of independent directors by the Board is compliant under the corporate governance manual of the Corporation. The number of Independent Directors constitutes 1/3 of the Board.</p> <p>The Board has reviewed the Company's present complement of directors, its productivity and goals achievement over the past three years and the availability of a qualified person who would be suitable and an appropriate fit for the corporate organization. After much contemplation, the election of a third independent director has been deferred to a more opportune and appropriate time. Nonetheless, the objective that the Board should exercise independent judgment is still achieved given that the directors are very much aware of their fiduciary duties. The directors deliberate upon critical matters taking into consideration what is in the best interests of the corporation.</p>
---	------------------------	--	--

<p>Recommendation 5.2</p>			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Section 3.30 of the Corporate Governance Manual Board of Directors Governance Responsibilities, Reinforcing Board Independence provides for the qualifications of the Independent Director.</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

Supplement to Recommendation 5.2

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Complaint</p>	<p>Section 4.2 of the Board Charter; 4.4. D of the Board Charter as follows:</p> <p>4.2. Consistent with the director's three-fold duty of obedience, diligence and loyalty to the Company, a director shall:</p> <p>a) Act within the scope of power and authority of the Company and the Board as prescribed in the Articles of Incorporation, By-Laws, and in existing laws, rules and regulations;</p> <p>b) Exercise the best care, skill and judgment, and observe utmost good faith in the conduct and management of the business and affairs of the Company; and,</p> <p>c) Act in the best interest of the Company and for the common benefit of the Company's stockholders and other stakeholders.</p> <p>4.4. Specific Duties and Responsibilities of a Director</p> <p>A Director should act in a manner characterized by integrity, transparency, accountability and fairness. Consistent with this, a Director shall:</p> <p>d) Exercise independent judgment;</p>	
<p>Recommendation 5.3</p>			

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>The Company's independent directors, Messrs. Dobbin A. Tan and Erwin M. Elechicon, were elected as independent directors on March 1, 2016 and June 16, 2014, respectively.</p> <p>Please see attached Annex A which would show the number of years served by the Independent directors.</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Section 3.31 of the Corporate Governance Manual provides for the following stipulation:</p> <p>3.30. Independent Directors shall serve for a maximum cumulative term of nine (9) years, reckoned in accordance with the pertinent rules of the SEC, after which the Independent Director shall be perpetually barred from re-election as such 20 in the Company, but may continue to qualify for nomination and election as a non-independent director.</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	<p>Compliant</p>	<p>There exists a mechanism in the Corporate governance Manual which requires election of all Independent Directors which states:</p> <p>a) In the instance that the Company believes it is beneficial to retain an Independent director who has served for nine years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.</p> <p>The current independent Directors of the Corporation has not yet served for more than nine years.</p>	
<p>Recommendation 5.4</p>			

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Chairman of the board is Mr. Antonio C. Pacis and the CEO is Mr. Raymond K. H. See.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Section 3.32 of the Corporate Governance Manual provides:</p> <p>3.32. The positions of Chairman of the Board and Chief Executive Officer shall be held by separate individuals and each should have clearly defined responsibilities.</p> <p>a) The role and responsibilities of the Chairman are provided Part III(B)(3) of Corporate Governance Manual</p> <p>b) The Chief Executive Officer shall roles and responsibilities are set forth under 3.32 (b) (i)-(ix)</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

Recommendation 5.5

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>Section 3.33 of the Corporate Governance Manual provides for the functions of the lead independent director:</p> <p>3.33. The Board shall designate as practicable a lead director among the independent directors if the Chairman of the Board is not independent, including if the positions of the Chairman of the Board and Chief Executive Officer are held by one person.</p> <p>The functions of the lead shall include, among others, the following:</p> <ul style="list-style-type: none"> a) Serves as an intermediary between the Chairman and the other Directors when necessary; b) Convenes and chairs meetings of the Non-Executive Directors; and c) Contributes to the performance of the Chairman, as required. <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Section 4 of Board of Directors charter elucidates on this point as follows:</p> <p>A Director should act in a manner characterized by integrity, transparency, accountability and fairness. Consistent with this, a Director shall:</p> <ul style="list-style-type: none"> a) Conduct business transactions with the Company fairly. He shall ensure that his personal interest does not conflict with the interests of the Company or affect his independent judgment and the Board's decisions, and fully and immediately disclose an actual or potential conflict of interest that may arise; 	
Recommendation 5.7			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Not compliant	All of the Committees except the Executive Committee are Chaired and composed of Non- executive Directors. The Committees as a group has not had a meeting with the external audit team without anyone from management present. However, members of the Committees have access to the Company's external auditors, chief compliance officer, chief audit executive, and may meet and dialogue with them without anyone from management present.	All of the Committees except the Executive Committee are Chaired and composed of Non-executive Directors. The Committees as a group has not had a meeting with the external audit team without anyone from management present. However, members of the Committees have access to the Company's external auditors, chief compliance officer, chief audit executive, and may meet and dialogue with them without anyone from management present.
2. The meetings are chaired by the lead independent director.	Not Compliant		
Optional Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation G.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Corporate governance section mandates the conduct of self-assessment by the Board, the chairman, the committees.	
2. The Chairman conducts a self-assessment of his performance.	Compliant	<u>In compliance with Corporate Governance principles which require boards to have effective processes and to evaluate their performance and appraise directors at least once a year, the Company is currently drafting and creating evaluation processes to increase effectiveness, maximize strengths and improve the performance of the board, committees and individual directors.</u>	
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		

<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Compliant</p>	<p>In compliance with corporate governance principles, and the Company's newly approved Corporate Governance Manual which require boards to have effective processes to evaluate performance and appraise directors, the Company is currently working on creating an evaluation process to increase effectiveness, maximize strengths and improve the performance of the Board, committees and individual directors.</p> <p>This has not yet been done as the Corporate Governance Manual has just been implemented last year. Thus, the three year period has not yet lapsed.</p>	
<p>Recommendation 6.2</p>			

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Section F of the Corporate Governance Manual outlines the system for assessing board performance: F. ASSESSING BOARD PERFORMANCE The best measure of the Board's effectiveness is through the assessment process. The Board shall regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	3.36. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees. Every three years, the assessment shall as practicable or feasible be supported by an external facilitator. 3.37. The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors and the Board Committees. Such system shall allow for a feedback mechanism from the shareholders.	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7A

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	The Company follows certain professional and ethical standards in internal and external dealings, which standards are formally or informally communicated to officers and employees of the Company. The Code of Business Conduct and Ethics, is uploaded on the website. http://corporate.allianceselectfoods.com/corporate-governance-manuals/	
---	-----------	--	--

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Business Conduct and Ethics is posted on the website. Please see link below: http://corporate.allianceselectfoods.com/corporate-governance-manuals/	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please see link below http://corporate.allianceselectfoods.com/corporate-governance-manuals/ .	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	This is found in the Guidelines on Employee Behavior, Please see attached as Annex D.	
Recommendation 7.2			

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Company undergoes multiple audits annually by third parties, customers, stakeholders as well as its external auditors and internal auditor to ensure compliance.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>The Company follows certain professional and ethical standards in internal and external dealings, which standards are formally or informally communicated to officers and employees of the Company. The Code of Business Conduct and Ethics can be viewed on the following link:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Part IV of the Corporate Governance Manual A. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES provides for the corporate disclosure policies and procedures of the Corporation.</p> <p>http://allianceselectfoods.com/wp-content/uploads/2017/06/ASFII_-2017-Corporate-Governance-Manual.pdf</p> <p>For the reports made available to the shareholders, this is accessible in the Corporation's website and in Philippine Stock Exchange Portal:</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?company_id=602</p>	
--	-----------	---	--

Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>The annual report and the Quarterly reports are published within the required timelines with SEC and PSE.</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Please see below link for the Corporation's Annual Report http://corporate.allianceselectfoods.com/sec-filings/</p>	
<p>Recommendation 4.2</p>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>The Corporation has an existing policy requiring director and officers of the Company to report dealings in the shares of stock of the Company within three business days.</p>	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Please see link for the policy on Reporting DO Dealings in Shares of the Company: http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>Supplement to Recommendation 8.2</p>			

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Please see attached Annex A for the shareholdings of the directors, management and Annex F for the list of the top 100 shareholders as of March 31, 2019.</p> <p>Please see attached Annex G, the conglomerate Map of the Corporation.</p>	
<p>Recommendation 3.3</p>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Please see attached annex A. This is also published in the Corporation's Annual Report submitted to the PSE and SEC and found in the Corporation's website.</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Please see attached annex A. This is also published in the Corporation's Annual Report submitted to the PSE and SEC and found in the Corporation's website.</p> <p>http://allianceselectfoods.com/sec-filings/</p>	
<p>Recommendation 5.4</p>			

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Corporation's Definitive Information Statement submitted on May 27, 2019 on the PSE Edge Portal (i.e. http://edge.pse.com.ph/companyDisclosures or http://corporate.allianceselectfoods.com/sec-filings/) indicates the compensation policy for the Board of directors.</p> <p>On January 21, 2016, the Company's board of directors adopted a policy, effective immediately, setting director's per diems at P10,000 per attendance at Board Meetings and P5,000 per attendance at Committee meetings.</p> <p>Under the amended By-Laws, as compensation, the Board shall receive and allocate an amount of not more than 10% of the Group's EBITDA 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 the stockholders representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders.</p> <p>The Corporate Governance Committee charter also provides for the remuneration policy of the Corporation. Please see link below:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Corporate Governance Committee Charter provides for the policy for determining executive remuneration: Please see link below on the Charter of Corporate Governance Committee:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Please see attached Annex A for the breakdown of director remuneration and executive compensation	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The Corporation has an existing policy on Related Party Transactions which is part of its Corporate Governance Manual. Please see link for your reference: http://corporate.allianceselectfoods.com/corporate-governance-manuals	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	This is disclosed in the Corporations Audited Financial Statements. There is no material related party transactions for the year. The other related party transactions can be found in Note 13 page 35 of the Audited Financial Statements of the Corporation Material facts or events are required to be disclosed through SEC Form 17-C and through the PSE Edge. The Company has been compliant in disclosing all material transactions and events.	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Please see RPT charter which requires the Director to disclose their interest in the event there is an RPT transaction. http://corporate.allianceselectfoods.com/corporate-governance-manuals	
Optional: Recommendation 8.5			

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>Section B (2) of the RPT Charter of the Corporation states: 2. In the review and approval of RPTs, the Company shall at all times abide by the following standards: 2.1. That the RPT is "fair and at arm's length"1;</p>	
<p>Recommendation 3:6</p>			
<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>Compliant</p>	<p>This is disclosed in the Corporations Audited Financial Statements. There is no material related party transaction to be disclosed.</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>No RPT which required the corporation to appoint an independent director.</p>	
<p>Supplement to Recommendation 3:6</p>			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>The Company has no voting trust holders of 5% or more of the Company's stock, or of any arrangements that may result in a change of control of the Company.</p>	
<p>Recommendation 3:7</p>			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please see link to the company's website where the Manual on Corporate Governance is posted. http://corporate.allianceselectfoods.com/corporate-governance-manuals	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 3.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please see attached as Annex H Received copy of the Manual of Corporate Governance which was submitted to the SEC on May 31, 2017 and submitted to the PSE on June 1, 2017. No recent amendments have been made.	
Optional Principles			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant	Please see link to the Annual Report: http://corporate.allianceselectfoods.com/sec-filings/	
b. Financial performance indicators	Compliant	Item 6 Management Discussion and Analysis of Operation of the Annual Financial Statement.	
c. Non-financial performance indicators	Compliant	Please see Key Performance Indicators of the Annual Report.	
d. Dividend Policy	Compliant	Please see link to the Annual Report: http://corporate.allianceselectfoods.com/sec-filings/	

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Part III Control and Compensation Information Directors and Executive Officers of the Registrant in the Annual Financial Statement http://corporate.allianceselectfoods.com/sec-filings/	
f. Attendance details of each director in all directors meetings held during the year	Compliant	Part IV. Corporate Governance Item 14 Corporate Governance (pg. 38 of the Annual Financial Statement)	
g. Total remuneration of each member of the board of directors	Compliant	Part III Control and Compensation Information Item 11 Executive Compensation (pg. 34 of the Annual Financial Statement)	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Part IV Corporate Governance Item XIV of the AFS (pg 38 of the AFS)	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Please see link of the 17-A Report which contains the details for this section (e.g. Major Risk Factors) http://corporate.allianceselectfoods.com/sec-filings/	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Please see link of the 17-A Report which contains the details for this section. http://corporate.allianceselectfoods.com/sec-filings/	

5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Please see Major Risk Factor Page 11 of the Annual Financial Statement	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<p>The Charter of the Audit Committee under III Functions of the Committee, Section B (x) provides for the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor as follows:</p> <p>(x) Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders</p>	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	70.84% of the Shareholders (1,770,868,599) ratified the reappointment of Reyes Tacandong & Co., as the Company's Independent External Auditor for 2018.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<p>Please see link to the Audit Committee Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The external auditor, Reyes Tacandong & Co., has been reappointed for 2018.</p>	

Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Please see link to the attached Audit Committee Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The external auditor is Evaluated on an annual basis.</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>Compliant</p>	<p>Please see link below to the Corporations' Audit Committee Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>Section III B External Audit section (x) states:</p> <p>(x) Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.</p>	
<p>Supplement to Recommendations 9.2</p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>Please see link to the company's Audit Committee Charter: http://corporate.allianceselectfoods.com/corporate-governance-manuals</p> <p>The Audit Committee recommend the appointment, reappointment and removal of the External Auditor. It is in this review that the Committee ensures that that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Section III B External Audit (viii) states:</p> <p>(viii) Perform oversight functions over the Company's Internal and External Auditors. It ensures the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and person</p> <p>Please see link below to the Corporations' Audit Committee Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
<p>Recommendation 9.3</p>			

<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Compliant</p>	<p>There have been no non-audit services for the year.</p> <p>Please see Section 3 (b) (2) audit committee charter which states:</p> <p>The Audit Committee shall:</p> <p>Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The committee should 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 Company's Annual Report and Annual Corporate Governance Report;</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	<p>Compliant</p>	<p>Section III B External Audit 2 states:</p> <p>The Audit Committee shall Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The committee should 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 Company's Annual Report and Annual Corporate Governance Report;</p> <p>Please see link below to the Corporations' Audit Committee Charter:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Please see attached Annex A for audit fees. There have been no non-audit services for the year.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Please see details of the company's external auditor, as follows:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner: Emmanuel V. Clarino 2. BOA Accreditation number:4782 3. Date Accredited: December 29, 2015 4. BOA Expiry date of accreditation: Dec 31, 2018 5. SEC Accreditation No: 1021-AR-2 Group A 6. Date Accredited: September 27, 2016 7. SEC Expiry date of accreditation: March 27, 2020 8. Name, address, contact number of the audit firm Reyes, Tacandong & Co. Citibank Tower 8741 Paseo De Roxas Makati City 1226 Philippines 	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	Company's external auditor agrees to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant. There was no inspection conducted for 2018.	There was no inspection yet for 2018.
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Sec C 4.11 of the Corporate Governance Manual states as follows:</p> <p>4.11. The Board shall have a clear and focused policy on the disclosure of nonfinancial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability. Companies shall adopt a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non-Compliant	The Company will endeavor to adopt a standard/framework in reporting sustainability and non-financial issues at the soonest practicable time.	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The company uses quarterly reporting, current reporting and quarterly Press Releases disclosed through the PSE portal.	
---	-----------	--	--

Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	Please see attached link of the Corporation's website http://corporate.allianceselectfoods.com/	
a. Financial statements/reports (latest quarterly)	Compliant		

b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Please see link to the Corporation's website: http://corporate.allianceselectfoods.com/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The company has an internal audit and a chief audit executive. It also has financial controls in place. It likewise employs the SAP system to ensure rigorous financial.	

<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Please see link to the Corporation's Annual report: http://corporate.allianceselectfoods.com/sec-filings/</p> <p>Please see section 26 of the Annual Financial Statement which would reflect the Company's Risk Management Procedures and processes, the key risks the company is currently facing, and how the company manages the key risks.</p> <p>The frame work used is the Philippine Financial Reporting Standards (PFRS) which includes all applicable PFRS, Philippine Accounting Standards, interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and adopted by the SEC.</p>	
Supplement to Recommendations 12-1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>The Board of Directors Charter and the Manual of Corp governance with specific provisions under the compliance officer cover this section http://corporate.allianceselectfoods.com/corporate-governance-manuals</p>	
Optional Recommendation 2-1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>		<p>Provide information on IT governance process</p>	
Recommendation 12-2			

<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>The internal audit is in-house. The internal audit through the Chief-audit-executive reports directly to the Board.</p>	
<p>Recommendation 2.3</p>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p>The Company's Chief Audit Executive is Ms. Nimpa Reyes.</p> <p>The Internal Audit Charter provides for the responsibilities of the CAE as follows:</p> <ol style="list-style-type: none"> 1. Periodically review the Internal Audit Charter and present it to senior management and the Board Audit Committee for approval; 2. Establish a risk-based Internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the organization's goals; 3. Communicate the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval; 4. Spearhead the performance of the Internal audit activity to ensure it adds value to the organization; 5. Report periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and 6. Present findings and recommendations to the Audit Committee and gives advice to senior management and the Board on how to improve internal processes. 	

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	Please see comment above.	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	There is an in-house chief audit executive.	There is an in-house chief audit executive.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please see link below of the Corporate Governance Manual for the provisions pertaining to the Compliance officer 3.6, external auditor (part IV B), chief audit executive section (5.3). The three officers function to identify, assess and monitor key risk exposures of the Corporation. http://corporate.allianceselectfoods.com/corporate-governance-manuals	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Corporation has not sought external technical support in risk management	The Corporation has not sought external technical support in risk management
Recommendation 12.5			

<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>Compliant</p>	<p>The Chief Risk Officer of the Corporation is Ms. Lisa Dejadina</p> <p>The Corporate Governance Manual under section 5.5, provides for the following functions of The CRO:</p> <p>a.) Supervise the entire ERM process and spearhead the development, implementation, maintenance and continuous improvement of ERM processes and documentation;</p> <p>b) Communicate the top risks and the status of implementation of risk management strategies and action plans to the Board Risk Oversight Committee;</p> <p>c) Collaborate with the CEO in updating and making recommendations to the Board Risk Oversight Committee;</p> <p>d) Suggest ERM policies and related guidance, as may be needed; and</p> <p>e) Provide insights on the following:</p> <p>(i) Risk management processes are performing as intended;</p> <p>(ii) Risk measures reported are continuously reviewed for effectiveness;</p> <p>(iii) Established risk policies and procedures are being complied with. There shall be clear communication between the Board Risk Oversight Committee and the CRO.</p> <p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>The CRO is the senior vice president of the corporation and the head of group and business development which would ensure the CRO has adequate resources.</p>	

Additional Recommendation to Principle 12

1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Please see attached CEO and CAE's attestation as Annex I.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Part VI of the Corporate Governance Manual "Cultivating Synergic Relationship with Shareholders" Part A 6.1 b provides for the Shareholder's rights.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Please see link of the Company's website: The Corporation has not sought external technical support in risk management	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	The By-laws, and Articles of Incorporation shows the corporation's treatment of shareholders with respect to its voting rights, subscription rights and transfer rights.	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	The By-laws, and Articles of Incorporation shows the corporation's treatment of shareholders with respect to its voting rights, subscription rights and transfer rights.	
3. Board has an effective, secure, and efficient voting system.	Compliant	The Voting Procedure is Indicated in the Corporation's Information statement. http://corporate.allianceselectfoods.com/sec-filings/ Voting is by balloting.	

<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>The Corporation uses cumulative voting.</p> <p>Please see link where you can find the certification from the Corporate Secretary on the tabulation of votes and the method of voting use. The Corporation's DIS also explains the voting procedure.</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p> <p>http://allianceselectfoods.com/company-disclosure/notice-of-annual-meeting-of-stockholders/</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Part VI A Section 6.1 (iv) of the Corporate Governance Manual provides that Shareholders holding at least 25% of the Company's outstanding capital stock can propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Shareholders' Meeting; provided that to prevent the misuse or abuse of this right the Board shall have the discretion not to agree to the proposal provided further that such discretion shall in all instances be exercised for the protection of the corporate interest.</p> <p>In the event a special meeting is held by reason of a proposal made by a shareholder under this provision, the proposing shareholder shall shoulder all of the costs of such meeting unless shareholders holding a majority of the outstanding capital stock vote to allow the Company to shoulder such costs.</p>	

<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Part VI A Section 6.1 (iii) of the Corporate Governance Manual provides:</p> <p>It is the right of all shareholders, including minority shareholders to nominate candidates to the Board of Directors in accordance with law and consistent with the Company's nominations policies and processes and the rules and regulations of the SEC pertinent to the nomination of candidates.</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Part VI A Section 6.1 (ii) of the Corporate Governance Manual provides:</p> <p>Right to dividends is consistent with the Corporation Code and Philippine Jurisprudence. The dividend policy of the Company shall be disclosed in the Company's Annual Report. The policy of ASFIL for the payment of cash dividends shall be that all cash dividends shall be paid to shareholders within thirty (30) days from declaration thereof.</p> <p>The Company has not adopted a specific dividend policy. The Company has not declared dividends for the past two most recent fiscal years.</p>	

Optional Recommendation 13.1

<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>		<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p>	
---	--	--	--

Recommendation 13.2

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>The Notices were sent within the prescribed period mandated by the law.</p> <p>There were no Items involving remuneration which were tabled therein. Please see attached link of the table of agenda in the DIS for both meetings in 2018</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>Please see link that would provide the notice to the Company's Annual Shareholder's meeting was sufficient and complies with the corporate governance rules:</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Same as above.	
b. Auditors seeking appointment/re-appointment	Compliant	Same as above.	
c. Proxy documents	Compliant	Same as above.	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Please see link that would show the company's Definitive Information Statement which provides the rationale for the agenda items.</p> <p>http://corporate.allianceselectfoods.com/sec-filings/</p>	
Recommendation 13.3			

<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>Compliant</p>	<p>Please see link of the copy of the latest ASM Minutes http://corporate.allianceselectfoods.com/sec-filings/</p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>Please see link of the copy of the latest ASM Minutes http://corporate.allianceselectfoods.com/sec-filings/</p> <p>Please see Annex I for the voting results for all agenda items on the previous Special Stockholder's meeting and Annual Stockholder's meeting. The voting was done by ballot. There was also an opportunity to ask questions and answers were provided by the board during the meeting.</p>	
<p>Supplement to Recommendation 13.3</p>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>The External auditor was present during the most recent ASM and Special Stockholders' meeting. Please refer to Minutes of the ASM in the link below: http://corporate.allianceselectfoods.com/sec-filings/</p>	
<p>Recommendation 13.4</p>			

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Section 6.4 of the Corporate Governance Manual provides as follows: 6.4. The Board shall make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner, which shall be included in the company's Manual on Corporate Governance.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	This provision is found in 6.4 of the Corporate Governance Manual. http://corporate.allianceselectfoods.com/corporate-governance-manuals	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Investor Relations Officer of the Corporation is Atty. Ma. Kristina Ambrocio Telephone number: (02) 7473798 E-mail address: Kpambrocio@allianceselectfoods.com	
2. IRO is present at every shareholder's meeting.	Compliant	Yes, the IRO is present at every Shareholders' meeting	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	There are no anti-take over measures or similar devices that may entrench ineffective management of the existing shareholder group.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The Company's public float as December 31, 2018 is 31.86	
Optional Principle 13			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting		Disclose the process and procedure for secure electronic voting in absentia, if any.	

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>The Corporate governance Manual Part VII Duties of Stakeholders A sec. 7.1a defines the composition of stakeholders as:</p> <p>Stakeholders include but are not limited to shareholders, employees, suppliers, investors, creditors, the community in which the Company operates, etc.</p> <p>The Corporate Governance Manual provides information pertaining to shareholders' rights, duties and programs.</p>	
---	-----------	--	--

Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>The Corporate Governance Manual provides:</p> <p>7.2. The Board shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	
---	-----------	---	--

Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Whistleblowing policy and practices and procedures for stakeholders are incorporated in the Corporate Governance Manual under Section 7.5 and 7.6 as follows:</p> <p>7.5. The Board shall make a stand against corruption by adopting an anticorruption policy and program in its Code of Conduct. Further, the Board shall disseminate the policy and program to employees across the organization through trainings to embed them in the company's culture.</p> <p>7.6. The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board shall supervise and ensure its enforcement.</p> <p>For concerns of violations please contact:</p> <p>Ma. Kristina Ambrocio</p> <p>Telephone number: (02) 7473798 E-mail address: Kpambrocio@allianceselectfoods.com</p>	
---	------------------	--	--

Supplement to Recommendation 14.3

<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>The Corporate Governance Manual provides under 6.4</p> <p>6.4. The Board shall make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner, which shall be included in the company's Manual on Corporate Governance.</p>	
---	------------------	--	--

Additional Recommendations to Principle 14

<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>Compliant</p>	<p>There has been no request for exemption for the year.</p>	
<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p>The Corporation respects and complies with Intellectual Property Code of the Philippines</p> <p>It has not infringed any intellectual property rights owned by other entities.</p>	

Optional: Principle 14

<p>1. Company discloses its policies and practices that address customers' welfare</p>		<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>		<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p>	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>Compliant</p>	<p>The Corporation's Corporate Governance Manual under Part VII section 8 7.4 outlines its policy to encourage employee participation such as:</p> <p>A mechanism for employee participation shall be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.</p> <p>7.4. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance. Such policies and programs shall cover:</p> <p style="padding-left: 40px;">a) Health, safety and welfare; b) Training and development; and c) Reward/compensation for employees that encourages employees to perform better and motivates them to take a more dynamic role in the corporation.</p> <p>To further foster active participation, the Company shall recognize the firm specific skills of its employees and their potential contribution in corporate governance. The employees' viewpoint in certain key decisions may also be councils or employee representation in the board.</p> <p>Please see attached Goal Setting Performance Assessment Form which allows the employees to participate in policies and programs and voice concerns.</p>	
<p>Supplement to Recommendation 15.1</p>			

<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<p>Please see attached Annex E for Goal Setting Performance Assessment Form.</p> <p>The goal setting performance form allows the management and employees to set goals and performances and review final performance against target goals and development plan.</p> <p>This evaluation conducted with the GSPA is used as basis for the Bonus Policy.</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Please see attached Company policy on health, safety and welfare of its employees, which are formally communicated to its officers and employees.</p> <p>Also attached as Annex K are documentation of seminars and trainings conducted in relation to health, safety and welfare of employees.</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Please see attached training policies and training schedule as Annex K.</p>	
<p>Recommendation 15.2</p>			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>The Corporate Governance Manual of the Corporation under Section 7.5 states:</p> <p>7.5. The Board shall make a stand against corruption by adopting an anticorruption policy and program in its Code of Conduct. Further, the Board shall disseminate the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please see attached training policy, training schedules and the attendance list of the trainings conducted and participated by employees as Annex K.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Rule 6 and 9 of the ASFI guidelines on employee behavior provides that the following act is considered punishable offenses:</p> <p>b. Extorting or unauthorized solicitation of money within company premises for personal ends.</p> <p><u>Rule 9: Serious Dishonesty Affecting Company Interest</u></p> <p>a. Offering or accepting anything of value in exchange for a purchase or requisition, job, work assignment, work location or favorable conditions of his office or position or any other similar consideration.</p>	
Recommendation 15.3			

<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>Compliant</p>	<p>Under Article 7.6 of the Corporate Governance Manual, it provides:</p> <p>7.6. The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board shall supervise and ensure its enforcement.</p> <p>The whistleblowing framework is being reviewed by the Board and will be published once approved.</p> <p>Employees and Officers can also use the GSPA form to supervisors to report on concern about illegal or unethical practices).</p> <p>To report any illegal or unethical behavior please contact: Ma. Kristina Ambrocio</p> <p>Telephone number: (02) 635-5241 Fax Number: (02)6355235 / (02)6353423 E-mail address: Kpambrocio@allianceselectfoods.com</p> <p>The Board has also approved its Whistle Blowing Policy. Please see link below. http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>Compliant</p>	<p>The Company's Whistleblowing Policy that will allow employees to have access to an independent member of the Board or a unit created to handle whistleblowing concerns has been approved. Please see link below:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>The Company's Whistleblowing Policy that will require the Board to supervise and ensure the enforcement of the whistleblowing framework has been approved. Please see link below:</p> <p>http://corporate.allianceselectfoods.com/corporate-governance-manuals/</p>	
---	------------------	---	--

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16a

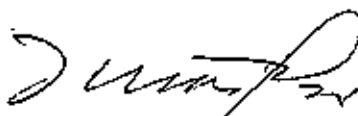
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>The Annual Financial Statement of the Corporation disclosed that the Corporation has been giving back to the community through Corporate Social Responsibility Program in General Santos City. The program aimed to focus on the local workers' community welfare, as well as promote a clean and healthy environment together with energy conservation.</p>	
---	------------------	---	--

Optional Principle 16

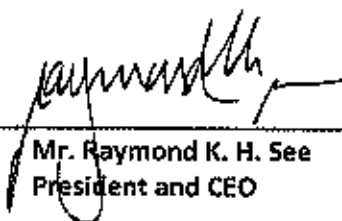
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>		<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>		<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of ~~PASIG CITY~~ on ~~30 MAY 2019~~ 2019

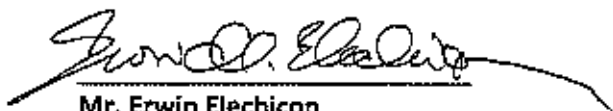
SIGNATURES



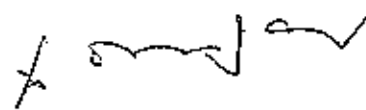
Atty. Antonio C. Pacis
Chairman of the Board



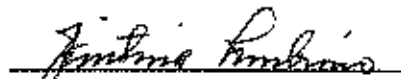
Mr. Raymond K. H. See
President and CEO



Mr. Erwin Elechicon
Independent Director



Mr. Dobbin Tan
Independent Director



Atty. Kristina P. Ambrocio
VP Legal and Compliance Officer



Atty. Barbara Anne C. Migallos
Corporate Secretary

SUBSCRIBED AND SWORN TO before me at PASIG CITY on 30 MAY 2019; affiants exhibited to me the following:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date / Place Issued</u>
Atty. Antonio C. Pacis Manila	Passport EC5839503	Oct. 30, 2015 DFA
Mr. Raymond K. H. See	Passport EC3695414	March 17, 2015 DFA NCR East
Mr. Erwin Elechicon	Passport- EC07551549	April 3, 2014 DFA NCR Central
Mr. Dobbin Tan	Passport EC0552843	March 13, 2014 DFA Manila
Atty. Kristina P. Ambrocio	IBP Card No. 52615	
Atty. Barbara Anne C. Migallos	Passport P7148981A	May 10, 2028 DFA NCR South

and is/are personally known to or identified by me to be the same person/s who executed the foregoing instrument and he/she/they further affirmed and made oath as to the said instrument.

Doc. No. 274
 Page No. 56
 Book No. I
 Series of 2019



[Signature]
ATTY. GINO MARCO P. BAUTISTA
 Notary Public for Pasig, San Juan, and Pateros
 Commission No. 135 (2018-2019)
 Until December 31, 2019
 3104 A, West Tower, Phil. Stock Exchange Centre,
 Exchange Road, Ortigas Center, Pasig City
 PTR No. 5281587/1-14-2019/Pasig City
 JBP No. 069385/1-15-2019/Quezon City
 Roll of Attorneys/No. 58507
 MCLE Compliance No. *01 Being Processed*

ANNEX A: Directors and Executive Officers

The names of the incumbent directors of the Company, their respective ages, citizenship, period of service, directorships in other companies and positions held for the last five (5) years are as follows:

DIRECTORS

Director	Nationality	Position	Age	Period of Service (as of March 31, 2019)
Antonio C. Pacis	Filipino	Chairman	78	4 years and 5 months (First elected on December 8, 2014)
Gabriel A. Dee	Filipino	Vice Chairman	54	10 months (First elected on July 4, 2018)
Raymond K. H. See	Filipino	Director, President, and CEO	51	3 years and 5 months (First elected on December 8, 2014)
Erwin M. Elechicon	Filipino	Independent Director	58	4 years and 10 months (First elected on June 16, 2014)
Marie Grace T. Vera Cruz	Filipino	Director	37	4 years and 10 months (First elected on June 16, 2014)
Joseph Peter Y. Roxas	Filipino	Director	56	3 years and 2 months (First elected on March 1, 2016)
Dobbin A. Tan	Filipino	Independent	54	3 years and 2

ANNEX A

		Director		months (First elected on March 1, 2016)
--	--	----------	--	---

ANTONIO C. PACIS - 78 Filipino citizen; Chairman of the Board

Mr. Pacis obtained his law degree from the Ateneo Law School in 1965 and his masteral law degree from the Harvard Law School in 1967.

He is on the Board of Directors at OCLP Holdings Inc., BDO Unibank, Inc., Paluwagan Ng Bayan Savings Bank, Armstrong Pacific Co., Inc., Legisforum, Inc., Technology Investment Co., Inc. and Central Colleges of The Philippines.

He is Chairman of the Board of Directors at Asian Silver Estate, Inc., International Social Service Philippines, Inc., Amigo Holdings, Inc., Asian Waterfront Holdings, Inc., Mantle Holdings, Inc., and Corporate Secretary for Armstrong Securities, Inc., EBC Strategic Holdings Corp., and Paluwagan NG Bayan Savings Bank.

Mr. Pacis has been practicing law since 1965 and continues to practice at Pacis and Reyes Law Office and was a professor of law at the Ateneo Law School.

GABRIEL A. DEE - 54, Filipino citizen; Vice-

Mr. Dee obtained his law degree from the University of the Philippines College of Law in 1988 and his MBA Units at Ateneo De Manila Graduate School of Business from 1990-1992.

He is the Managing Partner of Picazo Buyco Tan Fider & Santos Law Offices from 2006 to date. He is a Director and Corporate Secretary of various listed and unlisted corporations, including several financial institutions. He is also a resource person for various seminars on IPO's, Listings and Estate Planning.

Mr. Dee has been practicing law since 1989. He is a professor of law teaching Corporation Law at the Lyceum College of Law and UP College of Law.

RAYMOND K. H. SEE - 51, Filipino citizen; Director, President & CEO

Mr. See graduated from De La Salle University in 1989 with a degree in B.S. Industrial Management Engineering, minor in Mechanical Engineering.

Prior to joining the Company, Mr. See was a former executive from Pilipinas Shell Petroleum Corporation. He rose from the ranks in his 24 year stay in the said company. Mr. See was the Senior Vice-President for Operation of the Company before being appointed as President & CEO of the Company on December 8, 2014.

MARIE GRACE T. VERA CRUZ - 38, Filipino citizen; Director

Ms. Vera Cruz holds an MBA from London Business School and a Bachelor's Degree in Business Economics from the University of the Philippines, where she graduated Magna cum Laude.

Ms. Vera Cruz is the Managing Director of Seawood Resources, Inc., an investment company based in the Philippines. She is also the President of Strongoak, Inc. Prior to Seawood and Strongoak, Ms. Vera Cruz was a consultant at McKinsey & Co.

ERWIN M. ELECHICON - 59, Filipino citizen; Independent Director

Mr. Elechicon is currently the Chairman of the Board of Directors of Silver Machine Digital Communications, Inc. He is also a member of the Board of Directors of UnionBank of the Philippines, Inc.; a founding Partner of the T88C Company; and a member of the Board of Directors of Facility Servisys, Inc. He was a former member of the Board of Directors of PETRONAS Dagangan Berhad (Malaysia) and U-BIX Philippines Corporation.

He started his career with The Procter & Gamble Company and stayed for over 26 years until 2005, when he was Vice President – Fabric & Home Care, responsible for the ASEAN/ Australia / NZ / India Region. He then became the President of Greenwich Pizza Company from 2006-2008 and Fresh N' Famous Foods, Inc. (Chowking) from 2008-2010. He was also the Head of International Business Development of Jollibee Foods Corporation from 2010-2011.

In addition, Mr. Elechicon is the Vice Chairman and member of the Board of Trustees of Ateneo de Iloilo, Inc.; President and member of the Board of Trustees of the P&Gers Fund,

Inc.; Past President and member of the Board of Trustees of the Ateneo Association of Former Resident Students, Inc.; and member of the Board of Directors of Pag-Inupdanay Community Academy, Inc.

He graduated with a degree in Economics, *Cum Laude*, from the Ateneo de Manila University. He also completed courses in Finance and Marketing at Columbia University and at Kellogg School of Management, respectively.

JOSEPH PETER Y. ROXAS - 57, Filipino citizen; Director

Mr. Roxas graduated from the Ateneo de Manila University in 1983 with a Bachelor's degree in Economics. He also has MBA units from the Ateneo de Manila University Graduate School.

Mr. Roxas is President of Eagle Equities, Inc. since 1996. He is also presently a Director of DFNN, Inc., a listed company in the Philippine Stock Exchange, and of Kimquan Trading Corporation, a privately held company. He is also a Director of the Association of Securities Analysts of the Philippines since 2000. Mr. Roxas was with R. Coyuito Securities as Assistant Vice President for Research from 1993 to 1995, and Investment Officer from 1987 to 1992.

DOBBIN A. TAN - 55, Filipino citizen; Independent Director

Mr. Tan graduated from the Ateneo de Manila University in 1985 with a Bachelor of Science degree in Management Engineering. He obtained his Master's degree in Business Administration from the University of Chicago, Booth School of Business in 2013. Mr. Tan also attended a Management Development Program of the Asian Institute of Management in 1990, and a Strategic Business Economics Program of the University of Asia and the Pacific in 2001.

Mr. Tan is presently Chief Executive Officer of New Sunlife Ventures, Inc. He was Managing Director and Chief Operating Officer of Information Gateway from 2002 to 2012. Mr. Tan also served as Vice President for Marketing of Dutch Boy Philippines from 2000 to 2002, President of Informatics Computer College from 1997 to 2000, Assistant Vice President for Marketing of Basic Holdings from 1994 to 1997, Operations Manager of DC Restaurant Management Systems from 1990 to 1994, and Senior Financial Analyst/ Corporate Planning Manager for San Miguel Corporation from 1985 to 1990.

EXECUTIVE OFFICERS

RAYMOND K.H. SEE – 51, Filipino citizen; President & CEO.

Mr. See graduated from De La Salle University in 1989 with a degree in B.S. Industrial Management Engineering, minor in Mechanical Engineering.

Prior to joining the Company, Mr. See was a former executive from Pilipinas Shell Petroleum Corporation who rose from the ranks in his 24 year stay in the said company. Mr. See was the Senior Vice-President for Operation of the Company before being appointed as President and Chief Executive Officer of the Company on December 8, 2014.

LISA ANGELA Y. DEJADINA – 36, Filipino citizen; Senior Vice President for Operational Excellence and Business Development

Ms. Dejadina has a degree in B.S. Industrial Engineering from the University of the Philippines where she graduated in 2005.

Prior to joining the company, Ms. Dejadina worked at Pilipinas Shell Petroleum Corporation where she covered various roles contributing to ten years of solid work experience in the petroleum industry in the areas of fuel depot operations, Health, Safety, Security and Environment (HSSE) management, and business support functions (business development, logistics, and learning & development).

BARBARA ANNE C. MIGALLOS – 64, Filipino citizen; Corporate Secretary.

Ms. Migallos graduated cum laude from the University of the Philippines, with a Bachelor of Arts degree, and finished her Bachelor of Laws degree as cum laude (salutatorian) also at the University of the Philippines. She placed third in the 1979 Philippine Bar Examination.

Ms. Migallos was elected as Corporate Secretary of the Company on July 6, 2015. She is Director and Corporate Secretary of Philex Mining Corporation and Philex Petroleum Corporation, and Corporate Secretary of Nickel Asia Corporation and Silangan Mindanao Mining Co., Inc. She is the Managing Partner of the Migallos & Luna Law Offices. Ms. Migallos is also a Director of Mabuhay Vinyl Corporation and Philippine Resins Industries, and Corporate Secretary of Eastern Telecommunications Philippines, Inc. She is a professorial lecturer in Corporations Law, Insurance, Securities Regulation and Credit Transactions at the De La Salle University College of Law. She was a Senior Partner of Roco Kapunan Migallos and Luna Law Offices from 1988 to 2006.

MA. KRISTINA P. AMBROCIO - 40, Filipino citizen; Assistant Corporate Secretary and Compliance Officer

Ms. Ambrocio graduated from the Ateneo de Manila University in 2001 with a major in Philosophy, and minor in Humanities. She obtained her law degree in 2005 from the University of the Philippines. Ms. Ambrocio also completed an Advanced Intellectual Property Law course at the Institute of European Studies of Macau in 2006.

Prior to joining the Company, Ms. Ambrocio was Corporate Counsel and Assistant Corporate Secretary of Chevron Philippines, Inc.

NIMPA H. REYES- Filipino; Chief Audit Executive

She is experienced in supervising financial accounting, advisory audit and payroll with different kind of industries such as mining, poultry, construction, audit advisory, accounting services, and tourism oriented industries.

Prior to joining the Company, she was the sales account executive of Dalian Bingshan Engineering and Trading Co., Ltd. and an accounting Officer at Crieta Hasan and Associates, CPAs.

BOARD COMMITTEES

AUDIT COMMITTEE	
Dobbin A. Tan	Chairman, Independent Director
Marie Grace T. Vera Curz	Member (Non- executive Director
Erwin M. Elechicon	Independent Director

BOARD RISK OVERSIGHT COMMITTEE	
Atty. Gabriel A. Dee	Chairman, Non- Executive Director
Dobbin Tan	Member Independent Director
Erwin M. Elechicon	Member, Independent Director

RELATED PARTY TRANSACTIONS COMMITTEE

Antonio C. Pacis	Chairman, Non-Executive Director
Dobbin Tan	Member Independent Director
Erwin M. Elechicon	Member Independent Director

CORPORATE GOVERNANCE COMMITTEE

Erwin M. Elechicon	Chairman Independent Director
Dobbin Tan	Member Independent Director
Joseph Peter Y. Roxas	Member Non-Executive Director
Marie Grace T. Vera Cruz	Member Non-Executive Director

EXECUTIVE COMMITTEE

Raymond K. H. See	Chairman
Antonio C. Pacis	Member Non-Executive Director
Marie Grace T. Vera Cruz	Member Non-Executive Director

ATTENDANCE OF THE BOARD MEMBERS:

The attendance of the Board members during Board of Directors meetings held in CY 2018 was as follows:

	23 Mar	10 May	3 July	4 July	13 Aug	7 Nov	Attendanc e
George E. SyCip	P	P	A	NA			90
Antonio C. Pacis	P	P	P	P	P	P	100
Raymond K.H. See	P	P	P	P	P	P	100

Marie Grace T. Vera Cruz	P	P	P	P	A	P	90
Dobbin A. Tan	P	P	P	P	P	P	100
Erwin M. Elechicon	P	P	P	P	P	P	100
Joseph Peter Y. Roxas	P	P	P	P	P	P	100
Gabriel A. Dee	NA/ Starts Aug 13			P	P	P	100

P = Present

A = Absent

N = Not a
Director

Security Ownership of Directors

Title of Class	Name of Beneficial Owner	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	Citizenship	% of Capital Stock
Common	Erwin M. Elechicon	200	0	Filipino	0.00%
Common	Antonio C Pacis	400	0	Filipino	0.00%
Common	Joseph Peter Y. Roxas	100,000	356,000/through Eagle Equities, Inc. 1,785,000/through Glory Y. Roxas (member of immediate family) – through Eagle Equities, Inc.	Filipino	0.08%
Common	Raymond K. H. See	5,000	10,521/through Asiasec Equities, Inc.	Filipino	0.00%

Common	Gabriel A. Dee	1,000		Filipino	0.00%
Common	Dobbin A. Tan	10,000	0	Filipino	0.00%
Common	Marie Grace T. Vera Cruz	400	0	Filipino	0.00%
	TOTAL	117,000	2,151,521		0.08%

Security Ownership of Management

Title of Class	Name of Beneficial Owner	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	Citizenship	% of Capital Stock
Common	Raymond K.H. See	5,000	10,521/through Asiasec Equities, Inc.	Filipino	0.00%
-	Lisa Angela Y. Dejadina	0	0	Filipino	0.00%
-	Barbara Anne C. Migallos	0	0	Filipino	0.00%
-	Ma. Kristina P. Ambrocio	0	0	Filipino	0.00%
	TOTAL	5,000	10,521		0.00%

Compensation of Directors and Executive Officers

The following summarizes the executive compensation received by the CEO and the top four (4) most highly compensated officers of the Company for 2015, 2016, 2017, 2018, and 2019. It also summarizes the aggregate compensation received by all the officers and directors, unnamed.

	Year	Salaries Amounts in P'000	Bonuses/Other Income Amounts in P'000
CEO and the four most highly compensated officers named above	2015	P 12,998	P 268
	2016	P 14,885	P 235
	2017	P 14,865	P 215

	2018	P 15,051	P 2,407
	2019 (est)	P 16,939	P 273
Aggregate compensation paid to all officers and directors as a group unnamed	2015	P 19,624	P 393
	2016	P 23,360	P 578
	2017	P 19,417	P 679
	2018	P 21,953	P 3,951
	2019	P 25,038	P 1,012

The following are the Company's top five (5) compensated executive officers :

Ma. Kristina P. Ambrocio	General Counsel, Asst. Corporate Secretary and Compliance Officer
Lisa Angela Y. Dejadina	Senior Vice President for Operations
Donna D. Javier	Sales and Marketing Manager
Edward L. Noma	Procurement Manager
Raymond K.H. See	President and CEO

Compensation of Directors

Under the amended By-Laws, as compensation, the Board shall receive and allocate an amount of not more than 10% of the Group's EBITDA 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 the stockholders representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders.

At present, there are no arrangements for compensation for Directors. Directors, however, receive reasonable per diem allowances.

Audit and Audit-Related Fees

The following table sets out the aggregate fees billed for professional services rendered by the Company's independent auditors for each of the last three (3) fiscal years:

Audit and Audit-Related Fees	2018	2017	2016
Regular Audit	P 1,345,000	P 1,280,000	P 1,000,000

Review of proposed equity restructuring	-	600,000	-
Long Form Audit	-	-	-
Review of Forecast	-	-	-
All Other Fees	134,500	128,000	150,000
Total Audit and Audit-Related Fees	₱ 1,479,500	₱ 2,008,000	₱ 1,150,000



January 13

This

Certificate of Attendance

is presented to

Erwin M. Elechicon

for having completed the seminar on

Corporate Governance

17 December 2018

9:30 a.m. to 1:30 p.m.

UnionBank Plaza

Meralco Ave. cor. Onyx & Sapphire St.

Ortigas Center, Pasig City



Leonardo J. Makgoss, Jr.
Partner, SGV & Co.

Approved upon filing with the SEC and BSEC offices



Certificate of Attendance

This certificate is given to

ATTY. ANTONIO C. PACIS

Director

for having attended the

**"Fintech Corporate Governance Seminar
of BDO Unibank, Inc."**

Given this 19th day of September, 2018

at the Antonio Molina Hall, BDO Corporate Center, Makati City,

A handwritten signature in black ink, appearing to read "Kristine Romarino".

Ms. Kristine Romarino
Managing Partner
McKinsey & Company

Philippine Corporate Enhancement & Governance, Inc.
 6th Flr. Angelus Plaza, 104 V.A. Rufino St., Legaspi Village
 Makati City, Philippines
 Tel. No. 957-9990 – Cellphone No. 0917-877-3156
 Email: phil.CEGI@yahoo.com

CERTIFICATE OF ATTENDANCE

This is to certify that

Director
(Designation)

of

DOBBIN TAN

(Name of Participant)

Alliance Select Foods International Inc.
(Name of Company)

has attended the

CORPORATE GOVERNANCE SEMINAR

(Title of Seminar)

held at Dusit Thani Hotel, Ayala Center, Makati City, Philippines, on May 22, 2019, with the following particulars:

	TOPICS	SPEAKERS
01:00 - 03:00	IT GOVERNANCE AND DIGITAL SECURITY RISK MANAGEMENT IN CORPORATE GOVERNANCE <ol style="list-style-type: none"> 1. <i>Digital Security Risk Management in Corporate Governance;</i> 2. <i>Information Technology (IT) Governance and the Role of the Board of Directors;</i> 3. <i>Corporate Cases Involving Digital Security Risks;</i> 4. <i>What Regulators Do in the Face of Cyber Threats.</i> 	MRS. CATHERINE N. SAPLALA <i>Former Director Investments & Research Dept. Securities and Exchange Commission (SEC)</i> BAPA, MBA, MA Research Communications
03:15 - 05:30	RISK AND GOVERNANCE <ol style="list-style-type: none"> 1. <i>Overview on Risk Management;</i> 2. <i>Risk Assessment Framework;</i> 3. <i>Developing a Risk Strategy;</i> 4. <i>Board Directors and Risk Management;</i> 5. <i>Ethical Dimension of Risk Management.</i> 	MRS. MERCEDES B. SULEIK <i>Former Deputy Director, Bangko Sentral ng Pilipinas (BSP)</i> <i>Former Vice-President, DBP</i> B.S.C., C.P.A., M. A. Economics, Ph.D. (cand.) <i>Fellow, Institute of Corporate Directors (FICD)</i>

Given this 22nd day of May, 2019, at Makati City, Philippines


ATTY. FIDEL V. ESQUIERES
 President

Philippine Corporate Enhancement & Governance, Inc.
 601 Flr., Angelus Plaza, 104 V.A. Rufino St., Legaspi Village
 Makati City, Philippines
 Tel No. 957-9990 – Callphone No. 0917-877-3156
 Email: phil.CEGI@yahoo.com

CERTIFICATE OF ATTENDANCE

This is to certify that

Director
(Designation)

of

GABRIEL A. DEE
(Name of Participant)
Alliance Select Foods International Inc.
(Name of Company)

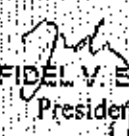
has attended the

CORPORATE GOVERNANCE SEMINAR
(Title of Seminar)

held at Dusit Thani Hotel, Ayala Center, Makati City, Philippines, on May 22, 2019, with the following particulars:

	TOPICS	SPEAKERS
01:00 - 03:00	IT GOVERNANCE AND DIGITAL SECURITY RISK MANAGEMENT IN CORPORATE GOVERNANCE <ol style="list-style-type: none"> 1. <i>Digital Security Risk Management in Corporate Governance;</i> 2. <i>Information Technology (IT) Governance and the Role of the Board of Directors;</i> 3. <i>Corporate Cases Involving Digital Security Risks;</i> 4. <i>What Regulators Do in the Face of Cyber Threats.</i> 	MRS. CATHERINE N. SAPLALA <i>Former Director Investments & Research Dept. Securities and Exchange Commission (SEC)</i> BAPA, MBA, MA Research Communications
03:15 - 05:30	RISK AND GOVERNANCE <ol style="list-style-type: none"> 1. <i>Overview on Risk Management;</i> 2. <i>Risk Assessment Framework;</i> 3. <i>Developing a Risk Strategy;</i> 4. <i>Board Directors and Risk Management;</i> 5. <i>Ethical Dimension of Risk Management</i> 	MRS. MERCEDES B. SULEHK <i>Former Deputy Director, Bangko Sentral ng Pilipinas (BSP)</i> <i>Former Vice-President, DBP</i> B.S.C., C.P.A., M. A. Economics, Ph.D. (card) <i>Fellow Institute of Corporate Directors (FICD)</i>

Given this 22nd day of May, 2019, at Makati City, Philippines


ATTY. FIDEL V. ESQUIERES
 President



PHILIPPINE CHAMBER OF COMMERCE AND INDUSTRY

Certificate of Participation

This is to certify that

JOEY ROXAS

has participated in the

Seminar on Corporate Governance:

Professionalizing your Management and Board of Directors

held on 16 May 2019 at PCCI RA Securities 3rd, McKinley Hills, Taguig City

Signed on the 16th day of May 2019

MA. ALEGRIA SIBAL-LIMJOCO
President, PCCI

EDGARDO G. LACSON
Director-in-Charge, Corporate



PHILIPPINE CHAMBER OF COMMERCE AND INDUSTRY

Certificate of Participation

This is to certify that

Raymond See

has participated in the

Seminar on Corporate Governance:

Professionalizing your Management and Board of Directors

held on 16 May 2019 at PCCI BA Securities Staff, McKinley Hills, Taguig City

Signed on the 16th day of May 2019

MA. ALEGRIA SIBAL-LIMJOCO
President, PCCI

EDGARDO G. LACSON
Director-in-Charge, Corporate



PHILIPPINE CHAMBER OF COMMERCE AND INDUSTRY

Certificate of Participation

This is to certify that

Grace Vera Cruz

has participated in the

Seminar on Corporate Governance:

Professionalizing your Management and Board of Directors

held on 16 May 2019 at PCCI BA Securities Staff, McKinley Hills, Taguig City

Signed on the 16th day of May 2019

MA. ALEGRIA SIBAL-LIMJOCO
President, PCCI

EDGARDO G. LACSON
Director-in-Charge, Corporate



THIS IS TO CERTIFY THAT

Barbara Anne C. Migallos

ATTENDED THE CORPORATE GOVERNANCE ENHANCEMENT SESSION ON

***Sustainability Strategy in a Disruptive Business Environment;
ESG Best Practices and Compliance Issues; and
Blockchain Technology Use Cases and Strategic Benefits,
Risks and Governance Issues***

HELD ON NOVEMBER 16, 2018
AT THE GRAND HYATT HOTEL
TAGUIG CITY, METRO MANILA

GIVEN THIS 16TH DAY OF NOVEMBER 2018

A handwritten signature in black ink, appearing to read "Matthew Bell".

MATTHEW BELL

RESOURCES PERSONNEL

A handwritten signature in black ink, appearing to read "Paul R. Brody".

PAUL R. BRODY

RESOURCES PERSONNEL

A handwritten signature in black ink, appearing to read "Danny V. Yu".

DANNY V. YU

RESOURCES PERSONNEL

The logo for SGV, consisting of the letters 'SGV' in a bold, sans-serif font.

Building a better
working world

CPE Provider Accreditation No. 2016-004

This

Certificate of Attendance

is presented to

Atty. Barbara Anne C. Migallos

for having completed the seminar on

Corporate Governance

CPE Credit Units on:
Professional Values, Ethics and Attitudes - 4

06 December 2018

01:00 p.m. to 05:00 p.m.

Dusit Thani Hotel, Ayala Centre,

Makati, Metro Manila

A handwritten signature in black ink, appearing to read 'Leonardo J. Maternas, Jr.'.

Leonardo J. Maternas, Jr.
Partner, SGV & Co.

A member firm of Ernst & Young Global Limited



Institute of Corporate Directors

presents this

Certificate of Participation

to

Ma. Kristina P. Ambrocio

Alliance Select Foods International, Inc.

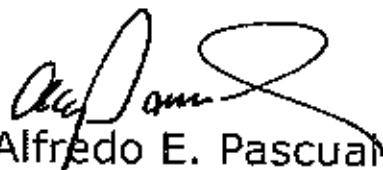
for having completed

Corporate Governance Orientation Program

held on

Thursday, 9 May 2019

at Tower Club, Philam Tower,
Makati City, Metro Manila, Philippines.



Alfredo E. Pascual
Chief Executive Officer



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

4 November 2018

NOTICE WITH AGENDA

NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS

Atty. Antonio C. Pacis	Chairman
Mr. Gabriel A. Dee	Director
Mr. Raymond K.H. See	Director
Ms. Marie Grace T. Vera Cruz	Director
Mr. Joseph Peter Y. Roxas	Director
Mr. Erwin M. Elechicon	Independent Director
Mr. Dobbin A. Tan	Independent Director

NOTICE IS HEREBY GIVEN that there will be a regular meeting of the Board of Directors of Alliance Select Foods International, Inc. (the "ASFII" "Company") on Wednesday, November 7, 2018 at 3:00 PM.

The meeting will be at the ASFII Board Room, Suite 3104 A, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Business District, Pasig City, Metro Manila, 1600 Philippines. The Agenda of the meeting will be:

1. Call to order;
2. Proof of notice and quorum;
3. Third Quarter Financial and Performance Report;
4. Other matters;
5. Adjournment.

Attached are the pre-read materials for the meeting.

If you wish to attend via teleconference, please inform the Corporate Secretary, Atty. Babsy Migallos at bcm@migallosunalaw.com, or the undersigned, Assistant Corporate Secretary, Ma. Kristina P. Ambrocio at kpambrocio@allianceselectfoods.com, or Atty. Ana Theresa Singcol at atsingcol@allianceselectfoods.com. Dial-in information will be provided.

Thank you and warm regards,

Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

20 March 2018

NOTICE WITH AGENDA

NOTICE OF MEETING OF THE AUDIT COMMITTEE

Atty. Antonio C. Pacis	Chairman
Mr. George E. Sycip	Director
Mr. Raymond K.H. See	Director
Ms. Marie Grace T. Vera Cruz	Director
Mr. Joseph Peter Y. Roxas	Director
Mr. Erwin M. Elechicon	Independent Director
Mr. Dobbin A. Tan	Independent Director

NOTICE IS HEREBY GIVEN that there will be a special meeting of the Board of Directors of Alliance Select Foods International, Inc. (the "ASFI", "Company") on **Friday, March 23, 2018 at 10:30 AM.**

The meeting will be at the ASFI Board Room, Unit 1206, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City. The Agenda of the meeting will be:

1. Call to order;
2. Proof of notice and quorum;
3. 2017 Annual Report and Audited Financial Statements;
4. Other matters;
5. Adjournment.

Pre-read materials will be sent prior to the meeting.

If you wish to attend via teleconference, please inform the undersigned Corporate Secretary, Atty. Babsy Migallos at bcm@migalloslunalaw.com the Assistant Corporate Secretary, Ma. Kristina P. Ambrocio at kpambrocio@allianceselectfoods.com. Dial-in information will be provided.

Thank you and warm regards,

Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

8 August 2018

NOTICE WITH AGENDA

NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS

Atty. Antonio C. Pacis	Chairman
Atty. Gabriel A. Dee	Director
Mr. Raymond K.H. See	Director
Ms. Marie Grace T. Vera Cruz	Director
Mr. Joseph Peter Y. Roxas	Director
Mr. Erwin M. Elechicon	Independent Director
Mr. Dobbins A. Tan	Independent Director

NOTICE IS HEREBY GIVEN that there will be a regular meeting of the Board of Directors of Alliance Select Foods International, Inc. (the "ASFI", "Company") on **Monday, August 13, 2018 at 1:30 PM.**

The meeting will be at the ASFI Board Room, Suite 3104 A, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Business District, Pasig City, Metro Manila, 1600 Philippines. The Agenda of the meeting will be:

1. Call to order;
2. Proof of notice and quorum;
3. Second Quarter Financial and Performance Report;
4. Other matters;
5. Adjournment.

Attached are the pre-read materials for the meeting.

If you wish to attend via teleconference, please inform the Corporate Secretary, Atty. Babsy Migallos at bcm@migalloslunalaw.com, or the undersigned, Assistant Corporate Secretary, Ma. Kristina P. Ambrocio at kpambrocio@allianceselectfoods.com, or Atty. Ana Theresa Singcol at atsingcol@allianceselectfoods.com. Dial-in information will be provided.

Thank you and warm regards,


Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

7 May 2018

NOTICE WITH AGENDA

NOTICE OF REGULAR MEETING OF THE BOARD OF DIRECTORS

Atty. Antonio C. Pacis Chairman
Mr. George E. Sycip Director
Mr. Raymond K.H. See Director
Ms. Marie Grace T. Vera Cruz Director
Mr. Joseph Peter Y. Roxas Director
Mr. Erwin M. Elechicon Independent Director
Mr. Dobbins A. Tan Independent Director

NOTICE IS HEREBY GIVEN that there will be a regular meeting of the Board of Directors of Alliance Select Foods International, Inc. (the "ASFII" "Company") on Thursday, March 10, 2018 at 1:00 PM.

The meeting will be at the ASFII Board Room, Unit 1206, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City. The Agenda of the meeting will be:

1. Call to order;
2. Proof of notice and quorum;
3. 2017 Annual Report and Audited Financial Statements;
4. Other matters;
5. Adjournment.

Pre-read materials will be sent prior to the meeting.

If you wish to attend via teleconference, please inform the undersigned Corporate Secretary, Atty. Babsy Migallos at bcm@migalloslunalaw.com, the Assistant Corporate Secretary, Atty. Ma. Kristina P. Ambrocio at kpambrocio@allianceselectfoods.com, or Atty. Ana Theresa Singcol at atsingcol@allianceselectfoods.com. Dial-in information will be provided.

Thank you and warm regards,


Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

28 June 2018

NOTICE WITH AGENDA

NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

Atty. Antonio C. Pacis	Chairman
Mr. George E. Sycip	Director
Mr. Raymond K.H. See	Director
Ms. Marie Grace T. Vera Cruz	Director
Mr. Joseph Peter Y. Roxas	Director
Mr. Erwin M. Elechicon	Independent Director
Mr. Dobbie A. Tan	Independent Director

NOTICE IS HEREBY GIVEN that there will be a special meeting of the Board of Directors of Alliance Select Foods International, Inc. (the "ASFI" "Company") on **Tuesday, July 3, 2018 at 9:30 AM.**

The meeting will be at the ASFI Board Room, Unit 1206, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City. The Agenda of the meeting will be:

1. Call to order;
2. Proof of notice and quorum;
3. Business strategy for Big Glory Bay;
4. Other matters;
5. Adjournment.

Attached are the pre-read materials for the meeting.

If you wish to attend via teleconference, please inform the undersigned Corporate Secretary, Atty. Babsy Migalios at bcm@migalioslunalaw.com, the Assistant Corporate Secretary, Ma. Kristina P. Ambrocio at kgambrocio@allianceselectfoods.com, or Atty. Ana Theresa Singcol at atsingcol@allianceselectfoods.com. Dial-in information will be provided.

Thank you and warm regards,

Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

**ALLIANCE SELECT FOODS INTERNATIONAL, INC.
(THE "COMPANY")**

3 November 2018

Notice of the Meeting of the Audit Committee

Mr. Dobbin A. Tan	Chairman (Independent Director)
Ms. Marie Grace T. Vera Cruz	Member
Mr. Erwin M. Elechicon	Member (Independent Director)

NOTICE IS HEREBY GIVEN that a Meeting of the Audit Committee of Alliance Select Foods International, Inc. (ASFI) will be held on **5 November 2018** from 2:00 PM to 3:00 PM at the ASFI Board Room, Suite 3104 A, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Business District, Pasig City, Metro Manila, 1600 Philippines, with the following agenda:

1. Call to order;
2. Proof of notice and quorum;
3. 2018 Audit Plan (Reyes Tacandong & Co.)
4. Third Quarter Financial and Performance Report;
5. Other matters;
6. Adjournment.

If you wish to attend through teleconferencing you may inform the undersigned at kpambrocio@allianceselectfoods.com or Atty. Ana Theresa D. Singcol at atsingcol@allianceselectfoods.com. Otherwise, it is understood that you will attend the meeting in person.

City of Pasig, Metro Manila, 3 November 2018.

Thank you and best regards,


Ms. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

**ALLIANCE SELECT FOODS INTERNATIONAL, INC.
(THE "COMPANY")**

08 August 2018

Notice of the Meeting of the Audit Committee

Mr. Dobbin A. Tan	Chairman (Independent Director)
Ms. Marie Grace T. Vera Cruz	Member
Mr. Erwin M. Elechicon	Member (Independent Director)

NOTICE IS HEREBY GIVEN that a Meeting of the Audit Committee of Alliance Select Foods International, Inc. (ASFII) will be held on **10 August 2018** from 1:00 PM to 2:00 PM at the ASFII Board Room, Suite 3104 A, West Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Business District, Pasig City, Metro Manila, 1600 Philippines, with the following agenda:

1. Call to order;
2. Proof of notice and quorum;
3. Second Quarter Financial and Performance Report;
4. Other matters;
5. Adjournment.

If you wish to attend through teleconferencing you may inform the undersigned at kpambrocio@allianceselectfoods.com or Atty. Ana Theresa D. Singcol at atsingcol@allianceselectfoods.com. Otherwise, it is understood that you will attend the meeting in person.

City of Pasig, Metro Manila, 08 August 2018.

Thank you and best regards,

Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

**ALLIANCE SELECT FOODS INTERNATIONAL, INC.
(THE "COMPANY")**

7 May 2018

Notice of the Meeting of the Audit Committee

Mr. Dobbin A. Tan Chairman (Independent Director)
Ms. Marie Grace T. Vera Cruz Member
Mr. Erwin M. Elechicon Member (Independent Director)

NOTICE IS HEREBY GIVEN that a Meeting of the Audit Committee of Alliance Select Foods International, Inc. (ASFII) will be held on **7 May 2018** from 1:00 to 2:30 PM at the ASFII Board Room, Unit 1206, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, with the following agenda:

1. Call to order;
2. Proof of notice and quorum;
3. First Quarter Financial Performance and Management Report;
4. Other matters;
5. Adjournment.

If you wish to attend through teleconferencing you may inform the undersigned at kpambrocio@allianceselectfoods.com or Atty. Ana Theresa D. Singcol at atsingcol@allianceselectfoods.com. Otherwise, it is understood that you will attend the meeting in person.

City of Pasig, Metro Manila, 7 May 2018.

Thank you and best regards,


Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

**ALLIANCE SELECT FOODS INTERNATIONAL, INC.
(THE "COMPANY")**

20 March 2018

Notice of the Meeting of the Audit Committee

Mr. Dobbin A. Tan	Chairman (Independent Director)
Ms. Marie Grace T. Vera Cruz	Member
Mr. Erwin M. Elechicon	Member (Independent Director)

NOTICE IS HEREBY GIVEN that a Meeting of the Audit Committee of Alliance Select Foods International, Inc. (ASFII) will be held on **23 March 2018** from 9:00 to 10:30 AM at the ASFII Board Room, Unit 1206, East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, with the following agenda:

1. Call to order;
2. Proof of notice and quorum;
3. 2017 Annual Report and Audited Financial Statements;
4. Other matters;
5. Adjournment.

If you wish to attend through teleconferencing you may inform the undersigned at kpambrocio@allianceselectfoods.com or Atty. Ana Theresa D. Singcol at atsingcol@allianceselectfoods.com. Otherwise, it is understood that you will attend the meeting in person.

City of Pasig, Metro Manila, 20 March 2018.

Thank you and best regards,

Ma. Kristina P. Ambrocio
Assistant Corporate Secretary



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

ANNEX "A"

GUIDELINES ON EMPLOYEE BEHAVIOR

LIST OF DEVIATIONS

CORRECTIVE ACTION

1st 2nd 3rd 4th 5th 6th 7th

GROUP 1. ACTS OF OMISSIONS

Rule 1. On Company Property/Property of Others

- | | | | | | | | |
|--|---|---|---|---|---|---|---|
| a. By not reporting the loss or damage of property within his 8-hour of duty. | E | F | G | | | | |
| b. By not reporting, it causes a major damage to the company property or injury to person worth P10,000 or more. | G | | | | | | |
| c. Improper negligent or incorrect use of tools, parts of equipment. | B | C | D | E | F | G | |
| d. If such deviation causes a major damage to Company property or injury to person worth P10,000 or more. Damaged property must be compensated at a fair market value. | G | | | | | | |
| e. Using the Company's time to do unauthorized work. | A | B | C | D | E | F | G |
| f. Unauthorized use, operation, possession or lending of company property, equipment, materials for personal use or purposes. | D | E | F | G | | | |
| g. Unauthorized use of company vehicles resulting in damage to the vehicle or injury to the other person. | G | | | | | | |

	1st	2nd	3rd	4th	5th	6th	7th
<u>Rule 2. On Health, Sanitation and Safety</u>							
a. Failure to report any accident or injury to his immediate superior or next immediate superior whose function is related to operation or area where accident occurred within 8-hour tour of duty.	C	D	E	F	G		
b. Driving a company vehicle without a valid and current driver's license.	G						
c. Violation of safety, health, sanitation and housekeeping rules and instructions.	D	E	F	G			
d. Creating or contributing to unsafe or unsanitary conditions in the company premises.	C	D	E	F	G		
e. Failure to report to the Company Doctor or Nurse when suffering from a serious contagious disease which could endanger co-employees.	D	E	F	G			
f. Sleeping in non-designated sleeping area in the plant and offices while off-duty.	A	B	C	D	E	F	G
g. Smoking in "non-smoking areas".	D	E	F	G			
<u>Rule 3. On Company's and Employees' Interest</u>							
a. Wasting time, loafing or loitering in his or away from assigned work area.	C	D	E	F	G		
b. Leaving work station during working hours without permission from immediate supervisor/manager.	A	B	C	D	E	F	G
c. Indulging in horseplay during company time and premises.	A	B	C	D	E	F	G
d. If resulting to major property damage or injury to person due to violation of Rules 3b and 3c.	G						

	1st	2nd	3rd	4th	5th	6th	7th
e. By not reporting for overtime work or as required by his superior in order to perform urgent jobs.	D	E	F	G			
f. Sleeping or napping while on duty.	E	F	G				
g. Unnecessary delay or refusing to perform assigned work or to obey regulations or reasonable order of the superior or the company.	E	F	G				
h. Moonlighting. For purpose of this provision, moonlighting means holding a second job or being employed by other entity either on part-time or full time basis during or outside the working hours of the company, where the said part-time job affects the employee's efficiency.	C	D	E	F	G		
i. Trading for employee's own personal account.	G						
j. Malingering or feigning illness to avoid doing assigned work or reporting to work.	D	E	F	G			
k. Failure to wear the complete prescribed company uniform (including ID) and safety uniform and devices when on duty.	A	B	C	D	E	F	G
l. Habitual Tardiness. A total of 4 times late within a four-week period or pattern of habitual tardiness is violation of this rule.	A	B	C	D	E	F	G
m. Habitual Absenteeism. This is defined as incurred absences for an accumulated total number of seven (7) working days within a four-week period.	C	D	E	F	G		

	1st	2nd	3rd	4th	5th	6th	7th
n. Absences. Employees must be at their respective workplace on all designated workdays unless excused.							
An absence shall be considered unexcused if:							
1. Reason given for absence is proved to be fake or unjustifiable.							
2. Prior written approval was not secured from immediate superior or manager.							
3. Advice of absence by telephone or other means was not received by the immediate supervisor or manager within the first two (2) hours of the work day when the absence was incurred. The employee is still required to submit a written leave of absence upon returning to work.	B	C	D	E	F	G	
o. Absence without leave for six (6) consecutive working days	D	E	F	G			
p. Absence without leave for an extended period (12 consecutive working days or more). This will be considered as abandonment of work.	G						
q. Failure to work on the working day immediately following the expiration of an authorized leave of absence unless such leave is extended with prior approval of the Department Head.	D	E	F	G			
r. Overbreak. Taking coffee/snack breaks of more than 15 minutes at a time for four times within a four-week period.	A	B	C	D	E	F	G
s. Failure to report for overtime work after having been duly advised and scheduled to work according to overtime policy or doing overtime work in lesser time than that sought to be charged without good reason.	D	E	F	G			

	1st	2nd	3rd	4th	5th	6th	7th
t. Tampering with another employee's locker or switching lockers without prior authorization from management.	C	D	E	F	G		
u. Continued gross negligence inefficiency or incompetence by the employee in the performance of his job.	G						

GROUP II. OFFENSIVE ACTS

The company has provided measures for the safety and good health of its employees. In return, every employee is expected to conform in a manner that will ensure such working conditions for himself and co-employees.

Therefore, any act that offends persons, security and public order, moral and employee's interest will be subjected to the following corrective action:

Rule 4. On co-employee and other person.

a. Threatening, intimidating or coercing fellow employees or other persons.	D	E	F	G			
b. Causing injury to another due to carelessness or horseplaying.	D	E	F	G			
c. Inflicting bodily harm or injury on another employee within company premises.	G						
d. Refusal to follow verbal or written reasonable orders or instructions of a superior in connection with one's work.	D	E	F	G			
e. Continued refusal to follow orders / instructions of a superior after two more successive reminders.	G						
f. Fighting or disorderly conduct in the workplace.	D	E	F	G			
g. Physical assault upon one's superior or management employee.	G						

	1st	2nd	3rd	4th	5th	6th	7th
<u>Rule 5. On Property of the Company or Other.</u>							
a. Mischief or horseplay which results in damage to property of the company or others.	D	E	F	G			
b. Damaging, destroying or stealing company property or others.	G						
<u>Rule 6. On Security and Public Order</u>							
a. Unauthorized meeting on company time and property.	B	C	D	E	F	G	
b. Extorting or unauthorized solicitation of money within company premises for personal ends.	C	D	E	F	G		
c. Violation or refusal to follow safety and security rules and requirement or posted safety/security signs.	D	E	F	G			
d. Entering any restricted area without authorization.	D	E	F	G			
e. Possession/illegal use or indiscriminate firing of firearms or deadly weapons within company premises.	G						
f. Giving company identification card and/or materials to any person not entitled to it, or assisting unauthorized persons to enter company premises and/or restricted areas without management permission.	F	G					
g. Creating or contributing to a public disturbance or otherwise engaging in scandalous behavior.	F	G					
<u>Rule 7. On Morals</u>							
a. Indecent or immoral conduct within company premises or committing the said act outside company premises against co-employees.	E	F	G				

	1st	2nd	3rd	4th	5th	6th	7th
b. Entering company premises under the influence of drugs prohibited by law, such as opium, opium derivatives, marijuana, LSD, madras, seconal, etc. including possession of such prohibited drugs within company premises.	G						
c. Drinking alcoholic beverages while on tour of duty unless the said employee is attending a social function/meeting where the said drink is being served.	F	G					
d. Entering company premises under the influence of liquor or behaving disorderly within the company premises and while on duty.	G						

Rule 8. On Company and Employee's Interest

a. Posting, circulating, writing or painting of subversive materials, or libelous derogatory or offensive comments / statements / remarks against any employee within company premises.	F	G					
b. Destroying or removing official company notices that are posted within the company premises.	D	E	F	G			
c. Insubordination, gross insult or willful disrespect to his immediate supervisor or any official of the company whether inside or outside the company premises.	D	E	F	G			
d. Refusal to explain in writing or to give testimony or answer questions in any investigation authorized or conducted by the company.	E	F	G				
e. Improper conduct and acts of gross discourtesy or disrespect to fellow employees, visitors or clients at any time within the company premises.	D	E	F	G			
f. Failure to punch time card and/or accomplish official time sheet.	C	D	E	F	G		

	1st	2nd	3rd	4th	5th	6th	7th
Rule 9. Serious Dishonesty Affecting Company Interest							
a. Offering or accepting anything of value in exchange for a purchase or requisition, job, work assignment, work location or favorable conditions of his office or position or any other similar consideration.	G						
b. Punching or tampering with an employee's timecard for monetary gain or intention to defraud the company.	G						
c. Unauthorized removal of time sheet / card from the sheet rack.	D	E	F	G			
d. Giving away restricted or classified company information, forms, documents and/or any other confidential papers without authorization and/or clearance from management or any outsiders or to those not authorized to possess such materials.	G						
e. Substituting company material or equipment with other of inferior quality or lesser value.	G						
f. Misappropriation or embezzlement of company funds or property and other acts of dishonesty not covered by any rule.	G						
g. Obtaining or releasing company money, property, or documents fraudulently, either in person or in collusion with others.	G						
h. Unauthorized withdrawal of one's salary or wage.	G						
i. Making false statements in employment applications or personal records.	G						
j. Borrowing money from dealers/suppliers / contractors.	G						
k. Gambling within company premises.	G						

	1st	2nd	3rd	4th	5th	6th	7th
1. Offering or accepting bribes in connection with one's work.	G						

GROUP III. CRIMINAL ACTS.

The company does not condone any criminal act. Therefore, the following offenses which by law are considered serious criminal acts shall subject the offender to separation from the company.

Rule 10. Serious Criminal Offenses

- | | | | | | | | |
|--|---|--|--|--|--|--|--|
| a. Willful tampering, defacing, damaging / sabotage or destruction of company machine, equipment or property. | G | | | | | | |
| b. Stealing company property or of others. | G | | | | | | |
| c. Commission of fraud or willful breach of trust or confidence. | G | | | | | | |
| d. Using of giving false testimony, document or information in any company investigation, proceeding or inquiry. | G | | | | | | |
| e. Willful and intentional holding back, slowing down, hindering or limiting production or production process. | G | | | | | | |

GROUP IV. OTHER OFFENSES

The enumeration of offenses of this Annex is not exclusive. Other offenses (including violations of established company policies/offenses under Article 285 of the Revised Labor Code and offenses punishable under the Revised Penal Code) not provided for herein shall subject the employee to appropriate Corrective Action.

CORRECTIVE ACTION SCHEDULE

Offense Classification

Range of Corrective Action

A
B
C
D
E
F
G

Counseling to Termination
Written Warning to Termination
Written Reprimand to Termination
3-day Suspension to Termination
7-day Suspension to Termination
15-day Suspension to Termination
Termination

Goal Setting & Performance Assessment

Building a high performance organization creates benefits for the organization and its employees. The goal setting and performance assessment process helps us towards this objective. Leaders and employees have an opportunity to reflect and progress towards individual, team, and business goals.

Name:		Employee ID:	
Company:		Position/Title:	
Department:		Job Level:	
Period Covered in Assessment:	From MM/DD/YYYY To MM/DD/YYYY	Manager:	
		Manager Title:	
GOAL SETTING		Employee's Signature:	
Date Completed:		Line Manager's Signature:	
MID-YEAR REVIEW		Employee's Signature:	
Date of Mid-Year Review:		Line Manager's Signature:	
ANNUAL REVIEW		Employee's Signature:	
Date of Closeout:		Line Manager's Signature:	
		HR Manager's Signature:	

PROCESS OVERVIEW



Setting Goals and Targets for the year:

Goal Setting

Key Performance Indicators (KPIs)
Deliverables



A 6 month catchup for leaders and employees

Midyear Review

How are you progressing towards your goals?
What support do you need?



Final performance review against targets and goals and your development plan
How did you contribute to individual, team, and business goals?
Let's plan for the future.

Annual Review



INSTRUCTIONS

Goal Setting: Leaders and employees set measurable objectives and performance indicators. Individual goals should align to overall business strategies and initiatives. Deliverables that would enable the achievement of business objectives are laid out. This should answer the question, "How will I contribute to the business goals?"

Performance Reviews: A midyear and annual review is completed by both the manager and employee. The midyear review lists accomplishments to date and is appropriate for giving and receiving feedback on ongoing progress. Additional information and milestones should be added to the annual review. The annual review is completed by the employee doing a self-rating, and the manager reviews and modifies after discussion.

Helpful Tip: Bring supporting documents to the performance review. These can be 'thank you' emails, awards received, reports on key performance indicators, etc. that can be a reference for discussion.

RATING SCALE

HIGH – EXCEEDS EXPECTATIONS

Performance consistently exceeds expectations. Overall output is of high to excellent quality. Goals were exceeded. This superior rating involves the successful completion of a major goal or a unique contribution made.

MEDIUM – MEETS EXPECTATIONS

Performance consistently meets expectations. Overall output is of good quality. Goals were met.

LOW – DOES NOT MEET EXPECTATIONS

Performance did not consistently meet expectations or was consistently below expectations. Reasonable progress towards goals were not met. Performance is unsatisfactory and needs improvement.



GOALS AND DELIVERABLES

Goals/Deliverables	Performance Indicators/Measures	Mid-Year Review Milestones, progress updates/ accomplishments	Closeout Review Milestones, progress updates/ accomplishments	Final Rating
Example: To double net profit by year end 2015.	Achieve annual sales target of \$100M Monthly production capacity optimized at 85% Monthly operating expenses reduced by 10%	Achieved 60% of sales target -06/06/15; average monthly production capacity is currently at 80%; implemented a review of miscellaneous expenses		

BEHAVIOURS

CORE VALUES	Behaviours	Rating	Notes/Comments
INTEGRITY	<ul style="list-style-type: none"> Acts with integrity and honesty 		Example: Juan showed commitment in the training program. He is reliable at work and is always on time.
ACCOUNTABILITY	<ul style="list-style-type: none"> Seeks to deliver on their promise Focuses on achieving results Is resourceful and resilient in making things happen Takes responsibility for positive or negative outcomes 		



<i>CONCERN</i>	<ul style="list-style-type: none"> • Demonstrates consistent actions to ensure the company's welfare • Asks 'what can i do for you?' • Willing to help 		
<i>TEAMWORK</i>	<ul style="list-style-type: none"> • Works towards shared goals • Builds strong relationships • Motivates others through one's actions 		

Additional Notes/Comments:



Stock Transfer Service Inc.
 ALLIANCE SELECT FOODS INTERNATIONAL, INC.
 List of Top 100 Stockholders
 As of 03/31/2019

Rank	Name	Shareholdings	Percentage
1	PCD NOMINEE CORPORATION (FILIPINO)	2,022,090,224	80.88%
2	HARVEST ALL INVESTMENT LIMITED	177,261,165	07.09%
3	VICTORY-FUND-LIMITED	130,474,015	05.54%
4	PCD NOMINEE CORPORATION (FOREIGN)	83,924,924	03.36%
5	ALBERT HIN KAY HONG	39,071,537	01.56%
6	BONDEAST PRIVATE LIMITED	13,023,411	00.52%
7	PETER KAWSEK JR.	9,539,646	00.18%
8	FCF FISHERY CO. LTD.	3,975,370	00.16%
9	MICHAEL W. CORDOVA	3,805,000	00.15%
10	S. CHANDRA DAS	2,604,760	00.10%
11	ORIENTAL TIN CAN & METAL SHEET MFG.	2,210,385	00.09%
12	FDCE, INC.	1,894,045	00.08%
13	CHENG, BERCK YAO	1,200,000	00.05%
14	TRI-MARINE INTERNATIONAL (PTE) LTD.	1,170,472	00.05%
15	DAMALERIO FISHING CORP.	920,656	00.04%
16	DFC TUNA VENTURE CORPORATION	617,240	00.02%
17	PHIL. FISHERIES DEVELOPMENT AUTHORITY	346,207	00.01%
18	AMADEO FISHING CORP.	294,874	00.01%
19	ALLIANCE TUNA INTERNATIONAL, INC.	257,464	00.01%
20	GEMPACCO, INC.	172,973	00.01%
21	MCTR FISHING	135,399	00.01%
22	MKSS FOOD INDUSTRY	122,144	00.00%



23	CENTURY CONTAINER CORP.	110,617	00.00%
24	JOSEPH PETER YANG ROXAS	100,000	00.00%
25	SARANGGANI PACKAGING	64,933	00.00%
26	LOUIS ARTHUR T. OY	64,838	00.00%
27	PACIFICO B. TACOB	48,156	00.00%
28	EUGENE A. SALAS	47,980	00.00%
29	GUILLERMO F. GILLI JR.	40,523	00.00%
30	ROMULO MABANTA BUENAVENTURA SAYOC & DE LOS ANGELES	40,433	00.00%
31	JIMMY DAMALERIO	40,285	00.00%
32	NATHANIEL G. NARCISO	38,903	00.00%
33	EYEDELLE MKTG. CORP.	38,155	00.00%
34	MEGAPACK CONTAINERS CORP.	38,110	00.00%
35	JOSE A. BERNAS	38,000	00.00%
36	ROMEO B. MOLANO	35,365	00.00%
37	RANDOLPH H. RODRIGUEZ	32,419	00.00%
38	RODRIGUEZ, MELISSA ERIKA LOURDES P.	32,419	00.00%
39	SULPICIO LINES	31,759	00.00%
40	ALLIANCE TUNA INTERNATIONAL, INC. (VICE-CONTAINERS PRINTERS-FTE LTD.)	30,073	00.00%
41	TOTAL PETROLEUM PHILS. CORP.	29,259	00.00%
42	ROBERT M. CANDA	28,529	00.00%
43	NALCO PHILS. INC.	27,262	00.00%
44	STENIEL CAVITE PACKAGING	26,314	00.00%
45	ALEC S. LADANGA	25,935	00.00%
46	ALFONSO B. SERRANO	25,935	00.00%
47	HERMINIA B. NARCISO	25,935	00.00%
48	EMILIO MARTIN G. INSANTE	25,935	00.00%

49	MOSHE S. LADANGA	25,935	00.00%
50	YURI S. LADANGA	25,935	00.00%
51	SUPPLIERS WITH NO LIABILITY/CANNOT BE FOUND	24,670	00.00%
52	TITO D. ARBIS	23,156	00.00%
53	NEW ZAMBOANGA UNIVERSAL ENTERPRISES, INC.	23,090	00.00%
54	SAN LORENZO RUIZ-FISHING-INDUSTRY, INC.	21,893	00.00%
55	PETRON CORPORATION	21,024	00.00%
56	CANTOJA DEEP SEA FISHING IND. CORP.	20,992	00.00%
57	SOPHIA O. LIM	19,451	00.00%
58	MAYLYN W. SALARDA	19,451	00.00%
59	VETERANS PHILS. SCOUT SECURITY AGENCY	18,601	00.00%
60	SUPREME MERCHANT	17,951	00.00%
61	F. DEL ROSARIO FISHING CORP.	17,668	00.00%
62	LOC-VENTURE CORP.	16,545	00.00%
63	FELICISIMO G. OFFRASIO JR.	15,561	00.00%
64	JERMEL FISHING AND TRADING INC.	15,096	00.00%
65	DY CHI SING	12,968	00.00%
66	CHAY, CO KIAN, &/OR RITA GAPOZ	12,968	00.00%
67	CRESCENTE M. SEGUNDO	12,968	00.00%
68	MYRALYN C. TARAC	12,968	00.00%
69	RODELITO P. BUADO	12,968	00.00%
70	IRENE J. PENALOSA	12,968	00.00%
71	JEANEFER M. DERIT	12,968	00.00%
72	ROSEMARIE A. ARBIS	12,968	00.00%
73	TROY ANG LUNA	10,000	00.00%

74.	TAN, DOBBIN ANG	10,000	00.00%
75	STRONGOAK, INC.	10,000	00.00%
76	GRAND C GRAPHICS PRINTER	9,509	00.00%
77	JUNA JOY A. CARTAGENA	9,077	00.00%
78	LARS DALBY	9,000	00.00%
79	STENIEL MINDANAO PACKAGING	8,594	00.00%
80	GRIFFITH LABORATORIES (PHILS.), INC.	7,625	00.00%
81	ERIC MENDOZA	7,453	00.00%
82	CARMELITO A. EDROLIN JR	6,484	00.00%
83	BENGZON, JAIME A.	6,484	00.00%
84	JAIME S. GATCHELIAN	6,484	00.00%
85	RHODORA T. GATCHALIAN	6,484	00.00%
86	ROLYNE D. BACUD	6,484	00.00%
87	LEOPOLDO E. SAN BUENAVENTURA	6,000	00.00%
88	DAD CROWN BOOKSTORE	5,336	00.00%
89	MARLYN A. CAGAS	5,187	00.00%
90	JAIME C. FLORES	5,187	00.00%
91	SOCRATES L. ALERTA	5,187	00.00%
92	SEE, RAYMOND KEE HIOK	5,000	00.00%
93	CHRISTINE ANNE TIBAY PAGUIRIGAN	5,000	00.00%
94	DAD. AQUARIUS FISHING SUPPLY	4,654	00.00%
95	GISLENDE MAE V. ARANCON	3,890	00.00%
96	AMADOR P. TACULOD	3,890	00.00%
97	ARLENE J. YPIL	3,890	00.00%
98	SOFRONILO L. BOLOYOS	3,890	00.00%
99	ROBEN T. MINA	3,890	00.00%

100 ZAIDE P. NECOR.

3,890 00.00%

Total Top 100 Shareholders : 2,499,808,323 99.99%

Total Outstanding Shares 2,500,000,000

OUTSTANDING BALANCES FOR A SPECIFIC COMPANY

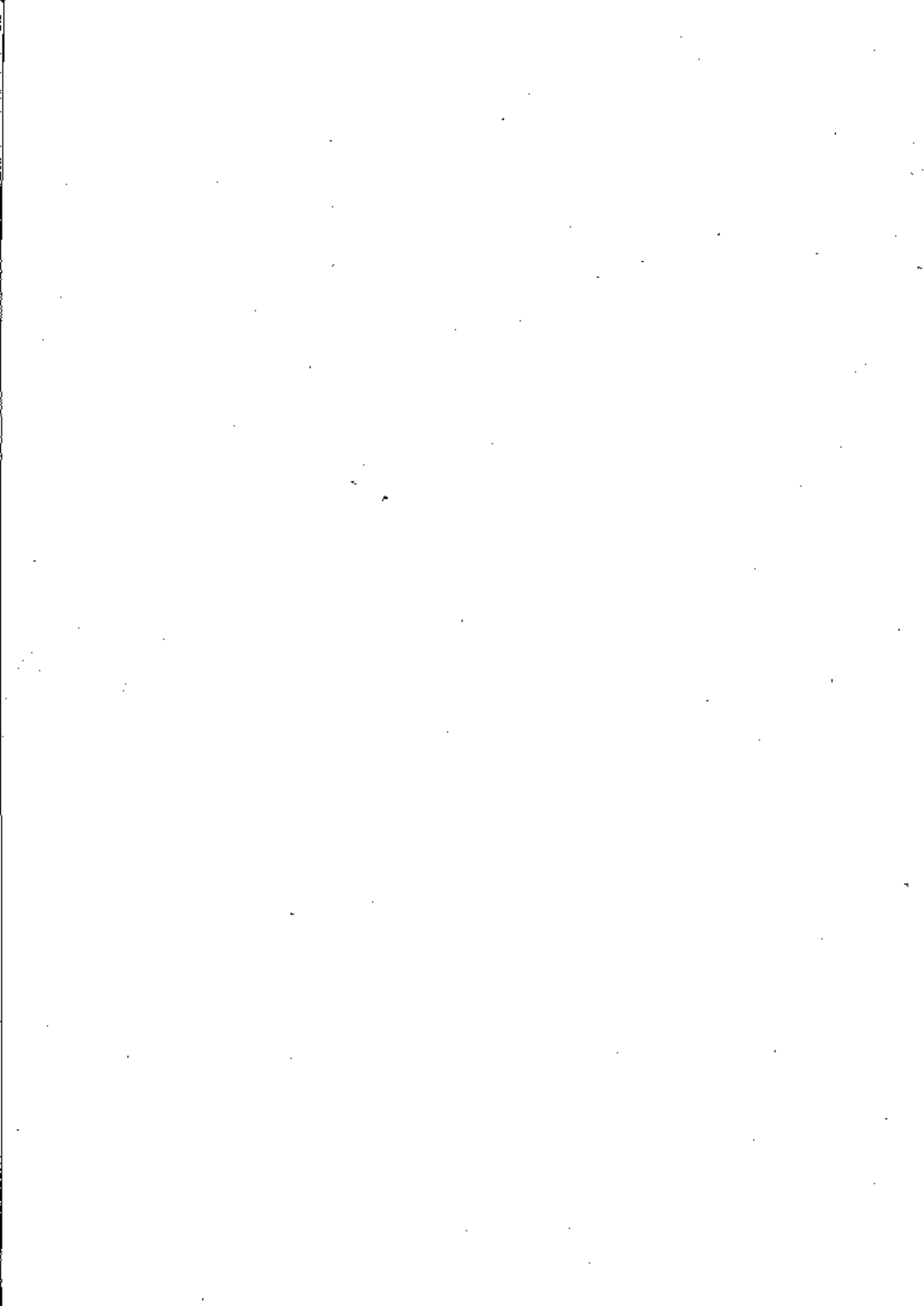
Company Code - FD000000000 - ALLIANCE SELECT FOODS INTERNATIONAL, INC

Business Date: March 29, 2019

BP NAME	HOLDING
UPCC SECURITIES CORP.	10,000
A & A SECURITIES, INC.	2,540,808
ABACUS SECURITIES CORPORATION	67,385,160
PHILSTOCKS FINANCIAL INC	7,869,164
A. T. DE CASTRO SECURITIES CORP.	645,830
ALPHA SECURITIES CORP.	6,893
BA SECURITIES, INC.	875
AP SECURITIES INCORPORATED	38,442,565
ANSALDO, GODINEZ & CO., INC.	3,168,372
AB CAPITAL SECURITIES, INC.	11,330,989
SB EQUITIES, INC.	8,175,978
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	52,000
ASIASEC EQUITIES, INC.	1,517,568,110
ASTRA SECURITIES CORPORATION	902,558
CHINA BANK SECURITIES CORPORATION	271,000
BELSON SECURITIES, INC.	2,462,880
B. H. CHUA SECURITIES CORPORATION	13,204
JAKA SECURITIES CORP.	377,323
BPI SECURITIES CORPORATION	13,908,977
CAMPOS, LANUZA & COMPANY, INC.	366,830
SINCERE SECURITIES CORPORATION	452,830
BDO NOMURA SECURITIES INC	7,776,929
CITISECURITIES, INC.	624,650
TRITON SECURITIES CORP.	1,803,449
IGC SECURITIES INC.	62,705
CUALOPING SECURITIES CORPORATION	33,680
DAVID GO SECURITIES CORP.	1,206,307
DIVERSIFIED SECURITIES, INC.	3,336,643
E. CHUA CHIACO SECURITIES, INC.	2,228,815
EAST WEST CAPITAL CORPORATION	317,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	3,102,538
EQUITIWORLD SECURITIES, INC.	1,994
EVERGREEN STOCK BROKERAGE & SEC., INC.	4,136,747
FIRST ORIENT SECURITIES, INC.	171,209
F. YAP SECURITIES, INC.	713,209
AURORA SECURITIES, INC.	84,606,544
GLOBALINKS SECURITIES & STOCKS, INC.	4,522,621
JSG SECURITIES, INC.	43,575
GOLDSTAR SECURITIES, INC.	2,679,336
GUILD SECURITIES, INC.	81,433
HDI SECURITIES, INC.	5,525,791

H. E. BENNETT SECURITIES, INC.	120,685
I. ACKERMAN & CO., INC.	36,588
I. B. GIMENEZ SECURITIES, INC.	15,158
INVESTORS SECURITIES, INC.	214,881
IMPERIAL, DE GUZMAN, ABALOS & CO., INC.	620,738
INTRA-INVEST SECURITIES, INC.	140
J.M. BARCELON & CO., INC.	120,000
VALUE QUEST SECURITIES CORPORATION	1,348,000
STRATEGIC EQUITIES CORP.	85,824
LARRGO SECURITIES CO., INC.	10,806
LUCKY SECURITIES, INC.	320,832
LUYS SECURITIES COMPANY, INC.	200,834
MANDARIN SECURITIES CORPORATION	3,921,140
COL Financial Group, Inc.	63,206,543
DA MARKET SECURITIES, INC.	20,033,736
MERCANTILE SECURITIES CORP.	2,181,476
MERIDIAN SECURITIES, INC.	214,417
MDR SECURITIES, INC.	150,261
DEUTSCHE REGIS PARTNERS, INC.	4,000,800
MOUNT PEAK SECURITIES, INC.	200,000
NEW WORLD SECURITIES CO., INC.	148,417
OPTIMUM SECURITIES CORPORATION	173,410
RCBC SECURITIES, INC.	612,134
PAN ASIA SECURITIES CORP.	350,883
PAPA SECURITIES CORPORATION	8,763,309
MAYBANK ATR KIM ENG SECURITIES, INC.	32,926,665
PLATINUM SECURITIES, INC.	231,578
PNB SECURITIES, INC.	852,000
PREMIUM SECURITIES, INC.	1,252,656
SALISBURY BKT SECURITIES CORPORATION	666,903
QUALITY INVESTMENTS & SECURITIES CORPORATION	13,956,749
R & L INVESTMENTS, INC.	102,636
ALAKOR SECURITIES CORPORATION	132,105
R. COYIUTO SECURITIES, INC.	561,797
REGINA CAPITAL DEVELOPMENT CORPORATION	1,942,227
R. NUBLA SECURITIES, INC.	2,020,000
AAA SOUTHEAST EQUITIES, INCORPORATED	1,092,000
R. S. LIM & CO., INC.	930,000
RTG & COMPANY, INC.	101,531
S.J. ROXAS & CO., INC.	39,438
SECURITIES SPECIALISTS, INC.	42,282
FIDELITY SECURITIES, INC.	702,997
SUMMIT SECURITIES, INC.	860,001
STANDARD SECURITIES CORPORATION	4,248,042
TANSENGCO & CO., INC.	480,479
TOWER SECURITIES, INC.	10,370,960
APEX PHILIPPINES EQUITIES CORPORATION	231

TRJ-STATE SECURITIES, INC.	616,841
UCPB SECURITIES, INC.	623,886
VENTURE SECURITIES, INC.	48,709
FIRST METRO SECURITIES BROKERAGE CORP.	11,423,360
WEALTH SECURITIES, INC.	6,215,208
WESTLINK GLOBAL EQUITIES, INC.	24,000
BERNAD SECURITIES, INC.	3,200,312
WONG SECURITIES CORPORATION	115,781
YAO & ZIALCITA, INC.	435,968
YU & COMPANY, INC.	5,886,435
BDO SECURITIES CORPORATION	20,831,599
EAGLE EQUITIES, INC.	51,487,340
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	195,000
SOLAR SECURITIES, INC.	6,562,721
G.D. TAN & COMPANY, INC.	2,912,576
PHILIPPINE EQUITY PARTNERS, INC.	296
UNICAPITAL SECURITIES INC.	3,015,303
SunSecurities, Inc.	2,510,157
ARMSTRONG SECURITIES, INC.	57,890
KING'S POWER SECURITIES, INC.	220,000
TIMSON SECURITIES, INC.	3,491,000
STAR ALLIANCE SECURITIES CORP.	493,000
CHINA BANKING CORPORATION - TRUST GROUP	100,000
CITIBANK N.A.	3,362,292
THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	2,688,582
STANDARD CHARTERED BANK	5,000
PCD NOMINEE CORP	82
TOTAL	2,106,015,148



ORIGINAL

COVER SHEET ANNEX

H

SEC Registration Number: CS200319138

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

Company's Full Name

Unit 1206, East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

Company's Address

Ma. Kristina P. Ambrocio
Contact Person

635-5241 to 44
Telephone Number

31 December
Fiscal Year Ending

June 15
Annual Meeting

**Corporate Governance
Manual**

Form Type

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

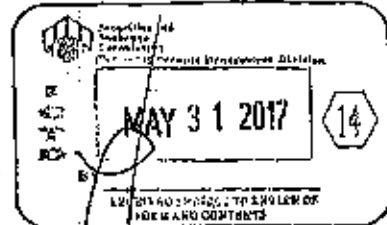
Remarks: Please use black ink for scanning purposes

ALLIANCE SELECT FOODS INTERNATIONAL, INC.

2017 CORPORATE GOVERNANCE MANUAL¹

The Board of Directors of **Alliance Select Foods International, Inc.** (the "Company" or "ASFI") approved and adopted the Company's Revised Corporate Governance Manual on 25 July 2014.² On 30 May 2017, the Board of Directors of the Company adopted and approved this Corporate Governance Manual (the "2017 CG Manual") substantially adopting the Code of Corporate Governance for Publicly-Listed Companies ("Corporate Governance Code").

**PART I
GOVERNANCE STATEMENT**



Commitment to Good Corporate Governance³

The Board of Directors, Management, Officers and Employees of **ALLIANCE SELECT FOODS INTERNATIONAL, INC.** (the "Company" or "ASFI") recognize that Corporate Governance:

- Is the system of stewardship and control to guide organizations in fulfilling their long-term economic, moral, legal and social obligations towards their shareholders as well as their stakeholders;
- Is a system of direction, feedback and control using regulations, performance standards and ethical guidelines to hold the Board and senior management accountable for ensuring ethical behaviour, reconciling long-term customer satisfaction with shareholder value, to the benefit of all shareholders and stakeholders and society; and
- Its purpose is to maximize the organization's long-term success, creating sustainable value for its shareholders, stakeholders and the nation.⁴

Consistent therewith, the Board of Directors, Management, Officers and Employees of the Company commit themselves to the principles and sound best practices of Corporate Governance and dedicate themselves towards ensuring awareness of,

¹ Adopted in compliance with SEC Memorandum Circular No. 19, Series of 2016

² Adopted in compliance with SEC Memorandum Circular No. 9, Series of 2014

³ Attached to this 2017 CG Manual of Alliance Select Foods International, Inc. are the following:

Annex A: Related Party Transactions Policy

Annex B: Internal Audit Charter

Annex C: Board Charter

Annex D: Audit Committee Charter

Annex E: Corporate Governance Committee Charter (will undertake the functions of the Nominations and Compensation Committees)

Annex F: Board Risk Oversight Committee Charter

Annex G: Related Party Transactions Committee

Annex H: Policy requiring Directors and Officers to report dealings in shares of the Company within three (3) business days

⁴ SEC Memorandum Circular No. 19, Series of 2016



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

A PUBLICLY LISTED COMPANY

May 29, 2019

Alliance Select Foods International Inc.
Suite 3104A, West Tower, Philippine Stock Exchange Centre
Exchange Road, Ortigas Center, Pasig City,
Metro Manila, 1600 Philippines

Attn : **Mr. Dobbin A. Tan**
Chairman of the Audit Committee

Dear Mr. Tan:


In accordance with the Charter of the Internal Audit Committee, we attest that we conducted a risk-based assessment of the Company in developing our audit plan, which was presented and approved by the Audit Committee.

We reviewed the processes in Governance, risk and compliance; business development; treasury; cash disbursement; financial closing; financial consolidation and reporting. We also reviewed the risks and controls within the processes until December 31, 2018.

The results of the risk-based assessment conducted were presented to and was acted upon by the management.

Based on the review conducted, we have concluded that the material risks were identified and assessed, and that the controls implemented to mitigate these risks were adequate and effective during the identified period. We believe that sound governance by the management, risk management, control and compliance systems are in place and are effective.

Sincerely yours,


Raymond K. H. See
President, and CEO


Nimpa H. Reyes
Chief Audit Executive



July 4, 2018

The Philippine Stock Exchange, Inc.
6/F PSE Tower
5th Avenue corner 28th Street,
Bonifacio Global City, Taguig City,
Philippines 1634

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Re: 2018 Annual Stockholders' Meeting

Gentlemen:

Please be informed that at the Annual General Meeting of Stockholders of **ALLIANCE SELECT FOODS INTERNATIONAL, INC.** (the "Company") held at 2:30 p.m. today, July 4, 2018, at the Philippine Stock Exchange Auditorium, Ground floor, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila 1605 (the "Meeting"), all matters requiring the vote of stockholders as set out in the Notice with Agenda and Information Statement for the Meeting were duly approved by the vote of stockholders.


Stockholders of record as of April 28, 2017 were entitled to vote at Meeting. As of said date, the Company had 2,499,712,463 outstanding and issued common shares. At the Meeting, there were present, in person or represented by proxy, stockholders holding 2,141,355,384 common shares, representing 85.66% of the Company's total outstanding capital stock.

The voting was by balloting. The Company's Corporate Secretary and Assistant Corporate Secretary tabulated the votes. Approval of the matters requiring the vote of stockholders required the affirmative vote of stockholders owning at least a majority of the outstanding voting capital stock. The voting results are as follows:

Matter requiring vote of stockholders	For	Against	Abstain
1. Reading and approval of the Minutes of the 2017 Annual General Meeting of Stockholders held on June 15, 2017, and the Special Meeting of Stockholders held on September 7, 2017. (Item 4 on Agenda)	1,770,878,972 (70.84%)	1	370,476,411 (14.82%)
2. Approval of the Annual Report and the Audited Financial Statements for the Year Ended December 31, 2017.	1,770,878,972 (70.84%)	370,435,889 (14.82%)	40,523

3. Ratification and approval of the acts of the Board of Directors and Executive Officers for the corporate year 2017-2018. (Item 6 on Agenda)		1,770,878,972 (70.84%)	370,435,889 (14.82%)	40,523
4. Appointment of Reyes Tacandong & Co. as the Company's Independent External Auditors for 2018. (Item 7 on Agenda)		1,770,868,599 (70.84%)	370,435,889 (14.82%)	50,896
5. Election of Directors for the ensuing year (Item 8 on Agenda)		Yes	No	Abstain
a)	Election of Atty. Antonio C. Pacis as Regular Director	1,770,790,980 (70.84%)	0	370,564,404 (14.82%)
b)	Election of Mr. Gabriel Dee as Regular Director	1,770,801,354 (70.84%)	0	370,554,030 (14.82%)
c)	Election of Mr. Raymond K.H. See as Regular Director	1,770,878,972 (70.84%)	0	370,476,412 (14.82%)
d)	Election of Ms. Marie Grace T. Vera Cruz as Regular Director	1,770,838,774 (70.84%)	0	370,516,610 (14.82%)
e)	Election of Mr. Erwin M. Elechicon as Independent Director	1,770,797,463 (70.84%)	0	370,554,030 (14.82%)
f)	Election of Mr. Joseph Peter Y. Roxas as Regular Director	1,770,790,980 (70.84%)	0	370,564,404 (14.82%)
g)	Election of Mr. Dobbie A. Tan as Independent Director	1,770,800,057 (70.84%)	0	370,555,327 (14.82%)

Very truly yours,


BARBARA ANNE C. MIGALLOS
 Corporate Secretary



Matter requiring vote of stockholders	For	Against	Abstain
1. Reading and approval of the Minutes of the 2017 Annual General Meeting of Stockholders held on June 15, 2017, and the Special Meeting of Stockholders held on September 7, 2017. (Item 4 on Agenda)	1,770,878,972 (70.84%)	1	370,476,411 (14.82%)
2. Approval of the Annual Report and the Audited Financial Statements for the Year Ended December 31, 2017. (Item 5 on Agenda)	1,770,878,972 (70.84%)	370,435,889 (14.82%)	40,523
3. Ratification and approval of the acts of the Board of Directors and Executive Officers for the corporate year 2017-2018. (Item 6 on Agenda)	1,770,878,972 (70.84%)	370,435,889 (14.82%)	40,523
4. Appointment of Reyes Tacandong & Co. as the Company's Independent External Auditors for 2018. (Item 7 on Agenda)	1,770,868,599 (70.84%)	370,435,889 (14.82%)	50,896
5. Election of Directors for the ensuing year (Item 8 on Agenda)	Yes	No	Abstain
a) Election of Atty. Antonio C. Pacis as Regular Director	1,770,790,980 (70.84%)	370,435,888 (14.82%)	128,516 (0.01%)
b) Election of Mr. Gabriel Dee as Regular Director	1,770,801,354 (70.84%)	370,435,888 (14.82%)	118,142 (0.00%)
c) Election of Mr. Raymond K.H. See as Regular Director	1,770,878,972 (70.84%)	370,435,888 (14.82%)	40,524 (0.00%)

d.)	Election of Ms. Marie Grace T. Vera Cruz as Regular Director	1,770,838,774 (70.84%)	370,435,888 (14.82%)	<u>80,722</u> (0.00%)
e.)	Election of Mr. Erwin M. Elechicon as Independent Director	1,770,797,463 (70.84%)	370,435,888 (14.82%)	<u>122,033</u> (0.00%)
f.)	Election of Mr. Joseph Peter Y. Roxas as Regular Director	1,770,790,980 (70.84%)	370,435,888 (14.82%)	<u>128,516</u> (0.01%)
g.)	Election of Mr. Dobbin A. Tan as Independent Director	1,770,800,057 (70.84%)	370,435,888 (14.82%)	<u>119,439</u>



ALLIANCE SELECT FOODS INTERNATIONAL, INC.

Document No.	HRM-ADM-GUI-0002
Document Title	TRAINING GUIDELINES AND PROCEDURES

DOCUMENT REVISION

Version No.	Date	Reviewed	Approved
1	01 January 2018	Human Resources	Plant Manager
2	01 January 2019	Human Resources	Plant Manager

AMENDMENT LIST

Date	Description of Amendment
01 January 2018	New Issue
01 January 2019	Update Signatory Update Document Number Scope



TABLE OF CONTENTS

I. PURPOSE	3
II. SCOPE	3
III. RESPONSIBILITIES	3
IV. GUIDELINE AND PROCEDURES	3
V. REPEALING CLAUSE	4
VI. EFFECTIVITY	4
VII. APPROVAL	4



I. PURPOSE

The company will carry out a continuing practical and positive program of training and development of its employees. This is to ensure maximum efficiency in the performance of functions, duties, and responsibilities and improve employee morale. Department Managers and Section Managers at all levels shall identify in consultation with the Human Resources Manager the training needs or development of employees.

Each employee shall be responsible to improve himself in order to become more useful to the organization with the help and guidance of the immediate superior. All training improvement in knowledge and skills, which an employee has received whether inside or outside the company should be recorded in the personnel records.

II. SCOPE

This guideline will help the human resources department in assessing the training needs for both newly hired and existing employees.

III. RESPONSIBILITIES

1. The Human Resources Department will assist in the administration and interpretation of this guideline and recommends changes to management.
2. Department Managers and Section Managers shall administer this guideline within their functional area.

IV. GUIDELINE AND PROCEDURES

1. All newly hired employees shall undergo an orientation or Induction Program. The HR Manager and Department Manager where the employee will be assigned shall be responsible in this induction program.
2. The orientation program consist of two (2) parts: (1) company matters in general to be handled by the Human Resources Development Department, and (2) the worker in his work place, covering the job, the product, the company and the industry which are handled by the Section Managers or Department Managers. The orientation guide designed for this purpose shall be followed.
3. The Human Resources manager shall also initiate on a regular basis a re-orientation program to all employees who are already on board. This program



shall orient and/or update employees on changes in methods, procedures and working conditions.

4. All temporary employees before they are accepted for employment shall undergo a training program based on the prescribed training guide provided for this purpose. No one will be hired if they will not pass the training requirement.
5. All regular employees shall undergo an annual re-training program to assess their development on the job. This will complement with the annual performance appraisal system now in place. The Training guide prepared for each position shall be followed in the re-training process.
6. The Human Resources manager in consultation with the different line departments shall determine the training needs of the employees, design training activities to meet such need arranged according to priorities.
7. The Human Resources Manager shall evaluate all training programs and submit an annual report to management on the status of each program, their effectiveness and the quality of the training activities.
8. Attendance to outside training programs shall be covered with an approved request for training. The Request for Training Questionnaire shall be accomplished and forwarded to Human Resources Manager for review and approval.
9. As a rule, each employee shall be allowed to attend at least four training courses in a given year.

V. REPEALING CLAUSE

Any existing policies, rules and procedures, which are contrary to or inconsistent with the above provisions, are hereby superseded and/or repealed.

VI. EFFECTIVITY

This policy takes effect 01 January 2019.

VII. APPROVAL


MA KRISTINA P. AMBROCIO
V for Compliance
OIC for Human Resources


JOSEPHINE I. ZAMBRA
Plant Manager



ALLIANCE SELECT FOODS INTERNATIONAL, INC.

Document No.	HRM-ADM-POL-0001
Document Title	POLICY AND PROGRAM ON HEALTH AND SAFETY

DOCUMENT REVISION

Version No.	Date	Reviewed	Approved
1	01 January 2018	Human Resources	Plant Manager
2	01 January 2019	Human Resources	Plant Manager

AMENDMENT LIST

Date	Description of Amendment
01 January 2018	New Issue
01 January 2019	Update Signatory Update Document Number



TABLE OF CONTENTS

I. POLICY STATEMENT	3
II. SCOPE OF POLICY	3
III. RESPONSIBILITIES	3
IV. GUIDELINE AND PROCEDURES	3
1. PERSONAL INJURY PREVENTION	3
2. PROPERTY DAMAGE AND WASTE CONTROL	3
3. ENVIRONMENTAL PROTECTION	4
4. SECURITY OF PERSONS AND PROPERTY	4
COMPANY SAFETY RESPONSIBILITY	4
1. STAFF RESPONSIBILITY	4
2. LINE SAFETY RESPONSIBILITY	5
3. EMPLOYEE RESPONSIBILITY	5
V. REPEALING CLAUSE	5
VI. EFFECTIVITY	5
VII. APPROVAL	5



I. POLICY STATEMENT

It is the objective of this policy to integrate total loss control management into the present system, so that people, equipment, materials and the environment are amply protected from accidents/incidents and that line managers take a direct hand in pursuing safety/loss control activities to enhance productivity and profitability of the Company.

II. SCOPE OF POLICY

This policy shall apply to all employees of Alliance Select Foods International, Inc.

III. GUIDELINE AND PROCEDURES

The company is pursuing safety control activities to increase productivity and profitability through the following standards:

1. Personal Injury Prevention

Alliance Select Foods International, Inc. upholds the dignity and importance of every individual employee and is determined to protect its employees by giving adequate training in the performance of his duties and providing safe working conditions, facilities and the necessary protective equipment. The employee, in turn is expected to conscientiously learn to follow prescribed standards.

2. Property Damage and Waste Control

The company provides the authority and available resources to line management to prescribe measures of remedial actions so that the physical plant, materials, supplies and equipment are adequately protected from any downgrading incident that results in a loss. The Company considers all incidents outside the standard established for fair wear and tear, including those that result in the wastage of resources, as reportable in the loss reporting system.



3. Environmental Protection

It is the policy of this company to avoid pollution and preserve the environment in as far as humanely possible by adhering to the standards it has promulgated, as well as those prescribed by regulatory agencies concerned.

4. Security of Persons and Property

It is the policy of this Company to ensure the security of its employees, its environment and the properties it own and is held responsible.

The Company, therefore, directs all levels of management to place ample emphasis on the protection of property, and facilities, and above all human lives at all times.

IV. COMPANY SAFETY RESPONSIBILITY

The Plant Manager of the Corporation exercises authority of the Company to carry out its safety and loss control programs and the provisions of the Labor Code which pertains to safety and loss control. The Human Resources Manager is the Company Safety Administrator who shall provide advice on program implementation and monitor, audit and analyze safety and loss control performances.

1. Staff Responsibility

Company Officers and Managers provide support to the implementation of the safety and loss control programs by actively participating in the prevention of downgrading incidents, especially when the causes fall within their area of functional responsibilities.

2. Line Safety Responsibility

Line Mangers are directly responsible for the safety of employees and the protection of company assets.

The Line Managers has the responsibility to protect his men, company equipment and materials, and the environment against accidental



losses/damages, which includes advising his direct superior of operational failures that tend to produce loss, accepting his accountability for every loss and taking the appropriate precautionary measure(s) to prevent its recurrence.

3. Employee Responsibility

Individual employee shall follow all work directives and procedures, oral and written, required of his assigned task for the safety and protection of his own self, his fellow workers and the public that may be involved.


V. REPEALING CLAUSE

Any existing policies, rules and procedures, which are contrary to or inconsistent with the above provisions, are hereby superseded and/or repealed.

VI. EFFECTIVITY

This policy takes effect 01 January 2019.

VII. APPROVAL


MA KRISTINA P. AMBROCIO
VP for Compliance
OIC for Human Resources


JOSEPHINE I. ZAMBRA
Plant Manager



ALLIANCE SELECT FOODS INTERNATIONAL INC

PPE REQUIREMENT AND MAINTENANCE PROGRAM

1. PURPOSE

To establish a standard for the mandatory use of personal protective equipment (PPE) as general use requirements at Alliance Select Foods International, Inc.

2. SCOPE

This procedure applies to all Alliance Select Foods International, Inc. employees, TEMPCO employees, and contractors.

3. INTRODUCTION

Personal protective equipment (PPE) is used to create a protective barrier between a worker and hazards in the workplace. PPE includes such equipment as chemical resistant gloves, safety shoes, rubber boots, respirators, and clothing such as aprons.

4. RESPONSIBILITIES

4.1 DEPARTMENT MANAGERS

4.1.1 Actively support these procedure within individual units

4.1.2 Ensure an environment where employees are encouraged to follow these procedures

4.2 SUPERVISORS

4.2.1 Implement these procedures

4.2.2 Assure workers are aware of this program and provided with training and personal protective equipment

4.3 INDIVIDUAL EMPLOYEES

4.3.1 Comply with these procedures and any further safety requirements set by supervisors

4.3.2 Conduct assigned tasks in a safe manner, wear appropriate personal protective equipment, and information

4.3.3 Should be fully responsible in taking care of all personal protective equipment issued to them

5. PROCEDURE

The following are the general requirements for the use of personal protective equipment

5.1 All personal protective equipment shall meet statutory requirements as well as OSHA, and/or ANSI approvals where applicable

5.2 All personal protective equipment shall be used and maintained in accordance with manufacturer's specification

5.3 Personal protective equipment shall not be altered unless authorized by the manufacturer

5.4 All personal protective equipment that is damaged or in need of repair shall be removed from service. This equipment shall be returned to the PIC. The worker's direct supervisor must be informed of the defect or problem.

5.5 Fall protection equipment that sustained the fall of a person shall be removed, and only reinstated for use after appropriate inspection and approval from the manufacturer

5.6 PPE issuance record shall be maintained to ensure that all workers are being provided with necessary PPE according to their nature of work

6. MINIMUM PPE REQUIREMENT FOR ENGINEERING AND MAINTENANCE WORKS

6.1 Hard Hat – approved protective headwear where there is a potential for head injury

6.2 Safety Boots/Rubber Boots/Closed Shoes – approved protective footwear where there is a potential for foot injury

6.3 Gloves – to guard against abrasions and protect against cold or heat

6.4 Eye Protection – should be worn while performing any activities where there is a potential for eye injury

6.5 Hearing Protection – such devices should be worn whenever a person is exposed to noise levels greater than 100 decibels for periods of more than 15 minutes or 85 decibels for 8 hours per day

6.6 Harness – fall protection when working above 2 meters in height using temporary platforms or others access with a fall potential

6.7 High Visibility Clothing - shall be provided to the worker in the area often used where there is a risk of injury associated with working on or near roadways or near moving traffic or moving plant

7. AREA COVERED

Work areas include construction sites, fabrication shops, and other areas or facilities where hazards may exist.

8. MAINTENANCE, STORAGE AND REPLACEMENT GUIDELINES

There should be adequate maintenance of PPE to ensure it controls the risk. Maintenance should include regular visual inspection before each use to determine if the equipment has sustained any damage and that it will work as intended. If the PPE is damaged, it may not provide the necessary protection, it should be either repaired or disposed of appropriately and replaced.

In circumstances where damage to PPE may be due to either poor selection of equipment of the equipment not conforming to the relevant standards, the PPE shall be replaced and shouldered by the Company. If the damage is due to user misuse or negligence, the Company shall replace the PPE with the cost shouldered by the end-user.

PPEs shall be stored in accordance with the manufacturer's instructions. Essentially, PPEs should be stored where it cannot be damaged, deteriorate, or be used by another person if it is unhygienic. PPEs should be stored in a location that is readily accessible for workers.

All PPEs shall be checked for defects on a regular basis (e.g. holes in gloves); cleaned after use and maintain in hygienic fashion; and stored in appropriate accommodation (e.g. safety goggles kept in a case).

8.1 Frequency of Replacement

To be able to prolong and maximize the lifespan of the PPEs, it is highly recommended that the end-user should follow the manufacturer's instructions.

PERSONAL PROTECTIVE EQUIPMENT	LIFESPAN
HARD HAT	5 YEARS
SAFETY GOGGLES/GLASSES	12 MONTHS TO 15 MONTHS
EAR PLUGS	6 MONTHS
EAR MUFFS	12 MONTHS TO 15 MONTHS
GLOVES	6 MONTHS
SAFETY SHOES/BOOTS	2 YEARS

9. TRAINING

Each employee who is required to use PPE will be trained in the following:

- Why PPE is necessary
- When PPE is necessary
- What PPE is necessary and any alternative choices of equipment
- How to properly don, doff, adjust, and wear PPE
- Proper care, maintenance, storage, useful life, and disposal of PPE

The training will include an opportunity for employees to handle the PPE and demonstrate that they understand the training and have the ability to use the PPE properly. The training will be chaired by the Safety Officer. The training shall be documented in writing.



ALLIANCE SELECT FOODS INTERNATIONAL INC

PPE REQUIREMENT AND MAINTENANCE PROGRAM

1. PURPOSE

To establish a standard for the mandatory use of personal protective equipment (PPE) as general use requirements at Alliance Select Foods International, Inc.

2. SCOPE

This procedure applies to all Alliance Select Foods International, Inc. employees, TEMPCO employees, and contractors.

3. INTRODUCTION

Personal protective equipment (PPE) is used to create a protective barrier between a worker and hazards in the workplace. PPE includes such equipment as chemical resistant gloves, safety shoes, rubber boots, respirators, and clothing such as aprons.

4. RESPONSIBILITIES

4.1 DEPARTMENT MANAGERS

4.1.1 Actively support these procedure within individual units

4.1.2 Ensure an environment where employees are encouraged to follow these procedures

4.2 SUPERVISORS

4.2.1 Implement these procedures

4.2.2 Assure workers are aware of this program and provided with training and personal protective equipment

4.3 INDIVIDUAL EMPLOYEES

4.3.1 Comply with these procedures and any further safety requirements set by supervisors

4.3.2 Conduct assigned tasks in a safe manner, wear appropriate personal protective equipment, and information

4.3.3 Should be fully responsible in taking care of all personal protective equipment issued to them

5. PROCEDURE

The following are the general requirements for the use of personal protective equipment

5.1 All personal protective equipment shall meet statutory requirements as well as OSHA, and/or ANSI approvals where applicable

5.2 All personal protective equipment shall be used and maintained in accordance with manufacturer's specification

5.3 Personal protective equipment shall not be altered unless authorized by the manufacturer

5.4 All personal protective equipment that is damaged or in need of repair shall be removed from service. This equipment shall be returned to the PIC. The worker's direct supervisor must be informed of the defect or problem.

5.5 Fall protection equipment that sustained the fall of a person shall be removed, and only reinstated for use after appropriate inspection and approval from the manufacturer

5.6 PPE issuance record shall be maintained to ensure that all workers are being provided with necessary PPE according to their nature of work

6. MINIMUM PPE REQUIREMENT FOR ENGINEERING AND MAINTENANCE WORKS

6.1 Hard Hat – approved protective headwear where there is a potential for head injury

6.2 Safety Boots/Rubber Boots/Closed Shoes – approved protective footwear where there is a potential for foot injury

6.3 Gloves – to guard against abrasions and protect against cold or heat

6.4 Eye Protection – should be worn while performing any activities where there is a potential for eye injury

6.5 Hearing Protection – such devices should be worn whenever a person is exposed to noise levels greater than 100 decibels for periods of more than 15 minutes or 85 decibels for 8 hours per day

6.6 Harness – fall protection when working above 2 meters in height using temporary platforms or others access with a fall potential

6.7 High Visibility Clothing - shall be provided to the worker in the area often used where there is a risk of injury associated with working on or near roadways or near moving traffic or moving plant

7. AREA COVERED

Work areas include construction sites, fabrication shops, and other areas or facilities where hazards may exist.

8. MAINTENANCE, STORAGE AND REPLACEMENT GUIDELINES

There should be adequate maintenance of PPE to ensure it controls the risk. Maintenance should include regular visual inspection before each use to determine if the equipment has sustained any damage and that it will work as intended. If the PPE is damaged, it may not provide the necessary protection, it should be either repaired or disposed of appropriately and replaced.

In circumstances where damage to PPE may be due to either poor selection of equipment or the equipment not conforming to the relevant standards, the PPE shall be replaced and shouldered by the Company. If the damage is due to user misuse or negligence, the Company shall replace the PPE with the cost shouldered by the end-user.

PPEs shall be stored in accordance with the manufacturer's instructions. Essentially, PPEs should be stored where it cannot be damaged, deteriorate, or be used by another person if it is unhygienic. PPEs should be stored in a location that is readily accessible for workers.

All PPEs shall be checked for defects on a regular basis (e.g. holes in gloves); cleaned after use and maintain in hygienic fashion; and stored in appropriate accommodation (e.g. safety goggles kept in a case).

8.1 Frequency of Replacement

To be able to prolong and maximize the lifespan of the PPEs, it is highly recommended that the end-user should follow the manufacturer's instructions.

PERSONAL PROTECTIVE EQUIPMENT	LIFESPAN
HARD HAT	3 YEARS
SAFETY GOGGLES/GLASSES	12 MONTHS TO 15 MONTHS
EAR PLUGS	6 MONTHS
EAR MUFFS	12 MONTHS TO 15 MONTHS
GLOVES	6 MONTHS
SAFETY SHOES/BOOTS	2 YEARS

9. TRAINING

Each employee who is required to use PPE will be trained in the following:

- Why PPE is necessary
- When PPE is necessary
- What PPE is necessary and any alternative choices of equipment
- How to properly don, doff, adjust, and wear PPE
- Proper care, maintenance, storage, useful life, and disposal of PPE

The training will include an opportunity for employees to handle the PPE and demonstrate that they understand the training and have the ability to use the PPE properly. The training will be chaired by the Safety Officer. The training shall be documented in writing.



ALLIANCE SELECT FOODS INTERNATIONAL INC

HEALTH, SAFETY, SECURITY, ENVIRONMENT POLICY

1. PURPOSE

It is the objective of this company to integrate total loss control management into the present system, so that people, equipment, materials and the environment are amply protected from accidents/incidents and that line managers take a direct hand in pursuing safety/loss control activities to enhance productivity and profitability of the Company through the following standards.

2. SCOPE

All requirements stipulated in this plan are applicable to all ASFII employees and TEMPCO employees, partners and visitors.

3. Leadership and Commitment

3.1 Establishment of Central Safety and Health Committee

In order to realize the objectives, an independent Safety and Health Committee shall be established comprising of members hereunder enumerated. They shall jointly act for the plant control and maintenance.

3.2 Organization and Responsibilities

3.2.1 Plant Manager/Assistant Plant Manager

The Plant Manager represents senior level of management in the plant and is accountable for the following activities:

- Communicates to subordinates the safety values of the plant
- Ensures safety performance and accountability of subordinates
- Visibly demonstrates to the organization that personal commitment to safety is a priority
- Review and respond to safety reports and accident investigation reports
- Includes safety as part of each meeting

3.2.2 Department Managers

- Solely responsible for the safety of his organization. Department Managers shall exercise the same active and aggressive leadership in safety that he exercises in other phases of his responsibilities
- Ensure that all work is being executed in a safe and healthful manner in compliance with the rules and regulations. Should he discover any discrepancies, he shall take immediate and appropriate actions
- Ensures the effectiveness and sufficiency of the Health and Safety orientation, training and continuous information and education campaign provided for every employee working on the Company

3.2.3 Department Supervisors

- Directly responsible to the plant employees for the safety in all activities under their supervision
- Observe work in progress to ensure that such work is being performed in compliance with all safety requirements

- Always endeavor to improve the safety and sanitary environment of the work
- Ensure that all work is being conducted in a safe manner and take corrective measures as deemed necessary

3.2.4 Safety Officer

- Developing, implementing and administering all aspects of accident prevention; fire protection and prevention; first aid policies, procedure and programs on projects; offices and facilities.
- Liaise with Plant Manager, Department Managers and Supervisors on all safety related subjects and advise management to ensure compliance.
- Administering appropriate safe work practices / procedures for the project.
- Promoting a high level of safety awareness on the project through new employee orientation.
- Maintaining all safety related records and files associated with the Company.
- Lead and assist in accident / incident investigations. Ensure that all procedures for the reporting, assessment and when necessary the investigation of accidents and near misses to all staff are being operated.
- Initiate safety memorandum or Job Safety Bulletins concerning safety issues.

3.2.5 Company Nurse

- Shall maintain a record of all cases attended to
- Keep an inventory of medicines dispensed and all equipment and supplies of the Plant
- Shall accompany all patients referred to the hospital
- He/she shall keep the medical clinic/facility in a hygienically sound condition and at the cleanest level at all times. Paper bed covers shall be changed for each patient seen

3.2.6 Pollution Control Officer

- Attend to the requirements of the establishment or agency prior to the construction or installation of pollution control facilities including the application and securing of necessary pollution permits and renewal
- Monitor activities pertaining the installation or construction of pollution source and control facilities with the end in view of ensuring their compliance with the air, noise and water quality standards
- Supervise the proper operation and maintenance of pollution control facilities of the plant.
- Handle other matters of environmental concerns as required by his/her employer

3.2.7 Individual Worker/Employee

- Ensure personal safety and ensures safety of co-workers
- Observe all necessary precautionary measures applicable to his work or work area
- Report any accident/incident whether major or minor including near misses to prevent recurrence

4. IMPLEMENTATION, STANDARD AND RESOURCES

4.1 Safety Trainings

Plant employees will attend different training courses presented by the Committee to equip them with knowledge and skills with regards to their safety roles, duties and responsibilities.

Database for attendance shall be developed and maintained to track employee training.

4.2 Personal Protective Equipment

Personal protective equipment shall be worn by all employees working in the Plant as required by law and ASFII.

Alliance Select Foods International, Inc., together with TEMPSCO shall be responsible for providing all PPE like uniforms, laboratory gowns, hand gloves, hats, and boots as compulsory and minimum requirements and all others as required.

In addition to the above, other PPEs must be worn depending on the nature of hazard associated with the task to be performed as well as the hazards present at the work area.

4.2 Emergency Response and Evacuation Plan

The purpose of this plan is to provide clear and concise communication of the Emergency Response and Evacuation Plan for Alliance Select Foods International, Inc. and its employees. It identifies the response, action and responsibilities of all plant personnel for effective management and recovery from emergencies such as medical, severe weather condition, fire, and earthquake, event of civil unrest or terrorism.

4.3 Fire Prevention and Protection Program

This guide covers the organizational, individual roles and activities of personnel tasked with specific responsibilities with regard to the establishment and maintenance of a Fire Prevention / Protection and Fire Fighting Plan.

5. PERFORMANCE MONITORING

5.1 Reports and Records

Records such as incident and accident logs, training records, first aid injury logs, medical records, plant audit reports, equipment maintenance reports, firefighting equipment inspection reports and other records and reports required by the National or Local Government Agencies shall be kept and maintained.\

6. CENTRAL SAFETY AND HEALTH COMMITTEE

CHAIRPERSON	JOSEPHINE ZAMBRA ASFII PLANT MANAGER		DENNIS ENERIO BGB PLANT MANAGER		
MEMBERS	DANIEL YAP PHYSICIAN	JIM LLUISMA (ALTERNATE) BGB ENG'G HEAD	NORIS DINGLASA ASFII ENG'G HEAD	ANNALEE DURANA HR MANAGER	JODAN TO-ONG PCO
	AWENG FLORES TEMPCO	KARL ADVINCULA (ALTERNATE) TEMPCO	EDWARD ANGOP SOCOPA	CARLITO ACUNA (ALTERNATE) SOCOPA	SHEILA CORONA NURSE
	BOBBY LIPIO JR. BON SECOURS	MARINA ESTAMANO BON SECOURS		RICO ENARIO TIGER GEN	JOHN MARK TORRES TIGER GEN
SECRETARY		RAQUEL CORDERO ASFII SO		JOHNNY DELGADO (ALTERNATE) BGB SO	

6.1 DUTIES AND RESPONSIBILITIES

6.1.1 Chairperson

- Prepares agenda for the next meeting
- Arranges the venue of the meeting
- Notifies members of the meeting
- Review previous minutes and materials for the meeting
- Chairs the meeting

6.1.2 Members

- Report unsafe conditions and practices
- Attend all safety meetings
- Report all accidents and/or near misses
- Review injury accidents, illnesses and death investigations
- Contribute ideas and suggestions for the improvement of safety
- Influence others to work safely

6.1.3 Secretary

- Records minutes of the meeting
- Distribute minutes to the committee members
- Posts minutes for other employees

- Reports status of recommendations
- Assumes Chairperson's duties if necessary

6.2 COMMITTEE FUNCTIONS

The Safety and Health Committee shall:

- Help evaluate the effectiveness of control measures used to protect employees from the hazards in the workplace
- Help review and update the workplace's Safety and Health Programs by evaluating employee injury and accident records, identifying trends and patterns, accident investigation finding, inspection findings, and employee reports of unsafe conditions and work practices
- Accept and address anonymous complaints and suggestions from employees
- Help formulate corrective measures to prevent recurrence of injuries, near misses, accidents and property damage
- Promote Safety and Health awareness and co-worker participation through continuous improvements to the safety programs
- Assist in monitoring safety and training to ensure that it is in place, effective, and documented
- Review the Safety and Health Program established by the Company
- Conduct interviews with employees in conjunction with inspections of the worksite.
- Observe the measurement of employee exposure to toxic materials and harmful physical agents.
- Establish procedures for exercising the rights and responsibilities of the committee.

6.3 COMMITTEE PLANS

6.3.1 Personal Injury Prevention

Alliance Select Foods International, Inc. upholds the dignity and importance of every individual employee and is determined to protect its employees by giving adequate training in the performance of his duties and providing safe working conditions, facilities and the necessary protective equipment. The employee, in turn is expected to conscientiously learn to follow prescribed standards.

6.3.2 Property Damage and Waste Control

The company provides the authority and available resources to line management to prescribe measures of remedial actions so that the physical plant, materials, supplies and equipment are adequately protected from any downgrading incident that results in a loss. The Company considers all incidents outside the standard established for fair wear and tear, including those that result in the wastage of resources, as reportable in the loss reporting system.

6.3.3 Environmental Protection

It is the policy of this company to avoid pollution and preserve the environment in as far as humanely possible by adhering to the standards it has promulgated, as well as those prescribed by regulatory agencies concerned.

6.3.4 Security of Persons and Property

It is the policy of this Company to ensure the security of its employees, its environment and the properties it own and is held responsible.

The Company, therefore, directs all levels of management to place ample emphasis on the protection of property, and facilities, and above all human lives at all times.

7. STOP WORK AUTHORITY

Everybody has the right to stop unsafe activities immediately. All employees, regardless of position, shall have the right to remove himself from danger when he has good reason to believe that there is an imminent and serious danger to his safety or health, even without seeking authority.

8. COMPANY SAFETY RESPONSIBILITY

7.1 Staff Responsibility

Company Officers and Managers provide support to the implementation of the safety and loss control programs by actively participating in the prevention of downgrading incidents, especially when the causes fall within their area of functional responsibilities.

7.2 Line Safety Responsibility

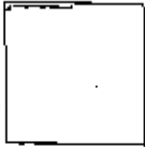
Line Managers or Department Heads are directly responsible for the safety of employees and the protection of company assets.

The Line Managers has the responsibility to protect his/her men, company equipment and materials, and the environment against accidental losses/damages, which includes advising his direct superior of operational failures that tend to produce loss, accepting his accountability for every loss and taking the appropriate precautionary measures to prevent its recurrence.

7.3 Employee Responsibility

Individual employee shall follow all work directives and procedures, oral and written, required of his assigned task for the safety and protection of his own self, his fellow workers and the public that may be involved.

Brgy. Tumbler, General Santos City



ALLIANCE SELECT FOODS INTERNATIONAL INC

HEALTH, SAFETY, SECURITY, ENVIRONMENT POLICY

Brgy. Tumbler, General Santos City

1. PURPOSE

It is the objective of this company to integrate total loss control management into the present system, so that people, equipment, materials and the environment are amply protected from accidents/incidents and that line managers take a direct hand in pursuing safety/loss control activities to enhance productivity and profitability of the Company through the following standards.

2. SCOPE

All requirements stipulated in this plan are applicable to all ASFII employees and TEMPCO employees, partners and visitors.

3. Leadership and Commitment

3.1 Establishment of Central Safety and Health Committee

In order to realize the objectives, an independent Safety and Health Committee shall be established comprising of members hereunder enumerated. They shall jointly act for the plant control and maintenance.

3.2 Organization and Responsibilities

3.2.1 Plant Manager/Assistant Plant Manager

The Plant Manager represents senior level of management in the plant and is accountable for the following activities:

1. Communicates to subordinates the safety values of the plant
2. Ensures safety performance and accountability of subordinates
3. Visibly demonstrates to the organization that personal commitment to safety is a priority
4. Review and respond to safety reports and accident investigation reports
5. Includes safety as part of each meeting

3.2.2 Department Managers

1. Solely responsible for the safety of his organization. Department Managers shall exercise the same active and aggressive leadership in safety that he exercises in other phases of his responsibilities
2. Ensure that all work is being executed in a safe and healthful manner in compliance with the rules and regulations. Should he discover any discrepancies, he shall take immediate and appropriate actions
3. Ensures the effectiveness and sufficiency of the Health and Safety orientation, training and continuous information and education campaign provided for every employee working on the Company

3.2.3 Department Supervisors

1. Directly responsible to the plant employees for the safety in all activities under their supervision

Brgy. Tumbler, General Santos City

2. Observe work in progress to ensure that such work is being performed in compliance with all safety requirements
3. Always endeavor to improve the safety and sanitary environment of the work
4. Ensure that all work is being conducted in a safe manner and take corrective measures as deemed necessary

3.2.4 Safety Officer

1. Developing, implementing and administering all aspects of accident prevention; fire protection and prevention; first aid policies, procedure and programs on projects; offices and facilities.
2. Liaise with Plant Manager, Department Managers and Supervisors on all safety related subjects and advise management to ensure compliance.
3. Administering appropriate safe work practices / procedures for the project.
4. Promoting a high level of safety awareness on the project through new employee orientation.
5. Maintaining all safety related records and files associated with the Company.
6. Lead and assist in accident / incident investigations. Ensure that all procedures for the reporting, assessment and when necessary the investigation of accidents and near misses to all staff are being operated.
7. Initiate safety memorandum or Job Safety Bulletins concerning safety issues.

3.2.5 Company Nurse

1. Shall maintain a record of all cases attended to
2. Keep an inventory of medicines dispensed and all equipment and supplies of the Plant
3. Shall accompany all patients referred to the hospital
4. He/she shall keep the medical clinic/facility in a hygienically sound condition and at the cleanest level at all times. Paper bed covers shall be changed for each patient seen

3.2.6 Pollution Control Officer

1. Attend to the requirements of the establishment or agency prior to the construction or installation of pollution control facilities including the application and securing of necessary pollution permits and renewal
2. Monitor activities pertaining the installation or construction of pollution source and control facilities with the end in view of ensuring their compliance with the air, noise and water quality standards
3. Supervise the proper operation and maintenance of pollution control facilities of the plant
4. Handle other matters of environmental concerns as required by his/her employer

Brgy. Tumbler, General Santos City

3.2.7 Individual Worker/Employee

1. Ensure personal safety and ensures safety of co-workers
2. Observe all necessary precautionary measures applicable to his work or work area
3. Report any accident/incident whether major or minor including near misses to prevent recurrence

4. IMPLEMENTATION, STANDARD AND RESOURCES

4.1 Safety Trainings

Plant employees will attend different training courses presented by the Committee to equip them with knowledge and skills with regards to their safety roles, duties and responsibilities.

Database for attendance shall be developed and maintained to track employee training.

4.2 Personal Protective Equipment

Personal protective equipment shall be worn by all employees working in the Plant as required by law and ASFII.

Alliance Select Foods International, Inc., together with TEMPCO shall be responsible for providing all PPE like uniforms, laboratory gowns, hand gloves, hats, and boots as compulsory and minimum requirements and all others as required.

In addition to the above, other PPEs must be worn depending on the nature of hazard associated with the task to be performed as well as the hazards present at the work area.

4.2 Emergency Response and Evacuation Plan

The purpose of this plan is to provide clear and concise communication of the Emergency Response and Evacuation Plan for Alliance Select Foods International, Inc. and its employees. It identifies the response, action and responsibilities of all plant personnel for effective management and recovery from emergencies such as medical, severe weather condition, fire, and earthquake, event of civil unrest or terrorism.

4.3 Fire Prevention and Protection Program

This guide covers the organizational, individual roles and activities of personnel tasked with specific responsibilities with regard to the establishment and maintenance of a Fire Prevention / Protection and Fire Fighting Plan.

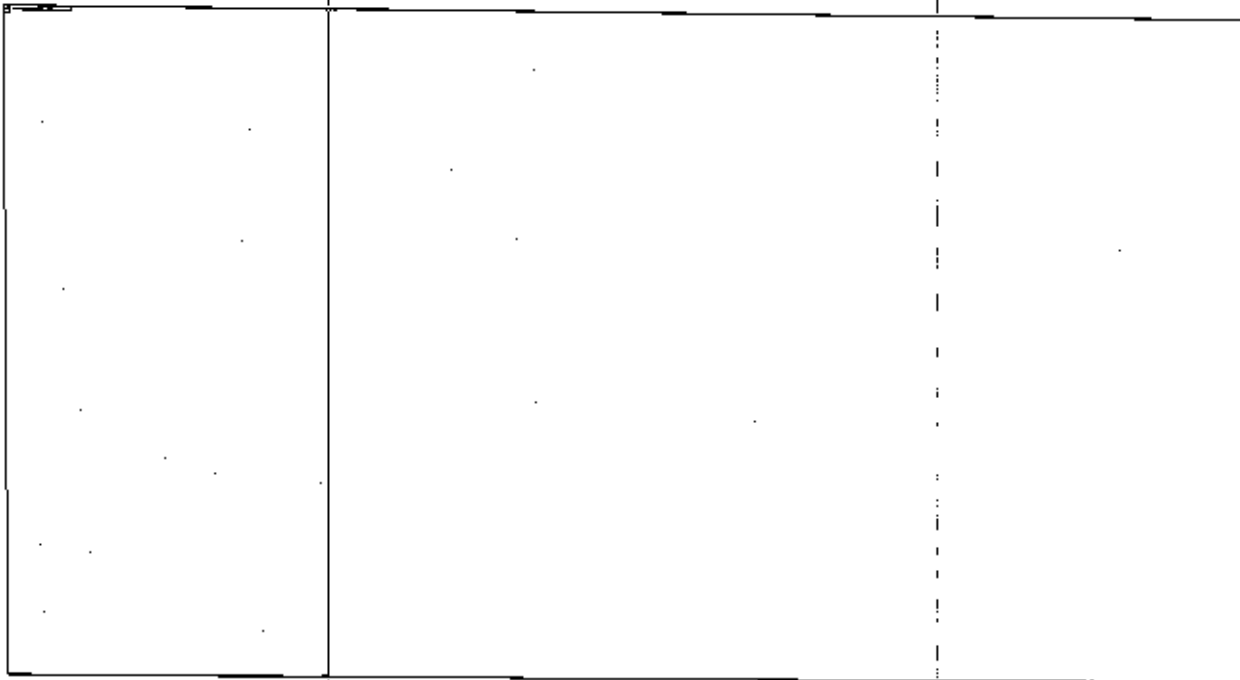
5. PERFORMANCE MONITORING

5.1 Reports and Records

Brgy. Tambler, General Santos City

Records such as incident and accident logs, training records, first aid injury logs, medical records, plant audit reports, equipment maintenance reports, firefighting equipment inspection reports and other records and reports required by the National or Local Government Agencies shall be kept and maintained.

6. CENTRAL SAFETY AND HEALTH COMMITTEE



6.1 DUTIES AND RESPONSIBILITIES

6.1.1 Chairperson

1. Prepares agenda for the next meeting
2. Arranges the venue of the meeting

Brgy. Tambler, General Santos City

3. Notifies members of the meeting
4. Review previous minutes and materials for the meeting
5. Chairs the meeting

6.1.2 Members

1. Report unsafe conditions and practices
2. Attend all safety meetings
3. Report all accidents and/or near misses
4. Review injury accidents, illnesses and death investigations
5. Contribute ideas and suggestions for the improvement of safety
6. Influence others to work safely

6.1.3 Secretary

1. Records minutes of the meeting
2. Distribute minutes to the committee members
3. Posts minutes for other employees
4. Reports status of recommendations
5. Assumes Chairperson's duties if necessary

6.2 COMMITTEE FUNCTIONS

The Safety and Health Committee shall:

1. Help evaluate the effectiveness of control measures used to protect employees from the hazards in the workplace
2. Help review and update the workplace's Safety and Health Programs by evaluating employee injury and accident records, identifying trends and patterns, accident investigation finding, inspection findings, and employee reports of unsafe conditions and work practices
3. Accept and address anonymous complaints and suggestions from employees
4. Help formulate corrective measures to prevent recurrence of injuries, near misses, accidents and property damage
5. Promote Safety and Health awareness and co-worker participation through continuous improvements to the safety programs
6. Assist in monitoring safety and training to ensure that it is in place, effective, and documented
7. Review the Safety and Health Program established by the Company
8. Conduct interviews with employees in conjunction with inspections of the worksite.
9. Observe the measurement of employee exposure to toxic materials and harmful physical agents.

Brgy. Tambler, General Santos City

10. Establish procedures for exercising the rights and responsibilities of the committee.

6.3 COMMITTEE PLANS

6.3.1 Personal Injury Prevention

Alliance Select Foods International, Inc. upholds the dignity and importance of every individual employee and is determined to protect its employees by giving adequate training in the performance of his duties and providing safe working conditions, facilities and the necessary protective equipment. The employee, in turn is expected to conscientiously learn to follow prescribed standards.

6.3.2 Property Damage and Waste Control

The company provides the authority and available resources to line management to prescribe measures of remedial actions so that the physical plant, materials, supplies and equipment are adequately protected from any downgrading incident that results in a loss. The Company considers all incidents outside the standard established for fair wear and tear, including those that result in the wastage of resources, as reportable in the loss reporting system.

6.3.3 Environmental Protection

It is the policy of this company to avoid pollution and preserve the environment in as far as humanely possible by adhering to the standards it has promulgated, as well as those prescribed by regulatory agencies concerned.

6.3.4 Security of Persons and Property

It is the policy of this Company to ensure the security of its employees, its environment and the properties it own and is held responsible.

The Company, therefore, directs all levels of management to place ample emphasis on the protection of property, and facilities, and above all human lives at all times.

11. STOP WORK AUTHORITY

Everybody has the right to stop unsafe activities immediately. All employees, regardless of position, shall have the right to remove himself from danger when he has good reason to believe that there is an imminent and serious danger to his safety or health, even without seeking authority.

12. COMPANY SAFETY RESPONSIBILITY

7.1 Staff Responsibility

Brgy. Tumbler, General Santos City

Company Officers and Managers provide support to the implementation of the safety and loss control programs by actively participating in the prevention of downgrading incidents, especially when the causes fall within their area of functional responsibilities.

7.2 Line Safety Responsibility

Line Managers or Department Heads are directly responsible for the safety of employees and the protection of company assets.

The Line Managers has the responsibility to protect his/her men, company equipment and materials, and the environment against accidental losses/damages, which includes advising his direct superior of operational failures that tend to produce loss, accepting his accountability for every loss and taking the appropriate precautionary measures to prevent its recurrence.

7.3 Employee Responsibility

Individual employee shall follow all work directives and procedures, oral and written, required of his assigned task for the safety and protection of his own self, his fellow workers and the public that may be involved.



ALLIANCE SELECT FOODS INTERNATIONAL INC

FOOD DEFENSE PLAN

Edition	Revision	Date	Reviewed	Approved
1	0	30 Jan 2016	HR	Plant Manager
2	1	05 Feb 2018	HR	Plant Manager

Amendment List

Date	Description of Amendment
30 January 2016	New Issue
05 February 2018	Update of Area Zoning & Security Complement

Table of Contents

Section No	Title	Page No.
01	Purpose	
02	Scope	
03	Duties and Responsibilities	
04	Security Measures	
05	Emergency Preparedness and Response	
06	Security Training and Awareness	

List of Attachments

Attachment Code	Title
A	Table of Organization
B	11 General Orders
C	Plant Layout Area Zoning
D	List of Weapons and Equipment
E	Rules of Engagement
F	Security Complement
G	List of Prohibited Items
H	Bring Your Own Device

Copy Distribution List

Copy No.	Department
1	Human Resource
2	Quality Assurance
3	Security

01 PURPOSE

This Food Defense Plan constitutes the "Standard Operating Procedures" ensuring safety for People, Asset, Environment and Reputation. It meets the recommended security procedures by the Threat Assessment Critical Control Point (TACCP).

02 SCOPE

This plan covers the ASFII controlled areas only. It includes physical security requirements, policies and procedures. For issues beyond the control of ASFII Plant, A Crisis Management Plan is in place to address the needs. A copy of this manual and other references can be found in the link below:

[//northblue/BRC Docs](#)

03 DUTIES and RESPONSIBILITIES

The Plant Manager is the overall lead in implementing all stated procedures including Food Security stated in this plan. Plant Manager is being assisted by section heads from other departments. However, the Security Agency providing manpower on security related concerns is under the supervision of the HR Manager. The roles and responsibilities of each are detailed below. Table of organization as detailed in **Attachment A**.

03.01 Food Security Director

- Has overall accountability for the implementation of the Security Plan in his/her assigned Manufacturing Plant.
- Ensures Risk Assessment is updated and complete. Should be reviewed annually or when changes occur which can affect either security of the area or of food security.
- Supervise emergency procedures and coordinate with other departments if deemed necessary.

03.02 Quality Manager

- Prepare Food Security Plan, organizes, supervise and coordinates the Food Security Team.
- Provides equipment needed by the Food Security Team.
- Assist Plant Manager in implementing Food Security Plan.
- Implementing provisions for ensuring product and operations safety, i.e. GMP, HACCP, Product Recalls.

03.03 Safety Manager

- Plant Manager in implementing Security Plan.
- Provide Maintenance and Fire Protection Plan.
- Supervise and coordinate evacuation and salvaging activities, if these two are necessary.
- Oversee Transport Security Procedures and Coordinate with Site Security Officer.

03.04 Communications Manager

- Plant Manager and QA Manager in preparing and implementing Security and Food Security Plan.
- Provide, supervise and coordinate Site Security, Communication and Staffing Deployment Plans.
- Manages Personnel Security, Education, and Training Awareness; Physical Security and Access Control of the plant.
- Coordinate with appropriate LGUs.

03.05 Security Officer

- Shall be properly licensed in accordance with law and/or regulations and shall meet all applicable ASFI requirements.
- Shall be capable of providing all necessary and required training of security guards as well as develop and implement appropriate Assignment Instructions.
- Manager Personnel Security, Education, and Training Awareness; Physical Security and Access Control of the plant.
- Establish, liaise, and maintain contacts with national and local law enforcement agencies.
- Abide by the 11 General Orders shown in **Attachment B**.

03.06 Operations Officer

- In-charge of the day-to-day operations of the plant.
- Ensures GMP, HACCP and SSOP is in place.

03.07 Maintenance Officer

- Conduct periodic and formal inspection of building structures and other areas within the vicinity.
- Conduct regular and physical count of fire extinguishers.
- Recommend periodic test of standpipes and fire hose system.
- Check garbage if disposed regularly and properly.
- Check obstruction of corridors, aisle, passageways, hallways and fire escapes.
- Check all exit signs and lights if in good working condition.
- Conduct regular inspection of fire alarm system.

03.08 Evacuation Officer

- Acquaint himself of the floor plan of the building area, that is, the location of exits and stairways.
- Guide evacuees to achieve an orderly and safe evacuation under proper discipline.
- Ensure the safe and effective use of all available exit facilities during emergencies.

03.09 Product Safety Officer

- Ensures all protocols from raw materials to finish products regarding product safety is being implemented and followed.
- Ensures GMP, HACCP and SSOP is in place.

03.10 Staffing Development Officer

- Ensuring all of the staff meets the pre-employment requirements.
- Ensuring proper training and orientation of staff before deployment.
- Plans for the needed trainings to enhance and strengthen staff competence.

04 SECURITY MEASURES

4.1 Outside Security – Property Perimeter

4.1.1 The perimeter of the facility is fenced with approximately 8-foot high concrete and metal sheets in some areas. For purpose of classification, areas within the plant is classified as RESTRICTED, CONTROLLED and UNRESTRICTED.

- RESTRICTED – areas limited to authorized personnel only
- CONTROLLED – personnel, customers, suppliers, and visitors should be accompanied by authorized personnel
- UNRESTRICTED – open to all personnel, customers, suppliers and visitors.

Refer to the **Attachment C** for plant layout.

4.1.2 Regular patrolling around perimeter fence is being done by designated security guards while the main gate is manned 24/7 by designated security guards.

4.1.3 The list of weapons and equipment used for security within ASFII premises can be found in **Attachment D**.

4.2 Outside Security – Building Perimeter

4.2.1 Adequate lighting are installed around the perimeter to assist security surveillance by guards and to serve as a deterrent to intrusion. Maintenance of these lighting facility is being maintained by Engineering.

4.2.2 All primary entrances of the facility and operating areas are properly secured and checked.

4.2.3 In case of power failures or emergencies, the generator set should be activated as soon as possible. In cases of generator set failure, guards should use flashlights or portable lighting units to illuminate critical areas of the plant.

4.2.4 Signage in different areas are being displayed such as No smoking, wearing of proper uniform, speed limit and others.

4.2.5 Armed security shall not be used unless it is a legal or government requirement or there is no acceptable alternative to manage the risk. Security personnel must follow Rules of Engagement **Attachment E**.

4.2.6 To secure outside storage, door lock is used to protect from any unauthorized access. Only assigned personnel are allowed to have the key access.

4.3 Outside Security - Vehicles

4.3.1 All vehicles entering the premises undergoes the standard security check by the Company's security personnel.

4.3.2 Designated parking area for all vehicles are properly identified.

4.4 General Inside Security - Facility/Plant

4.4.1 Plant security is manned by sufficient security complement. Refer to **Attachment F** for the complete list. Roles of each post are detailed in the Assignment Instructions provided by the Security Agency.

4.4.2 Adequate lighting are installed within the entire facility and emergency lights are also in place inside plant facility structures. Maintenance of these lighting facility is being maintained by Engineering.

4.4.3 Telephone lines (for outside calls) and intercoms (for internal in-plant communications) are provided at the guard house.

4.4.4 Emergency Alarm System (gong) is installed in the facility located near the guard house area at the main gate. What to do during emergency is included during orientation for all new staff.

4.4.5 Emergency contacts such as hospitals, fire station, police station as well as Management Duty Officer are posted in the command center.

4.4.6 Copies of the facility's site plan and blueprints are secured in the Engineering office.

4.4.6 Checking on the maintenance closets, personal lockers, and storage areas for suspicious items or packages is done regularly.

4.4.7 All keys are kept properly by security guard. Monitoring logbook for withdrawal/borrowing/return of keys are being logged. Random regular inventory of the keys and logbook is being done.

4.5 General Inside Security – Laboratory

4.5.1 All chemicals including cleaning/sanitation chemicals are being secured at the store room and close monitoring for unauthorized withdrawal is in place.

4.5.2 Plant has its separate laboratory which is only accessible to restricted employees. Laboratory materials are as well restricted to the laboratory, except as needed for sampling and other authorized activities as mandated.

4.5.3 Plant also has its separate chemical room where all of the reagents are being received and stored.

4.5.4 A procedure is in place for disposal of reagents. Refer to Lab manual.

4.6 General Inside Security – Process Computer Systems

4.6.1 Computer unit is exclusive for use only to the assigned employee. Control access code is provided to the use and should not be shared with other users. Access codes are to be used only at authorized workstations and locations on the network. Access to process control are protected with password.

4.6.2 Under email lockdown policy, employee's access to process control systems are being disabled in cases when the employee tenders letter of resignation.

4.7 Logistics and Storage Security – Suppliers and Vendors

4.7.1 An accreditation process for choosing suppliers for packaging materials, ingredients and raw materials is in place. This includes checking if they a Food Defense Plan is in place.

4.7.2 Suppliers for packaging materials, ingredients and raw materials are subject for Food Defense Plan Audit to be conducted by ASFII annually.

4.8 Logistics and Storage Security – Incoming Shipments

4.8.1 All trucks and containers on the premises are being kept locked/sealed when not being loaded or unloaded.

4.8.2 All incoming vehicles for fish delivery, raw materials delivery and container vans are inspected by security guards upon entry and then directed to the unloading area or delivery area where the concerned party (QA, Fish Receiving Representatives, Raw Materials representative) will further inspect the items for defects and possible contamination.

4.8.3 Upon entry at the gate of all incoming shipments, guards on duty must closely coordinate with logistics department (for raw materials) and/or with production/procurement (for fish delivery).

4.9 Logistics and Storage Security – Outgoing Shipments

4.9.1 All outgoing vehicles - fish delivery, raw materials delivery and container vans are inspected by security guards upon exit and shall be covered by a valid document i.e. Gate Pass, etc duly authorized.

4.9.2 Effective product recall procedures in place and a mock recall testing is being done annually.

4.9.3 It will be inspected by the authorities (BFAR) before shipping out.

4.10 Logistics and Storage Security – Returned Products/Goods

4.10.1 All returned products/goods examined for evidence of possible tampering before receiving and put into use.

4.10.2 Records are being maintained for all returned products/goods.

4.11 Logistics and Storage Security – Storage/Warehouse

4.11.1 Access to raw material and ingredient storage areas are restricted to designated employees only. A record is being maintained to indicate who has entered raw material or ingredient storage areas.

4.11.2 Access to finished product storage and cold storage product areas restricted to designated employees only.

4.11.3 Random security inspections is being done and properly recorded in the logbook.

4.11.4 Packaging materials are held in a controlled manner to prevent theft and misuse. A procedure is in place in monitoring of withdrawn, used and wasted packaging.

4.11.5 Finished product inventory is being done on a monthly, quarterly and annual basis to check for accuracy of book stocks vs physical stocks.

4.12 Logistics and Storage Security – Hazardous Materials/Chemicals

4.12.1 Storage area for hazardous materials and chemicals is properly controlled and only accessible to authorized personnel only. Access doors of the storage area is secured with lock to prevent access from unauthorized employees.

4.12.2 Regular inventory of hazardous materials/chemicals is in place. A weekly usage withdrawal inventory is properly documented.

4.13 Management - Personnel Security

4.13.1 Specific procedures for screening employees is in place.

4.13.2 A comprehensive background checks conducted on employees who will be working in sensitive operations. This is applicable for both contractor and non-contractor's staff.

4.13.3 All contractor's employees shall undergo orientation before being deployed to their respective assignment.

4.13.4 Employees are required to wear color-coded uniforms to determine their area of work assignment. The Security Guards and the Supervisors assigned in these areas should monitor and control personnel movements. *NOTE: Color-coded uniforms shall only be worn during duty hours. Otherwise, civilian casual attire shall be worn with closed shoes.*

4.13.5 All employees must present their valid identification cards (Company ID) with photo upon entry and are required to present their hand carried bags for inspection, if necessary.

4.13.6 A "Visitor's Pass" is issued to all non-ASFII employees entering the plant and should be duly identified and appointment has been verified by the company personnel and this should be recorded in the logbook. Identities of all visitors must be strictly verified and controlled by the security guards before issues the pass. A Color Coded ID will be issued according to its classification of restriction.

4.13.7 Daily attendance of all employees is monitored and documented per department. Verification process of the time sheets is in place.

4.13.8 Bringing of prohibited items as stated in **Attachment G** inside plant premises is strictly prohibited to all contractor's staff unless otherwise authorized by the Section Head and acknowledge by IT Department as per **Attachment H**. These should be surrendered to the Gate Guards before entering. For visitors, BYOD (Bring Your Own Device) Form (**Attachment H**) shall be accomplished and shall be duly signed by authorized signatories.

4.13.9 Mobile phones and other electronic devices are allowed to be brought inside the plant premises by authorized personnel only. A complete list of authorized personnel is displayed at the guard house.

4.13.10 All personnel must comply with the following conduct:

- No horseplaying.
- Assaulting or threatening with violence any other person is prohibited.
- Any form of bribery is prohibited.
- Any form of gambling is prohibited.

4.14 Management – Food Defense Plan

- Regular food security inspections conducted to verify key provisions of the food security plan.
- The security plan reviewed and updated periodically.
- The details of food security procedures kept confidential but the summary of the audit result is being shared.
- Emergency contact information for plant officers/managers, homeland security authorities is existing. Contact information is periodically reviewed and updated.
- Assigned liaison officer between plant officials and the local homeland security officials and other law enforcement officials.
- There was an established relationship between the establishment and the appropriate analytical laboratories for possible assistance in investigation of product tampering cases.
- Procedures for responding to actual incidents of product tampering detailed is in place.
- Communication procedures for notifying law enforcement, public health officials, and inspectors in-charge when a food security threat is received or when evidence of actual product tampering is observed included in the Food Security Plan.
- Potential hazardous material that can cause contamination were disposed properly. Proper procedure is in place. Refer to Quality Assurance Manual.
- Employees encouraged to report signs of possible product tampering or breaks in food security program. Orientation is being conducted prior to deployment and annual refresher course is being conducted.
- Evacuation procedures in the security plan is also included.
- Procedures in place to restrict access to the facility during an emergency to authorized personnel only.

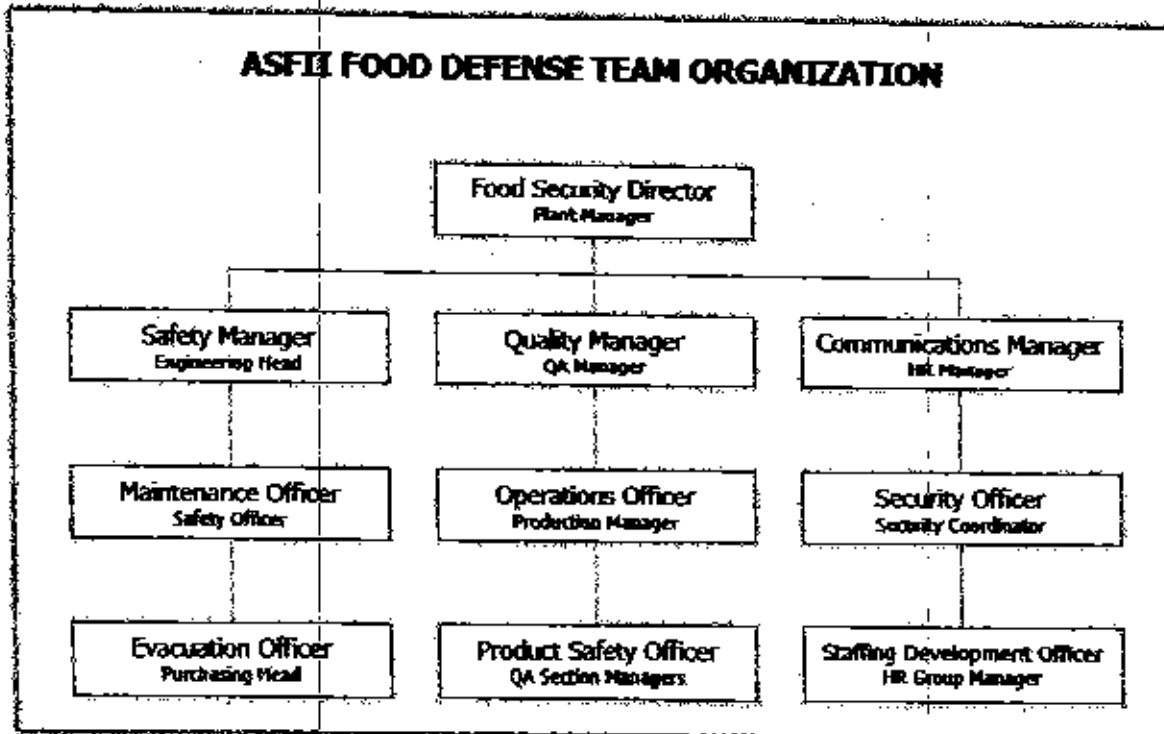
05 EMERGENCY PREPAREDNESS AND RESPONSE

ASFII Plant has an Emergency Response Plan (ERP) that covers all possible emergency scenarios in the plant like flood, earthquake, fire and other natural disaster.

06 SECURITY TRAINING AND AWARENESS

The company employs well-trained, armed security guards in uniform, for a daily 24-hr monitoring security system, patrolling/roving inside and outside the facility. ASFII follows prescribed procedures for obtaining applicants for potential employment as outlined in the Human Resources Department manual.

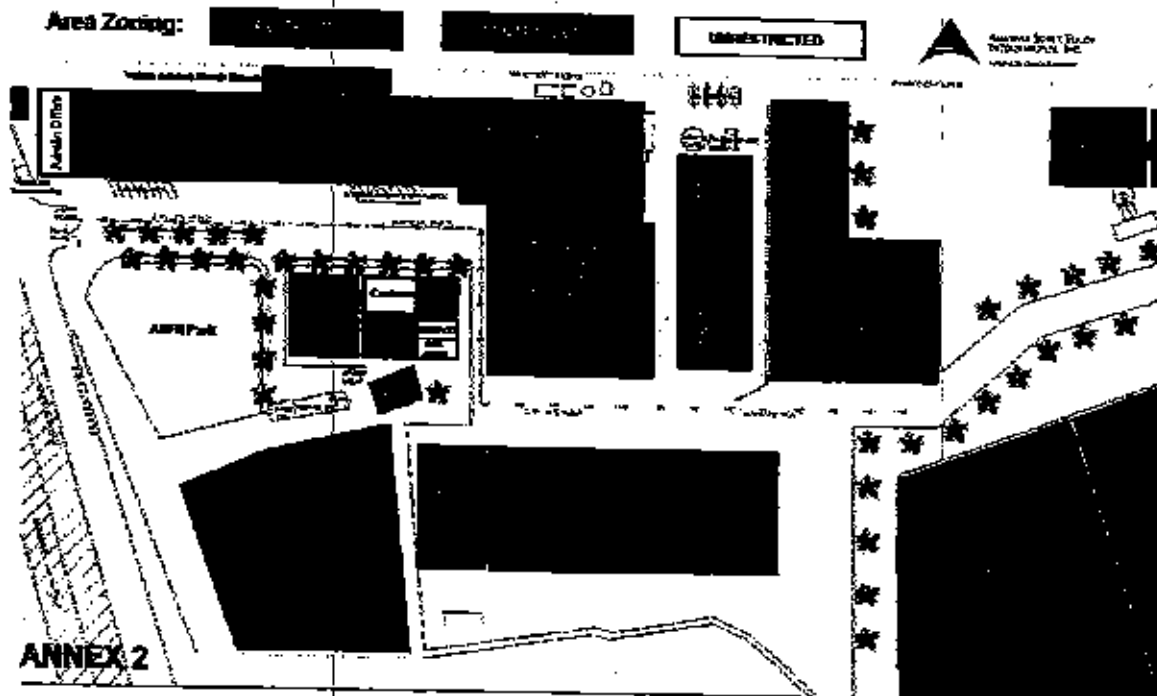
ATTACHMENT A
Table of Organization



ATTACHMENT B
11 General Orders

1. To take charge of this post and all company properties in view and to protect/preserve the same with utmost diligence.
2. To walk in an alert manner during my tour of duty, keeping always on the alert and observing everything that takes place within sight or hearing.
3. To report all violations of orders I am instructed to enforce.
4. To relay all calls from posts more distant from the guard house than my own.
5. To quit my post only when properly relieved.
6. To receive, obey, and pass on the relieving guard all orders from company officers or officials, supervisors, post-in-charge or shift leaders.
7. To talk to no one except in line of duty.
8. To give the alarm in case of fire or disorder.
9. To talk the superior officer in any case not covered by instruction.
10. To salute all company officials, superiors in the agency, ranking public officials and officers of the Philippines National Police.
11. To be especially watchful at night and during the time of challenging, to challenge all persons on or near my post, and to allow no one to pass or loiter without proper authority.

ATTACHMENT C
 Plant Layout Area Zoning



ATTACHMENT D
 List of Weapons and Equipment

EQUIPMENT	QUANTITY	LOCATION
S-38 with 07 Ammos	1	Main Gate
38 Revolver with 05 Ammos	2	Main Gate, Resourcing Gate Post
HVF Radio	6	Main Gate, Bridge Post, Tower Post, Banwalan Post, Wharf Post, Bunker Post
12 Gauge Shotgun	6	Bridge Post, Tower Post, Banwalan Post, Wharf Post, Bunker Post, Vessel Post
Metal Detector (Garrette)	1	Conversion Post
38 Revolver with 03 Ammos	1	CHL Compound (Bawing)



ALLIANCE SELECT FOODS
INTERNATIONAL, INC.

A PUBLICLY-LISTED COMPANY

Document No.	SAF-MGT-SOP-0001
Document Title	INCIDENT MANAGEMENT PROCEDURE

DOCUMENT REVISION

Version No.	Date	Author	Purpose of Revision
1	31 July 2017	Cordero RJ	New document

DOCUMENT APPROVAL

Version No.	Date	Approving Authority	Signature
1	16 August 2017	See RKH	



TABLE OF CONTENTS:

I. PURPOSE	3
II. SCOPE	3
III. RESPONSIBLE OFFICERS	3
IV. PROCEDURE AND RELATED INFORMATION	4
1. Initial Action	4
2. Incident Assessment	5
3. Incident Notification	6
4. Investigation Team	7
5. Incident Investigation	7
6. Investigation Report	10
7. Corrective Actions	11
8. Learnings from Incident (LFI) Notification	11
V. FLOW CHART	13
VI. DEFINITION	14
VII. REFERENCES	14
VIII. ANNEX	15



I. PURPOSE

In support of ASFII's risk management policy and Health, Safety, Security and Environment (HSSE) guidelines, this procedure aims to:

- a. Provide specific instructions in managing the occurrence of incidents in the workplace, particularly reporting and investigation;
- b. Establish a consistent and effective tool in identifying and analysing risks; and
- c. Reinforce the institution of a risk-based approach in managing business operations.

II. SCOPE

This procedure applies to all employees of Alliance Select Foods International, Inc. and its subsidiaries.

III. RESPONSIBLE OFFICERS

1. Management

The management, consisting of the Plant Managers and Department Managers/Heads, has the overall responsibility in implementing this procedure and ensuring that all functional groups actively support and participate. He/she is responsible for providing all personnel, facilities and other resources necessary to effectively carry out this procedure.

2. Department Heads and Supervisors

The supervisors must advise new and returning workers of the requirement to report all incidents including close calls or near misses. The supervisors must investigate incidents in a manner that is timely and appropriate to the circumstances and severity of the incident.

3. Safety Officer

The Safety Officer is responsible for ensuring the proper administration of this procedure.

4. Employee

Employees must know and understand the HSSE requirements of this procedure that apply to the work they perform and report all incidents, including near misses, to their respective supervisors.

5. Contractors

Contractors and their workers must familiarize themselves with this procedure and ensure that they report all incidents, including near misses, to their own supervisors.

6. HSSE Committee



The Committee shall serve as the policy-making body for the organization and provide oversight to the company's health, safety, security and environment programs.

IV. PROCEDURE AND RELATED INFORMATION

Procedure	Responsible Person	Related Information and Documents
1. Initial Action		
<p>a. Injury assessment</p> <p>If the resulting injury requires medical treatment, the injured person must be accompanied and transported immediately to the Clinic or nearest medical facility by another person.</p> <p>Where the injury or illness involves the use of a chemical compound, the relevant Material Safety Data Sheet (MSDS) must be provided to the person accompanying the victim for presentation to the medical facility.</p>	Involved Person / Discoverer Concerned Supervisor	
<p>b. Site containment</p> <p>The effects of the incident must be contained immediately and the site, location, or equipment where the incident took place must be secured, if safe and possible to do so.</p> <p>If the incident involves serious effects, the site must not be disturbed until the investigation is completed unless it is for the purpose of preventing further injury.</p>	Involved Person / Discoverer Concerned Supervisor	
<p>c. Verbal reporting</p> <p>The Involved Person/Discoverer (IP/D) must immediately report the incident verbally to his direct supervisor.</p> <p>If the IPD is a contractor's worker, the contractor's supervisor must relay the information to ASFII's supervisor who will undertake the succeeding steps.</p>	Involved Person / Discoverer Contractor / Visitor (if applicable)	



<p>An immediate notification, within an hour from the occurrence of the incident, containing significant details of the incident as follows:</p> <ol style="list-style-type: none"> 1. Brief Detail of Incident 2. Date/Time of Incident 3. With injury? <p>The notification must also be sent to the Plant Manager and Head Office key persons through any means of communication (verbal, text message, call, etc.).</p>	<p>Concerned Supervisor / Safety Officer</p>	
<p>d. Substance screening / testing</p> <p>Should there be any suspicion that the involved person or victim is under the influence of drug or alcohol, mandatory testing shall be recommended and undertaken but it should not compromise the required medical care.</p>	<p>Concerned Supervisor</p>	
<p>e. Witness identification</p> <p>Identify potential witnesses and establish their relevance to the circumstances.</p>	<p>Concerned Supervisor</p>	
<p>2. Incident Assessment</p>		
<p>a. Incident types</p> <p>All incidents shall be classified as follows:</p> <ul style="list-style-type: none"> • Occupational injury or illness • Customer / quality / reputational • Security • Property / equipment damage (including fire) • Legal • Environmental • Near-miss / close call (no injury or damage) 	<p>Concerned Supervisor</p>	<p>Initial Incident Report</p>
<p>b. Injury types</p> <p>Injuries shall be classified as:</p> <ul style="list-style-type: none"> • First aid • Medical treatment 	<p>Concerned Supervisor</p>	<p>Initial Incident Report</p>



<ul style="list-style-type: none"> • Restricted work • Lost time • Death / Fatality – Single or Multiple • Others 		
3. Incident Notification.		
<p>a. Initial Incident Report</p> <p>An Initial Incident Report form shall be completed within 24 hours of the verbal notification.</p>	Concerned Supervisor	Initial Incident Report
<p>b. Assessment of incident severity level</p> <p>Incidents shall be assessed according to the Incident Severity Level Matrix.</p>	Concerned Supervisor	Incident Severity Level Matrix (ANNEX 1)
<p>c. Escalation of notification</p> <p>Level 1 incidents are reported by the Supervisor to the Department Manager with copy to his next level manager and the Plant Manager.</p> <p>Incident level 2 and above are reported by the Supervisor to his Department Manager and the Plant Manager who, in turn, notifies the Senior VP for Operations, the Corporate Secretary, and the President/CEO.</p> <p>A copy of the initial incident report should be provided to the Safety Officer.</p>	<p>Concerned Supervisor</p> <p>Next level manager Department Manager</p>	
<p>d. Government reporting</p> <p>Incidents required for notification to relevant government agencies (BWC-DOLE, BFAR, EMB) shall be reported based on the prescribed regulatory timelines.</p>	Safety Officer or Pollution Control Officer or HR Manager	
<p>a. Incident Alert</p> <p>The Safety Officer shall prepare an Incident Alert using the HSSE Huddle Board providing a summary of the incident and the personnel involved.</p>	Safety Officer	HSSE Huddle Board Template (ANNEX 2)



<p>The Incident Alert shall be sent out to all employees, with copy provided to all contractors, through ASFII's Corporate Communications account.</p>		
<p>4. Investigation Team</p>		
<p>a. Appointment of investigation team</p> <p>The Department Manager shall identify and appoint the members of the investigation team.</p> <p>If the incident involves a contractor, a written communication detailing the incident shall be provided to initiate their own investigation process.</p>	<p>Concerned Department Manager</p>	<p>Initial Incident Report</p> <p>Detailed Incident Report</p>
<p>b. Composition of the investigation team</p> <ul style="list-style-type: none"> • Concerned Supervisor (Team Lead) • Person/s with relevant expertise in the work/area • Contractor (as necessary) • Safety Officer • Pollution Control Officer or Occupational Health Nurse (as required) 	<p>Department Manager</p>	
<p>5. Incident Investigation</p>		
<p>a. Pre-investigation meeting</p> <p>All members of the investigation team shall meet to discuss the process and agree on timelines.</p>	<p>Investigation Team Lead</p>	
<p>b. Collection of facts</p> <p>All relevant pieces of evidence shall be gathered and analyzed to identify all causal factors contributing to the incident.</p> <p>The nature, type, and volume of evidence are determined by the actual or potential severity of the incident.</p>	<p>Investigation Team Lead</p>	
<p>c. Incident scene / object inspection</p> <p>The incident scene shall be visited, if practicable/applicable to conduct</p>	<p>Investigation Team Lead</p>	



<p>inspection, gather additional evidence, and record observations and other useful information taking into consideration the following factors:</p> <ul style="list-style-type: none"> • location of equipment or tools • environmental conditions (lighting, temperature, ventilation, humidity) • position of any valves, switches, dials or control levers • location of any injured persons and witnesses • location of debris, shrapnel, or broken pieces of plant and equipment • skid marks, scratch marks, scorch marks, etc. • condition of equipment • damaged equipment • unconfined product (spilled material) • tracks and surface irregularities • safety devices and equipment 		
<p>d. Interview of witnesses</p> <p>Interviews of identified witnesses shall commence as soon as possible to obtain information about the events associated with the incident, particularly those:</p> <ul style="list-style-type: none"> • directly involved in the incident • peers of the personnel directly involved • immediate supervisors of each of the involved personnel • any other witnesses <p>Witness statements must be dated and signed by both the interviewer and interviewee.</p>	<p>Investigation Team Lead</p>	
<p>e. Data collection</p> <p>The nature and severity of an incident will dictate the kind of data to be collected and analyzed to identify causal factors.</p> <p>Data may be collated under the following categories and reference list</p>	<p>Investigation Team Lead</p>	



<ul style="list-style-type: none"> • Systems <ul style="list-style-type: none"> - Standard operating procedures - Standard Work Instructions (SWIs) - Job Safety Analysis - Risk assessments - Company standards or policies - Organizational structure - Training systems - Safety systems - Communication processes - Supervision systems - Audit processes - Change Management Systems • Equipment <ul style="list-style-type: none"> - Maintenance records for equipment involved - Operation manuals - Design drawings and specification - Records of any changes made to the equipment - Past incident history - Check sheets - Test records • Environment <ul style="list-style-type: none"> - Lighting - Temperature - Humidity - Noise - Vibration levels - Atmospheric contaminants or oxygen levels - Radiation levels - Work area layout - Ergonomics - Location and condition of services (electricity, air, water) • People <ul style="list-style-type: none"> - Personal information - Medical - Incident history - Training and assessment records - Physical and psychological condition - Shift rosters - Time / job sheets 		
<p>f. Documentation</p>	<p>Investigation Team Lead</p>	

<p>Digital photo/video footages shall be taken, if possible, and marked for proper identification.</p> <p>Maps and plans shall be used to record the locations of findings from the incident scene inspection. They can be used to show the location and direction where photos were taken and describe the location of equipment and personnel when the incident occurred.</p>		
<p>g. Incident causation and data analysis:</p> <p>After completing the preliminary data collection process, the Investigation Team shall:</p> <ul style="list-style-type: none"> • construct a chronological description of the sequence of events leading up to the incident, at the time of its occurrence, and immediately following the incident using factual and verifiable data and statements gathered; • develop an incident causation model or cause and effect analysis to determine the factors that contributed to incident occurrence; and • recommend corrective actions using the Hierarchy of Controls to prevent the recurrence of the incident. 	<p>Investigation Team Lead</p>	<p>Hierarchy of Controls (ANNEX 3)</p>
<p>6. Investigation Report</p>		
<p>a. Detailed investigation report</p> <p>The investigation team shall complete the Detailed Investigation Report within three (3) days (if Level 1 – 3) and seven (7) days (if Level 4 – 5) of the incident occurrence and signed-off by the Investigation Team Lead.</p> <p>The signed report shall then be submitted to the concerned Department Manager for his review and approval for the</p>	<p>Investigation Team</p>	<p>Detailed Incident Report</p>



implementation of the agreed corrective actions.		
<p>b. Report sign-off for Level 2 incidents and above</p> <p>Investigation reports for incidents with severity level 2 and above must be endorsed by the Department Manager to the Senior VP for Operations and the President/CEO for approval.</p>	President / CEO	Detailed Incident Report
<p>c. Incident register</p> <p>All signed-off investigation reports shall be submitted to the Safety Officer for recording in the Incident Register.</p> <p>Regulatory/compliance reports shall be submitted in accordance with government requirements.</p>	Investigation Team Lead	Incident Register Compliance Reports Register
7. Corrective Actions		
<p>a. Implementation of corrective actions</p> <p>All corrective actions identified in the Incident Investigation Report as well as the agreed timelines shall be communicated by the Investigation Team Lead to the concerned personnel.</p>	Investigation Team Lead	Corrective Action Register
<p>b. Monitoring / tracking</p> <p>The Safety Officer shall monitor progress of the implementation of agreed corrective actions and closely coordinate with the concerned Supervisor and Department Manager in case of delays or inaction.</p> <p>A progress report with an assessment of the effectiveness of the corrective action shall be submitted to the Safety and Health Committee every 30th day of the month.</p>	Safety Officer	Corrective Action Register
8. Learnings from Incident (LFI) Notification		
The Safety Officer shall prepare a summary of the incident, the corrective actions identified, and status of	Safety Officer	HSSE Huddle Board Template (ANNEX 2)



<p>completion using the HSE Huddle Board Template to serve as a reminder to all personnel to observe and comply with company policies and procedures.</p> <p>The same shall be sent out to all employees, with copy provided to all contractors, through ASFIL's Corporate Communications account.</p>		
--	--	--