



MEMORANDUM

CN - No. 2014-0031

The Philippine Stock Exchange, Inc.

<input type="checkbox"/> Trading Rules	<input type="checkbox"/> Computer Systems Update
<input type="checkbox"/> Membership Rules	<input type="checkbox"/> Administrative Matters
<input type="checkbox"/> Listing Rules	<input checked="" type="checkbox"/> Others: <u>Advisory on ACGR and Company Websites</u>

To : ALL LISTED COMPANIES

Subject : Reminder on SEC Memorandum Circular Nos. 11 and 12, series of 2014

Date : 13 June 2014

Pursuant to the PSE's campaign for corporate governance best practices and adherence to regulatory rules and regulations in the country, we would like to remind all listed companies of their compliance with the SEC Memorandum Circular Nos. 11 and 12, series of 2014 on the recommended template for company websites, and clarification for updates and changes to the SEC Annual Corporate Governance Report (ACGR), respectively.

Attached for your convenience are the SEC Memorandum Circulars. Please also note that these shall take effect immediately.

For your guidance and compliance.

J. ARGEL G. ASTUDILLO
Vice President,
Governance, Risk and Compliance

Controllershship & Treasury Division	Info'n. Technology Division / Market Operations Division	Issuer Regulation Division	Capital Markets Dev't. Division	Corporate Governance Office	COO / OGC
Tel. No. 688-7561	Tel. No. 819-4400/ 688-7480/4430	Tel. No. 688-7510	Tel. No. 688-7534/7460	Tel. No. 688-7463/7473	Tel. No. 688-7413/7411/7418



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

SEC MEMORANDUM CIRCULAR NO. 11
Series of 2014

TO : ALL LISTED COMPANIES

SUBJECT : TEMPLATE FOR PUBLICLY-LISTED COMPANIES' WEBSITES

Pursuant to the Commission's drive to promote a better corporate governance environment for publicly-listed companies (PLC), the Commission resolved in its meeting on 22 May 2014 that the following information, arranged under recommended topic headings, shall be included in all PLC's websites:

HOME

Our Business

The Company's Business Operations

Our Company

1. The Company's Corporate or Business Profile;
2. The Company's Mission, Vision and Values;
3. The Company's Board of Directors, Management Team and Executive Officers;
4. The Company's Organizational Chart;
5. The Company's Conglomerate Map or Group Corporate Structure;
6. The Company's Shareholdings structure; and
7. The Company's Articles of Incorporation and By-Laws and all amendments thereto.

CORPORATE GOVERNANCE

Manual on Corporate Governance
Code of Business Conduct and Ethics
Annual Corporate Governance Report (ACGR)

1. ACGR for 2012;
2. Updates and Changes as of December 31, 2013;
3. Consolidated Changes in the ACGR for 2013;
4. Updates and Changes as of present date; and
5. Consolidated Changes in the ACGR for 2014 and so on and so forth until ACGR is required.

Board Committees

1. Board Committees
2. Board Committee Members; and
3. Board Committee Charters

Corporate Social Responsibility

The Company's Corporate Social Responsibility initiatives

Enterprise Risk Management

The Company's Risk Management System

Company's Policies

1. Whistle-blowing Policy;
2. Conflict of Interest Policy;
3. Insider Trading Policy;
4. Related Party Transactions Policy;
5. Policy and Data Relating to Health, Safety and Welfare of Employees, including company sponsored trainings.

COMPANY DISCLOSURES

SEC Filings

1. SEC Form 17-A (Annual Report);
2. SEC Form 17-Q (Quarterly Report);
3. SEC Form 17-C (Current Report);
4. SEC Form 20-IS (Information Statement);
5. SEC Form 23-A/B (Statement of Beneficial Ownership);
6. General Information Sheet.

Notice of Annual or Special Stockholders' Meetings

Minutes of all General or Special Stockholders' Meetings

Other Disclosures to SEC, PSE and Other Pertinent Agencies

PRESS MATERIALS/NEWS

Materials provided in briefings to analysts and media

INVESTOR RELATIONS

Investor Relations Programs

Share Information

1. Total Outstanding Shares;
2. Exchange where Listed; and
3. Top 20 Stockholders.

Attached as Annex "A" is a sample website incorporating all the above-mentioned information.

All required information must be retained in the company's website for a period of five (5) years.

This website template is deemed as a minimum requirement for PLC's websites and any item/s could be added or removed therefrom any time the need arises.

This Memorandum Circular shall take effect immediately.

Mandaluyong City, Philippines, 26 May 2014.

For the Commission:


TERESITA J. HERBOSA
Chairperson



CGD CORPORATION

ANNEX A

HOME	CORPORATE GOVERNANCE	COMPANY DISCLOSURES	PRESS MATERIALS / NEWS	INVESTOR RELATIONS
Our Business	Manual on Corporate Governance	SEC Filings		Investor Relations Program
Our Company	Code of Business Conduct and Ethics	Notice of Annual or Special Stockholders' Meetings		Share Information
	Annual Corporate Governance Report (ACGR)	Minutes of All General or Special Stockholders' Meetings		
	Board Committees			
	Corporate Social Responsibility	Other Disclosures to SEC, PSE and other Pertinent Agencies		
	Enterprise Risk Management			
	Company's Policies			

HOME

Our Business

The Company's Business Operations

Our Company

[The Company's Corporate or Business Profile](#)

[The Company's Mission, Vision and Values](#)

[The Company's Board of Directors, Management Team and Executive Officers](#)

[The Company's Organizational Chart](#)

[The Company's Conglomerate Map or Group Corporate Structure](#)

[The Company's Shareholding structure](#)

[The Company's Article of Incorporation and By-Laws and all amendments](#)

CORPORATE GOVERNANCE

Annual Corporate Governance Report (ACGR)

[Consolidated ACGR for 2012](#)

[Updates and Changes as of December 31, 2013](#)

[Consolidated Changes in the ACGR for 2013](#)

[Updates and Changes as of present date](#)

[Consolidated Changes in the ACGR for 2014](#)

Board Committees

[Board Committees](#)

[Board Committee Members](#)

[Board Committee Charters](#)

Corporate Social Responsibility

[The Company's Corporate Social Responsibility Initiatives](#)

Enterprise Risk Management

[The Company's Risk Management System](#)

Company's Policies

[Whistle-blowing Policy](#)

[Conflict of Interest Policy](#)

[Insider Trading Policy](#)

[Related Party Transaction Policy](#)

[Policy and Data Relating to Health, Safety and Welfare of Employees including company sponsored trainings](#)

**COMPANY
DISCLOSURES**

SEC Filings

[SEC Form 17-A \(Annual Report\)](#)

[SEC Form 17-Q \(Quarterly Report\)](#)

[SEC Form 17-C \(Current Report\)](#)

[SEC Form 20-IS \(Information Statement\)](#)

[SEC Form 23-A/B \(Statement of Beneficial Ownership\)](#)

[General Information Sheet](#)

**PRESS
MATERIALS/
NEWS**

Press Materials/News

[Materials provided in briefings to analysts and media](#)

**INVESTOR
RELATIONS**

Investor Relations Programs

[Title of program](#)

Share Information

[Total Outstanding Shares](#)

[Exchange where Listed](#)

[Top 20 Stockholders](#)



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

SEC MEMORANDUM CIRCULAR NO. 12
Series of 2014

TO : ALL LISTED COMPANIES

SUBJECT : CLARIFICATION FOR CHANGES AND UPDATES IN THE ANNUAL CORPORATE GOVERNANCE SCORECARD (ACGR)

In view of the number of requests for clarifications made as to the manner of posting updates and changes in the Annual Corporate Governance Report (ACGR) posted in publicly-listed companies' websites for the second (2nd) to fourth (4th) year from the initial submission, the Commission resolved in its meeting on 22 May 2014 the following:

- 1) There is no need to amend the notarized signature page of the ACGR for the updates and changes posted in the website;
- 2) All updates and changes reportable under Section 17 of the Securities Regulation Code using SEC Form 17-C shall be signed by the duly authorized officer of the company;
- 3) All updates and changes not reportable under Section 17 of the Securities Regulation Code but reported to the Commission through advisement letter shall be signed by the Corporate Secretary and Compliance Officer;
- 4) For updates and changes, there is no need for the signatures of the other original signatories of the ACGR, namely: The Chairman of the Board, Chief Executive Officer, and two (2) Independent Directors;
- 5) The ACGR submitted on the fifth (5th) year from initial submission will be notarized and signed by all five (5) required signatories namely: The Chairman of the Board, Chief Executive Officer, two (2) Independent Directors and Compliance Officer;
- 6) Within ten (10) days from the end of the second (2nd) to fourth (4th) year, the company will consolidate all the updates and changes made for the whole year. This will be labeled Consolidated Changes in the ACGR for (year), e.g. Consolidated Changes in the ACGR for 2013; and
- 7) In lieu of the notarized signature page, the Consolidated Changes in the ACGR shall be accompanied by a Secretary's Certificate with excerpts of Board Resolutions or Minutes of meetings regarding said updates and changes in the ACGR.

This Memorandum Circular shall take effect immediately.

Mandaluyong City, Philippines, 26 May 2014.

For the Commission:


TERESITA J. HERBOSA
Chairperson