



March 31, 2011

ATTY. JUSTINA F. CALLANGAN
Director, Corporation Finance Department
Securities and Exchange Commission
SEC Building, Greenhills, Mandaluyong City

Re: Revised Manual of Corporate Governance

Dear Director Callangan:

We respectfully transmit herewith the Revised Manual of Corporate Governance (RMCG) of International Container Terminal Services, Inc. (ICTSI), together with the Secretary's Certificate covering the resolution of the Board approving the same.

We trust your office will find the RMCG in order.

Very truly yours,

RAFAEL T. DURIAN
Compliance Officer

Attached: a/s

ICTSI Administration Building
Manila International Container Terminal
MICT South Access Road
Manila 1012, Philippines
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REPUBLIC OF THE PHILIPPINES}
CITY OF MANILA } S.S.

SECRETARY'S CERTIFICATE

I, **RAFAEL T. DURIAN**, Filipino, of legal age, being the duly elected and qualified Corporate Secretary and custodian of the minutes of meetings and other corporate records of **INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.** (The "**Company**" or "**ICTSI**"), a corporation organized and existing under the laws of the Philippines with offices at ICTSI Administration Building, South Access Road, MICT, Port of Manila, Philippines, hereby certify that in a meeting of the Board of Directors held on March 31, 2011, majority of the Directors being present and acting throughout, the following resolutions were approved:

"RESOLVED, that the ICTSI REVISED MANUAL OF CORPORATE GOVERNANCE be, as it is hereby, approved."

IN WITNESS WHEREOF, this certification is signed this 31st day of March 2011 at Manila, Philippines.

RAFAEL T. DURIAN
Corporate Secretary

MAR 31 2011

SUBSCRIBED AND SWORN TO before me this ____ day of March 2011 in the City of Manila, Philippines, affiant exhibiting to me his Philippine Passport issued at Manila on February 16, 2008.

Doc. No. 196
Page No. 37
Book No. I
Series of 2011.

ATTY. RAMIL JOSE LITO B. TAMAYO
NOTARY PUBLIC
REG. NO. 022512-12-11/11

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4000 MABINI ST. ERMITA, MANILA



REVISED MANUAL ON CORPORATE GOVERNANCE

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.

MANUAL ON CORPORATE GOVERNANCE

I. OBJECTIVE

1.1 This Manual on Corporate Governance shall serve as a guide for INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. (ICTSI), its Board of Directors, officers and employees to strive to enhance the value of the Corporation and optimize over time the returns to its shareholders by:

- a. Sound, prudent, and effective management,
- b. Efficient and effective management information system,
- c. Effective risk management,
- d. Reliable financial and operational information,
- e. Cost effective and profitable business operations, and
- f. Compliance with laws, rules, regulations and contracts.

1.2 Definition of Terms

- a.) **Corporate Governance** – the framework of rules, systems and processes in the corporation that governs the performance by the Board of Directors and Management of their respective duties and responsibilities to the stockholders;
- b.) **Board of Directors** – the governing body elected by the stockholders that exercises the corporate powers of a corporation, conducts all its business and control its properties;
- c.) **Exchange** – an organized market place or facility that brings together buyers and sellers and executes trades of securities and/or commodities;
- d.) **Management** – the officers/body given the authority under the by-laws and by the Board of Directors to implement the policies it has laid down in the conduct of the business of the corporation;
- e.) **Independent director** – a person who, apart from his fees and shareholdings, is independent of Management and free from any business or other relationship which could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director;

- f.) **Executive director** – a director who is also an officer or the head of a department or unit of the corporation or performs any work related to its operation;
- g.) **Non-executive director** – a director who is not an officer or is not the head of a department or unit of the corporation nor performs any work related to its operation;
- h.) **Non-audit work** – the other services offered by an external auditor to a corporation that are not directly related and relevant to its statutory audit functions (such as, accounting, payroll, bookkeeping, reconciliation, computer project management, data processing, or information technology outsourcing services, internal audit, and other services) that may compromise the independence and objectivity of an external auditor.
- i.) **Internal control** – the system established by the Board of Directors and Management for the accomplishment of the corporation’s objectives, the efficient operation of its business, the reliability of its financial reporting, and faithful compliance with applicable laws, regulations and internal rules;
- j.) **Internal control system** – the framework under which internal controls are developed and implemented (alone or in concert with other policies or procedures) to manage and control a particular risk or business activity, or combination of risks or business activities, to which the corporation is exposed;
- k.) **Internal audit** – an independent and objective assurance activity designed to add value to and improve the corporation’s operations, and help it accomplish its objectives by providing a systematic and disciplined approach in the evaluation and improvement of the effectiveness of risk management, control and governance processes;
- l.) **Internal audit department** – a department or unit of the corporation and its consultants, if any, that provide internal audit services and independent and objective assurance services in order to add value to and improve the corporation’s operations;
- m.) **Internal Auditor** – the highest position in the corporation responsible for internal audit activities (other than the Audit Committee). If internal audit activities are performed by outside service providers, he is the person responsible for overseeing the service contract, the overall quality of these activities, and follow-up of engagement results.

1.3 Rules of Interpretation

- a.) All references to the masculine gender in the provisions of this Manual shall likewise cover the feminine gender.
- b.) All doubts or questions that may arise in the interpretation or application of this Code shall be resolved in favor of promoting transparency, accountability and fairness to the stockholders and investors of the corporation, and shall not prejudice the corporation.

II. BOARD GOVERNANCE

The Board of Directors (the “Board”) shall be primarily responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on management.

2.1 Composition of the Board

- 2.1.1 The Board shall be composed of seven (7) directors to be elected by the stockholders in accordance with the law and the by-laws
- 2.1.2 At least two (2) directors shall be an independent director or such number of independent directors that constitutes twenty percent (20%) of the members of the Board, whichever is lesser, in no case less than two (2) as provided by law.
- 2.1.3 The stockholders may elect a mix of executive and non-executive directors (which include independent directors), to allow a healthy balance of ideas, opinions, wisdom and experience on the management and business of the Corporation.

2.2 Multiple Board Seats

The Board may consider the adoption of guidelines on the number of directorships that its members can hold in stock and non-stock corporations. The optimum number should take into consideration the capacity of a director to diligently and efficiently perform his duties and responsibilities. Practices by other world class corporations may be considered. Directors who pass the vetting by the Nomination Committee shall be considered to have complied with this requirement.

The Chief Executive Officer (“CEO”) and other executive directors may be covered by a lower indicative limit for membership in other boards. A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to diligently and efficiently perform their duties and responsibilities to the boards they serve shall not be compromised. Directorship in subsidiaries and affiliates of the Corporation shall not be considered as a limitation. Officers who have passed the

vetting of the Nomination Committee shall be considered to have complied with this requirement.

2.3 The Chairman and Chief Executive Officer

The Roles of Chairman (as presiding officer of Board meetings) and the Chief Executive Officer (CEO) shall, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions shall be made between the Chairman (as presiding officer of Board meetings) and CEO upon their election.

If the positions of Chairman (as presiding officer of Board meetings) and CEO are unified, the proper checks and balances shall be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The duties and responsibilities of the Chairman shall be provided in the By-laws, and may include, the following:

- (i) Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chairman may deem necessary;
- (ii) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and directors; and
- (iii) Maintain qualitative and timely lines of communication and information between the Board and Management.

2.4 Qualifications of Directors

2.4.1 A director must have at least one share of stock of the Corporation in his name in the books of the Corporation. A director who ceases to be the owner of at least one (1) share of the capital stock of the Corporation shall cease to be a director.

2.4.2 Majority of the directors shall be citizens of the Philippines. Majority of the directors shall also be residents of the Philippines.

2.4.3 In addition to the qualifications for membership in the Board provided for in the Corporation Code, Securities Regulation Code and other relevant laws, the Board may consider any of the following qualifications as may be applicable:

- (i) College education or equivalent academic degree;
- (ii) Practical understanding of the business of the corporation;

- (iii) Membership in good standing in relevant industry, business or professional organizations; and
- (iv) Previous business experience.

2.4.4 The following shall be grounds for the permanent disqualification of a director as provided by law:

- (i) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code (“SRC”); (b) arises out of the person’s conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
- (ii) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Securities and Exchange Commission (“SEC” or “Commission”) or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.

This disqualification shall also apply if such person is currently the subject of a final order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the Commission or BSP, or has otherwise been restrained by a final order to engage in any activity involving securities and banking; or such person is currently the subject of a final order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

- (iii) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting,

misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;

- (iv) Any person who has been adjudged by final judgment or order of the Commission, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the Commission or BSP, or any of its rule, regulation or order;
- (v) Any person earlier elected as independent director ceases to be such when he becomes an officer, employee or consultant of the same corporation.
- (vi) Any person judicially declared as insolvent;
- (vii) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in sub-paragraphs (i) to (iv) above;
- (viii) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.

2.4.5 A director may be temporarily disqualified from being a director in the Corporation for the following reasons as provided by law:

- 2.4.5.1 Refusal to fully disclose the extent of his business interest as required under the Securities Regulation Code and its implementing regulations.
- 2.4.5.2 Absence in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during said incumbency, unless the absence is due to illness, death in the immediate family or serious accident, or other similar reasons, or the performance of an order by or a duty to the corporation. This disqualification shall apply for the purpose of the succeeding election.
- 2.4.5.3 Dismissal/termination from directorship in another listed corporation for irregularity, fraud or other valid causes. This disqualification shall be in effect until such person has cleared himself of any involvement in the alleged irregularity, fraud or other valid cause for termination or such cause does not apply to the Corporation (e.g. disqualification as a

competitor in another line of business not related to the business of the Corporation).

- 2.4.5.4 Being a director, officer or substantial stockholder of a company or business that is directly in competition with the business of the Corporation, as determined by the Board.
- 2.4.5.5 If the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.
- 2.4.5.6 If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

2.5 **Responsibility of the Board and the Directors**

2.5.1 General Responsibility

It is the Board's responsibility 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 best interests of its stockholders.

- 2.5.2 A director owes the duty to be obedient, loyal and diligent to the Corporation. Obedience imposes on the directors the obligation to act only within the corporate powers of the Corporation as defined under its articles of incorporation and by-laws and by the Corporation Code and other applicable laws. Directors should manage the corporation with reasonable diligence, care and prudence. They cannot be held liable for mistakes or errors in the exercise of their business judgment when they act in good faith with due care and prudence.
- 2.5.3 A director has fiduciary responsibility to the Corporation and its stockholders. His duty to loyal requires him to act in the best interest of the Corporation, and prevents him from acquiring for himself a business opportunity which belongs to the Corporation.
- 2.5.4 To ensure good governance of the Corporation, the Board should establish the Corporation's vision and mission, strategic objectives, policies and procedures that shall guide and direct the business and corporate activities of the Corporation and the means to attain the same, and mechanism for

monitoring management's performance. While the management of the day-to-day affairs of the Corporation is the responsibility of the management action. The directors shall keep themselves sufficiently informed about the general condition of the business and the manner in which it is being conducted, so that they may become aware of the difficulties and problems that must be met and solved by the Corporation.

2.6 **Functions and Duties of the Board**

To ensure a high standard of best practice for the corporation and its stockholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

- 2.6.1 Select and appoint the Chief Executive Officer (“CEO”), Chief Operating Officer (“COO”), Chief Finance Officer (“CFO”) and other senior officers of the Corporation. The executive officers shall have the requisite maturity, motivation, integrity, competence and professionalism necessary to effectively perform their duties and responsibilities to the Corporation. The Board may adopt a professional development program for employees and officers, and a succession planning program for management.
- 2.6.2 Provide strategies and general policies to maintain the viability and promote the growth and success of the Corporation. It must periodically evaluate and monitor implementation of such strategies and policies, business plans and operating budgets as well as management's over-all performance and provide sound strategic policies and guidelines to the corporation on major capital expenditures.
- 2.6.3 Ensure the faithful compliance by the Corporation of all applicable laws, regulations and applicable best business practices.
- 2.6.4 Establish a policy on communicating or relating with stockholders and other stakeholders of the corporation through an effective investors relations program. The CFO or another senior officer designated by the Board shall exercise oversight responsibility over this program.
- 2.6.5 Provide a system of internal checks and balances. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. There should be a continuing review of the corporation's internal control system in order to maintain its adequacy and effectiveness.
- 2.6.6 Identify and monitor key risk areas and key performance indicators.
- 2.6.7 Meet at least once a year quarter. All such meetings should be duly minuted. Independent views during Board meetings should be encouraged and given due consideration.

- 2.6.8 Pass upon the qualification of nominees to the Board, establish a nomination committee which it can delegate such function or implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Appoint competent, professional, honest and highly-motivated management officers.
- 2.6.9 Identify the sectors in the community in which the corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them as may be necessary. And maintain a meaningful CSR Program.
- 2.6.10 Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors including their spouses, children and dependent siblings and parents, and interlocking director relationships by members of the Board to protect the interest of the corporation.
- 2.6.11 Constitute an Audit Committee and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities.
- 2.6.12 Any dispute between the corporation and its stockholders as well as the corporation and third parties, including the regulatory authorities, shall be resolved in accordance with Republic Act 9285, otherwise known as "Alternative Dispute Resolution Act of 2004" with the approval or consent of such other parties in compliance with law .
- 2.6.13 Keep the activities and decisions of the Board within its authority under the articles of incorporation and by-laws, and in accordance with the Corporation Code, and applicable laws, rules and regulations.
- 2.6.14 Appoint a Compliance Officer who shall have the rank of at least vice president. The Corporate Secretary, preferably a lawyer, may be designated as Compliance Officer.

2.7 **Duties and Responsibilities of a Director**

A director's office is one of trust and confidence. A director should act in the best interest of the corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the corporation towards sustained progress.

The duties and responsibilities of a Director include the following:

- 2.7.1 To conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions or does not conflict with the interest of the Corporation.
- 2.7.2 To attend Board meetings regularly and devote time and attention necessary to properly discharge his duties and responsibilities as a director.
- 2.7.3 To act judiciously on matters referred to the Board.
- 2.7.4 To exercise independent judgment in deciding Board matters.
- 2.7.5 To have a working knowledge of the statutory and regulatory requirements affecting the Corporation, without prejudice to obtaining advise of legal counsel on appropriate issues.
- 2.7.6 To observe confidentiality on all proprietary, confidential and non-public information that comes to his possession as director.

2.8 **Internal Control Responsibilities of the Board**

- 2.8.1 The internal control mechanism for the Board's oversight responsibility include:
 - Defining the duties and responsibilities of the CEO;
 - Selecting or approving an individual with appropriate competence, vision, integrity and experience to fill the CEO role;
 - Reviewing proposed senior management appointments;
 - Ensuring the selection, appointment and retention of qualified and competent management;
 - Reviewing the Corporation's personnel and human resource policies and sufficiency, conflict of interest situations, changes to the compensation plan for employees and officers and management succession plan.
- 2.8.2 The minimum internal control mechanisms for management's operational responsibility would center on the CEO, being ultimately accountable for the company's organizational and procedural controls.
- 2.8.3 The Corporation may provide for an auditor or any other officer designated by the Board, or the Audit Committee through which the Board, senior management and stockholders may be provided with reasonable assurance that its key organizational and procedural control are effective, appropriate and complied with. The auditor and/or Audit Committee shall be guided by the International Standards on Professional Practice of Internal Auditing.

2.9 **Board Meetings and Quorum Requirement**

2.9.1 Directors should attend meetings of the Board in person, or by use of modern technology through teleconference devices.

2.9.2 The independent director should attend all Board Meetings, However , the absence of an independent director shall not affect the quorum requirements as provided in the by-laws. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings, unless he is duly notified of the meeting and fails to attend the same, or if the independent director resigns or ceases to be an independent director pending the appointment of or of his replacement.

2.9.3 To monitor the directors' compliance with the attendance requirements, corporations shall submit to the Commission, on or before January 30 of the following year, a sworn certification about the directors' record of attendance in Board meetings. The said certification may be submitted with the Corporation's current report (SEC Form 17-1) or on a separate filing.

2.10 **Remuneration of Directors and Officers**

2.10.1 Levels of remuneration shall be sufficient to attract and retain the directors, if any, and officers needed to run the Corporation successfully. A proportion of executive director's or officers, remuneration may be structured so as to link rewards to corporate and individual performance.

2.10.2 Corporations may establish formal and transparent procedure for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the Corporation. No director should participate in deciding his remuneration.

2.10.3 The Corporation's annual reports and information and proxy statements shall include a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers, in the aggregate, during the preceding fiscal year as provided by law.

2.10.4 To protect the funds of a corporation, the Commission may, in exceptional cases, e.g., when a Corporation is under receivership or rehabilitation, regulate the payment of the compensation, allowances, fees and fringe benefits to its directors and officers.

2.11 **The Audit Committee**

2.11.1 The Audit Committee shall consist of at least three (3) directors, who shall preferably have an accounting and finance backgrounds, one of whom shall be an independent director and another with audit experience. The

chairperson of the Audit Committee should be an independent director. The committee shall have the following functions :

- (a) Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with applicable laws, rules and regulations
- (b) Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk of the Corporation. This function shall include regular receipt from Management of information on risk exposure and risk management activities.
- (c) Perform oversight functions over the Corporation's internal and external auditors. It should ensure that the internal and external auditors act independently from each other and the both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
- (d) Review the annual internal audit plan to ensure its conformity with the objectives of the corporation. The plan shall include the audit scope, resources and budget necessary to implement it;
- (e) Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
- (f) Organize an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal;
- (g) Monitor and evaluate the adequacy and effectiveness of the corporation's internal control system, including financial reporting control and information technology security;
- (h) Review reports submitted by the internal and external auditors;
- (i) Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular on the following matters:
 - Any change/s in accounting policies and practices
 - Major judgment areas
 - Significant adjustments resulting from the audit
 - Going concern assumptions
 - Compliance with accounting standards
 - Compliance with tax, legal and regulatory requirements
- (j) Coordinate, monitor and facilitate compliance with laws, rules and regulations as may be directed by the Board;
- (k) Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the corporation's overall consultancy expenses, The committee shall 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 corporation's annual report as may be required by law;

- (l) Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report to the Audit Committee.

The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.

2.11.2 Other Committees

The Board shall constitute the proper committees to assist it in good corporate governance.

The Board may also organize the following committees:

- (a) A Nomination Committee, which may be composed of at least three (3) members and one of whom should be an independent director, to review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors;
- (b) A Compensation or Remuneration Committee, which may be composed of at least three (3) members and one of whom should be an independent director, to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates.

III. THE EXECUTIVE OFFICERS

3.1 The Chairman and Chief Executive Officer

The Chairman ~~or in his incapacity or absence, the President,~~ shall preside at all meetings of the Board of Directors and of the stockholders. The Chairman jointly with the President shall have general supervision, administration and management of the business of the Corporation. The Chairman and the President shall jointly establish general administrative and operating policies and guidelines.

3.2 The Other Executive Officers

The COO, CFO and other officers shall have the qualifications, duties and responsibilities specified in the by-laws of the Corporation or as may be specified or designated by the Board of Directors, or by the Chairman and CEO, or President. All officers of the Corporation shall familiarize themselves with and shall comply with their duties and responsibilities under this Manual.

3.3 The Corporate Secretary

The Corporate Secretary, who should be a Filipino citizen and a resident of the Philippines, is an officer of the corporation. The Corporate Secretary shall have the qualification, duties and responsibilities specified in the by-laws of the Corporation, or as may further be specified or designated by the Board of Directors.

- 3.3.1 The Corporate Secretary shall gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation. He shall advise and monitor that Board procedures are being followed and applicable rules and regulations are complied with.
- 3.3.2 The Corporate Secretary shall deal with the Board of Directors, management, stockholders and other stakeholders professionally and objectively. To the extent feasible, the Corporate Secretary shall have sufficient administrative skills, interpersonal skills, legal skills and financial skills as may reasonably be necessary to allow him to perform his duties and responsibilities as Corporate Secretary.
- 3.3.3 The Corporate Secretary shall be part of the scheduling of the different Board or stockholders meetings. He shall prepare a schedule of regular Board meetings for the current year in coordination with the Board. He should send notices to all Directors before each Board meetings.
- 3.3.4 The Corporate Secretary shall serve as an adviser to the directors and assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations as directors of the Corporation.
- 3.3.5 The Corporate Secretary shall attend and take the minutes of all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so. In his absence, the Assistant Corporate Secretary or a person designated by the Board shall take the minutes of the meeting.
- 3.3.6 The Corporate Secretary shall serve as liaison officer with the Securities and Exchange Commission (SEC) with respect to compliance with SEC requirement pertaining to this Manual. The Corporate Secretary shall also monitor the compliance of this Manual and shall report his findings to the Board.
- 3.3.7 If the Corporate Secretary is also the Compliance Officer, he shall perform all the duties and responsibility of said officer as provided hereunder and other existing laws, rules and regulations.
- 3.3.8 The Corporate Secretary shall be loyal to the mission, vision and objectives of the corporation; work fairly and objectively with the Board, Management

and stockholders; have a working knowledge of the operations of the corporation; and ensure that all Board procedures, rules and regulations are strictly followed by the members.

- 3.3.9 The Corporate Secretary shall issue a certification every January 30th of the year on the attendance of directors in meetings of the board of directors, countersigned by the Chairman of the Board.

3.4 **The Compliance Officer**

The Board shall appoint a Compliance Officer who shall report directly to the Chairman of the Board. He shall perform the following duties:

- (i) Monitor compliance by the corporation with the latest Code of Corporate Governance and the rules and regulations of regulatory agencies and if any violations are found, report the matter to the Board and recommend the imposition of appropriate disciplinary action on the responsible parties and the adoption of measures to prevent a repetition of the violation;
- (ii) Appear before the SEC when summoned in relation to compliance with the latest Code of Corporate Governance; and
- (iii) Issue a certificate every January 30th of the year on the extent of the corporation's compliance with the latest Code of Corporate Governance for the completed year and if there are any deviations, explain the reason for such deviation.

IV. **SUPPLY OF ADEQUATE AND TIMELY INFORMATION**

- 4.1 Directors should be provided with complete, adequate and timely information prior to Board meetings on an on-going basis.
- 4.2 Management shall have an obligation to supply the Board with such information. The Board shall have separate and independent access to the senior management of the Corporation, including the Corporate Secretary.
- 4.3 The Board may provide a procedure for directors, either individually or as a group, in the furtherance of their duties, to take independent professional advice concerning matters pending before the Board, if necessary, at the Corporation's expense.

V. **ACCOUNTABILITY AND AUDIT**

- 5.1 The Board is primarily accountable to the shareholders, and Management is primarily accountable to the Board. The Board should provide the shareholders with a fair, balanced and comprehensive assessment of the Corporation's performance position on a quarterly basis including interim and other reports to regulators as required by

law. It is essential that Management provide all members of the Board with accurate and timely information that would enable the Board to comply with its responsibilities to the stockholders. Management should formulate, under the supervision of the Audit Committee, the rules and procedures on financial reporting and internal control in accordance with following guidelines:

- 5.1.1 Present a fair assessment of the Corporation's financial position;
- 5.1.2 Explain the responsibility for preparing the accounts, for which there should be a statement by the auditors about their reporting responsibilities;
- 5.1.3 Report that the business is a going concern, with supporting assumptions or qualification, if necessary;
- 5.1.4 Provide a sound system of internal control to safeguard shareholders' investment and the Corporation's assets;
- 5.1.5 Based on the approved audit plans, scope and frequency of audits, ensure that internal audit examinations cover the evaluation of adequacy and effectiveness of control encompassing ICTSI's governance, operations, and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with contracts, laws, rules and regulations.
- 5.1.6 The Corporation shall comply with the financial reporting requirements of the Commission.
- 5.1.7 The Internal Auditor should submit to the Audit Committee and Management an annual report on the internal audit department's activities, responsibilities and performance relative to the audit plans and strategies as approved by the Audit Committee. The annual report should include significant risk exposures, control issues and such other matters as may be needed or requested by the Board and Management. The Internal Auditor should certify that he conducts his activities in accordance with the International Standards on the Professional Practice of Internal Auditing. If he does not, he shall disclose to the Board and Management the reasons why he has not fully complied with the said standards.
- 5.1.8 The extent of its responsibility in the preparation of the financial statements of the corporation, with the corresponding delineation of the responsibilities that pertain to the external auditor, should be clearly explained;

- 5.2 Selection/appointment, resignation, dismissal or cessation of service of an External Auditor
- 5.2.1 The Board, after consultation with the Audit Committee, shall recommend to the stockholders a licensed and accredited external auditor who shall undertake an independent audit and provide assurance on the way in which financial statements have been prepared and represented. Such external auditor cannot at the same time provide the services of an internal auditor to the Corporation. Other non-audit work should not be in conflict with the functions of the external auditor, or pose a threat to his independence.
- 5.2.2 The external auditor shall be rotated or the handling partner of the auditing Firm handling the external audit shall be changed at least every five (5) years.
- 5.2.3 The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which if not resolved would have cause making reference to the subject matter of the disagreement in connection with its report. A preliminary copy of the said report shall be given by the corporation to the external auditor before its submission.
- 5.2.4 If an external auditor believes that the statements made in an annual report, information statement or proxy statements filed during his engagement are incorrect or incomplete, he shall also present his views in said reports.

VI. STOCKHOLDERS' RIGHTS AND PROTECTION OF MINORITY STOCKHOLDERS' INTEREST

6.1 Voting Right

- 6.1.1 Shareholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code and the by-laws.
- 6.1.2 Cumulative voting shall be allowed in the election of directors.
- 6.1.3 Although directors may be removed with or without cause, the Corporation Code prohibits removal without cause if it will deny minority shareholders representation in the Board.

6.2 Power of Inspection

Shareholders are allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code.

They shall be provided with a copy of the annual report, including financial statements, without cost or restrictions in accordance with law.

6.3 Right to Information

6.3.1 The shareholders shall be provided, upon request, with reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers, as may be required by law and applicable disclosure rules.

6.3.2 The minority shareholders have the same right of information as other shareholders of the Corporation. They may propose the holding of a meeting, in accordance with the by-laws, and propose items in the agenda of the meeting, provided the items are for legitimate business purposes, in accordance with law.

6.4 Right to Dividends

Shareholders have the right to receive dividends subject to the discretion of the Board to declare such dividends. However, the Securities and Exchange Commission may direct the Corporation to declare dividends when its retained earnings is in excess of 100% of its paid-in capital stock, except: (a) when justified by definite corporate expansion projects or programs approved by the Board or (b) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured or (c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.

6.5 Appraisal Right

Section 82 of the Corporation Code allows the exercise of the shareholders' appraisal rights under the following circumstances:

- In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- In case of merger or consolidation.

6.6 Promotion of Shareholders Right

The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the Corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be appraised ahead of time of their right to appoint a proxy. Subject to the requirements of the by-laws, the exercise of that right shall not be unduly restricted and any doubt on the validity of a proxy should be resolved in the stockholder's favor.

The Board shall promote shareholder rights in accordance with law, remove impediments to the exercise of shareholders rights and allow possibilities to seek redress for violation of their rights in accordance with law. The exercise of shareholders' voting rights and solution of collective act on problems through appropriate mechanisms shall be encouraged in accordance with applicable law. Excessive and other administrative or practical impediments to shareholders participation in meetings and/or voting in person should be removed. The Board shall allow the electronic filing and distribution of shareholder information necessary to make informed decisions as may be allowed by law.

VII. GOVERNANCE SELF RATING AND EVALUATION SYSTEMS

7.1 The Board may establish an internal self rating and evaluation system to determine and measure compliance with this Manual and may provide for sanctions for willful breach of this Manual depending on gravity of the violation, and the relative importance and practicality of the provision violated.

7.2 The establishment of such evaluation system, including the features thereof, may be disclosed in the annual report (SEC Form 17-A), or in such other appropriate form of report. The adoption of such performance evaluation system shall be covered by a Board resolution.

7.3 This Manual shall be subject to periodic review as may provided by the Board.

VIII. DISCLOSURE AND TRANSPARENCY

8.1 The Corporation shall comply with all disclosure requirements under law. The essence of corporate governance is transparency. The more transparent the internal workings of the corporation are, the more difficult it will be for Management and dominant stockholders to mismanage the corporation or misappropriate its assets.

8.2 All material information, i.e. any thing that could potentially affect share price, should be publicly and timely disclosed in the manner provided by law. Such information would include earnings results, acquisition or disposal of

major asset, board changes, related party transactions, shareholdings of directors and changes to ownership. Other information that should be disclosed includes remuneration of all directors and senior management as provided in applicable disclosure rules, corporate strategy, and off-balance sheet transactions. All disclosed information should be released via the approved stock exchange procedure for company announcements or through the annual report and other structured or unstructured reports provided by law.

IX. **COMMITMENT TO CORPORATE GOVERNANCE**

- 9.1 This Manual of Corporate Governance shall be made available to any director, officer, or employee of the Corporation. This Manual shall form part of the records of the Corporation that is available for inspection by any stockholder of the Corporation at reasonable hours or business days.
- 9.2 The Chairman of the Board shall promote pragmatic compliance of this Corporate Governance Manual.
- 9.3 The Corporation shall conduct information campaigns, orientation program or workshops on Corporation Governance under this Manual to its directors, officers and employees.

X. **CORPORATE GOVERNANCE SCORECARD**

The Compliance Officer shall accomplish annually a scorecard on the scope, nature and extent of the actions the Corporation has taken to meet the objectives of the latest Code of Corporate Governance pursuant to existing circulars as well as rules and regulations of the SEC and other regulatory bodies.

XI. **QUALIFICATION**

Nothing in this Manual shall be interpreted:

- 10.1.1 To compel any act which constitutes a violation of law, regulation or contract applicable to the Corporation (including laws against unfair discrimination, confidentiality agreements, and privacy statutes), and the latest amended articles of incorporation and by-laws of the Corporation.
- 10.1.2 To violate the Corporation's right to maintain the confidentiality of proprietary information, trade secrets, and other information, the premature disclosure of which will prejudice the legitimate interest of the Corporation.
- 10.1.3 To violate the Corporation Code, including the rights of minority directors and minority shareholders.

10.1.4 To breach the applicable rules and regulations of the Philippine Ports Authority (PPA) or other regulatory agencies having jurisdiction over Corporation and its business.

10.1.5 To put the Corporation in a disadvantage vis-à-vis its competitors and industry rivals, or to allow persons or entities with unlawful or illegitimate interest to dispute business or prejudice the Corporation.

XII. COMMITMENT TO GOOD CORPORATE GOVERNANCE

All covered corporations shall establish and implement their corporate governance rules in accordance with the Code. The rules shall be embodied in a manual that can be used as reference by the members of the Board and Management. The manual should be submitted to the Commission for its evaluation within one hundred eighty (180) business days from the date the Code becomes effective to enable the Commission to determine its compliance with the Code taking into consideration the nature, size and scope of the business of the corporation; provided, however, that corporations that have earlier submitted their manual may, at their option, continue to use the said manual as long it complies with the provisions of the Code.

XIII. EFFECTIVITY

This Revised Manual of Corporate Governance shall be effective on May 1, 2011.