



112182015000169



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Receiving Branch : SEC Head Office
Receipt Date and Time : December 18, 2015 09:15:54 AM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. 0000012397
Company Name PHINMA CORPORATION
Industry Classification
Company Type Stock Corporation

Document Information

Document ID 112182015000169
Document Type LETTER/MISC
Document Code LTR
Period Covered December 16, 2015
No. of Days Late 0
Department CED/CFD/CRMD/MRD/NTD
Remarks Conso Changes in ACGR 2015

COVER SHEET

1 2 3 9 7
S.E.C. Registration Number

P H I N M A C O R P O R A T I O N

(Company's Full Name)

L E V E L 1 2 - P H I N M A P L A Z A 3 9 P L A Z A
D R I V E , R O C K W E L L C E N T E R M A K A T I

(Business Address: No. Street City/Town/Province)

C E C I L L E A R E N I L L O
Contact Person

8 7 0 0 3 8 8
Company Telephone Number

1 2 3 1
Month Day
Calendar Year

C O N S O C H A N G E S
I N A C G R 2 0 1 5
FORM TYPE

Month Day
Annual Meeting

Secondary License Type, If Applicable

C F D
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 I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes

16 December 2015

SECURITIES AND EXCHANGE COMMISSION

Attention: DIR. JUSTINA F. CALLANGAN
CORPORATION AND FINANCE DEPARTMENT
SEC Bldg., EDSA
Greenhills, Mandaluyong City

Dear Dir. Callangan:

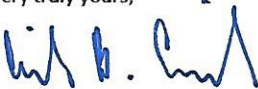
In compliance with the Commission's requirements under SEC Memorandum Circular No. 12, Series of 2014, please see below Consolidated Changes in the ACGR for the calendar year 2015 for Phinma Corporation. Enclosed to this letter is a copy of the Secretary's Certificate for the Board of Directors' approval of the same:

1. Composition of the Board under BOARD MATTERS
2. Review of Vision and Mission under BOARD MATTERS
3. Directorship in the Company'S Group under BOARD MATTERS
4. Voting result of the last Annual General Meeting under BOARD MATTERS
5. Shareholding in the Company under BOARD MATTERS
6. Orientation and Education Program under BOARD MATTERS
7. Policies under CODE OF BUSINESS CONDUCT AND ETHICS
8. Mechanisms under CODE OF BUSINESS CONDUCT AND ETHICS
9. Compliance to the Code under CODE OF BUSINESS CONDUCT AND ETHICS
10. Attendance of Directors under BOARD MEETINGS AND ATTENDANCE
11. Remuneration Policy under REMUNERATION MATTERS
12. Aggregate Remuneration under REMUNERATION MATTERS
13. Stock rights, options and warrants under REMUNERATION MATTERS
14. Remuneration of Management under REMUNERATION MATTERS
15. Date of Appointment under BOARD COMMITTEES
16. Work done and issues addressed under BOARD COMMITTEES
17. Control System Set-up under RISK MANAGEMENT SYSTEM
18. Resignations, Re-assignment and reasons under INTERNAL AUDIT
19. Policies under ROLE OF STAKEHOLDERS
20. Data on health, safety and wellness under ROLE OF STAKEHOLDERS
21. Performance-enhancing mechanism under ROLE OF STAKEHOLDERS
22. CSR Initiatives under ROLE OF STAKEHOLDERS
23. Ownership structure under DISCLOSURE AND TRANSPARENCY
24. Disclosure of Related-Party Transactions under DISCLOSURE AND TRANSPARENCY
25. Dividend Policy under RIGHTS OF STOCKHOLDERS
26. Stockholders' Attendance under RIGHTS OF STOCKHOLDERS
27. Appointment of Independent Party for Vote Counting under RIGHTS OF STOCKHOLDERS
28. Mergers and Acquisitions under INVERSTOR RELATIONS PROGRAM
29. Activities under CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

We trust the above submission is in full compliance with the SEC requirement.

Thank you.

Very truly yours,



CECILLE B. ARENILLO
Compliance Officer

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)S.S.

SECRETARY'S CERTIFICATE

I, JUAN J. DIAZ, of legal age, Filipino and with office address at Levelll, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, after having been duly sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **PHINMA Corporation** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with offices at 12/F The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.

2. At the regular meeting of the Board of Directors of the Corporation duly held on November 5, 2015, at The Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, at which majority of the Directors constituting a quorum was present and acting throughout, the following resolution was adopted:

RESOLVED, that the Board of Directors approve, as it hereby approves, the Consolidated Changes in the Annual Corporate Governance Report for the Year 2015, in compliance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 12, Series of 2014, specifically on the following items of the said report:

1. Composition of the Board under BOARD MATTERS
2. Review of Vision and Mission under BOARD MATTERS
3. Directorship in the Company under BOARD MATTERS
4. Voting result of the last Annual General Meeting under BOARD MATTERS
5. Shareholding in the Company under BOARD MATTERS
6. Orientation and Education Program under BOARD MATTERS
7. Policies under CODE OF BUSINESS CONDUCT AND ETHICS
8. Mechanism under CODE OF BUSINESS CONDUCT AND ETHICS
9. Compliance to the Code under CODE OF BUSINESS CONDUCT AND ETHICS
10. Attendance of Directors under BOARD MEETINGS AND ATTENDANCE
11. Remuneration Policy under REMUNERATION MATTERS
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13. Work done and issues addressed under BOARD COMMITTEES
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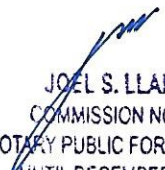
16. Policies under **ROLE OF STAKEHOLDERS**
17. Data on health, safety and wellness under **ROLE OF STAKEHOLDERS**
18. Performance-enhancing mechanism under **ROLE OF STAKEHOLDERS**
19. CSR Initiatives under **ROLE OF STAKEHOLDERS**
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21. Disclosure of Related-Party Transactions under **DISCLOSURE AND TRANSPARENCY**
22. Dividend Policy under **RIGHTS OF STOCKHOLDERS**
23. Stockholder's Attendance under **RIGHTS OF STOCKHOLDERS**
24. Mergers and Acquisitions under **INVERSTOR RELATIONS PROGRAM**
25. Aggregate Remuneration under **REMUNERATION MATTERS**
26. Stock rights, options and warrants under **REMUNERATION MATTERS**
27. Remuneration of Management under **REMUNERATION MATTERS**
28. Appointment of Independent Party for Vote Counting under **RIGHTS OF STOCKHOLDERS**
29. Activities under **CORPORATE SOCIAL RESPONSIBILITIES**

IN WITNESS WHEREOF, _____ have hereunto affixed my signature, this
DEC 14 2015 at Makati City, Metro Manila.


 JUAN J. DIAZ
 Affiant

SUBSCRIBED AND SWORN to before me this DEC 14 2015 affiant
 exhibiting his Senior Citizen ID : 1714595 issued at Pasig City on March 2002.

Doc No. ¹⁴⁷
 Page No. ³¹
 Book No. ⁵
 Series of 2015


 JOEL S. LLANILLO
 COMMISSION NO. M-149
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL DECEMBER 31, 2016
 11/F THE PHINMA PLAZA, 39 PLAZA DRIVE
 ROCKWELL CENTER, MAKATI CITY
 ROLL NO. 53693
 PTR NO. 4760172; 1/9/15; MAKATI CITY
 RP NO. 974819; 5/15/14 LIFETIME; BULACAN CHAPTER