





**CITYLAND  
DEVELOPMENT  
CORPORATION**

May 24, 2019

**Assistant Director Rachel Esther J. Gumtang-Remalante**  
Officer-In-Charge, Corporate Governance and Finance Department  
**SECURITIES AND EXCHANGE COMMISSION (SEC)**  
G/F Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City

**SUBJECT: Integrated Annual Corporate Governance Report for the Year 2018  
Cityland Development Corporation**

Dear Assistant Director Gumtang-Remalante,

In compliance with SEC Memorandum Circular No. 15, Series of 2017, we submit herewith the Integrated Annual Corporate Governance Report (I-ACGR) of **Cityland Development Corporation**.

We hope that you will find everything in order. Thank you very much.

Very truly yours,

**RUDY GO**  
Senior Vice President / Compliance Officer



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2018
2. SEC Identification Number 77823 3. BIR Tax Identification No. 000-527-103-000
4. Exact name of issuer as specified in its charter CITYLAND DEVELOPMENT CORPORATION
5. Metro Manila, Philippines  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. 2/F Cityland Condominium 10 Tower I, 156 H.V. dela Costa St., Makati City. 1226  
Address of principal office Postal Code
8. (632) 893-6060  
Issuer's telephone number, including area code
9. N/A  
Former name, former address, and former fiscal year, if changed since last report.



**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<p><b>Principle 1:</b> 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.</p>			
<b>Recommendation 1.1</b>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the following:</p> <ol style="list-style-type: none"> <li>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</li> </ol> <p>The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p> <p>All information required, except the academic qualifications, were properly disclosed in the Annual Report.</p> <p><b>References:</b></p> <ul style="list-style-type: none"> <li>• Final Prospectus as of 11/6/18, Pages 60-65  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-36 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> <li>• By-Laws (Amended July 2014) Article II. The Board of Directors 1. Qualification and Election, Page 1 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2014_Amended_By_Laws.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2014_Amended_By_Laws.pdf</a></li> <li>• Corporate Governance Seminar with Certification from the Training Provider <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf</a></li> </ul>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>Compliant</p>	<p>The Board of Directors of the Company is composed of individuals with appropriate mix of competence and expertise.</p> <p><b>References:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Our Company &gt; Cityland Group of Companies &gt; Board of Directors <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• Final Prospectus as of 11/6/18, Pages 60-65 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf</a></li> </ul>	

<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>The Directors of the Company remain qualified for their positions and possess the qualifications of a Director and none of the disqualifications provided in the Manual on Corporate Governance.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-36 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 1. Board of Directors 1.3 Qualifications, Page 5 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Final Prospectus as of 11/6/18, Pages 60-65 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf</a></li> </ul>	
<b>Recommendation 1.2</b>			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p>The Board is composed of nine (9) directors, two (2) of whom are Independent Directors, six (6) are Non-</p>	

		<p>Executive Directors and one (1) is Executive Director. On October 13, 2018, one of the Non-Executive Directors passed away. Her replacement shall be elected during the 2019 Annual Stockholders' Meeting.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Our Company &gt; Corporate Profile &gt; Board of Directors <a href="http://www.citylandcondo.com/main/corporate_profile.html">http://www.citylandcondo.com/main/corporate_profile.html</a></li> <li>• Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf</a></li> <li>• SEC Form 17-A, Annual Report for the Year ended December 31, 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-36 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	The Company's Manual on Corporate Governance provides the policy on training of the directors.	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance             <ul style="list-style-type: none"> <li>2. Responsibilities, Duties and Function of the Board                 <ul style="list-style-type: none"> <li>2.3 Specific Duties and Responsibilities of each Director                     <ul style="list-style-type: none"> <li>g) Proper orientation upon joining the Board, Page 10</li> </ul> </li> </ul> </li> </ul> </li> </ul> <p><a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p>There were no first time Directors elected for the Year 2018.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance             <ul style="list-style-type: none"> <li>2. Responsibilities, Duties and Function of the Board                 <ul style="list-style-type: none"> <li>2.3 Specific Duties and Responsibilities of each Director                     <ul style="list-style-type: none"> <li>g) Proper orientation upon joining the Board, Page 10</li> </ul> </li> </ul> </li> </ul> </li> </ul>	

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a>													
3. Company has relevant annual continuing training for all directors.	Compliant	<ul style="list-style-type: none"> <li>Corporate Governance Seminar with Certification from the Training Provider <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf</a></li> </ul>													
<b>Recommendation 1.4</b>															
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>The Company encourages the Board diversity in the selection of directors.</p> <p>For the year 2018, the following is the composition of the Board:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Gender</th> <th style="text-align: center;">Quantity</th> <th style="text-align: center;">Percentage</th> </tr> </thead> <tbody> <tr> <td>Male</td> <td style="text-align: center;">6</td> <td style="text-align: center;">66.67%</td> </tr> <tr> <td>Female</td> <td style="text-align: center;">3</td> <td style="text-align: center;">33.33%</td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: center;"><b>9</b></td> <td style="text-align: center;"><b>100.00%</b></td> </tr> </tbody> </table> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 1. Board of Directors 1.2 Diversity, Page 4</li> </ul>	Gender	Quantity	Percentage	Male	6	66.67%	Female	3	33.33%	<b>Total</b>	<b>9</b>	<b>100.00%</b>	
Gender	Quantity	Percentage													
Male	6	66.67%													
Female	3	33.33%													
<b>Total</b>	<b>9</b>	<b>100.00%</b>													

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a>	
<b>Optional: Recommendation 1.4</b>			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.	
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Board is assisted by the Company's Corporate Secretary, Atty. Emma G. Jularbal.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Profile &gt; Corporate Vision and Mission <a href="http://www.citylandcondo.com/main/corporate_profile.html">http://www.citylandcondo.com/main/corporate_profile.html</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article IV: Management 2. Executive Officers 2.6: Corporate Secretary, Page 20 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>By-Laws (Amended July 2014) Article III. Officers 6. Secretary, Page 5 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2014_Amended_By_Laws.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2014_Amended_By_Laws.pdf</a></li> </ul>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p>The Corporate Secretary is a separate individual from the Compliance Officer. The Company's Corporate Secretary is Atty. Emma G. Jularbal while the Compliance Officer is Mr. Rudy Go.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf</a></li> <li>Manual on Corporate Governance (Revised April 2018) Article IV: Management 2. Executive Officers 2.6: Corporate Secretary, Page 20 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>The Corporate Secretary, Atty. Emma G. Jularbal, is not a member of the Board of Directors.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A, Annual Report for the Year ended December 31, 2018</li> </ul>	

		<p>Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-38 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></p> <ul style="list-style-type: none"> <li>• Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended GIS 2018.pdf</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article IV: Management 2. Executive Officers 2.6: Corporate Secretary, Page 20 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC MANUAL ON CORPORATE GOVERNANCE April 2018.pdf</a></li> </ul>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Corporate Secretary attended four (4) hours of relevant corporate governance training [<i>Corporate Governance: Breaking Through Modern Controls</i>] which was conducted on November 19, 2018 by the Center for Training and Development, Inc.</p>	



		<p>The following are the topics covered during the said seminar:</p> <ol style="list-style-type: none"> <li>1. Directors' Liability</li> <li>2. Risk Assessment</li> <li>3. Data Privacy Law</li> <li>4. The New Corporation Code</li> </ol> <p><b>References:</b></p> <ul style="list-style-type: none"> <li>• Corporate Governance Seminar with Certification from the Training Provider  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf</a></li> </ul>	
<b>Optional: Recommendation 1.5</b>			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>		<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting.</p>	
<b>Recommendation 1.6</b>			
<p>1. Board is assisted by a Compliance Officer.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>The Board is assisted by the Company's Compliance Officer, Mr. Rudy Go.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website            About Cityland &gt; Our Company &gt; Corporate Profile &gt; Management and Executive Officers  <a href="http://www.citylandcondo.com/main/corporate_profile.html">http://www.citylandcondo.com/main/corporate_profile.html</a></li> </ul>	

		<ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article IV: Management 2. Executive Officers 2.5 Compliance Officer, Page 19 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	<p>The Compliance Officer, Mr. Rudy Go, has the rank of Senior Vice President.</p> <ul style="list-style-type: none"> <li>• Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf</a></li> <li>• Form 17-A, Annual Report for the Year 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-32 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
3. Compliance Officer is not a member of the board.	Compliant	<p>The Compliance Officer, Mr. Rudy Go, is not a member of the board.</p> <ul style="list-style-type: none"> <li>• Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>Form 17-A, Annual Report for the Year 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-38 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Compliance Officer attended four (4) hours of relevant corporate governance training [<i>Corporate Governance: Breaking Through Modern Controls</i>] which was conducted on November 19, 2018 by the Center for Training and Development, Inc.</p> <p>The following are the topics covered during the said seminar:</p> <ol style="list-style-type: none"> <li>1. Directors' Liability</li> <li>2. Risk Assessment</li> <li>3. Data Privacy Law</li> <li>4. The New Corporation Code</li> </ol> <p><b>References:</b></p> <ul style="list-style-type: none"> <li>Corporate Governance Seminar with Certification from the Training Provider <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018_CG_SEMINAR.pdf</a></li> </ul>	

**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>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Board of Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company as reflected in the attendance of the Directors in the Board Meetings. The attendance in Board Meetings shows that the Directors exerted effort in performing their roles and functions as members of the Board.</p> <p>Further, the Company maintains an open line of communication to ensure that material and significant transactions are raised to the Board.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Directors' Attendance in Board Meetings for the Year 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf</a></li> </ul>	
---	------------------	---	--

**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>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p>	
--	------------------	--	--

Indicate frequency of review of business objectives and strategy

The Directors, in its Board Meetings, discuss any goals, objectives and strategies of the Company. In case of material and significant transactions entered, these are being discussed in the Board Meetings to ensure that appropriate study on the transaction was taken into consideration.

Further, the quarterly operations and financial performance of the Company are being discussed to the Audit and Risk Committee. The Annual Audited Financial Statements, with the recommendation of the Audit and Risk Committee, are presented to the Board for their approval.

**Reference:**

- SEC Form 17-Q (Quarterly Report)

**1<sup>st</sup> Qtr as of March 31, 2018**

[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_CFS\\_MARCH\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_CFS_MARCH_2018.pdf)

**2<sup>nd</sup> Qtr as of June 30, 2018**

[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_17Q\\_JUNE\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_17Q_JUNE_2018.pdf)

**3<sup>rd</sup> Qtr as of September 30, 2018**

[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_17Q\\_September\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_17Q_September_2018.pdf)

		<ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year ended December 31, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> <li>• SEC Form 17-C, Board Approval of the Audited Financial Statements for the Year 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_17C_BOD_Approval_of_2018_Audited_FS_03.20.2019.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_17C_BOD Approval of 2018 Audited FS 03.20.2019.pdf</a></li> </ul>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	See information in Recommendation 2.2 Item No. 1.	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The Board reviews the vision, mission and core values from time to time as the need arises.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Profile &gt; Corporate Vision and Mission <a href="http://www.citylandcondo.com/main/corporate_profile.html">http://www.citylandcondo.com/main/corporate_profile.html</a></li> </ul>	

<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>See information in Recommendation 2.2 Item No. 1.</p>	
<p><b>Recommendation 2.3</b></p>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Board is headed by Dr. Andrew I. Liuson, a Non-executive Director.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Amended General Information Sheet as of 10/19/18 Directors / Officers, Page 3 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended GIS 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended GIS 2018.pdf</a></li> <li>• SEC Form 17-A, Annual Report for the Year 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-32 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	

Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Board, through the Corporate Governance Committee, ensures and adopts an effective succession planning and policy on the retirement of directors and key officers.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.3: Corporate Governance Committee, Page 14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>The Board, through the Corporate Governance Committee, ensures that the remuneration of the key officers and board members are consistent with the Company's interest.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.3: Corporate Governance Committee, Page 14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>As part of the Company's Manual on Corporate Governance, the Board conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 5. Assessment of Board Performance, Page 16 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>No director shall participate in deciding on his remuneration.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018)</li> </ul>	

		<p>Article III: Board Governance 3. Board Committees 3.3: Corporate Governance Committee (item viii), Page 14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
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.		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.	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	

The Board, through the Corporate Governance Committee, determines the nomination and election process for the Company's directors.

The Company revised its Manual on Corporate Governance during 2018 to incorporate the responsibilities of the Nomination Committee to the Corporate Governance Committee.

**Reference:**

- Manual on Corporate Governance (Revised April 2018)  
Article III: Board Governance  
3. Board Committees  
3.3: Corporate Governance Committee,  
Page 14  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_MANUAL\\_ON\\_CORPORATE\\_GOVERNANCE\\_April\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)

The voting procedures for the nomination and election of directors are also disclosed in the attachment to the Notice of Annual Stockholders' Meeting.

**Reference:**

- Notice of Annual Stockholders' Meeting  
Explanation of Agenda Items requiring Stockholders' approval  
Item 6: Election of Directors (including Independent Directors)

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Non-compliant		The Company's nomination and election policy is not disclosed in its Manual on Corporate Governance. However, such is being disclosed in the Notice of Annual Stockholders' Meeting and Definitive Information Statement as part of the Explanation of Agenda Items Requiring Stockholders' Approval.
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p>The minority shareholders are given the right to propose the holding of meetings, and to include agenda items to be taken up in the Annual Stockholders' Meeting. Further, all shareholders are given the opportunity to nominate candidates to the Board of Directors.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest, Page 28 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
4. Board nomination and election policy includes how the board shortlists candidates.	Non-compliant		The Board Nomination and Election Policy will be revised for the year 2019 to incorporate how the Board shortlists candidates.

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.	Non-compliant		The Board Nomination and Election Policy will be revised for the year 2019 to incorporate the assessment of the Board's processes in the nomination, election or replacement of a director.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Non-compliant		The Board plans to formalize its process for identifying the quality of directors that is aligned with the strategic direction of the Company.
<b>Optional: Recommendation 2.6</b>			
1. 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.		Identify the professional search firm used or other external sources of candidates	
<b>Recommendation 2.7</b>			
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.	Compliant	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs</p> <p>Identify transactions that were approved pursuant to the policy.</p> <p>The Board, through the Audit and Risk Committee reviews the related party transactions and ensures that transactions entered are under the normal course of business.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2: Audit and Risk Committee, Page 11 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Related Party Transactions Policy Cityland Website &gt; About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Related Party Transactions Policy <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Non-compliant</p>		<p>The Company or its related parties have no relationship with parties that fall outside the definition of related parties that enables to negotiate terms of material transactions that may not be available from others or independent parties on an arm's length basis.</p> <p>Moreover, the Company has no transactions with former senior management or persons that would result in negotiations of terms that are more or less favorable than those available on an arm's length basis from clearly independent parties that are material to the Company's financial position or financial performance.</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>Non-compliant</p>		<p>The Company plans to implement a more detailed RPT Policy for the Year 2019.</p>
<p><b>Supplement to Recommendation 2.7</b></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>Non-compliant</p>	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p>	<p>The Company plans to implement a more detailed RPT Policy for the Year 2019.</p>
<p>2. 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>Non-compliant</p>	<p>Provide information on voting system, if any.</p>	<p>The Company has not entered into any related party transaction, which is not made at an arm's length basis.</p> <p>For the Year 2018, there were no related party transactions presented to the shareholders requiring their approval.</p>

			<p>However, pursuant to the requirements of SEC Memorandum Circular No. 10, Series of 2019, the Company will adopt a more detailed RPT Policy.</p>				
<b>Recommendation 2.8</b>							
<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>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p> <p>As stated in the Company's Manual on Corporate Governance, the Board is responsible for approving the selection of Management led by the CEO and the heads of other control functions.</p> <p>The following are the Management team appointed by the Board:</p> <table border="1" data-bbox="913 954 1442 1098"> <tr> <td>Compliance Officer</td> <td>Mr. Rudy Go</td> </tr> <tr> <td>Head of Internal Audit Department</td> <td>Ms. Dorothy So</td> </tr> </table> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article V: Audit, Risk Oversight and Compliance, Page 22 <a href="http://www.citylandcondo.com/main/docs.pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs.pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	Compliance Officer	Mr. Rudy Go	Head of Internal Audit Department	Ms. Dorothy So	
Compliance Officer	Mr. Rudy Go						
Head of Internal Audit Department	Ms. Dorothy So						

		<ul style="list-style-type: none"> <li>SEC Form 17-C: 2018 Board of Directors Organizational Meeting held on June 6, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> </ul>	
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).	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>As part of the responsibilities of the Board, they shall conduct an annual assessment of the performance of the Management and its personnel.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 2. Responsibilities, Duties and Function of the Board, Pages 7-10 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	

<p>at par with the standards set by the Board and Senior Management.</p>		<p>The Company evaluates the performance of the Management twice in a year. This Performance Evaluation shows the accomplishments and goals of the Management.</p> <p>The result of the Performance Evaluation shall be used as the basis in determining the rewards (e.g. salary increase, performance bonus, etc.) to be given to the Management.</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>	<p>The Company evaluates its personnel twice in a year. The Performance Evaluation determines whether the employees were able to meet their goals for the said fiscal year. Further, the Evaluation shows the accomplishments of each employee to determine whether the goals set in the previous year were actually being attained. The result of the Performance Evaluation shall be used as the basis in determining the rewards (e.g. salary increase, performance bonus, etc.) to be given to the employees.</p>	
<p><b>Recommendation 2.10</b></p>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</p> <p>The Board oversees that an appropriate internal control is in place.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 2. Responsibilities, Duties and Function of the Board, Page 8 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>The Board ensures that the internal control system of the Company is in place including setting up a mechanism for monitoring and managing potential conflict of interest of Management, Board member and shareholders.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 2. Responsibilities, Duties and Function of the Board, Pages 7-10; and Article V: Audit, Risk Oversight and Compliance 2. Internal Control Responsibilities of the Board, Pages 22-23 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	

<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>The Internal Audit Charter was approved by the Board.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Internal Audit Charter <a href="http://www.citylandcondo.com/main/docs_pdf/Internal_Audit_Charter.pdf">http://www.citylandcondo.com/main/docs_pdf/Internal_Audit_Charter.pdf</a></li> </ul>	
<b>Recommendation 2.11</b>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Board oversees that the Company has in place a sound enterprise risk management (ERM) framework.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2: Audit and Risk Committee d) Risk Oversight, Pages 12-13</li> </ul>	

		<p><a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year 2018 Part I- Business and General Information Item I. Business B. Development of Business for the past three (3) years 15. Major Risks Involved in Each of the Businesses of the Company, Pages 11-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> <li>• Enterprise Risk Management About Cityland &gt; Corporate Governance &gt; Enterprise Risk Management <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
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.	Compliant	See additional information above.	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-compliant	Provide link to the company's website where the Board Charter is disclosed.	The roles, responsibilities and accountabilities of the Board are specifically mentioned in the Company's Manual on Corporate Governance.



2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-compliant		
3. Board Charter is publicly available and posted on the company's website.	Non-compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>The Company has implemented its Insider Trading Policy.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Insider Trading Policy  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_InsiderTrading.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_InsiderTrading.pdf</a></li> </ul>	
<b>Optional: Principle 2</b>			
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.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
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 3.1**

<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>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>The Board established Board Committee that would support the effective performance of the Board's functions and in accordance with the By-Laws of the Corporation and to assist in good governance.</p> <p>The following are the Board Committees:</p> <ul style="list-style-type: none"> <li>3.1 Executive Committee</li> <li>3.2 Audit and Risk Committee</li> <li>3.3 Corporate Governance Committee</li> </ul> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees, Pages 10-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Appointment of Committee Members <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> </ul>	
--	------------------	---	--

**Recommendation 3.2**

<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>One of the Committees established by the Board is the Audit and Risk Committee. The Committee oversees the following:</p> <ol style="list-style-type: none"> <li>1. Financial Reporting</li> <li>2. Internal Audit</li> <li>3. External Audit</li> <li>4. Risk Oversight</li> <li>5. Related Party Transactions</li> </ol> <p>The Audit and Risk Committee recommends the appointment and removal of the Company's external auditor. Further, the Committee Members regularly meet to discuss about the results of operations and the Company's financial performance.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2: Audit &amp; Risk Committee, Pages 11-14</li> </ul>	
---	------------------	--	--

		<p><a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part II- Operational and Financial Information Item VI. Management's Discussion and Analysis or Plan of Operations Information on Independent Accountant, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> <li>• Audit Committee Charter D. Functions and Responsibilities 5. External Audit, Page 5 <a href="http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> <li>• SEC Form 17-C, Board Approval of the Audited Financial Statements for the Year 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_17C_BOD_Approval_of_2018_Audited_FS_03.20.2019.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_17C_BOD_Approval_of_2018_Audited_FS_03.20.2019.pdf</a></li> </ul>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p>	<p>The Audit &amp; Risk Committee is composed of three qualified non-executive directors, one of whom is an independent director and serves as the Chairman of the Committee.</p>

			<p>The following are the members of the Audit &amp; Risk Committee:</p> <ul style="list-style-type: none"> <li>• Mr. Peter S. Dee – Independent Director (Chairman of the Committee)</li> <li>• Mrs. Alice C. Gohoc – Non-executive Director (up to October 13, 2018)</li> <li>• Mrs. Grace C. Liuson – Non-executive Director</li> </ul>
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>All the members of the Committee have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018), Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-35</li> </ul> <p><a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>The Chairman of the Audit and Risk Committee is Mr. Peter S. Dee. He is not the Chairman of the Board or any other committee.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-C: 2018 Board of Directors Organizational Meeting held on June 6, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Board Committee <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• Audit Committee Charter C. Committee Structure and Composition, Page 2 <a href="http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> </ul>	
<b>Supplement to Recommendation 3.2</b>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>As part of the role of the Audit &amp; Risk Committee, it shall determine whether non-audit services conducted by the external auditor would not pose any threat to independence.</p> <p>For the Year 2018, the Company did not avail any non-audit services from the external auditor.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2: Audit &amp; Risk Committee, Pages 11-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>The Audit &amp; Risk Committee meets with the external audit team without anyone from Management present.</p> <p>On March 19, 2019, the Committee met with the external auditors to discuss also the result of the audit for the Financial Year Ended December 31, 2018.</p>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p>There were four (4) meetings held by the Audit &amp; Risk Committee during the Year 2018 as follows:</p> <ol style="list-style-type: none"> <li>May 4, 2018</li> <li>August 3, 2018</li> <li>September 7, 2018</li> <li>November 5, 2018</li> </ol>	

<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p>The Audit &amp; Risk Committee approves the appointment and removal of the internal auditor as provided in the Audit Committee Charter and Company's Manual on Corporate Governance.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee Charter D. Functions and Responsibilities 4. Internal Audit, Page 4 <a href="http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf">http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article V: Audit, Risk Oversight and Compliance 2. Internal Control Responsibilities of the Board, Pages 22-23 <a href="http://www.citylandcondo.com/main/docs_pdf/CD_CDC_MANUAL_ON_CORPORATE GOVERNANCE April 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CD_CDC_MANUAL_ON_CORPORATE GOVERNANCE April 2018.pdf</a></li> </ul>	
<p><b>Recommendation 3.3</b></p>			
<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</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p>	

<p>Nomination and Remuneration Committee.</p>		<p>The Board has established a Corporate Governance Committee who will assist the Board in the performance of its corporate governance responsibilities.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.3: Corporate Governance Committee, Page14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<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>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p>	<p>The Corporate Governance Committee is composed of three members, one of whom is an independent director.</p> <p>The following are members of the Corporate Governance Committee:</p> <ul style="list-style-type: none"> <li>• Mr. George Edwin Sycip (Independent Director and Chairman of the Committee)</li> <li>• Dr. Andrew Liuson</li> <li>• Mr. Stephen Roxas</li> </ul> <p>The Company believes that one independent director is sufficient given the nature, size and risk assessment of the Company's operations.</p>

			<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Board Committees <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• SEC Form 17-C: 2018 Board of Directors Organizational Meeting held on June 6, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> </ul>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>The Chairman of the Corporate Governance Committee is an Independent Director, Mr. George Edwin Sycip.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Board Committees <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• SEC Form 17-C: 2018 Board of Directors Organizational Meeting held on June 6, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>SEC Form 17-C: Revised Manual on Corporate Governance and Appointment of Members of the Corporate Governance Committee <a href="http://www.citylandcondo.com/main/docs_pdf/CDC%2017-C%20Revised%20Manual%20on%20CG%20and%20Appointment%20of%20members%20of%20the%20Corporate%20Governance%20Committee.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC 17-C Revised Manual on CG and Appointment of members of the Corporate Governance Committee.pdf</a></li> </ul>	
<b>Optional: Recommendation 3.3</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p>There were four (4) meetings held by the Corporate Governance Committee during the Year 2018 as follows:</p> <ol style="list-style-type: none"> <li>May 4, 2018</li> <li>August 3, 2018</li> <li>October 17, 2018</li> <li>December 19, 2018</li> </ol>	
<b>Recommendation 3.4</b>			
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.	Non-compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<p>The Audit &amp; Risk Committee assumes the role of risk oversight. Based on the Company's nature of operations, size and risk profile, the Company believes that the incorporation of risk oversight as one of the functions of the Audit &amp; Risk Committee is already sufficient. The Company does not see the need to create a separate BROC.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018)</li> </ul>

			<p>Article III: Board Governance 3. Board Committees 3.2 Audit &amp; Risk Committee, Pages 11-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p> <ul style="list-style-type: none"> <li>• Audit Committee Charter D. Functions and Responsibilities, Pages 2-5 <a href="http://www.citylandcondo.com/main/cg_files/CDC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/CDC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> </ul>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	<p>The Company incorporated the functions of the BROC into the Audit &amp; Risk Committee.</p> <p>Refer to explanation in Recommendation 3.4 Item No. 1.</p>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC	<p>The Company incorporated the functions of the BROC into the Audit &amp; Risk Committee.</p> <p>Refer to explanation in Recommendation 3.4 Item No. 1.</p>



<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p>	<p>The Company incorporated the functions of the BROC into the Audit &amp; Risk Committee.</p> <p>Refer to explanation in Recommendation 3.4 Item No. 1.</p>
<b>Recommendation 3.5</b>			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p>	<p>The Company has no Related Party Transactions (RPT) Committee. Given the nature, size and risk profile of the Company's operations, the Audit &amp; Risk Committee performs the role of the RPT Committee.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2 Audit &amp; Risk Committee <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Audit Committee Charter D. Functions &amp; Responsibilities <a href="http://www.citylandcondo.com/main/cg_files/CDC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/CDC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> </ul>

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	The Company incorporated the functions of the RPT Committee into the Audit & Risk Committee.  Refer to explanation in Recommendation 3.5 Item No. 1.
--	---------------	--	--

### Recommendation 3.6

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.	Non-compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	The Company is in the process of finalizing its Committee Charters.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-compliant		The Company is in the process of finalizing its Committee Charters.
3. Committee Charters were fully disclosed on the company's website.	Non-compliant	Provide link to company's website where the Committee Charters are disclosed.	The Company will upload in its website the Committee Charters once approved by the Board.

**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-	Compliant	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.  Provide information or link/reference to a document containing information on the attendance and	
---	-----------	---	--

<p>/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>		<p>participation of directors to Board, Committee and shareholders' meetings.</p> <p>The Directors attend and actively participate in all meetings of the Board, Committees and shareholders.</p> <p>The Attendance of the Board of Directors during the Board Meetings for the Year 2018 and Stockholders' Meeting held on June 5, 2018 are properly disclosed in the Company's Website.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Directors' Attendance in Board Meetings <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf</a></li> <li>• Results of Annual Stockholders' Meeting held on June 5, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_17C_Result_of_Annual_Stockmeeting_on_06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_17C_Result_of_Annual_Stockmeeting_on_06.05.2018.pdf</a></li> </ul>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>The directors were given ample time to review the meeting materials for all Board and Committee meetings. Such materials are forwarded to the directors days before the board and committee meetings.</p>	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>All directors are given the chance to ask necessary questions or seek clarifications and explanations during the Board and Committee Meetings. The Chairman / presider of the meetings ensures that questions and/or clarifications raised by the directors are being attended properly.</p>	
<b>Recommendation 4.2</b>			
<p>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.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 1. Board of Directors 1.6: Multiple Board Seats, Page 6 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-36</li> </ul>	

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>As part of the specific responsibilities of each director, it states that the directors shall notify the Company's board before accepting a directorship in another company.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 2. Responsibilities, Duties and Function of the Board, Page 10 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>The Executive Director of the Company is not a director of more than two listed companies outside of the group.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 33-34</li> </ul>	

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The 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	Indicate the number of board meetings during the year and provide proof  In 2018, the Board of Directors held four (4) regular and twenty-nine (29) special meetings with a total of thirty-three (33) meetings.  <b>Reference:</b> <ul style="list-style-type: none"> <li>Directors' Attendance in Board Meetings <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Certificate_of_Attendance_of_the_Board_of_Directors_on_the_Board_Meetings_for_the_Year_2018.pdf</a></li> </ul>	
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**

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Board has two (2) independent directors in accordance with the Securities Regulation Code Rule 38.  <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018)</li> </ul>
--	---------------	--	---

			<p>Article III: Board Governance 4. Independence 4.1: Independent Directors, Page 16 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p>
<b>Recommendation 5.2</b>			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Each Independent Director executed the Certificate of Independent Director stating that he had all the qualifications and none of the disqualifications to hold the position of Independent Director.</p> <p>The following are the Company's Independent Directors:</p> <ol style="list-style-type: none"> <li>1. George Edwin Y. SyCip</li> <li>2. Peter S. Dee</li> </ol> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Certification of Independent Directors <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Certification_of_Independent_Directors_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Certification_of_Independent_Directors_2018.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>The Company has no shareholder agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently.</p>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>The independent directors of the Company has not yet served for more than nine (9) years starting 2012.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A, Annual Report for the Year 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Page 31 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	

<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>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p>The Company bars an independent director from serving in such capacity after the term limit of nine years.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 4. Independence 4.1: Independent Directors, Page 16 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<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>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>No independent director exceeded the term limit of nine (9) years.</p>	
<p><b>Recommendation 5.4</b></p>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p>	

		<p>The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p> <p>The Company's Chairman of the Board is Dr. Andrew I. Liuson while the Chief Executive Officer is Mr. Josef C. Gohoc.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year 2018 Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Page 31 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> <li>• SEC Form 17-C: 2018 Board of Directors Organizational Meeting held on June 6, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Organizational_Meeting_06062018.pdf</a></li> <li>• Amended General Information Sheet as of 10/19/18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2018.pdf</a></li> </ul>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p>	

		<p>The roles, responsibilities and duties of the Chairman of the Board and Chief Executive Officer are stated in the Company's Manual on Corporate Governance</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article IV: Management 2. Executive Officers 2.1 Chairman of the Board; and 2.2 Chief Executive Officer (CEO)/ President, Pages 17-18 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul> <p>The President, Mr. Josef C. Gohoc, is the nephew of the Chairman of the Board, Dr. Andrew I. Liuson.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Final Prospectus as of 11/6/18, Page 60 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_FINAL_PROSPECTUS_2018.pdf</a></li> </ul>	
<b>Recommendation 5.5</b>			
<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>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p>	<p>The Company's Chairman of the Board, Mr. Washington SyCip, is an independent director and held the position only until October 7, 2017.</p>



			<p>During the 2018 Annual Stockholders' Meeting, Dr. Andrew I. Liuson was elected as the Chairman of the Board.</p> <p>No lead independent director was appointed during the year 2018.</p> <p>The Company will reconsider this recommendation for the year 2019.</p>
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>Provide proof of abstention, if this was the case</p> <ul style="list-style-type: none"> <li>• There were no cases where a director has a material interest in a transaction affecting the Company.</li> </ul>	
<b>Recommendation 5.7</b>			
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.	Non-compliant	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p>	The Company will reconsider this recommendation for the Year 2019.
2. The meetings are chaired by the lead independent director.	Non-compliant		The Company will reconsider this recommendation for the Year 2019.
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>Provide name/s of company CEO for the past 2 years</p> <p>The incumbent President, Mr. Josef C. Gohoc, is also the President for the past 2 years.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Amended General Information Sheet for the Year 2017 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_AMENDED_GIS_2017.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_AMENDED_GIS_2017.pdf</a></li> <li>Amended General Information Sheet for the Year 2016 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2016.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Amended_GIS_2016.pdf</a></li> </ul>	
--	--	---	--

**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 6.1**

<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>Non-compliant</p>	<p>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</p>	<p>The Board conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 5. Assessment of Board Performance, Page 16 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL ON CORPORATE GOVERNANCE_April_2018.pdf</a></li> </ul>
---	----------------------	---	--

			The Board will formalize the process of the self-assessment in the succeeding years.
2. The Chairman conducts a self-assessment of his performance.	Non-compliant		Refer to explanation made in Recommendation 6.1 Item no. 1.
3. The individual members conduct a self-assessment of their performance.	Non-compliant		Refer to explanation made in Recommendation 6.1 Item no. 1.
4. Each committee conducts a self-assessment of its performance.	Non-compliant		The Committee will adopt a process as to the assessment of its performance.
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant	Identify the external facilitator and provide proof of use of an external facilitator.	<p>The Company believes that obtaining the services of an external facilitator is currently not practical considering the size, risk profile and nature of operations of the Company.</p> <p>The Company will continue to reassess the need of obtaining an external facilitator in the subsequent years.</p>
<b>Recommendation 6.2</b>			
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	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p> <p>The Board has in place a system that determines the performance of the Board, individual directors and committees.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 5. Assessment of Board Performance, Page 16 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>The Company has established the Investor Relations Program wherein shareholders can provide feedback.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VI: Disclosure and Transparency 5. Communication 5.1 Investor Relations, Page 27 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>Investor Relations Program <a href="http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf">http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf</a></li> </ul>	

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

**Recommendation 7.1**

<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Code of Business Conduct and Ethics Cityland Website &gt; About Cityland &gt; Corporate Governance &gt; Code of Business Conduct and Ethics <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <ul style="list-style-type: none"> <li>The Company disseminated the Code to its Board, senior management and employees by making the Code available at the Personnel Department's Manual and Company website</li> </ul>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Code of Business Conduct and Ethics Cityland Website &gt; About Cityland &gt; Corporate Governance &gt; Code of Business Conduct and Ethics <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	

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	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <ul style="list-style-type: none"> <li>• As stated in the Company's Personnel Manual</li> </ul> <p><i>"All Company officers and employees are prohibited from accepting gifts, fees, and commissions from clients in the course of duty. Gifts from clients have to be politely declined."</i></p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <ul style="list-style-type: none"> <li>• The Company has a Personnel Department who monitors the implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</li> <li>• All directors, officers and employees are required to comply with the Code.</li> <li>• The Company established a Personnel Manual that contains sanctions as to the non-compliance of the Code.</li> </ul>	

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> <li>• The Personnel Department helps in the implementation and monitoring of compliance with company internal policies.</li> <li>• The Company established a Personnel Manual that contains sanctions as to the non-compliance.</li> <li>• The Company's internal policies are also posted in the Company website.</li> </ul> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Company's Policies <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
--	------------------	---	--

### 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

<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>The Board, as stated in the Manual on Corporate Governance, establishes corporate disclosure policies and procedures to ensure that information are properly communicated to the shareholders and stakeholders.</p>	
---	------------------	--	--

**Reference:**

- Manual on Corporate Governance (Revised April 2018)  
Article VI: Disclosure and Transparency, Pages 26-27  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_MANUAL\\_ON\\_CORPORATE\\_GOVERNANCE\\_April\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)

**Supplement to Recommendations 8.1**

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.

Non-compliant

Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.

The Company exhibited full compliance with the recommended period of publication for the interim reports.

The annual report was submitted and published by the Company within 105 days which is still in accordance with SRC Rule 17.1 requiring 105 days after the end of the fiscal year.

Report	Date submitted	Days consumed
17-Q (1 <sup>st</sup> qtr)	May 8, 2018	38 days
17-Q (2 <sup>nd</sup> qtr)	August 14, 2018	45 days
17-Q (3 <sup>rd</sup> qtr)	November 14, 2018	45 days
17-A (Annual Report)	April 15, 2019	105 days

<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>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> <p>The Company has provided in its SEC Form 17-A (Annual Report) the risks associated with the Company.</p> <p>The Company's relationship with other companies is also disclosed as required by the Commission through the Supplementary Schedule, Map of the Relationships of the Companies within the Group.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part I- Business and General Information Item I. Business B. Development of Business for the past three (3) years 15. Major Risks Involved in Each of the Businesses of the Company, Pages 11-14; and Schedule III. Map of the Relationships of the Companies within the Group <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
--	------------------	--	--

**Recommendation 8.2**

<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>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>The Company discloses through SEC Form 23-B and to the PSE all material dealings made by a director/officer in the company's shares. Further, the Company adopts an Insider Trading Policy to ensure compliance with the timely disclosure of any dealings made by a director/officer.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Insider Trading Policy <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 23 - A/B: Statement of Beneficial Ownership <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<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>See information in Recommendation 8.2 Item No. 1.</p>	

**Supplement to Recommendation 8.2**

<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>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>The Company discloses the trading of the corporation's shares by any directors/officers.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 23 - A/B: Statement of Beneficial Ownership <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• List of Top 100 Shareholders as of December 31, 2018 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_List%20of%20Top%20100%20Stockholders%2012.31.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_List of Top 100 Stockholders 12.31.18.pdf</a></li> <li>• SEC Form 17-A (Annual Report for the Year 2018) Schedule III. Map of the Relationships of the Companies within the Group; and Part III- Control and Compensation Information Item XI. Security Ownership of Certain Beneficial Owners and Management, Pages 40-41 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
--	------------------	---	--

<b>Recommendation 8.3</b>			
<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>Non-compliant</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p>	<p>The Board discloses their share ownership in the company, membership in other boards, other executive positions, professional trainings, expertise and relevant trainings attended except for the academic qualifications.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Information Item IX. Directors and Executive Officers, Pages 31-36 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC%20ANNUAL%20REPORT%202018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> <li>• Corporate Governance Seminars Attended Cityland Website &gt; About Cityland &gt; Corporate Governance &gt; Board of Directors &gt; Corporate Governance Seminars <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications,</p>	<p>Non-compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p>	<p>Refer to explanation in Recommendation 8.3 Item No. 1</p>

and assess any potential conflicts of interest that might affect their judgment.			
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Non-compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	<p>The Company has no standard arrangements with regard to the remuneration of its directors.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A, Annual Report for the Year ended December 31, 2018 Part III- Control and Compensation Information Item X. Executive Compensation, Page 39 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC%20ANNUAL%20REPORT%202018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Non-compliant	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	Refer to Explanation in Recommendation 8.4 Item No. 1.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	<p>The Company discloses the remuneration as a group (all officers &amp; directors) and unnamed.</p> <p>The Company also presents a separate group for the top five (5) remunerations.</p>

Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>There were no cases of conflict of interest regarding the transactions made by the directors for the year 2018.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article VI: Disclosure and Transparency 3. Related Party Transactions, Pages 26-27 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Item XII. Certain Relationships and Related Party Transactions, Pages 41-42 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> </ol>	

		<ol style="list-style-type: none"> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol> <p>All material and significant related party transactions were disclosed in the Annual Report.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Item XII. Certain Relationships and Related Party Transactions, Pages 41-42 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
<b>Supplement to Recommendation 8.5</b>			
<ol style="list-style-type: none"> <li>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</li> </ol>	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>All directors are required to disclose their interests in transactions or any other conflict of interest.</p> <p>Based on the Company's Conflict of Interest policy, if an actual or potential conflict may arise, he should fully and immediately disclose it and should not participate in the decision-making process.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 2. Responsibilities, Duties and Function of the Board 2.3: Specific Duties and Responsibilities of each Director, item "a)", Page 9 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Company Website About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Conflict of Interest Policy <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<b>Optional : Recommendation 8.5</b>			
<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>Provide link or reference where this is disclosed, if any</p> <p>All RPTs are conducted in an arm's length basis.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Related Party Transactions Policy About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Related Party Transactions Policy <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• SEC Form 17-A (Annual Report for the Year 2018) Part III- Control and Compensation Item XII. Certain Relationships and Related Party Transactions, Pages 41-42</li> </ul>	

[http://www.citylandcondo.com/main/docs\\_pdf/CDC ANNUAL REPORT 2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf)

**Recommendation 8.6**

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.

Compliant

Provide link or reference where this is disclosed

The Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur through the submission of 17-C (current report) to SEC, PSE EDGE and uploading to the website thereafter.

**Reference:**

- Cityland Website  
About Cityland > Disclosures > SEC Filings > 17-C > CDC > 2018  
<http://cityland.net/>
- PSE EDGE  
Company Disclosures  
[http://edge.pse.com.ph/companyDisclosures/form.do?cmpy\\_id=39](http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=39)
- Manual on Corporate Governance (Revised April 2018)  
Article VI: Disclosure and Transparency, Pages 26-27  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC MANUAl ON CORPORATE GOVERNANCE April 2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)

2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>The Company has no acquisition or disposal of significant assets for the year 2018.</p>	
<b>Supplement to Recommendation 8.6</b>			
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.	Compliant	<p>Provide link or reference where these are disclosed.</p> <p>The Company has no shareholder agreements, voting trust agreements, confidentiality agreements and other agreements that may impact the control, ownership and strategic direction of the Company.</p> <p>Should there be any agreements, the Company shall fully disclose such information.</p>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	The Company's Manual on Corporate Governance was submitted to PSE and SEC on April 6 and 10, 2018, respectively.	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>PSE Edge Portal CDC &gt; Company Disclosures &gt; Other SEC Forms, Reports &amp; Requirements (April 6, 2018) <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=39">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=39</a></li> </ul>	
3. Company's MCG is posted on its company website.	Compliant	<p>The Company's Manual on Corporate Governance is posted on the Company's website.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Corporate Governance &gt; Manual on Corporate Governance <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>Provide proof of submission.</p> <p>An amended MCG was submitted last April 10, 2018 to disclose a change in the MCG wherein the role of the Nomination Committee was incorporated to the role of the Corporate Governance Committee.</p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018)</li> </ul>	

		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a>	
		<ul style="list-style-type: none"> <li>PSE Edge Portal CDC &gt; Company Disclosures &gt; Other SEC Forms, Reports &amp; Requirements (April 6, 2018) <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=39">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=39</a></li> </ul>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	<b>Reference:</b> <ul style="list-style-type: none"> <li>SEC Form 17-A (Annual Report for the Year 2018) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
b. Financial performance indicators	Compliant	See information in Optional Principle 8.	
c. Non-financial performance indicators	Compliant	See information in Optional Principle 8.	
d. Dividend Policy	Compliant	See information in Optional Principle 8.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Non-compliant		All information required, except the academic qualifications, were properly disclosed in the Annual Report.

f. Attendance details of each director in all directors meetings held during the year	Non-compliant		<p>The attendance details of the directors in the regular and special meetings were disclosed in the SEC Form 20-IS Definitive Information Statement.</p> <p>The Company will consider disclosing such information in the Annual Report for the Year 2019.</p>
g. Total remuneration of each member of the board of directors	Compliant	See information in Optional Principle 8.	
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	<p>Provide link or reference to where this is contained in the Annual Report</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A (Annual Report for the Year 2018) Part IV- Corporate Governance Item XIII. Compliance with Leading Practices on Corporate Governance, Page 42 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
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.	Non-compliant	Provide link or reference to where this is contained in the Annual Report	The Company will consider adopting this recommendation in 2019.

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.	Non-compliant	Provide link or reference to where this is contained in the Annual Report	The Company will consider adopting this recommendation in 2019.
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	<p>Provide link or reference to where these are contained in the Annual Report</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A (Annual Report for the Year 2018), Part I- Business and General Information <ul style="list-style-type: none"> <li>Item I. Business <ul style="list-style-type: none"> <li>B. Development of Business for the past three (3) years <ul style="list-style-type: none"> <li>15. Major Risks Involved in Each of the Businesses of the Company, Pages 11-14</li> </ul> </li> </ul> </li> </ul> </li> </ul> <p><a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></p>	

**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	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	
--	-----------	--	--

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee Charter D. Functions and Responsibilities 5. External Auditor, Page 5 <a href="http://www.citylandcondo.com/main/cg_files/DC/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf">http://www.citylandcondo.com/main/cg_files/DC/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article V: Audit, Risk Oversight and Compliance 4. External Audit, Page 24 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON CORPORATE GOVERNANCE April 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON CORPORATE GOVERNANCE April 2018.pdf</a></li> </ul>	
<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.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit &amp; Risk Committee. The appointment of the external auditor is being approved by the Board of Directors and ratified by the stockholders during the Annual Stockholders' Meeting.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting (June 5, 2018) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC 17C Notice of Annual Stockholders Meeting 06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC 17C Notice of Annual Stockholders Meeting 06.05.18.pdf</a></li> </ul>	

		<ul style="list-style-type: none"> <li>Minutes of Annual Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf</a></li> <li>SEC Form 17-A, Annual Report for the Year ended December 31, 2018 Part II- Operational and Financial Information Item VI. Management's Discussion and Analysis or Plan of Operations Information on Independent Accountant, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>There were no cases wherein an external auditor was removed or changed, except in cases when it is deemed required in compliance with the Rotation of External Auditors.</p>	
<b>Supplement to Recommendation 9.1</b>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>The external auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, shall be changed with the same frequency.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article V: Audit, Risk Oversight and Compliance 4. External Audit 4.4 Rotation, Page 25 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>• Audit Committee Charter D. Functions and Responsibilities 5. External Audit, Page 5 <a href="http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> </ul>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ol style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the</li> </ol>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Audit Committee Charter <a href="http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf">http://www.citylandcondo.com/main/cg_files/DC/Corporate_Governance/Board_Committees/CDC_Audit_Committee_Charter.pdf</a></li> </ul>	

effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Provide link/reference to the company's Audit Committee Charter  <b>Reference:</b> <ul style="list-style-type: none"> <li>Audit Committee Charter  <a href="http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf">http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a> </li> </ul>	
<b>Supplement to Recommendations 9.2</b>			
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.	Compliant	Provide link/reference to the company's Audit Committee Charter  The Company's external auditor is Sycip Gorres Velayo & Co., an auditing firm with established credibility and competency in the field of audit.  <b>Reference:</b> <ul style="list-style-type: none"> <li>Audit Committee Charter  <a href="http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf">http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a> </li> </ul>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter  The opinion issued by the external auditor contains statements stating that adequate quality control procedures were performed during their course of audit.	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Audit Committee Charter <a href="http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf">http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a></li> </ul>	
<b>Recommendation 9.3</b>			
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.	Compliant	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>The Company did not avail any non-audit related services from external auditor.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A, Annual Report for the Year ended December 31, 2018 Part II- Operational and Financial Information Item VI. Management's Discussion and Analysis or Plan of Operations Information on Independent Accountant, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
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.	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p> <p>The external auditor, together with the Audit &amp; Risk Committee, discusses during the audit closing meeting the Independence of each party.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Audit Committee Charter</li> <li>D. Functions and Responsibilities</li> <li>5. External Audit, Page 5</li> </ul> <p><a href="http://www.citylandcondo.com/main/cg_files/CD/Corporate%20Governance/Board%20Committees/CDC%20Audit%20Committee%20Charter.pdf">http://www.citylandcondo.com/main/cg_files/CD/Corporate Governance/Board Committees/CDC Audit Committee Charter.pdf</a></p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p>There were no non-audit services availed during the year 2018.</p>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>Name of the audit engagement partner;</li> <li>Accreditation number;</li> <li>Date Accredited;</li> <li>Expiry date of accreditation; and</li> <li>Name, address, contact number of the audit firm.</li> </ol> <p>The Company's External Auditor for the Year 2018 is SyCip Gorres Velayo &amp; Co. with Ms. Aileen L. Saringan as the Engagement Partner.</p> <p>The following are the details of the Engagement Partner:</p> <p>Name of the Audit Engagement Partner: Aileen L. Saringan  Accreditation No. : 0096-AR-4  Date Accredited: August 18, 2016  Expiry Date of Accreditation: August 18, 2019</p>	

		Name, address, contact number of the audit firm: SyCip Gorress Velayo & Co. 6760 Ayala Avenue, Makati City, 1226 Metro Manila, Philippines Tel: (632) 891-0307 Fax: (632) 819-0872 / (632) 818-1377	
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	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC.  The Company's assigned Engagement Partner has not yet been subjected to SEC Soar Inspection Program.	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
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	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.  The 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 issues of its business, which underpin sustainability.	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VI: Disclosure and Transparency 4. Non-financial and Sustainability Issues, Page 27 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non-compliant	Provide link to Sustainability Report, if any. Disclose the standards used.	The Company is still in the process of adopting a globally recognized framework in reporting sustainability issues.
<p><b>Principle 11:</b> 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.</p>			
<p><b>Recommendation 11.1</b></p>			
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.	Non-compliant	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.).</p> <p>Provide links, if any.</p>	<p>The Company issues Press Releases in case of updates in the Company's operations. These are also reported to the SEC and PSE through SEC Form 17-C.</p> <p>Public, material and relevant information is accurately and timely distributed to its shareholders through posting of current, quarterly and annual reports in its website and submission to regulating agencies such as SEC and PSE.</p>

			<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 17-C (Current Report) Cityland Development Corporation &gt; 2018 <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website	
a. Financial statements/reports (latest quarterly)	Compliant	<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 17-A (Annual Report) and SEC Form 17-Q (Quarterly Reports) <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
b. Materials provided in briefings to analysts and media	Non-compliant		<p>The Company issues Press Releases in case of updates in the Company's operations. These are also reported to the SEC and PSE through SEC Form 17-C.</p> <p>Public, material and relevant information is accurately and timely distributed to its shareholders through posting of current, quarterly and annual reports in its website and submission to regulating agencies such as SEC and PSE.</p>

			<b>Reference:</b> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 17-C (Current Report) Cityland Development Corporation &gt; 2018 <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>
c. Downloadable annual report	Compliant	<b>Reference:</b> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; SEC Filings &gt; SEC Form 17-A (Annual Report) and SEC Form 17-Q (Quarterly Reports) <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
d. Notice of ASM and/or SSM	Compliant	<b>Reference:</b> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; Notice of Annual or Special Stockholders' Meeting <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
e. Minutes of ASM and/or SSM	Compliant	<b>Reference:</b> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Disclosures &gt; Minutes of All General or Special Stockholders' Meetings <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
f. Company's Articles of Incorporation and By-Laws	Compliant	<b>Reference:</b> <ul style="list-style-type: none"> <li>Cityland Website About Cityland &gt; Our Company &gt; Amended Articles of Incorporation and By-Laws <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	



**Additional Recommendation to Principle 11**

<p>1. Company complies with SEC-prescribed website template.</p>	<p>Compliant</p>	<p>The Company complies with the SEC-prescribed website template.</p> <ul style="list-style-type: none"> <li>• Cityland website <a href="http://cityland.net/">http://cityland.net/</a></li> </ul> <p>Further, the Company updates its website to disclose reports required by government agencies such as SEC and PSE.</p>	
--	------------------	---	--

**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**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p> <p>The Audit and Risk Committee established the Internal Audit Department to support its oversight capability over the Company's financial reporting, internal control system, internal audit processes, and compliance with applicable laws and regulations.</p> <p>The roles and responsibilities of the Internal Audit are stated in its Internal Audit Charter.</p> <p>The Company's internal audit plan, together with the review of the adequacy and effectiveness of its internal control system, is approved annually.</p>	
---	------------------	--	--

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Internal Audit Charter Role and Responsibility <a href="http://www.citylandcondo.com/main/docs_pdf/Internal%20Audit%20Charter.pdf">http://www.citylandcondo.com/main/docs_pdf/Internal Audit Charter.pdf</a></li> </ul>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Non-compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>Company's risk management procedures and processes</li> <li>Key risks the company is currently facing</li> <li>How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	The Company believes that an enterprise risk management framework is not yet needed given the nature, size and risk assessment of the Company's operations.
<b>Supplement to Recommendations 12.1</b>			
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.	Compliant	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <p>The Audit and Risk Committee, ensures that the IA Department has a well-designed internal control procedures and processes that will provide a system of checks and balances.</p> <p>Such should be in place in order to:</p> <ul style="list-style-type: none"> <li>Safeguard the resources of the Corporation and ensure their effective utilization;</li> </ul>	

		<ul style="list-style-type: none"> <li>• Prevent occurrence of fraud and other irregularities;</li> <li>• Protect the accuracy and reliability of the Corporation's financial data; and</li> <li>• <u>Ensure compliance with applicable laws and regulations.</u></li> </ul> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article III: Board Governance 3. Board Committees 3.2: Audit and Risk Committee b. Internal Audit, paragraph "iii", Page 11 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<b>Optional: Recommendation 12.1</b>			
<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>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The Company has an in-house internal audit function that is supervised by the Head of Internal Audit, Ms. Dorothy U. So, who functionally reports to the Board, through the Audit and Risk Committee, and administratively updates the management.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Internal Audit Charter Role and Responsibility <a href="http://www.citylandcondo.com/main/docs_pdf/Internal%20Audit%20Charter.pdf">http://www.citylandcondo.com/main/docs_pdf/Internal Audit Charter.pdf</a></li> </ul>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p>The roles and responsibilities of the Head of Internal Audit and the Internal Audit Department (IAD) are stated in its charter. The Head of IAD is Ms. Dorothy U. So.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Internal Audit Charter Role and Responsibility <a href="http://www.citylandcondo.com/main/docs_pdf/Internal%20Audit%20Charter.pdf">http://www.citylandcondo.com/main/docs_pdf/Internal Audit Charter.pdf</a></li> </ul>	

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	<p>The Head of Internal Audit is responsible for the internal audit activity of the organization. All internal audit activities are engaged and performed by its in-house internal audit department.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Internal Audit Charter Role and Responsibility <a href="http://www.citylandcondo.com/main/docs_pdf/Internal_Audit_Charter.pdf">http://www.citylandcondo.com/main/docs_pdf/Internal_Audit_Charter.pdf</a></li> </ul>	
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	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>All internal audit activities are engaged and performed by its in-house internal audit department.</p>	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-compliant	Provide information on company's risk management function.	The Company believes that a separate risk management function to identify, assess and monitor key risk exposures is not yet needed given the nature, size and risk assessment of the Company's operations.
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Non-compliant	Identify source of external technical support, if any.	The risk management oversight is included in one of the Audit and Risk Committee's roles and responsibilities.



Recommendation 12.5			
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).	Non-compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	The Company believes that a separate risk management function to identify, assess and monitor key risk exposures is not yet needed given the nature, size and risk assessment of the Company's operations.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-compliant		Refer to explanation in Recommendation 12.5 Item No. 1.
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.	Non-compliant	Provide link to CEO and CAE's attestation	A sound internal audit, control and compliance are in place and working effectively. A written attestation from the Company's CAE and CEO will be prepared prospectively.
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	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.  Basic shareholder rights are disclosed in the Company's Manual on Corporate Governance  <b>Reference:</b> • Manual on Corporate Governance (Revised April 2018)	

		<p>Article VII: Stockholders' Rights and Protection of Minority Shareholders' Interest, Pages 28-29  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website            About Cityland &gt; Corporate Governance &gt; Manual on Corporate Governance  <a href="http://cityland.net/">http://cityland.net/</a></li> <li>• Manual on Corporate Governance (Revised April 2018)            Article VII: Stockholders' Rights and Protection of Minority Shareholders' Interest, Pages 28-29  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	<p>Each common share is entitled to one vote.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting            Explanation of Agenda Items requiring Stockholders' approval            Item 3: Voting Procedures  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a></li> </ul>	

<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Company has only one (1) class of share.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year 2018 SEC Form 17-A template 6. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA Title of each class: Unclassified Common Shares <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> <li>• 2014 Amended By-Laws Article IV: Certificate of Stock, Page 6 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2014_Amended_By_Laws.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC 2014 Amended By Laws.pdf</a></li> <li>• Manual on Corporate Governance (Revised April 2018) Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest 1. Shareholders' Rights, Page 28 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC MANUAL ON CORPORATE GOVERNANCE April 2018.pdf</a></li> </ul>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p>	

		<p>The voting procedure is discussed in the Notice of Annual Stockholders' Meeting.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting Cityland Website &gt; About Cityland &gt; Disclosures &gt; Notice of Annual or Special Stockholders' Meeting &gt; Cityland Development Corporation 04.20.2018 Notice of Annual Stockholders' Meeting on June 5, 2018 Explanation of Agenda Items requiring Stockholders' approval Item 3: Voting Procedures <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a></li> </ul>	
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.	Non-compliant	Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.	The Corporation has no supermajority or majority of the minority voting mechanism.
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.	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>The right to propose the holding of meetings and items for inclusion in the agenda is given to all shareholders, including minority and foreign shareholders provided the items are for legitimate business purposes and relate directly to the business of the Company.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest 1. Shareholders' Rights 1.2 Right to propose the holding of meetings and to include agenda items ahead of the scheduled Annual and Special Stockholders' Meeting, Page 28 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation. The Board shall determine which matters are appropriate for inclusion in the agenda during the Annual and Special Stockholders' Meeting.</p> <p><b>Reference</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest</li> </ul>	

		<p>2. Duties of the Board of Directors in Promoting Shareholders' Rights, Page 29  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>Shareholders have the right to receive dividends depending upon the earnings, cash flow and financial conditions of the Company.</p> <p>The Board of Directors, in its meeting held on May 2, 2018, approved the declaration of stock dividends.</p> <p>The Board of Directors approved the declaration of five percent (5%) stock dividends which will come from an increase in authorized capital stock. The record date of the stock dividends shall be fixed by the Securities and Exchange Commission after clearance and approval.</p> <p>However, on the special meeting held last September 5, 2018, the Board approved the declaration of 6.5% stock dividends which shall come from the unappropriated retained earnings</p>	

as of December 31, 2017 through an increase in authorized capital stock. The said 6.5% stock dividend amends the previously declared 5% stock dividends.

All stock dividends declared were approved and ratified by the stockholders during the Stockholders' Meeting.

**Reference**

- Manual on Corporate Governance (Revised April 2018)  
Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest  
1. Shareholders' Rights  
1.1: Dividend Policies, Page 28  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_MANUAL\\_ON\\_CORPORATE\\_GOVERNANCE\\_April\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)
- SEC Form 17-C, Declaration of 5% Stock Dividends  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_SEC\\_17C\\_Declaration\\_of\\_Stock\\_Dividends\\_with\\_increase\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Declaration_of_Stock_Dividends_with_increase_2018.pdf)
- SEC Form 17-C, Declaration of 6.5% Stock Dividends  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_SEC\\_17C\\_BOD\\_Special\\_Meeting\\_for\\_Declaration\\_of\\_6.5\\_percent\\_Stock\\_Dividends\\_09.05.2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_BOD_Special_Meeting_for_Declaration_of_6.5_percent_Stock_Dividends_09.05.2018.pdf)

Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>The Company has appointed an independent party (Mr. Wilfred Tiu) to validate the votes at the Annual Shareholders' Meeting.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Minutes of Annual Stockholders' Meeting Page 2 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf</a></li> </ul>	
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>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>For the Annual Stockholders' Meeting for the Year 2018, the Notice of ASM was uploaded to the PSE Edge Portal and received by SEC on April 20, 2018.</p> <p>The Agenda of the said ASM was included in the Company's Information Statement.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a></li> <li>• Definitive Information Statement as of May 8, 2018 &gt; AGENDA page <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_DEFINITIVE_INFORMATION_STATEMENT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_DEFINITIVE_INFORMATION_STATEMENT_2018.pdf</a></li> </ul>	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Non-compliant		All information required, except the academic qualifications, were properly disclosed in the Annual Report.
b. Auditors seeking appointment/re-appointment	Compliant	<p>The Audit and Risk Committee recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo &amp; Co. as the Company's external auditors for the calendar year 2018.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting Explanation of Agenda Items requiring Stockholders' approval Item 7: Appointment of External Auditors</li> </ul>	



		<a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a>	
c. Proxy documents	Compliant	<p>Proxy document is attached to the Notice of Annual Stockholders' Meeting.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting Proxy document, Last Page  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a> </li> </ul>	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Provide link or reference to the rationale for the agenda items</p> <p>Rationale for each agenda item to be taken up during the Annual Stockholders' Meeting is stated in the Notice.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders' Meeting Items 1 – 9  <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_SEC_17C_Notice_of_Annual_Stockholders_Meeting_06.05.18.pdf</a> </li> </ul>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders'	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p>	

<p>Meeting publicly available the next working day.</p>		<p>The results of the Annual Stockholders' Meeting on June 05, 2018 and the Special Stockholders' Meeting on October 05, 2018 were made publicly available at PSE Edge Portal, Company website and through submission to SEC on the next working day.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• PSE Edge Portal (<i>Results of Annual Stockholders' Meeting</i>) <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=3fc9d283288740b843ca035510b6ec2b#sthash.VgalxhyV.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=3fc9d283288740b843ca035510b6ec2b#sthash.VgalxhyV.dpbs</a></li> <li>• PSE Edge Portal (<i>Results of Special Stockholders' Meeting</i>) <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=aaa55cdd97dc3ec343ca035510b6ec2b#sthash.ZoRJtUJk.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=aaa55cdd97dc3ec343ca035510b6ec2b#sthash.ZoRJtUJk.dpbs</a></li> <li>• SEC Form 17-C, Results of Annual Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_17C Result of Annual Stockmeeting on 06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_17C Result of Annual Stockmeeting on 06.05.2018.pdf</a></li> <li>• SEC Form 17-C, Results of Special Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_17C Result of Special Stockholders' Meeting on 10.05.18.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_17C Result of Special Stockholders' Meeting on 10.05.18.pdf</a></li> </ul>	
---	--	---	--

		<ul style="list-style-type: none"> <li>• Voting Results (<i>Annual Stockholders' Meeting</i>) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018_Validation_Form.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018_Validation_Form.pdf</a></li> </ul>	
<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>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>Minutes of the ASM and SSM held on June 05, 2018 and October 5, 2018, respectively, were posted in the Company's website within five business days from the date of the meeting. Stockholders were given the opportunity to ask questions during the ASM and SSM as reflected in the minutes.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Minutes of Annual Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_the_Annual_Stockholders'_Meeting_06.05.2018.pdf</a></li> <li>• Minutes of Special Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_Special_Stockholders'_Meeting_10.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes_of_Special_Stockholders'_Meeting_10.05.2018.pdf</a></li> </ul>	

		<p>The voting results for all agenda items, including the approving, dissenting and abstaining votes were properly disclosed. The voting was done by show of hands.</p> <ul style="list-style-type: none"> <li>Voting Results (<i>Annual Stockholders' Meeting</i>) <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_2018 Validation Form.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_2018 Validation Form.pdf</a></li> </ul>	
<b>Supplement to Recommendation 13.3</b>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>The external auditors attended the ASM and SSM held on June 05, 2018 and October 05, 2018, respectively.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Minutes of Annual Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes of the Annual Stockholders' Meeting 06.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes of the Annual Stockholders' Meeting 06.05.2018.pdf</a></li> <li>Minutes of Special Stockholders' Meeting <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes of Special Stockholders' Meeting 10.05.2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_Minutes of Special Stockholders' Meeting 10.05.2018.pdf</a></li> </ul>	
<b>Recommendation 13.4</b>			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism</p>	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p>	



<p>to resolve intra-corporate disputes in an amicable and effective manner.</p>		<p>The Board makes available established Alternative Dispute Resolution procedures to resolve intra-corporate disputes in an amicable and effective manner.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VII: Stockholders' Rights and Protection of Minority Stockholders' Interest 2. Duties of the Board of Directors in Promoting Shareholders' Rights, Page 29 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Non-compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p>	<p>The Company will consider preparing a separate policy regarding the alternative dispute mechanism.</p>
<b>Recommendation 13.5</b>			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Compliant</p>	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>Name of the person</li> <li>Telephone number</li> <li>Fax number</li> <li>E-mail address</li> </ol> <p>The Company has established an Investor Relations Program which is being uploaded in the Company's website.</p>	

		<p>The Company has established an IRO with the following details:</p> <p>Michelle Marcelino of FMSD Tel. (+632)893-6060 local 152 Fax (+632)892-8656 Email: <a href="mailto:stocks@cityland.net">stocks@cityland.net</a></p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Investor Relations Program <a href="http://www.citylandcondo.com/main/docs_pdf/Investors%20Relation%20Program.pdf">http://www.citylandcondo.com/main/docs_pdf/Investors Relation Program .pdf</a></li> </ul>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>The IRO was present during the ASM held last June 5, 2018 and during the SSM held last October 5, 2018.</p>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>The Board does not have any anti-take over measures or similar devices since the Board believes that the Company has an effective management.</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p>The public float as of December 31, 2018 is 30.89% which is also in accordance with the Rule on Minimum Public Ownership issued by the Philippine Stock Exchange requiring listed companies to maintain a 10% public float.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>SEC Form 17-A, Annual Report for the Year 2018 Notes to Consolidated Financial Statements Item 28: Capital Management, Pages 81-82 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf</a></li> </ul>	
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p>The Board has established an Investor Relations Office (IRO) to ensure constant engagement with shareholders. In this way, the shareholders can discuss their concerns.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VI: Disclosure and Transparency 5. Communication 5.1 Investor Relations, Page 27 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> <li>Investor Relations Program <a href="http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf">http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf</a></li> </ul>	
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

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p>The Board has identified the Company's various stakeholders and promotes cooperation between them and the Company in creating wealth, growth and sustainability. The stakeholders in corporate governance include, but are not limited to, customers, employees, suppliers, shareholders, investors, creditors, the community where the Company operates in, society, the government, regulators, competitors, external auditors, etc. It is the duty of the Board that due consideration be given to those who have an interest in the Company and are directly affected by its operations.</p> <p>The Board should establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholder.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article IX: Stakeholders' Interest, Page 31</li> </ul>	
--	------------------	---	--



[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_MANUAL\\_ON\\_CORPORATE GOVERNANCE April 2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)

**Recommendation 14.2**

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Company has established policies and procedures to promote fair treatment and protection of the stakeholders and allow stakeholders to communicate with the Company and to obtain redress for violation of their rights.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article IX: Stakeholders' Interest, Page 31 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE GOVERNANCE April 2018.pdf</a></li> </ul>	
--	------------------	--	--

**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>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>The Board of Directors shall ensure the protection of any reporting member of the board, officer or employee of any violations of any company rules and regulation and governmental laws. This is done</p>	
---	------------------	---	--

		<p>through implementation of whistle blower policies wherein members of the Board, officers or employees are encouraged to speak up any problems within the Company without fear of retaliation.</p> <p>Stakeholders may reach the Investor Relations Officer/ Compliance Officer to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Mr. Rudy Go Investor Relations Officer/Compliance Officer</p> <p>Email address: <a href="mailto:cdc_rg@cityland.net">cdc_rg@cityland.net</a></p> <p>Telephone no.: 893-6060 local 232</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Investor Relations Program <a href="http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf">http://www.citylandcondo.com/main/docs_pdf/Investors_Relation_Program_.pdf</a></li> </ul>	
<b>Supplement to Recommendation 14.3</b>			
<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>Non-compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p>	<p>The alternative dispute resolution system for the fair and expeditious settlement in case of conflicts and difference is yet to be established.</p>

Additional Recommendations to Principle 14			
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.	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>The Company did not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.</p>	
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p>The Company fully respects and has not violated any intellectual property rights.</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Company's Policies <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p>	

**Reference:**

- Cityland Website  
Home > Suppliers & Contractors  
<http://cityland.net/>

**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**

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.

Compliant

Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.

The Board has established policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and in its governance.

**Reference:**

- Manual on Corporate Governance (Revised April 2018)  
Article VIII: Encouraging Employees' Participation, Sustainability and Social Responsibility, Page 30  
[http://www.citylandcondo.com/main/docs\\_pdf/CDC\\_MANUAL\\_ON\\_CORPORATE\\_GOVERNANCE\\_April\\_2018.pdf](http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf)

**Supplement to Recommendation 15.1**

<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>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p>Included in the policies to encourage employees to active participate in the realization of the Company's goals is the establishment of the following programs:</p> <ul style="list-style-type: none"> <li>• Health, safety and welfare</li> <li>• Training and development</li> <li>• <u>Reward / compensation for employees</u></li> </ul> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Manual on Corporate Governance (Revised April 2018) Article VIII: Encouraging Employees' Participation, Sustainability and Social Responsibility, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>The Company's health, safety and welfare policies are disclosed in its website.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Employees' Health, Safety and Welfare Policy <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees.</p> <p>Include information on any training conducted or attended.</p> <p>Training and development programs are also given to the company employees for their continuing professional development and to improve their productivity.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• Cityland Website About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Employees' Health, Safety and Welfare Policy <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
<b>Recommendation 15.2</b>			
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.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>The employees are also encouraged to report corrupt practices and outlines procedures on how to combat, resist and stop these corrupt practices. The Board has established a suitable framework for whistleblowing that allows employees to freely</p>	

		<p>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 unit created to handle whistleblowing concerns.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VIII: Encouraging Employees' Participation, Sustainability and Social Responsibility, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>Copies of the policies and programs, which includes the Company's Personnel Manual are shared to the employees during the on-boarding process and are posted in its website for the public's information.</p> <p>The Company's Personnel Manual is intended to familiarize all employees on management's position on important personnel matters which affect the working relationship between the organizations and its members.</p>	

**Supplement to Recommendation 15.2**

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Include any finding of violations of the company policy.</p> <p>As part of the Company's policy which is stated in the Personnel Manual, employees are prohibited from accepting money or substantial gifts or favors. The Company strictly prohibits employees to be involved in any transaction wherein there is conflict of interest. Any violation to this policy will render such employee to immediate discharge.</p> <p>There were no violations of the Company policy during the year.</p> <p><b>Reeference:</b></p> <ul style="list-style-type: none"> <li>• Company Website About Cityland &gt; Corporate Governance &gt; Company's Policies &gt; Conflict of Interest Policy <a href="http://cityland.net/">http://cityland.net/</a></li> </ul>	
--	------------------	---	--

**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>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	
--	------------------	---	--

		<p>The employees are encouraged to report corrupt practices and outlines procedures on how to combat, resist and stop these corrupt practices.</p> <p>Whistleblowers may reach the following personnel to report their concerns and/or complaints relating to violation of their rights:</p> <p>Personnel Department Name: Rosalinda Catimpo Email: hrd@cityland.net Telephone: 893-6060 loc. 212</p> <p>Compliance Officer: Mr. Rudy Go Internal Audit: Ms. Dorothy So</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VIII: Encouraging Employees' Participation, Sustainability and Social Responsibility, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
<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 Board has established 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 unit created to handle whistleblowing concerns.</p>	

		<p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>Manual on Corporate Governance (Revised April 2018) Article VIII: Encouraging Employees' Participation, Sustainability and Social Responsibility, Page 30 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC_MANUAL_ON_CORPORATE_GOVERNANCE_April_2018.pdf</a></li> </ul>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The operating departments are required to report to the Board all whistleblowing cases.</p>	
<p><b>Principle 16:</b> 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.</p>			
<p><b>Recommendation 16.1</b></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.	Compliant	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>The Company takes part in Corporate Social Responsibility (CSR) projects such as feeding programs, donations to Foundations, tree-planting activities, etc.</p>	

Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<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><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year 2018 Part I- Business and General Information Item I. Business     B. Development of Business for the past three (3) years         15. Major Risks Involved in Each of the Businesses of the Company             Effect of climate change, Pages 13-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><b>Reference:</b></p> <ul style="list-style-type: none"> <li>• SEC Form 17-A, Annual Report for the Year 2018 Part I- Business and General Information Item I. Business     B. Development of Business for the past three (3) years         15. Major Risks Involved in Each of the Businesses of the Company             Effect of climate change, Pages 13-14 <a href="http://www.citylandcondo.com/main/docs_pdf/CDC_ANNUAL_REPORT_2018.pdf">http://www.citylandcondo.com/main/docs_pdf/CDC ANNUAL REPORT 2018.pdf</a></li> </ul>	



Signed on MAY 22 2019 at MANILA.

A handwritten signature in black ink, appearing to be "A. Liuson", written over a horizontal line.

**DR. ANDREW I. LIUSON**  
Chairman of the Board

A long, horizontal handwritten signature in black ink.

**PETER S. DEE**  
Independent Director

A handwritten signature in black ink, appearing to be "Rudy Go", written over a horizontal line.

**RUDY GO**  
Compliance Officer

A handwritten signature in black ink, appearing to be "Emma G. Jularbal", written over a horizontal line.

**ATTY. EMMA G. JULARBAL**  
Corporate Secretary

A handwritten signature in black ink, appearing to be "Jose C. Gohoc", written over a horizontal line.

**JOSE C. GOHOC**  
President/CEO

(see attached)  
**GEORGE EDWIN Y. SYCIP**  
Independent Director



**SUBSCRIBED AND SWORN** to before me this MAY 22 2019 at MANILA, affiant exhibited to me their valid IDs as competent evidence of their identities:

<b>Name</b>	<b>Valid ID</b>	<b>ID No.</b>
Dr. Andrew I. Liuson	SSS	03-1872470-6
Mr. Josef C. Gohoc	SSS	33-0942784-4
Mr. Peter S. Dee	SSS	03-1183011-8
Mr. George Edwin Y. SyCip	Passport	No. 506254556
Mr. Rudy Go	SSS	03-4602228-9
Atty. Emma G. Jularbal	SSS	03-9243383-5

Doc. No. 11 ;  
Page No. 4 ;  
Book No. II ;  
Series of 2019.

**ATTY. ALBERT ANTHONY H. OCAMPO**  
NOTARY PUBLIC FOR MANILA  
UNTIL DECEMBER 31, 2020  
APPOINTMENT NO.: 2019-031  
IBP ROLL NO.: 44239  
IBP NO.: 07884/Lifetime/Laguna  
PTR No.: 7975460/12-06-2018/Manila  
581 Quintin Paredes St., Binondo, Manila



Signed on 15, May 2019 at San Francisco, USA

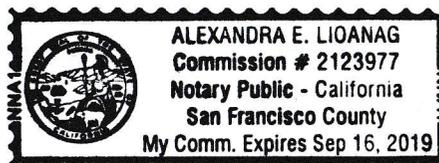
A handwritten signature in blue ink, appearing to read "SyCip".

**GEORGE EDWIN SYCIP**  
Independent Director

**SUBSCRIBED AND SWORN** to before me this 15th May 2019 at San Francisco, USA affiant exhibited to me his valid ID as competent evidence of his identity:

Name	Valid ID	ID No.
Mr. George Edwin SyCip	Passport	No. 506254556

Doc. No. \_\_\_\_;  
Page No. \_\_\_\_;  
Book No. \_\_\_\_;  
Series of 2019.

A handwritten signature in blue ink, appearing to read "Alexandra E. Lioanag".  
**NOTARY PUBLIC**



CONSULATE GENERAL OF THE REPUBLIC OF THE PHILIPPINES  
SAN FRANCISCO

ACKNOWLEDGEMENT

Before me, **RAQUEL R. SOLANO**, *Deputy Consul General* of the Republic of the Philippines for Northern California, Alaska, Colorado, Idaho, Montana, Northern Nevada, Oregon, Utah, Washington and Wyoming, duly commissioned and qualified, personally appeared on 15 May 2019:

**GEORGE EDWIN SYCIP**

known and known to me to be the same person/s who executed the attached instrument, and being informed of its contents, acknowledged that the same is of his/her/their own free will and deed.

This Consulate General assumes no responsibility for the contents of said document.

WITNESS WHEREOF, I have set my hand and affixed the seal of the Consulate General on May 15, 2019.

*Raquel R. Solano*  
**RAQUEL R. SOLANO**  
*Deputy Consul General*

Annexed document is a/an SEC FORM - I-ACGR INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT



Fee Paid \$25.00  
Service No. 20039  
R. No. 3573  
Doc. No. 8701  
Page No. 56  
Book No. IV  
Series of 2019

*This Certificate is not valid if altered in any way.  
The validity of this certification is for five (5) years, unless specified by the attached document.*

**California** USA **DRIVER LICENSE** FEDERAL LIMITS APPLY



DL **N7484013** CLASS C  
EXP **06/15/2023** END NONE  
LN SYCIP  
FN **GEORGE EDWIN**  
1896 PACIFIC AVE APT 304  
SAN FRANCISCO, CA 94109  
DOB **06/15/1956**  
RSTR CORR LENS



06151956

SEX M HAIR BLK EYES BLK  
HGT 5'-08" WGT 133 lb  
DD 05/19/2008503RB/CCFD/23 ISS 04/13/2018

**PERSONALLY APPEARED**

~~MAY 15 2019~~