



CITY & LAND
DEVELOPERS, INC.

CITY & LAND DEVELOPERS, INCORPORATED

INSIDER TRADING POLICY

I. INTRODUCTION

This Insider Trading Policy is adopted by City & Land Developers, Incorporated (the Corporation) to ensure compliance with the laws and regulations set under the Chapter VII, *Prohibitions on Fraud, Manipulation and Insider Trading* of the Securities Regulation Code and Trading Rules and Restrictions of the Philippine Stock Exchange (PSE).

II. POLICY STATEMENT

It is the Policy of City & Land Developers, Incorporated to ensure that all Insiders are not allowed to buy or sell the Corporation's shares during the period prescribed by the regulatory agencies.

III. DEFINITION OF TERMS

- Insider¹
- pertains to the following:
 - (a) the issuer;
 - (b) a director or officer (or person performing similar functions) of, or a person controlling the issuer;
 - (c) a person whose relationship or former relationship to the issuer gives or gave him access to material information about the issuer or the security that is not generally available to the public;
 - (d) a government employee, or director, or officer of an exchange, clearing agency and/or self-regulatory organization who has access to material information about an issuer or a security that is not generally available to the public; or
 - (e) a person who learns such information by a communication from any of the foregoing insiders.
- Commission
- refers to Securities and Exchange Commission
- Exchange
- refers to Philippine Stock Exchange
- Material Information
- refers to the following²:
 - (a) Where the information is necessary to enable the Corporation and the public to appraise their position or standing;
 - (b) Where such information is necessary to avoid the creation of a false market for its securities; or
 - (c) Where such information may reasonably be expected to materially affect the market activity and the price of its securities.

¹ Amended Implementing Rules and Regulations of the Securities Regulation Code

² The Philippine Stock Exchange Inc. (PSE), *Consolidated Listing and Disclosure Rules*

It shall be noted that the Corporation has the sole responsibility to determine which information is considered “material” under the above mentioned standards and it is therefore disclosable to the Exchange.

While it is not possible to determine all the events, facts or information which can be regarded as “material information”, an information is considered as material if there is a high likelihood that it would affect the decision of the investing public whether to buy, hold or sell the Corporation’s securities. The following transactions are considered material:

- (a) Any event which would affect the decision of an investor to buy, sell or hold his shares of stock;
- (b) Financial results/condition of the Corporation;
- (c) Any prospects or project developments;
- (d) Significant acquisition, merger or business transaction of the Corporation;
- (e) Dividend declaration including significant change in dividend policies;
- (f) Significant change in ownership structure of the Corporation and key management positions;
- (g) Contracts entered which may affect the financial condition of the Corporation; and
- (h) Litigations involving the Corporation.

Non-public Information - Any information which is not available to the general public. An information to be made known to the public shall be disclosed to the Exchange, Commission and Corporation’s website.

IV. IMPLEMENTATION

To avoid any exposure on insider trading, the Corporation adopts the following:

1. Blackout Rule

Pursuant to PSE Rules Section 13.2, “A Director or a Principal Officer of an Issuer must not deal in the Issuer’s securities during the period within which a material non-public information is obtained and up to two (2) full Trading Days after the price sensitive information is disclosed.”

2. Disclosure Requirements

The Corporation aims to have a timely and accurate disclosures to regulatory agencies. As such, any change in the shareholdings of the Corporation resulting from transactions entered into by the directors and key management officers, either by acquisition or disposal are reported to the Commission and Exchange within five (5) trading days from the date of such transaction.

3. Responsibility of the Compliance Officer

It is the responsibility of the Compliance Officer to determine what constitutes material information. Any doubt or inquiries shall be directed to the Compliance Officer. The duties of the Compliance Officer shall include, but not limited to, the following:

- a. Ensure implementation of the Policy by circulating to different Departments within the Corporation;
- b. Notify the directors and key management officers in case of any material information to be disclosed to the public; and
- c. Answer any inquiries which may be raised by government agencies.

V. SANCTIONS

The Commission and the Exchange may impose penalties based on the scale of fines in case of non-compliance with the disclosure requirements.

Further, any noted violation to this Policy shall be subject to disciplinary action by the Corporation based on the Corporation's Personnel Manual.

*** Nothing follows ***