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**CGFD\_Globalport 900, Inc.\_I-ACGR\_11JAN22**

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**NOTICE**

Please be informed that pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (PDF) **Secondary Reports** such as: 17-A, 17-C, 17-L, 17-Q, ICASR, 23-A, 23-B, I-ACGR, Monthly Reports, Quarterly Reports, Letters, through email at

[ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph)

**Note: All submissions through this email are no longer required to submit the hard copy thru mail, eFAST/OST or over- the- counter.**

For those applications that require payment of filing fees, these still need to be filed and sent via email with the SEC RESPECTIVE OPERATING DEPARTMENT.

Further, note that other reports shall be filed thru the **ONLINE SUBMISSION TOOL (OST)** such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC\_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

FOR MC28, please email to:

<https://apps010.sec.gov.ph>

**For your information and guidance.**

**Thank you and keep safe.**

# COVER SHEET

SEC Registration Number

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## COMPANY NAME

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M	I	C		H	O	L	D	I	N	G	S		C	O	R	P	O	R	A	T	I	O	N	)						

## PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

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Form Type

**I-ACGR**

Department requiring the report

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Secondary License Type, If Applicable

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## COMPANY INFORMATION

Company's Email Address

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Company's Telephone Number

**8-637-8851**

Mobile Number

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No. of Stockholders

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Annual Meeting (Month / Day)

**Any day in June**

Fiscal Year (Month / Day)

**December 31**

## CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

**Edwin Joseph G. Galvez**

Email Address

[edwingalvez.ph@gmail.com](mailto:edwingalvez.ph@gmail.com)

Telephone Number/s

**8-637-8851**

Mobile Number

**09171573778**

## CONTACT PERSON'S ADDRESS

**Unit 2701, One Corporate Centre, Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City**

**NOTE 1:** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2:** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Contains CG Practices/Policies, labelled as follows: (1) <b>"Recommendations"</b> – derived from the CG Code for PLCs; (2) <b>"Supplement to Recommendation"</b> – derived from the PSE CG Guidelines for Listed Companies; (3) <b>"Additional Recommendations"</b> – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and (4) <b>"Optional Recommendation"</b> – practices taken from the ASEAN Corporate Governance Scorecard	The company shall <b>indicate compliance or non-compliance</b> with the recommended practice.	The company shall provide additional information to <b>support their compliance</b> with the recommended CG practice	The PLCs shall <b>provide the explanations for any non-compliance</b> , pursuant to the "comply or explain" approach.  Please note that the explanation given should describe the non-compliance and include <b>how the overall Principle being recommended is still being achieved</b> by the company.  <b>*"Not Applicable" or "None" shall not be considered as</b>

<p><b>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</b></p>			<p><b>sufficient explanation</b></p>
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**C. Signature and Filing of the Report**

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2020**
2. SEC Identification Number **PW-225** 3. BIR Tax Identification No. **000-477-902**
4. Exact name of issuer as specified in its charter **GLOBALPORT 900, INC.**
5. **Metro Manila, Philippines**  6. (SEC Use Only)  
Province, Country or other jurisdiction Industry Classification Code:
7. **Unit 2701 One Corporate Center, Meralco  
Ave. cor. Julia Vargas Ave. Ortigas Center** **1605**  
Address of principal office Postal Code
8. **(632)8637-8851**  
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>			
<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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The qualifications of directors are provided in Section 5 of the Manual Corporate Governance of the Company (MCG) which may be accessed through the following link:	
2. Board has an appropriate mix of competence and expertise.	Compliant		
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.	Compliant	<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p> <p>The qualifications and relevant work experience of the Company's directors are disclosed in the 2019 SEC Form 17-A (2019 Annual Report) which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	

Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Of the 9 members of the Board of Directors, only 4 are executive directors. This information is available in the Company's 2019 Annual Report which may be accessed through the following link:	
		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Section 2.3 of MCG provides the Company's policy on the training of its directors. The MCG may be accessed through the following link:	
		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
2. Company has an orientation program for first time directors.	Compliant	Section 2.3 of the Company's MCG states that it shall provide a comprehensive 8-hour orientation program for new directors and an annual 4-hour continuing training for existing directors. The MCG may be accessed through the following link:	
3. Company has relevant annual continuing training for all directors.	Compliant	<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc</a>	

		<a href="#">500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Section 2.5 of the Company's MCG provides the policy on board diversity. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p> <p>The composition and relevant information on the members of the Board of Directors are provided in the Company's 2019 Annual Report which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
<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.			
<b>Recommendation 1.5</b>			
1. Board is assisted by a Corporate Secretary.	Compliant	Section 3 of the Company's MCG provides the policy for the appointment of the Corporate Secretary. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Non-Compliant		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board determined the need to appoint a member as a Corporate Secretary.
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary is a professional lawyer with years of experience in handling listed companies. The Corporate Secretary is also a lecturer in the Mandatory Continuing Legal Education (MCLE) conducted by the Supreme Court of the Philippines. The Corporate Secretary's profile is provided in the Company's 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Optional: Recommendation 1.5</b>			

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant		
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant		
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Section 4 of the Company's MCG provides the policy for the appointment of the Compliance Officer. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
3. Compliance Officer is not a member of the board.	Non-compliant		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board determined the need to appoint a member as a Compliance Officer. The Board will reorganize to adhere to this recommendation.
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Compliance Officer is a professional lawyer with years of experience in handling listed companies. The Compliance Officer regularly complies with the Mandatory Continuing Legal Education (MCLE) requirement conducted by the Supreme Court of the Philippines.</p> <p>The Compliance Officer's profile is provided in the Company's 2019 Annual Report which may be accessed through the following link:</p>	

[https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900\\_2019\\_17-A.pdf](https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf)

**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>The directors, especially those with executive functions, continue to look for projects and investments for the Company. This matter is disclosed in the 2019 Annual report which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
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**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>These are included in the duties and functions of the Board provided in Section 2.7 of the MCG. The MCG may be accessed through the following link:</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-</a></p>	

		<a href="#">+Manual+on+Corporate+Governance.pdf</a>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	The Mission, Vision and Core values are accessible through the following link:  <a href="https://www.globalport900.com/mission-vision-corevalues">https://www.globalport900.com/mission-vision-corevalues</a>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	The Board sets the goals and strategies for management direction and supervises the execution of these strategies to ensure long-term success and profitability in accordance with the Company's business environment and culture.	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Mr. Edwin Joseph G. Galvez is the Chairperson of the Board. His qualifications and work experience are discussed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Recommendation 2.4</b>			

1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Board plans for the succession of the directors, key officers, and management based on the needs of the Company and on a merit basis.	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
<b>Recommendation 2.5</b>			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Section 2.12 of the Company's MCG delineates the policy on the remuneration of directors and officers. The MCG may be accessed through the following link:	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Compliant	While the board approves the remuneration of senior executives, since the Company has no commercial operations, the senior executives and members of the Board, do not receive any compensation.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term	Compliant		

interest, such as claw back provision and deferred bonuses.			
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>The Company's nomination and election policy for the members of the Board of Directors are implemented by the Nomination Committee. The functions of the Nomination Committee are provided in Section 5(A) of the Company's MCG.</p> <p>The Company's policy on stockholders' rights and protection of minority stockholders are provided in Section 10 of its MCG.</p> <p>The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
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.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
<b>Optional: Recommendation to 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.			

Recommendation 2.7			
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	The Board is responsible for ensuring the integrity and transparency of related party transactions between the Company and its joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationship by members of the Board. This responsibility is provided in Section 2.7 of the Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

Supplement to Recommendations 2.7			
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.	Compliant	The details of the Company's related property transactions are disclosed in its 2019 AFS which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	

<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>The Company is in the process of drafting the Material Related Party Transactions Policy.</p>
<p><b>Recommendation 2.8</b></p>			
<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>The power to select the Company's management and its committee heads are vested in the Board. Such power is granted by law and in the Company's MCG (Section 5). The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a></p> <p>The members of the management team are listed in the 2019 Annual Report which may be access through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by</p>	<p>Compliant</p>	<p>The power to assess the Company's management and its committee</p>	



<p>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>heads are vested in the Board. Such power is granted by law and in the Company's MCG (Sections 2.9 and 5). In addition, the Corporate Governance Committee (Section 5(D) oversees the implementation of corporate governance framework and periodically review the same. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Recommendation 2.9</b>			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	Compliant	<p>Under Section 5(D) of the Company's MCG, the Corporate Governance Committee of the Company is tasked to establish performance framework for both management and personnel. The MCG may be accessed through the following link:</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>	Compliant	<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	

Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The Board, through its Audit Committee, oversees the internal control system for the Company. The responsibilities of the Audit Committee are provided in Section 5 (C) of the Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Non-compliant		The Company is in the process of drafting the Internal Audit Charter.
Recommendation 2.11			
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.	Non-compliant		Once the Company operates full-blown, the Board shall endeavor to establish such framework.  Nevertheless, the Company engages professionals who assess risks in possible activities and it is open to get external service providers risk management when the need arises.
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.	Non-compliant		
Recommendation 2.12			

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-compliant	<a href="https://www.globalport900.com/">https://www.globalport900.com/</a>	The Company is in the process of drafting the Board Charter.
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.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	The Company's whistle blowing policy includes the policy against insider trading. Such policy may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a357cd09ef07ac3e29ad/1648796504211/G900+-+Whistleblowing+Policy.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a357cd09ef07ac3e29ad/1648796504211/G900+-+Whistleblowing+Policy.pdf</a>	
<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.	Compliant	The Board of Directors does not allow any loans to any of its members. Therefore, the Company believes that it does not need any policy for such grants.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	All decisions of the board are disclosed. Company transactions are disclosed in the 2019 AFS which may be accessed through the following link:	

[https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900\\_2019\\_17-A.pdf](https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf)

**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>The Board committees are discussed in Section 5 of the Company's MCG. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a></p>	
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**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>The establishment and responsibilities of the Audit Committee are discussed in Section 5(C) of the Company's MCG. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a></p>	
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2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Non-compliant		The Board will reorganize to adhere to this recommendation.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	The background and experience of the members of the Audit Committee are provided in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-compliant		The Board will reorganize to adhere to this recommendation.
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	The Audit Committee evaluates and determines the non-audit work of the external auditor as provided in Section 5(C) of the MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-</a>	

		<a href="#">+Manual+on+Corporate+Governance.pdf</a>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee meets with the external auditor from time to time to discuss its findings.	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.			
<b>Recommendation 3.3</b>			
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 Nomination and Remuneration Committee.	Compliant	<p>While the establishment and responsibilities of the Corporate Governance Committee are discussed in Section 5(D) of the Company's MCG, the functions assigned to the Nomination and Remuneration Committees are still separate. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	

2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-compliant		The Board will reorganize to adhere to this recommendation by electing additional independent directors.
3. Chairman of the Corporate Governance Committee is an independent director.	Non-compliant		The Board will reorganize to adhere to this recommendation.
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.			
<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		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board of Directors performs all risk management functions for the Company.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-compliant		
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-compliant		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-compliant		
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Non-compliant		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board of Directors performs this function.

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-compliant		The Board will reorganize to adhere to this recommendation.
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**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		The Company is in the process of drafting the Committee Charters.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-compliant		
3. Committee Charters were fully disclosed on the company's website.	Non-compliant		

**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-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Under Section 2.10 of the Company's MCG, the members of the Board shall attend regular and special meetings in person or through teleconferencing and videoconferencing. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-</a>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant		



		<a href="#">+Manual+on+Corporate+Governance.pdf</a>	
<b>Recommendation 4.2</b>			
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.	Compliant	The Company requires independent and non-executive directors to observe a low indicative limit on membership in other corporate boards. The same is provided in Section 2.4 of the Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant		
<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		
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant		

3. Board of directors meet at least six times during the year.			
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant		
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
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		The Board only has 2 Independent Directors. The Board will reorganize to adhere to this recommendation.
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The qualifications of the independent directors are provided in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<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	The Company's MCG and By-laws may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246</a>	

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<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	No independent director of the Company has served for more than 9 years.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant		
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.	Compliant		
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Company's Chairman is Mr. Edwin Joseph G. Galvez while the Chief Executive Officer is Mr. Marvee M. Espejo.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The responsibilities of the Chairman and CEO are delineated in the amended by-laws of the Company which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/16487956720">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/16487956720</a>	

		<a href="#">77/G900 Amended+By-Laws LATEST+%281%29.pdf</a>	
		<p>The respective roles of the Chairman and the CEO are complementary, ensuring an appropriate balance of power, increased accountability and further providing a greater capacity of the Board for independent decision making.</p>	
<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>	Compliant	<p>Under Section 2.2 of the Company's MCG, the Board shall designate a lead director among the independent directors. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	Compliant	<p>Members of the Board observe their responsibility to ensure the integrity and transparency of related party transactions between the Company and related parties. This responsibility is provided in Section 2.7 of the</p>	

		Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<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.	Compliant		
2. The meetings are chaired by the lead independent director.	Compliant		
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant		
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Board of Directors, the committees and its members assess their performances during meetings.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		

4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant		The Board will endeavor to adhere to such practice in the succeeding periods.
<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	These systems are reflected in the Company's Amended By-laws and MCG which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf</a>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>			
<b>Recommendation 7.1</b>			
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.	Compliant	The Code of Business Conduct and Ethics of the Company may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246</a>	

		<a href="https://www.globalport900.com/73/G900+-+Code+of+Conduct.pdf">a21257e14e7d3532afb4/1648796182473/G900+-+Code+of+Conduct.pdf</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	All members of the Board, senior management, and employees have been furnished with a copy of the Code.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<a href="https://www.globalport900.com/">https://www.globalport900.com/</a>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company's MCG provides for the responsibility of the Board to exercise its duties in the best interest of the Company and its shareholders. Further, the Board believes that its current policies curtail any instances relating to bribes. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Board, through its Audit Committee, oversees the internal control system for the Company. The responsibilities of the Audit Committee are provided in Section 5 (C) of the Company's MCG. The MCG	
2. Board ensures the proper and efficient implementation and monitoring of	Compliant		

<p>compliance with company internal policies.</p>		<p>may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
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**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>The Board's functions are provided in the MCG which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
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**Supplement to Recommendations 8.1**

<p>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.</p>	<p>Non-compliant</p>		<p>The Company is working diligently to comply all lacking submissions and reports.</p>
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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.	Compliant	The Company's 2019 Annual Report may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Recommendation 8.2</b>			
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.	Compliant	The Board is always and timely informed with any transactions of the Company with related parties or otherwise.	
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.	Compliant		
<b>Supplement to Recommendation 8.2</b>			
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).	Compliant	The trading of the Company's shares is currently suspended.	
<b>Recommendation 8.3</b>			
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.	Compliant	Information on the directors' qualifications and experience are disclosed in the 2019 Annual Report which may be accessed through the following link:	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Information on the officers' qualifications and experience are disclosed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<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.	Compliant	The Board's remuneration is disclosed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	The officers' remuneration is disclosed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	The relevant remuneration is disclosed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The Board is responsible for ensuring the integrity and transparency of related party transactions between the Company and its joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationship by members of the Board. This responsibility is provided in Section 2.7 of the Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	

		<p>Further, the related party transactions of the Company are discussed in its 2019 Audited Financial Statements: and its 2019 Annual Report:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>The related party transactions of the Company are discussed in its 2019 Audited Financial Statements: and its 2019 Annual Report:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>The duties of the members of the Board require them to ensure the high standard of best practices for the Company. The disclosure of their interests to any transactions are implied in this duty. The MCG contains the duties of the Board:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-</a></p>	

		<a href="#">+Manual+on+Corporate+Governance.pdf</a>	
<b>Optional: Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	The related party transactions of the Company are discussed in its 2019 Audited Financial Statements and its 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Recommendation 8.6</b>			
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	The Company's 2019 Annual Report and 2019 AFS may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	If needed, the Company gets the services of investment banks or independent valuation experts to provide advice on the fairness of transaction prices.	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements,	Compliant	During the period, there were no agreements that may impact on the	

<p>confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>		<p>control, ownership, and strategic direction of the Company.</p>	
<b>Recommendation 8.7</b>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>The Company's MCG, which have been submitted to the SEC on 02 August 2017, may be accessed through the following link:</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>	<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>	<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p> <p>and may be visited in the Company's website:</p> <p><a href="https://www.globalport900.com/">https://www.globalport900.com/</a></p>	
<b>Supplement to Recommendation 8.7</b>			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.</p>	<p>Compliant</p>	<p>There are no changes to the Company's MCG, which have been submitted to the SEC on 02 August 2017, and may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	

Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		The 2019 Annual Report may be accessed through the following link:	
a. Corporate Objectives	Compliant	<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
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		
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's	Compliant		

material controls (including operational, financial and compliance controls) and risk management systems.			
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.	Compliant		
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		

**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	Section 5(C) of the MCG contains the duties of the Audit Committee. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
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.	Compliant	Section 8 of the MCG contains the policy involving the external auditor. The MCG may be accessed through the following link:	



		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
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.	Compliant	Section 8 of the MCG contains the policy involving the external auditor. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	The audited financial statements of the Company for the previous years reflect this policy.	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on:  i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and	Compliant	While the Company does not have a separate charter for the Audit Committee, the committee's duties and responsibilities under Section 5(C) of the MCG cover the same. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	

<p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>		<p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>While the Company does not have a separate charter for the Audit Committee, the committee's duties and responsibilities under Section 5(C) of the MCG cover the same. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<p><b>Supplement to Recommendations 9.2</b></p>			
<p>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.</p>	<p>Compliant</p>	<p>These obligations are included in the duties and responsibilities of the Audit Committee under Section 5(C) of the Company's MCG. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	

<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>These obligations are included in the duties and responsibilities of the Audit Committee under Section 5(C) of the Company's MCG. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Recommendation 9.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>There are no non-audit services performed by the external auditor of the Company. The external auditor's services are disclosed in the 2019 Annual Report which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>There are no non-audit services performed by the external auditor of the Company. The external auditor's services are disclosed in the 2019 Annual Report which may be accessed through the following link:</p>	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
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**Supplement to Recommendation 9.3**

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	There are no non-audit services performed by the external auditor of the Company. The external auditor's services are disclosed in the 2019 Annual Report which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
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**Additional Recommendation to Principle 9**

1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	The Company's external auditor is Alas Oplas & Co., CPAs	
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		

**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

**Recommendation 10.1**

<p>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.</p>	<p>Compliant</p>	<p>The disclosures of the Company may be accessed in its 2019 Audited Financial Statements and its 2019 Annual Report which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>The disclosures of the Company may be accessed in its 2019 Audited Financial Statements and its 2019 Annual Report which may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a></p>	

**Principle 11:** 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.

**Recommendation 11.1**

<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.</p>	<p>Non-compliant</p>		<p>Given that the Company has limited commercial operations, the Board believes that the same are not necessary in the meantime. Once the Company operates full-blown, or when there are significant developments toward the revival of its operations, the Board shall endeavor to establish such system.</p>
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Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	<a href="https://www.globalport900.com/">https://www.globalport900.com/</a>	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<a href="https://www.globalport900.com/">https://www.globalport900.com/</a>	
Internal Control System and Risk Management Framework			
<b>Principle 12:</b> 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			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Board, with the assistance of the Audit Committee, ensures compliance with the Company's internal control system. The MCG contains the functions of the Board and the Audit Committee. The MCG	

		<p>may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	Compliant	<p>Under the Section 2.7 of the MCG, the Board identifies key risk areas for the business and monitor the same with due diligence. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Supplement to Recommendations 12.1</b>			
<p>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.</p>	Compliant		

Optional: Recommendation 12.1			
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.			
Recommendation 12.2			
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.	Compliant	The Company engaged Deo Veritas Optimum, Inc. to provide audit services for internal accounting.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant		The Company will reorganize to adhere to this recommendation.
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.	Non-compliant		The Company will reorganize to adhere to this recommendation.
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	Deo Veritas Optimum, Inc. is headed by Mr. Paolo Dela Vega.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-compliant		The Company will reorganize to adhere to this recommendation.
Supplement to Recommendation 12.4			



1. Company seeks external technical support in risk management when such competence is not available internally.	Non-compliant		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board performs the risk management functions for the Company.
<b>Recommendation 12.5</b>			
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		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the Board performs the risk management functions for the Company.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-compliant		
<b>Additional Recommendation to Principle 12</b>			
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.	Compliant	The Company's 2019 Audited Financial Statements may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc535f74d6871546831a77/1639732089729/G900_2019_17-A.pdf</a>	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Section 10 of the Company's MCG provide for the stockholders' rights and protection of minority stockholders' interest. The MCG may be accessed through the following link:	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<a href="https://www.globalport900.com/">https://www.globalport900.com/</a>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant		
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	The rights of shareholders to vote are provided in the by-laws of the Company, as amended, which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf</a>	
3. Board has an effective, secure, and efficient voting system.	Compliant	The Company's voting system is provided in the by-laws which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf</a>	

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.	Compliant	The Company's voting system is provided in the by-laws which may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246a013474d5d791a233259/1648795672077/G900_Amended+By-Laws_LATEST+%281%29.pdf</a>	
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	Section 10 of the Company's MCG provide for the stockholders' rights and protection of minority stockholders' interest. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Section 10 of the Company's MCG provide for the stockholders' rights and protection of minority stockholders' interest. The MCG may be accessed through the following link:	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a>	
7. Company has a transparent and specific dividend policy.	Compliant	The Company complies with the legal requirements for declaration of dividends.	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Independent counting of votes is conducted by the stock transfer agent.	
<b>Recommendation 13.2</b>			
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		No annual meeting held during the period.
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant		No annual meeting held during the period.
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/re-appointment	Compliant		

c. Proxy documents	Compliant		
<b>Optional Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant		No annual meeting held during the period.
<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' Meeting publicly available the next working day.	Compliant		No annual and special stockholders' meeting held during the period.
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.	Compliant		No annual and special stockholders' meeting held during the period.
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant		No annual and special stockholders' meeting held during the period.
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Under Section 2.7 of the Company's MCG, the Board is obligated to establish and maintain and alternative dispute resolution system for settlement of conflicts between the Corporation and its shareholders. Further, the Company recognizes and protects the interests of its shareholders as provided in Section 10 of the Company's MCG. The MCG may be accessed through the following link:	

		<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Under Section 2.7 of the Company's MCG, the Board is obligated to establish and maintain and alternative dispute resolution system for settlement of conflicts between the Corporation and its shareholders. Further, the Company recognizes and protects the interests of its shareholders as provided in Section 10 of the Company's MCG. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The investor relations functions are performed by the Company's transfer agent - Banco de Oro Unibank, Inc. - Trust Banking Group	
2. IRO is present at every shareholder's meeting.	Compliant	The transfer agent is required to be present in shareholders' meetings.	

Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Given the company has no commercial operations, there is no necessity to avoid anti-takeover measures.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant		The Company's public float is 10%. The Company will adhere to this recommendation as soon as the suspension is lifted.

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Section 10 of the MCG recognizes the right of shareholders to set meetings for discussion of matters related to the business of the Company. The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-Manual+on+Corporate+Governance.pdf</a>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			

**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**

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	The Company's policy on stockholders' rights and protection of minority stockholders are provided in Section 10 of its MCG.  The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
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**Recommendation 14.2**

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	The Company's policy on stockholders' rights and protection of minority stockholders are provided in Section 10 of its MCG.  The MCG may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a>	
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**Recommendation 14.3**

1. Board adopts a transparent framework and process that allow stakeholders to	Compliant	The Company's policy on stockholders' rights and protection of	
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<p>communicate with the company and to obtain redress for the violation of their rights.</p>		<p>minority stockholders are provided in Section 10 of its MCG.</p> <p>The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<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>Compliant</p>	<p>While there is no express rule on alternative dispute resolution for intra-corporate dispute, the Company recognizes and protects the interests of its shareholders as provided in Section 10 of the Company's MCG. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Additional Recommendations to Principle 14</b>			
<p>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</p>	<p>Compliant</p>	<p>The Company, to the best of its ability and in consideration of the previous circumstances it was involved in, will faithfully comply with its obligations moving forward.</p>	

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.			
2. Company respects intellectual property rights.	Compliant		
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			
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.	Non-compliant		Given that the Company has limited commercial operations, the Company's organization is structured in a relatively lean manner to promote efficiency. Thus, the personnel complement of the Company is only composed of its directors and a handful of officers. Once the Company operates full-blown or when there are significant developments toward the revival of its operations, the Board shall endeavor to establish such policies and programs.
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Section 2.12 of the Company's MCG delineates the policy on the remuneration of directors and officers.	

		<p>The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>The Company's policy on Occupational and Safety Health may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c2af9fb6073162ec2145/1648796336092/G900+-+Occupational+and+Safety+Health+Standards.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c2af9fb6073162ec2145/1648796336092/G900+-+Occupational+and+Safety+Health+Standards.pdf</a></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Section 11 of the Company's MCG provides for the Company's policy on professional training and development program. The MCG may be accessed through the following link:</p> <p><a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/61bc500fd2e62825b01bc721/1639731247906/G900+-+Manual+on+Corporate+Governance.pdf</a></p>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an	Compliant		

anti-corruption policy and program in its Code of Conduct.		The Company's Code of Conduct may be accessed through the following link:	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c21257e14e7d3532afb4/1648796182473/G900+-+Code+of+Conduct.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c21257e14e7d3532afb4/1648796182473/G900+-+Code+of+Conduct.pdf</a>	

**Supplement to Recommendation 15.2**

1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	The Company's Code of Conduct may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c21257e14e7d3532afb4/1648796182473/G900+-+Code+of+Conduct.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c21257e14e7d3532afb4/1648796182473/G900+-+Code+of+Conduct.pdf</a>	
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**Recommendation 15.3**

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	Compliant	The Company's Whistleblowing policy may be accessed through the following link:  <a href="https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c357cd09ef07ac3e29ad/1648796504211/G900+-+Whistleblowing+Policy.pdf">https://static1.squarespace.com/static/60866e68df6af57b4e8912f9/t/6246c357cd09ef07ac3e29ad/1648796504211/G900+-+Whistleblowing+Policy.pdf</a>	
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.	Compliant		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		

**Principle 16:** 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.

**Recommendation 16.1**

<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.</p>	<p>Non-compliant</p>		<p>The Company shall endeavor to be more involved in CSR projects in the future.</p>
<b>Optional: Principle 16</b>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>			
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>			

**SIGNATURES**

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed under oath on behalf of Globalport 900, Inc. by the undersigned, in the City of Pasig on \_\_\_\_\_.

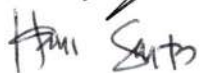
By:



**EDWIN JOSEPH G. GALVEZ**  
*Chairman*



**DOROTHY S. CAJAYON**  
*Independent Director*



**E. HANS S. SANTOS**  
*Compliance Officer*



**MARVEE M. ESPEJO**  
*President*



**JOSE MARIE E. FABELLA**  
*Independent Director*



**AGNES H. MARANAN**  
*Corporate Secretary*

JAN 11 2022

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ in PASIG CITY affiants exhibiting to me their competent evidence of identities, as follows:

<u>NAME</u>	<u>GOVERNMENT ISSUED I.D.</u>	<u>DATE OF ISSUE/EXPIRY DATE</u>
EDWIN JOSEPH G. GALVEZ	SSS No. 03-9369562-7	
MARVEE M. ESPEJO	Driver's License No. N03-90-099971	Valid until 2022/10/28
DOROTHY S. CAJAYON	UMID CRN-000-3382-2727-0	
JOSE MARIE E. FABELLA	TIN 192-031-375	
E. HANS S. SANTOS	UMID CRN-0111-9941381-1	
AGNES H. MARANAN	UMID CRN-0111-7398389-1	

Doc No. 520  
Page No. 105;  
Book No. Cce XXXIII  
Series of 2022.

*[Signature]*  
**ATTY. DOMINGO B. TELERO**  
NOTARY PUBLIC - Pasig City  
App. No. 24 - Valid until Dec. 31, 2021  
Validity Extended to June 30, 2022  
Unit 103-G10, MN Square Building  
678 Shaw Blvd., Kapiplaan, Pasig City  
PTR No. 6515144 Pasig City 1-3-22  
IBPOK No. 171395 for 1027 Riza 1-3-22  
Rol No. 28063 Tel. No. 635-47-02  
MCLE VI-Compliance No. VI-HR04652, 12-7-17  
TIN: 135-064-700

