CR01937-2016

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Bright Kindle Resources & Investments Inc.
BKR

PSE Disclosure Form CGR-1 - Compliance Report on Corporate Governance
Reference: Corporate Governance Guidelines for Companies Listed on the Philippine Stock Exchange

For the year ended	Dec 31, 2015

Description of the Disclosure
2015 Corporate Governance Compliance Survey

Filed on behalf by:

Name	Raquel Frondoso
Designation	Compliance Officer

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
Company Name: BRIGHT KINDLE RESOURCES & INVESTMENTS INC.
Date: March 31 , 2016

THE PHILIPPINE STOCK EXCHANGE, INC.

Corporate Governance Guidelines for Listed Companies

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY
Company Name: BRIGHT KINDLE RESOURCES & INVESTMENTS INC.
Date: March 31 , 2016

	COMPLY	EXPLAIN
Guidelines No.1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	yes	
1.2 Have a well developed business strategy.	yes	
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	yes	
1.4 Have its board continually engaged in discussions of strategic business issues.	yes	
Guidelines No.2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1 Have a board composed of directors of proven competence and integrity.	yes	
2.2 Be led a chairman who shall ensure that the board functions in an effective and collegial manner.	yes	
2.3 Have at least three (3) or thirty percent (30%), whichever is higher, of its directors as independent directors.	no	The Company has 2 independent directors which is compliant under the Securities Regulation Code and the rules and regulation of the Securities and Exchange Commission requiring a company to have at least 20% of the number of the board, i.e. 11 or 2, whichever is lower, but in no case less than 2.
2.4 Have in place written manuals, guidelines and issuances that routine procedures and processes.	yes	
2.5 Have Audit, Risk, Governance and Nomination and Election Committees.	yes	
2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each others.	yes	Mr. Isidro C. Alcantara, Jr. is the President/CEO while Mr. Cesar C. Zalamea is the Chairman of the Board.
2.7 Have a directors nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	yes	
2.8 Have in place a formal board and director development program.	yes	All Directors are requested to attend corporate governance seminars conducted by PSE accredited trainors. Directors are encouraged to be pro-active in the review of business transactions.
2.9 Have a corporate secretary.	yes	
2.10 Have no shareholder agreement, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.	yes	
Guidelines No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM		

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3.1 Establish the internal audit function as a separate unit in the company which would be overseen at the Board level.	yes	
3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed.	yes	
3.3 Institutionalize quality service programs for the internal audit function.	yes	The audit committee approves the internal audit plans for the ensuing year to ensure that all critical aspects of company operations are monitored.
3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid issues.	yes	The company conducts regular meetings with employees, suppliers and other stakeholders where the parties concerned can raise valid issues.
3.5 Have the 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.	yes	
Guidelines No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS		
4.1 Have its board oversee the company's risk management function.	yes	
4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	yes	The Board establishes the strategic directions and risk tolerances. The Board also approves, policies, sets risk standards and institutes risk limits.
4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to, COSO, (The Committee of Sponsoring Organizations of the Treadway Commission) I and II.	no	The Company intends to create a risk management framework accordingly to internationally recognized framework.
4.4 Have a unit at the management level, headed by Risk Management Officer (RMO).	no	The Board considers the risks involved in the transactions of the Company. The Board decides on the strategic directions and risk tolerances of the Company. The Board shall evaluate the need to engage the Risk Management Officer.
4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.	yes	
4.6 Seek external technical support in risk management when such competence is not available Internally.	yes	
Guidelines No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTION		
5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	yes	
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	yes	

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5.3 Ensure that the external auditor has adequate quality control procedures.	yes	
5.4 Disclose relevant information on the external auditors.	yes	
5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	yes	
5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	yes	
5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	yes	
5.8 Have a policy of rotating the lead audit partner every five years.	yes	
Guidelines No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP		
6.1 Adopt the principle of "one share, one vote."	yes	
6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	yes	
6.3 Have an effective, secure and efficient voting system.	yes	
6.4 Have effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	no	The Company complies with voting requirements prescribed under its By-laws, and under existing laws, rules and regulation.
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	yes	
6.6 Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	yes	
6.7 Ensure that all relevant questions during the AGM are answered.	yes	
6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	yes	
6.9 Avoid anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	yes	
6.10 Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates.	yes	
6.11 Have a communication strategy to promote effective communication with shareholders.	yes	

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6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.	no	Public float is 16.75% as of 31 December 2015. Notably, listed companies are only required to maintain a minimum percentage of 10% of the issued and outstanding shares.
6.13 Have a transparent dividend policy.	yes	
Guidelines No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANPARENCY REGIME		
7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	yes	The company's Corporate Secretary monitors the timely filing of disclosure reports to the SEC and PSE.
7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	yes	
7.3 Disclose its director and executive compensation policy.	yes	
7.4 Disclose names of groups of individuals who hold five percent (5%) or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	yes	
7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall be published within ninety (90) days from the end of the financial year, while interim reports shall be published within forty-five (45) days from the end of the reporting period.	no	The Company discloses its Audited Financial Statements as part of the Annual Report submitted within 105 days after the end of the fiscal year and its interim reports within 45 days after the end of each of the first three (3) quarters of each fiscal year in accordance with the implementing rules and regulations of the Securities Regulation Code.
7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	yes	
7.7 Publish and/or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	yes	
7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall also include the disclosure of the company's purchase of its shares from the market (e.g share buy-back program).	yes	
7.9 Disclose in its annual report the principal risks to minority shareholders 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.	yes	

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Guidelines No. 8: RESPECTS AND PROTECTS THE RIGHTS AND INTEREST OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS		
8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors as well the community, environment and other key stakeholder groups.	yes	
8.2 Have in place a workplace development program.	yes	
8.3 Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	yes	
8.4 Have in place a community involvement program.	yes	
8.5 Have in place an environment-related program.	yes	
8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analysts, market intermediaries and other market participants.	yes	
Guidelines No. 9: DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING		
9.1 Develop and disclose a policy governing the company's transactions with related parties.	yes	
9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	yes	Management discloses all related party transactions.
9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholders meetings.	no	The Company complies with voting requirements prescribed under its By-laws, and under existing laws, rules and regulation.
9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.	yes	
9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.	yes	
9.6 Have clear policy in dealing with material non-public information by company insiders.	yes	
9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	yes	
Guidelines No. 10: DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE AND ENFORCEMENT		

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10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	yes	
10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	yes	
10.3 Not seek exemption from the application of a law, rule regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	yes	
10.4 Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	yes	
10.5 Have a designated officer responsible for ensuring compliance with all relevant laws, rules, and regulation, as well as all regulatory requirements.	yes	
10.6 Respect intellectual property rights.	yes	
10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	yes	

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this documents is true, complete and correct.

Done this 31st of March 2016 in Makati City

CARLOS ALFONSO T. OCAMPO
Independent Director

ISIDRO C. ALCANTARA, JR.
President