

		Source Document/Location of Information	Yes/No	Remarks
E	Responsibilities of the Board			
E.1	Board Duties and Responsibilities			
Clearly defined board responsibilities and corporate governance policy				
E.1.1	Does the company disclose its corporate governance policy / board charter?	Corporate Governance Principles	Y	
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed ?	By-Laws (Article III, Section 1) Corporate Governance Principles	Y	The Company discloses the types of decisions requiring the approval of the board of directors in accordance with the corporate by-laws.
E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated ?	By-Laws (Article III, Section 1) Corporate Governance Principles	Y	
Corporate Vision/Mission				
E.1.4	Does the company have an approved vision and mission statement?	https://aaga.ph/about-us/	Y	
E.1.5	Has the company reviewed the vision and mission during the last 5 years?		Y	
E.1.6	Does the board of directors takes the lead in the review of annual corporate strategy?	Minutes of 2018 BOD Meeting	Y	The Board of Directors regularly holds regular and special meetings on issues requiring board attention and/or decisions, including those regarding corporate strategy.
E.1.7	Does the board of directors monitor/oversee the implementation of the corporate strategy?		Y	The executive directors of the company monitors its day to day operations and oversees its management committee.
E.2	Board structure			
Code of Ethics or Conduct				
E.2.1	Are the details of the code of ethics or conduct disclosed?	Corporate Governance Principles	Y	
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	Corporate Governance Principles	Y	
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		N	
Board Structure & Composition				
E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?		N	
E.2.5	Are the independent directors/commissioners independent of management and major/ substantial shareholders?	Minutes of 2018 ASM	Y	The independent directors fulfill the requirements of independence and objectivity as they do not have any personal or professional affiliations that might post a conflict in the performance of their duties.
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	Minutes of 2018 ASM	Y	The independent directors were newly-elected during the 2017 ASM.
E.2.7	Has the company set a limit of five board seats in publicly-listed companies that an individual director/commissioner may hold simultaneously?		N	The members of the board do not represent any publicly-listed company.
E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?		N	The members of the board do not represent any publicly-listed company.
E.2.9	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?		N	
Nominating Committee				

E.2.10	Does the company have a Nominating Committee (NC)?	Corporate Governance Principles	Y	
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?		N	
E.2.12	Is the chairman of the Nominating Committee an independent director/commissioner?		Y	
E.2.13	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	Corporate Governance Principles	Y	
E.2.14	Did the Nominating Committee meet at least twice during the year?		N	
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?		N	
Remuneration Committee/ Compensation Committee				-
E.2.16	Does the company have a Remuneration Committee?	Corporate Governance Principles	Y	
E.2.17	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?		N	
E.2.18	Is the chairman of the Remuneration Committee an independent director/commissioner?		Y	
E.2.19	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	Corporate Governance Principles	Y	
E.2.20	Did the Remuneration Committee meet at least twice during the year?		N	
E.2.21	Is the attendance of members at Remuneration Committee meetings disclosed?		N	
Audit Committee				-
E.2.22	Does the company have an Audit Committee?	Corporate Governance Principles	Y	
E.2.23	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?		N	
E.2.24	Is the chairman of the Audit Committee an independent director/commissioner?		Y	
E.2.25	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?	Corporate Governance Principles	Y	
E.2.26	Does the Annual Report disclose the profile or qualifications of the Audit Committee members?		N	
E.2.27	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?		N	
E.2.28	Did the Audit Committee meet at least four times during the year?		N	
E.2.29	Is the attendance of members at Audit Committee meetings disclosed?		N	
E.2.30	Does the Audit Committee have primary responsibility for recommendation on the appointment, re-appointment and removal of the external auditor?	Corporate Governance Principles	Y	
E.3	Board Processes			
Board meetings and attendance				
E.3.1	Are the board of directors/commissioners meetings scheduled before or at the beginning of the year?	By-laws (Article III, Section 4, page 4)	Y	Regular meetings of the Board of Directors are scheduled and provided for in the By-laws.
E.3.2	Does the board of directors/commissioners meet at least six times during the year?		N	
E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?		Y	
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	By-laws (Article III, Section 6, page 4)	Y	A majority of the members of the board of directors shall constitute a quorum.
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?		N	

Access to information				-
E.3.6	Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	2018 Notice of Annual BOD Meeting	Y	
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?		Y	The Corporate Secretary plays a significant role in assisting the Board in the performance of its responsibilities.
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?		Y	
Board Appointments and Re-Election				
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?		N	
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?	By-Laws (Article III, Section 2, page 4)	Y	
E.3.11	Are all the directors/commissioners subject to re-election at least once every three years?	By-Laws (Article III, Section 2, page 4)	Y	Each director holds office for a term of one year.
Remuneration Matters				
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?		N	
E.3.13	Is there disclosure of the fee structure for non-executive directors/commissioners?		N	
E.3.14	Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?		Y	
E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?		N	
Internal Audit				
E.3.16	Does the company have a separate internal audit function?		Y	Internal audit is handled by the Accounting Department.
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?		Y	The Chief Accountant is the head of the Internal audit.
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	Corporate Governance Principles	Y	
Risk Oversight				
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?		N	
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?		N	
E.3.21	Does the company disclose how key risks are managed?	Notes to Financial Statements 2017	Y	
E.3.22	Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?		N	
E.4	People on the Board			
Board Chairman				
E.4.1	Do different persons assume the roles of chairman and CEO?		N	
E.4.2	Is the chairman an independent director/commissioner?		N	
E.4.3	Has the chairman been the company CEO in the last three years?		N	
E.4.4	Are the role and responsibilities of the chairman disclosed?		N	
Skills and Competencies				

E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?		Y	The Chariman of the Board, Mr. Adnrew Dee Co, has over 20 years experience in the industry.
E.4.6	Does the company disclose a board of directors/commissioners diversity policy?		N	
E.5	Board Performance			
Directors Development				
E.5.1	Does the company have orientation programmes for new directors/commissioners?		Y	All new directors are required to undergo corporate governance training.
E.5.2	Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?		N	
CEO/Executive Management Appointments and Performance				
E.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?		N	
E.5.4	Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?		N	
Board Appraisal				
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?		N	
E.5.6	Does the company disclose the process followed in conducting the board assessment?		N	
E.5.7	Does the company disclose the criteria used in the board assessment?		N	
Director Appraisal				
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?		N	
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?		N	
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?		N	
Committee Appraisal				
E.5.11	Is an annual performance assessment conducted of the board of directors/commissioners committees?		N	