

SECURITIES AND EXCHANGE COMMISSION
SEC FORM -ACGR
ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is filed for the year : 2012
2. Exact Name of Registrant as Specified in its Charter : ASIAN TERMINALS, INC.
3. Address of Principal Office : A. Bonifacio Drive
Port Area, Manila 1018
4. SEC Identification Number : 133653
5. Industry Classification Code (SEC use only) : _____
6. BIR Tax Identification Number : 000-132-413-000
7. Telephone Number : (632) 528-6000
8. Former name, address and fiscal year, if changed since last report : N/A



A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	10
Actual Number of Directors for the year	10

a) Composition of the Board

Name	Executive, Non-Executive or Independent	If Nominee, identify the principal	Nominator in the last election (If ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual / Special Meeting)	No. of years served as director
Kun Wah Wong	Non-Executive	ATI Holdings	ATI Holdings	2010	April 26, 2012	April 26, 2012/ Annual	2
Eusebio H. Tanco	Executive	NA	ATI Holdings	1993	April 26, 2012	April 26, 2012/ Annual	19
Suhail Al Banna	Non-Executive	ATI Holdings	ATI Holdings	2007	April 26, 2012	April 26, 2012/ Annual	5
Glen C. Hilton	Non-Executive	ATI Holdings	ATI Holdings	2010	April 26, 2012	April 26, 2012/ Annual	2
Monico V. Jacob	Non-Executive	NA	ATI Holdings	2009	April 26, 2012	April 26, 2012/ Annual	3
Felino A. Palafox, Jr.	Non-Executive	NA	ATI Holdings	2009	April 26, 2012	April 26, 2012/ Annual	3
Arsenio N. Tanco	Non-Executive	NA	ATI Holdings	2009	April 26, 2012	April 26, 2012/ Annual	3
Kwok Leung Law	Non-Executive	ATI Holdings	ATI Holdings	2010	April 26, 2012	April 26, 2012/ Annual	2
Artemio V. Panganiban	Independent	NA	ATI Holdings-no relationship	2010	April 26, 2012-2 years	April 26, 2012/ Annual	2
Teodoro L. Locsin, Jr.	Independent	NA	Kenneth Law-no relationship	2010	April 26, 2012-2 years	April 26, 2012/ Annual	2

* In January 15, 2013, Glen C. Hilton resigned and was replaced by Rashed Ali Hassan Abdulla effective same date. Mr. Abdulla was re-elected during the 2013 Annual Stockholders Meeting.

b) Summary of the corporate governance policy that the board has adopted (emphasis on treatment of all shareholders, respect for rights of minority shareholders disclosure duties and board responsibilities).

The Company commits itself to adhere to the best corporate principles and practices. The Board and the Management believe that the corporate governance is a necessary component of what constitutes sound strategic business management and the cogent proof of good corporate governance is that which is visible to the eyes of its investors. The Company respects the rights of the shareholders as guaranteed by

¹ From the election immediately following January 2, 2012

the Corporation Code and the provisions of the Corporate Governance Manual ("CG Manual").

c) Frequency of Board review and approval of the vision and mission.

The Board reviews the mission and vision as necessary and as practicable.

d) Directorship in Other Companies

(i) Directorship in Company's Group²

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
NA	NA	NA

(ii) Directorship in Other Listed Companies

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Artemio V. Panganiban	GMA Network Inc.	Independent
	First Philippine Holdings, Corp.	Independent
	Metro Pacific Investments, Corp.	Independent
	Manila Electric Company	Independent
	Robinsons Land Corporation	Independent
	GMA Holdings, Inc.	Independent
	Petron Corporation	Independent
	Bank of the Philippine Islands	Independent
Eusebio H. Tanco	Metro Pacific Tollways Corp.	Independent
	Jollibee Food Corporation	Regular
	STI Education Systems Holdings Inc.	Regular, Chairman
	Philippine Stock Exchange	Regular
Monico V. Jacob	Leisure and Resorts World Corporation	Regular
	Philippine Racing Club, Inc.	Regular
	STI Education Systems Holdings Inc.	Regular
	Phoenix Petroleum Philippines, Inc.	Independent
	2GO Group, Inc. (formerly Aboitiz Transport Systems, Inc.)	Independent
Century Properties, Inc.	Independent	

² The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	Jollibee Foods, Inc. Lopez Holdings, Inc.	Independent Independent
--	--	----------------------------

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its groups.

Director's Name	Name of the Significant Shareholder	Description of the relationship
Kwok Leung Law	ATI Holdings, Inc.	Director
Kun Wah Wong	ATI Holdings, Inc.	Director

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously?

The CG Manual provides that directors shall submit themselves to a low indicative limit on membership in other corporate Boards.

In particular, is the limit of five board seats in other publicly listed companies imposed and observed?

No.

If yes, briefly describe other guidelines: NA

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	NA	NA
Non-Executive Director	NA	NA
CEO	NA	NA

(c) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares/ Through (name of record owner)	% of Capital Stock
Eusebio H. Tanco	15,257,663	26,627,884	2.11
Arsenio N. Tanco	133,333	3,338,667	0.17
Felino A. Palafox Jr.	15,300	NA	0.00

Suhail Al Banna	1	NA	0.00
Glen C. Hilton*	1	NA	0.00
Kun Wah Wong	1	NA	0.00
Artemio V. Panganiban	1	NA	0.00
Teodoro L. Locsin Jr.	1	NA	0.00
Kwok Leung Law	1	NA	0.00
Monico V. Jacob	1	NA	0.00
Total	15,406,303	29,966,551	2.28

* In January 15, 2013, Glen C. Hilton resigned and was replaced by Rashed Ali Hassan Abdulla effective same date. Mr. Abdulla was re-elected during the 2013 Annual Stockholders Meeting.

2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes X

No

Identify the Chair and CEO:

Chairman of the Board	Kun Wah Wong
CEO/President	Eusebio H. Tanco

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	Preside in meetings of directors and stockholders; ensure that the Company adheres to the principles of good governance and best practices; perform such other duties as may be assigned by the Board	General care and supervision of the business and affairs of the Corporation and perform such other duties as may be assigned by the Board.
Accountabilities	Responsible for matters and responsibilities as may be assigned by the Board	Responsible for general care and supervision of the business and affairs of the Corporation and perform such other duties as may be assigned by the Board
Deliverables	Ensure that all decisions and acts of the Board and Management are deliberated upon and approved by the Board in accordance with the By-laws and applicable laws and for the best interest of	Ensure that the Company is geared towards the attainment of its vision, ensure compliance with by laws and other applicable laws in all the dealings of the Company and management;

	the Company	in coordination with the management, report to the Board the company's operational results.
--	-------------	---

3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key manager positions?

The key officers are chosen based on their competencies/ qualifications for the position for which they are being designated after due evaluation by the Board

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board?

The CG Manual requires that a director must have "high educational attainment and/or sufficiently relevant experience in managing the business of the Corporation" (Part II, B, 2 (b) 1). Further, a director must have a "working knowledge of statutory and regulatory requirements affecting the Corporation, including the contents of its articles of incorporation and By-laws, the requirements of the commission, and where applicable, the requirements of other regulatory agencies".

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

Yes. The CG Manual as stated above ensures that the requirement is complied with.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non- Executive and Independent Directors

	Executive	Non-Executive	Independent Director
Roles	General care and supervision of the business and affairs of the Corporation, in coordination with the Management; perform such other duties as may be assigned by the Board.	General care and supervision of the business and affairs of the Corporation, in coordination with the Management; perform such other duties as may be assigned by the Board.	Ensure that judgment is independent and free from any business or other relations which could interfere with decisions.
Accountabilities	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.	Accountable to the stockholders for the duties and responsibilities stated in the CG Manual and the By-laws.

Deliverables	Proper discharge of Board functions by meeting regularly and perform duties and functions as stated in the CG Manual.	Proper discharge of Board functions by meeting regularly and perform duties and functions as stated in the CG Manual.	Proper discharge of Board functions by meeting regularly and perform duties and functions as stated in the CG Manual.
--------------	---	---	---

Provide the company's definition of "independence" and describe the company's compliance to the definition.

The Company describes independence as recognized in the CG Manual. The independent views and opinions of the directors during meetings are considered.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served five years, does it limit the term for no more than four additional years? Please explain.

The independent directors are selected annually in accordance with the Corporation Code, Securities Regulation Code, Company By-laws and CG Manual, by the Nomination Committee and Board of Directors for recommendation in the Annual Shareholders' Meeting.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Glen Christopher Hilton	Director	January 15, 2013	Resignation

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedure for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	At least 60 calendar days Prior to the Annual Stockholders' Meeting, a Notice of Nomination is disclosed to the SEC and the PSE and posted in the Company website, notifying stockholders to submit the names of nominees for election to the Board, to the Corporate Secretary within the date mentioned in the Notice. Within a reasonable time, from the deadline, the Nomination Committee will meet to pass upon the qualifications of the nominees. Pursuant to the by-laws, 8 regular directors and 2 independent directors receiving the highest number of votes from stockholders present during the annual meeting, are elected for a term of 1 year. Any vacancy except due to removal or expiration of the term may be filled up by the majority vote of the remaining directors then in office, constituting a quorum.	For both executive director and non-executive directors, at least the minimum qualifications set forth in the Corporate Governance Manual, the Nomination Committee Guidelines, Company By-laws and applicable laws, must be possessed by the directors for election or appointment.
(ii) Non-Executive Directors		
(iii) Independent Directors		In addition to the above, the independent directors may only hold office as such (provided he does not possess the disqualifications provided by the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws)
b. Re-appointment.		
(i) Executive Directors	Same as above	Same as above
(ii) Non-Executive Directors		
(iii) Independent Directors	Same as above	Same as above
c. Permanent Disqualifications		
(i) Executive Directors	For the annual election, the Nomination Committee convenes to pass upon the qualifications of the directors. Pursuant to the Corporate Governance Manual, the Board, in consultation with the Nomination Committee, may from time to time, provide additional grounds for disqualification, consistent with the Corporation Code, By-laws, the Securities and	The grounds for disqualification as set forth in the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws.
(ii) Non-Executive Directors		
(iii) Independent Directors		

	Regulation Code and other applicable laws or issuances. For any vacancy in the interim, the Board will determine if replacement possess none of the disqualifications.	
d. Temporary Disqualification		
(i) Executive Directors	Same as above	Same as above
(ii) Non-Executive Directors		
(iii) Independent Directors		
e. Removal		
(i) Executive Directors	Pursuant to the By-laws, the any director may be removed, either with or without cause, at any time, by the affirmative vote of the stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock entitled to vote at a regular meeting or at a special meeting of the stockholders called for the purpose and held after due notice as provided in Section 28 of the Corporation Code.	With or without cause, the stockholders may remove any director
(ii) Non-Executive Directors		
(iii) Independent Directors	In addition to above, an independent director may also be removed if he possesses any of the grounds for disqualification.	The grounds for disqualification as set forth in the Corporate Governance Manual, Nomination Committee Guidelines and applicable laws.
f. Re-instatement		
(i) Executive Directors	Same process as laid down in (a) hereof	Same criteria as in (a) hereof
(ii) Non-Executive Directors		
(iii) Independent Directors	Same process as in (a) hereof	Same criteria as in (a) hereof.
g. Suspension		
(i) Executive Directors	No definite process for suspension.	No definite process for suspension.
(ii) Non-Executive Directors		
(iii) Independent Directors		

Voting Result of the last Annual General Meeting

There were only 10 nominees to the 10 Board seats to be filled. On motion duly seconded all the 10 directors were deemed elected by all stockholders present in person or by proxy during the 2012 Annual Stockholders' Meeting. Total number of shares represented is 1,792,467,964 or 89.62% of the 2 billion outstanding shares. The directors are:

Name of Director
Kun Wah Wong
Eusebio H. Tanco
Suhail Al Banna
Monico V. Jacob
Glen C. Hilton
Kwok Leung Law
Felino A. Palafox, Jr.
Arsenio N. Tanco
Artemio V. Panganiban
Teodoro L. Locsin Jr.

6) Orientation and Education Program

- (a) Disclosure details of the company's orientation program for new directors, if any.
- (b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:
- (c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of training	Program	Name of Training Institution
Andrew R. Hoad	June 22, 2012	Corporate Governance & Anti-Money Laundering Act	Philsecc
Sasedharan Vasudevan	June 22, 2012	Corporate Governance & Anti-Money Laundering Act	Philsecc
Bastiaan W. Hokke	June 22, 2012	Corporate Governance & Anti-Money Laundering Act	Philsecc
Rodolfo G. Corvite, Jr.	March 4, 5, 11 and 12, 2010	MCLE	Legal Advantage
Kun Wah Wong	June 9, 2010	Orientation Course on Corporate Governance	Institute of Corporate Directors
Kwok Leung Law	May 21, 2010	Orientation Course on Corporate Governance	Institute of Corporate Directors

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing, and controlling the activities of the company..

Artemio V. Panganiban	June 17, 2008	Basic Course on Corporate Governance	AIM, Makati City
	December 10, 2009	Governing in a Global Crisis: Lessons from Great Recession	Ethics and Compliance Officers Association (Massachusetts, USA), held at Mandarin Oriental, Hong Kong
	December 14, 2010	Board of Director's Fiduciary Duties and Role in relation to ERM: Best Practices in Dealing with the Agency Dilemma and Setting a Company's Risk Appetite	Asia Risk Management Institute (Singapore), held at Lopez Building, MERALCO, Pasig City
	December 8, 2011	Board Governance Responsibilities: Risks, Culture Leadership	Global Compliance services, Inc. (Charlotte, NC, USA), held Exchange Square, Central Hong Kong
	November 19, 2012	Corporate Governance Forum on "Navigating the New World of Business"	First pacific Leadership Academy (given by Dr. Thomas Donaldson of University of Pennsylvania), held at Pasig City

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct/ Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	Pursuant to the provisions of the Corporate Governance Manual, directors must fairly conduct business transactions and must not be engaged in any	Disclosure form is accomplished before election or appointment.	Disclosure form is accomplished upon hiring.

	business which competes with or is antagonistic to that of the Company.		
(b) Conduct of Business and Fair Dealings	Same as above	Subject to Company's Table of Offenses and Penalties for violations	Subject to Company's Table of Offenses and Penalties for violations
(c) Receipt of gifts from third parties	None.	If acceptance of gifts cannot be avoided, it has to be reported through a declaration of gift form	If acceptance of gifts cannot be avoided, it has to be reported through a declaration of gift form
(d) Compliance with Laws & Regulations	Recognizes the duty of the directors to be compliant at all times, to the by-laws, Corporation Code and such other laws and regulations.	Subject to Company's Table of Offenses and Penalties for violations	Subject to Company's Table of Offenses and Penalties for violations
(e) Respect for Trade Secrets/Use of Non-public Information	The Company strongly adheres to the provisions of Corporate Governance Manual relative to the general responsibility of the directors as one of trust and confidence and that they shall at all times act in manner characterized by transparency, accountability and fairness.	Employee signs off a confidentiality agreement	Employee signs off a confidentiality agreement
(f) Use of Company Funds, Assets, and Information	In addition to above, the directors must comply with the provisions of the by-laws and the Corporation Code with respect to the approvals required for the use of funds, assets and information.	Subject to the policy on authority limits	Subject to the policy on authority limits
(g) Employment & Labor Laws & Policies	Recognizes the duty of the directors to be compliant at all times, to the by-laws, Corporation Code and such other laws and regulations, including labor laws.	Senior management ensures that Company benefits and employee policies are compliant with Labor Code	Company benefits and employee policies are compliant with Labor Code

(h) Disciplinary Action	The Company follows the provisions of the By-laws, the Corporation Code and other laws, relative to the imposition of any disciplinary action on erring directors.	Subject to Company's Table of Offenses and Penalties for violations, following rules on due process	Subject to Company's Table of Offenses and Penalties for violations, following rules on due process
(i) Whistle Blower	None	Confidentiality of the employee/information are maintained at all times	Confidentiality of the employee/information are maintained at all times
(j) Conflict Resolution	Any conflict is resolved by the Board as a body, taking into account the voting requirements of the Corporation Code and applicable laws.	Resolved through immediate handling/meeting with concerned parties	Grievance machinery provision in the Collective Bargaining Agreements

- 2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes

- 3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

Compliance with the code of conduct is implemented by the Management and is monitored both by the internal audit and the Compliance Officer.

- 4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	NA. The Company is the Parent company
(2) Joint Ventures	NA.
(3) Subsidiaries	Transactions with subsidiaries are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions.
(4) Entities Under Common Control	NA
(5) Substantial stockholders	Transactions with substantial stockholders are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions.
(6) Officers including spouse/children/siblings/ parents	Transactions with officers are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions. Officers concerned voluntarily inhibit from participating on these matters.
(7) Directors including spouse/children/siblings/ parents	Transactions with directors are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions. Directors concerned voluntarily inhibit from participating and voting on these matters.
(8) Interlocking director relationship spouse/children/siblings/ parents	Transactions with interlocking directors are on an arm's length basis in a manner similar to transactions with non-related parties. Review and approval follows the same Authority Approval Matrix used for all transactions and the provisions of the Corporation Code. Directors concerned voluntarily inhibit from participating and voting on these matters.

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers /5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	None
Name of officer/s	None
Name of Significant Shareholders	None

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers, and significant shareholders.

Directors/Officers/Significant Shareholders	
Company	Disclosure Form
Group	Disclosure Form

5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family⁴, commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
NA	NA	NA

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Name of Related Significant Shareholders	Type of Relationship	Brief Description
NA	NA	NA

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
NA	NA	NA

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

	Alternative Dispute Resolution System
Corporation & Stockholders	The Company is in the process of formulating the system.
Corporation & Third Parties	Comply with ADR requirements of the courts
Corporation & Regulatory Authorities	As provided in applicable contracts and as may be provided by regulatory authorities.

C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Board meeting schedules for the succeeding year, are agreed at the last meeting of the preceding year.

- 2) Attendance of Directors

Board	Name	Date of Election	No. of Meeting Held during the year (2012)	No. of Meeting Attended	%
Chairman	Kun Wah Wong	April 26, 2012	7	5	70
Member	Eusebio H. Tanco	April 26, 2012	7	7	100
Member	Suhail Al Banna	April 26, 2012	7	4	60
Member	Glen C. Hilton*	April 26, 2012	7	6	86
Member	Kwok Leung Law	April 26, 2012	7	6	86
Member	Arsenio N. Tanco	April 26, 2012	7	6	86
Member	Felino A. Palafox, Jr.	April 26, 2012	7	7	100
Member	Monico V. Jacob	April 26, 2012	7	5	70
Independent	Artemio V. Panganiban	April 26, 2012	7	6	86
Independent	Teodoro L. Locsin, Jr.	April 26, 2012	7	7	100

* In January 15, 2013, Glen C. Hilton resigned and was replaced by Rashed Ali Hassan Abdulla effective same date. Mr. Abdulla was re-elected during the 2013 Annual Stockholders Meeting.

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

Minimum quorum requirement is majority of the Board except on matters which require high votes as provided for by the By laws.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Not less than 3 days.

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc.?

The Corporate Secretary acts as the Company Compliance Officer. He assists the Chairman, President and EVP in preparing the agenda. He ensures that directors are apprised of developments in compliance and corporate governance matters.

- (d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Yes.

- (e) Committee Procedures

Disclosure whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes X

No

Committee	Details of the Procedure
Executive	Materials and agenda are given in advance prior to the meeting
Audit	Materials and agenda are given in advance prior to the meeting
Nomination	Materials and agenda are given in advance prior to the meeting
Compensation	Materials and agenda are given in advance prior to the meeting
Others (specify)	NA

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details?

⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Yes.

Procedures	Details
Getting external advice.	Directors refer any matter to the Management for consultation with external advisers

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

None

Existing Policies	Changes	Reason
NA	NA	NA

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Pursuant to the By laws, the Board fixes the salaries and bonuses of all officers.

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Based on qualifications, tenure, performance, industry practice	Based on qualifications, tenure, performance, industry practice
(2) Variable remuneration	NA	NA
(3) Per diem allowance	NA	NA
(4) Bonus	Based on company performance and individual performance for the applicable year	Based on company performance, division performance and individual performance for the applicable year
(5) Stock Options and other financial instruments	NA	NA
(6) Others (specify)	NA	NA

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	Based on qualifications, tenure, performance, industry practice	Fixed	Fixed
Non-Executive Directors	Pursuant to By-laws	Fixed	Fixed

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details the last three (3) years.

Yes

Remuneration Scheme	Date of Stockholders' Approval
The directors may only receive such compensation as may be granted by 2/3 of the outstanding capital stock of the corporation. The compensation must not exceed 10% of the net income before income tax during the preceding year.	2003

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration		NA	NA
(b) Variable Remuneration	NA	NA	NA
(c) Per diem Allowance	NA	2M	715K
(d) Bonuses	NA	NA	NA
(e) Stock Options and/or Other financial instruments	NA	NA	NA
(f) Others (specify)	NA	NA	NA
Total			

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	NA	NA	NA
2) Credit granted	NA	NA	NA
3) Pension Plan/s Contributions	NA	NA	NA
4) Pension Plans, Obligations incurred	NA	NA	NA
5) Life Insurance Premium	NA	NA	NA
6) Hospitalization Plan	NA	NA	NA
7) Car Plan	NA	NA	NA
8) Others (specify)	NA	NA	NA
Total	NA	NA	NA

4) Stock Rights, Options and Warrant

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

None.

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Options/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
NA	NA	NA	NA	NA

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subjects to approval during the Annual Stockholders' Meeting:

None

Incentive Program	Amendments	Date of Stockholders' Approval
NA	NA	NA

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
1) Andrew R. Hoad - Executive Vice President-Technical	Php52M
2) Bastiaan W. Hokke - Vice President for South Harbor Operations	
3) Sasedharan Vasudevan - Vice President for ATI Batangas, Batangas Container Terminal and Inland Clearance Depot	
4) Rodolfo G. Corvite Jr. - Vice President for Business Support Services	
5) Sean L. Perez - Vice President for Marketing and Commercial	

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-Executive Director (NED)	Independent Director (ID)				
Executive	1	5	1	The By-laws mandates the creation of the Committee and its responsibilities.	Pursuant to By-laws, may exercise such powers as may be delegated by the Board	Report to the Board any matter resolved by it within its authority	Such power delegated by the Board subject to restrictions provided by Section 35 of the Corporation Code.
Audit	NA	2	1	Yes	Assist the Board in fulfilling its oversight responsibility of the company's corporate governance processes.	<ol style="list-style-type: none"> 1. Financial statements and disclosure matters. 2. Evaluation of internal controls and risk management. 3. Review internal/external audit performance. 4. Review compliance to legal and regulatory requirements. 	Full access to management, personnel and records for the purpose of performance of its duties and responsibilities

Nomination	1	3	1	With existing Nomination Committee Guidelines	Pass upon the qualifications of candidates nominated for election to the Board.	Evaluation of candidates for election to the Board	Pre-screen and shortlist the candidates for election to the Board.
Compensation	NA	4	1	The Corporate Governance Manual mandates the creation of the Committee and its responsibilities	Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers, directors and employees	Evaluation of compensation related policies	Recommend to the Board any changes in compensation-related matters affecting employees and officers.
Others (specify)	NA	NA	NA	NA	NA	NA	NA

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman	Kun Wah Wong	April 26, 2012	0	NA	NA	3
Member	Eusebio H. Tanco	April 26, 2012	0	NA	NA	6
Member	Felino A. Palafox, Jr.	April 26, 2012	0	NA	NA	4
Member (ID)	Artemio V. Panganiban	April 26, 2012	0	NA	NA	3
Member	Kwok Leung Law	April 26, 2012	0	NA	NA	3
Member	Glen C. Hilton*	April 26, 2012	0	NA	NA	3
Member	Monico V. Jacob	April 26, 2012	0	NA	NA	4

* In January 15, 2013, Glen C. Hilton resigned.

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman (ID)	Teodoro L. Locsin, Jr.	April 26, 2012	6	6	100	3
Member	Monico V. Jacob	April 26, 2012	6	5	83	4
Member	Kwok Leung Law	April 26, 2012	6	3	50	3

Disclosure of the profile or qualifications of the Audit Committee (AC) members.

Atty. Teodoro L. Locsin, Jr., who is the Chairman of the Committee, is a member of the legal profession and has served as a member of the House of Representative from 2001 to 2010. He is an independent director of The Medical City and has held various government positions in the past.

Atty. Monico V. Jacob is a member of the legal profession and is serving as independent director of various corporations, listed or otherwise. He also served as Associate Commissioner of the Securities and Exchange Commission in 1986.

Mr. Kwok Leung Law is the Finance Director of DPWorld Southeast Asia since 2010. He holds a degree in Business Administration from National Chung Hsing University in Taiwan and a Master's Degree in Business Administration from the Chinese University of Hong Kong. He is a Fellow Member of Chartered Association of Certified Accountants and an Associate Member of Hong Kong Institute of Certified Public Accountants.

Describe the Audit Committee's responsibility relative to the external auditor.

The primary responsibility is to review the qualifications, audit scope, approach, fees and expenses. Evaluate and determine any non-audit work performed, including the fees therefore, and ensure that such work will not conflict with the external auditors' duties as such or foreshadow its independence.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman	Kun Wah Wong	April 26, 2012	1	1	100	3
Member	Eusebio H. Tanco	April 26, 2012	1	1	100	7
Member	Felino A. Palafox, Jr.	April 26, 2012	1	1	100	4
Member (ID)	Artemio V. Panganiban	April 26, 2012	1	1	100	2
Member	Glen C. Hilton*	April 26, 2012	1	1	100	3

* In January 15, 2013, Glen C. Hilton resigned effective same date. Mr. Hilton was replaced by Mr. Kwok Law in the Nomination Committee.

(d) Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman	Kun Wah Wong	April 26, 2012	1	1	100	3
Member	Glen C. Hilton	April 26, 2012	1	1	1	3
Member	Felino A. Palafox, Jr.	April 26, 2012	1	1	100	4
Member (ID)	Artemio V. Panganiban	April 26, 2012	1	1	100	2
Member	Arsenio N. Tanco	April 26, 2012	1	1	0	4

* In January 15, 2013, Glen C. Hilton resigned effective same date. Mr. Hilton attended the Compensation Committee meeting in 2012. He was replaced by Mr. Kwok Leung Law in 2013.

(e) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

NA

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the committee
Chairman						
Member (ED)						
Member (NED)						
Member (ID)						
Member						

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

There were changes in the composition of the Executive, Nomination and Compensation Committees beginning 2013. The changes were due to the resignation of Mr. Glen C. Hilton effective January 15, 2013. He was replaced by Mr. Kwok Leung Law.

Name of Committee	Name	Reason
Executive	Glen C. Hilton	Resignation
Audit	None	NA
Nomination	Glen C. Hilton	Resignation
Remuneration	Glen C. Hilton	Resignation
Others (specify)	NA	NA

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	NA	NA
Audit	Drafting of the Audit Committee Charter and the Self Assessment of the AC; Review of the Internal Audit Reports and the Financial Statements	No issues
Nomination	Pass upon the qualifications of nominees for election to the Board	No issues
Compensation	Study the recommendation of the Management relative to the remuneration of management employees and officers.	No issues
Others (specify)	NA	NA

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	NA	None
Audit	NA	None
Nomination	NA	None
Compensation	NA	None
Others (specify)	NA	NA

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

To ensure that the Company's business objectives are achieved, the Company regularly undertakes a Business Risk Profile review where risks are identified by priority based on a systematic assessment of probability and impact. Control strategies are identified and action points established with the designated accountable persons. Results and developments are monitored during reviews.

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Chairman of the Board and senior management review and sign off its annual Risk Management and Internal Control Self-Certification Statement based on the following parameters:

- Identification of risk assessment of new risks.
- Prioritization of risks based on agreed impact and likelihood tables.
- Determination of risk treatment strategies for significant risks.
- Confirmation that all significant risks and related action plans have been notified to the Regional Management.
- Risk assessment workshops maybe held at the level below the BU Board using a combination of business stream, functional and geographical participants.
- The risk management process applies to all critical projects and business processes as required.

(c) Period covered by the review;

January 1, 2012 to December 31, 2012

- (d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and
The risk management system is reviewed at least annually.

The following are the criteria for assessing its effectiveness: Control Environment; Risk Assessment; Control Activities; Information and Communication, and Monitoring.

- (e) Where no review was conducted during the year, an explanation why not.
NA

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

The following are the top 5 risks identified by the Company according to impact and likelihood:

Risk Exposure	Risk Management Policy	Objective
Destructive Typhoon/Flood	<ul style="list-style-type: none"> ▪ Insurance ▪ Retrofitting ▪ Business Continuity Planning ▪ Safety Procedures 	To prevent or minimize Death, injury; Property & Cargo damage/loss; Business Interruption; Partial/Total Closure
Destructive Earthquake / Destructive Tsunami	<ul style="list-style-type: none"> ▪ Insurance ▪ Retrofitting ▪ Business Continuity Planning ▪ Safety Procedures 	To prevent or minimize Death, injury; Property & Cargo damage/loss; Business Interruption; Partial/Total Closure
Unstable Global Economic Condition	<ul style="list-style-type: none"> ▪ Business Continuity Planning ▪ Budget Controls 	To prevent reduction or decline in Volume; minimize Spending Constraints
Grounding of Clients and Customers for their Non-Compliance with Laws / Breach of Contract with Third Parties by Client	<ul style="list-style-type: none"> ▪ Proper Screening ▪ Due Diligence 	To minimize Business Interruption; Revenue Loss; prevent Customer Loss
Incidents affecting IT Systems	<ul style="list-style-type: none"> ▪ IT Infrastructure ▪ Business Continuity Planning 	To prevent or minimize Operational Disruption/Stoppage; Efficiency Loss; Record Loss; Business Loss; Customer Claims

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Same as 2(a) above.

Risk Exposure	Risk Management Policy	Objective

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

None.

Risk to Minority Shareholders

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Destructive Typhoon/Flood	Annual review and monitoring. Assessed based on impact and likelihood.	Adequate Insurance; Structural Testing & Improvement; Retrofitting; Business Continuity Planning; Emergency Response Procedures; Drill Exercise
Destructive Earthquake / Destructive Tsunami		Adequate Insurance; Structural Testing & Improvement; Retrofitting; Business Continuity Planning; Emergency Response Procedures; Drill Exercise
Unstable Global Economic Condition		Business Continuity Planning; Budget Controls
Grounding of Clients and Customers for their Non-Compliance with Laws / Breach of Contract with Third Parties by Client		Proper Screening and Due Diligence with respect to suppliers should be in place.

Incidents affecting IT Systems		IT back-up systems, system monitoring and preventive maintenance; Business Continuity Planning; Disaster Recovery Procedures; vendor screening and contract/agreement stipulations
--------------------------------	--	--

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Same as 3(a) above.

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Senior Management	Regular reviews	Review and implementation

G. INTERNAL AUDIT AND CONTROL

4) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

Internal control system is described as a process effected by the Board and management, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- i) Effectiveness and efficiency of operations.
- ii) Reliability of financial reporting.
- iii) Compliance with applicable laws, regulations and internal policies.
- iv) Safeguarding of assets.

- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

The Board of Directors has reviewed the effectiveness of the Company's internal control and considers them effective and adequate based on reports of the Audit Committee, and the Internal Audit Department

- (c) Period covered by the review;

The review covers the year 2012.

- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system;

Annually, with consideration to the individual reports issued out by the Audit Committee and Internal Audit Department for the audit areas covered during the year.

- (e) Where no review was conducted during the year, an explanation why not.

NA

5) Internal Audit

- (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Assurance	Audit universe, reviewed annually by Internal Audit, and confirmed by management, from which the annual audit plan is developed.	In-house	Brian Stone	Results reported to EVP- Technical and Audit Committee.

Consulting	May include all business activities in which Internal Audit is knowledgeable e.g. control design for new processes, training, advice, etc. as requested by management.	In-house	Brian Stone	Reported to the Business Unit Head, EVP- Technical and Audit Committee.
Fraud investigations	All business activities: upon management's request, or if found during an audit engagement.	In-house	Brian Stone	Reported to EVP- Technical and Audit Committee.

- (b) Do the appointment and/or removal of the internal Auditor or the accounting/auditing firm or corporation to which the internal audit functions is outsourced require the approval of the audit committee?

Yes

- (c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

The Internal Auditor reports functionally to the Audit Committee to allow Internal Audit to be independent and to effectively accomplish its purpose. The Internal Auditor has unrestricted access to all functions, documents, records or reports (in both paper and or electronic format), property, and personnel with stringent regard for safekeeping and confidentiality.

- (d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
None	NA

- (e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	82% compliance
Issues ⁶	None
Findings ⁷	None.

⁶ "Issues" are compliance matters that arise from adopting different interpretations.

⁷ "Findings" are those with concrete basis under the company's policies and rules.

Examination Trends	No significant trends of pervasive issues and findings from previous years.
---------------------------	---

The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestone;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) **Audit Control Policies and Procedures**

Disclose all internal audit controls, policies and procedures that have been established by the company and the results of an assessment as to whether the established controls, policies and procedures have been implemented under the column "implementation."

Policies & Procedures	Implementation
Audit Committee Charter	Implemented
Internal Audit Charter	Implemented
Planning, execution, reporting procedures	Implemented
Follow up procedures	Implemented

(g) **Mechanism and Safeguards**

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
Internal Audit reports directly to the Audit Committee, with the EVP-Technical as its primary respondent.	NA	NA	NA

External Audit reports directly to the Audit Committee, with frequent communication of its independence in its correspondences with the Company. Lead audit partner is also replaced every 5 years.	NA	NA	NA
---	----	----	----

- (h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanism are in place to ensure that compliance.

The President and Corporate Secretary as Compliance Officer.

H. ROLE OF STAKEHOLDERS

- 1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' Welfare	Health, Safety, Environment and Security (HSES) Policy	Third party safety induction and port orientation
Supplier/contractor selection practice	HSES Policy	Third party safety induction and port orientation
Environmentally friendly value-chain	HSES Policy	Environmental emergency response program
Community interaction	Corporate Social Responsibility (CSR) Policy	CSR initiatives and employee volunteerism programs
Anti-corruption programs and procedures?	Company Table of Offenses and Penalties(TOP)	Enforcement in accordance with the TOP; internal audit activities
Safeguarding creditors' rights	As provided in relevant agreements or contracts.	Monitoring

- 2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

NA

- 3) Performance-enhancing mechanisms for employee participation.

- (a) What are the company's policy for its employees' safety, health, and welfare?

HSES Policies – ISO 28000:2008(Supply Chain Security Management System), ISO 14001:2004 (Environment Management System), OHSAS 18001:2007(Health and Safety Management System)

(b) Show data relating to health, safety and welfare of its employees.

ATI has been fatality-free for 2,038 days (5 years and 6 months).

Loss Time Injury Frequency Rate (LTIFR) for 2012 is 0.42.

- Regular Safety Meetings
- Regular Environmental And Energy saving Meetings
- Annual Physical Examination (APE)
- Daily Safety inspections
- Safety toolbox meetings
- Behavioural based safety approach
- CCTV monitoring of safety and security infractions
- Emergency Response procedures for contingencies.
- Business Continuity Plans
- Weather and wind monitoring systems
- 24/7 medical clinic.
- 24/7 Fire truck
- Chemical response kits
- Safety signages
- Speed limit monitoring using radar
- Employee wellness and sports activities
- Flu Vaccinations
- Interagency cooperation meeting (PFSAC)
- Joint RLS and HSES Equipment Inspections
- FRS committee meetings
- Random Drug Testing
- Water Potability Testing
- Work Environment Measurement Activity (Testing on Ambient Air, Illumination and Noise)
- Quarterly measurement of Ambient Water and Ambient Air for DENR
- Submission of Legal Requirements to:
 - DOLE
 - DENR
 - PPA
- Strict compliance and monitoring of legal permits and licenses
- Coordination meeting with Truckers Association
- Emergency Drills
- Safety related trainings such as:
 - Working At Heights
 - Supervisors Safety Training
 - BOSH for Supervisors
 - Safety 101
 - Safety Induction
 - Fatal Risk Standards
 - Defensive Driving
 - BBS / ICAM Training
 - Waste Management Training
 - Security 101

- EMS and OHSAS Training
- Waste Water Treatment Orientation
- Legal Requirements Training
- Basic Meteorology and Hydromet Hazard Training
- Lock Out Tag Out Orientation
- Cargo Handling Equipment Refresher Training
- Operational Safety Standards for ODP
- Crowd Management
- Driving Frontline Safety
- Chemical Spill Training
- Basic Fire Fighting
- Scaffolding Training
- Advanced Fire Fighting Training
- Basic Life Support Training
- CPR Training
- Doc Connect Lectures on :
 - Drugs
 - Diabetes
 - Dengue
 - Hypertension
 - Dental and Medical Wellness

(c) State the company's training and development programmes for its employees. Show the data.

Training	Title
Equipment Operation- Related Training	Advanced Engine Training, Forklift, Sideloader and Toploader Refresher Training, ITV Trainings, Quay Crane, Reach Stacker and RTG Trainings, Hydraulics Training for Supervisors, Advanced Transmission Training, CHE On the Job Training, Checkers Training, CBU/ RORO Operations and Safety Training, Advanced Engine Training, All-Purpose personnel Training.
Compliance, Corporate Governance, Legal and Tax	Annual Listing and Disclosures Seminar, PFRS Seminar, Claims Handling Refresher, Comprehensive Seminar on Withholding Tax on Wages and Fringe Benefits Tax, Corporate Governance and Anti Money Laundering Act, MCLE Lectures, Labor Relations Summit
Health, Safety, Environment and Security	Frontline Supervisors (FLS) Behavioral Safety Workshop, Advanced Firefighting Training, Basic Firefighting, Basic Life Support Training, Basic Meteorology and Hydromet Hazard Training, Bomb Threat Training, Business Continuity Program, Chemical Spill Training, Continuing Environmental Education Program, Counterfeit Detection, CPR Training, Crowd Management, Doc Connect "Diabetes".

	Emergency Response Procedure Refresher Training, Fatal Risk Standard Orientation - Vessel Safety, Fire Suppression Operations and Maintenance, First Aid and Basic Life Support Training, ISO 28000:2007 Supply Chain Security Management Systems Training, Isolation Training, Risk Based Audit Methodology: A Practical Approach, Safety 101, HSES Module - Operations Development Program ICAM Refresher Training, BBS Coaching,
IT	Administering Team Foundation Server, MS Project 2010 Level 1 and 2
HR	Corporate Orientation, Rates and Rates Trainings, Effective Presentation Training, Leave Application Orientation, Philcare Orientation
Others	Effective Communication, Effective Media Skills: The Art of Media Relations, Records Management Training

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

Performance -based management system and productivity incentive schemes are being implemented.

- 4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

The complaint is addressed to the Senior Management for appropriate investigation. The employees are protected from retaliation by ensuring their anonymity during and after investigation and subsequent resolution.

I. DISCLOSURE AND TRANSPARENCY

- 1) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
DP World Australia (POAL) Limited	346,366,600	17.32	DP World Australia (POAL) Limited
ATI Holdings, Inc.	291,371,230	14.57	ATI Holdings, Inc.
PCD Nominee Corporation (Filipino)	199,483,013	9.97	PCD Nominee Corporation (Filipino) <i>*unknown to issuer</i>

Pecard Group Holdings, Inc.	198,203,968	9.91	Pecard Group Holdings, Inc.
Philippine Seaport, Inc.	196,911,524	9.85	Philippine Seaport, Inc.
Daven Holdings, Inc.	155,906,071	7.80	Daven Holdings, Inc.
PCD Nominee Corporation (Non-Filipino)	142,210,210	7.11	PCD Nominee Corporation (Non-Filipino) <i>*unknown to issuer</i>
SG Holdings, Inc.	130,000,000	6.50	SG Holdings, Inc.
Morray Holdings, Inc.	100,000,000	5.00	Morray Holdings, Inc.

Name of Senior management	Number of Direct Shares	Number of Indirect shares/ Through (name of record owner)	% of Capital Stock
Eusebio H. Tanco	15,257,663	26,627,884	2.11
Rodolfo G. Corvite, Jr.	222,398	NA	0.01

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Not required under the SEC Form 17-A
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each Director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	A separate Certification on SEC Form 17-C is disclosed every January of each year.
Attendance details of each director/commissioner in respect of meeting held	A separate Certification on SEC Form 17-C is disclosed every January of each year.

Details of the remuneration of the CEO and each member of the board of directors/commissioners	Yes
--	-----

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

3) External Auditor's fee

Name of Auditor	Audit Fee (PhpM)	Non-audit Fee
Manabat Sanagustin & Co.	3,250	None

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

- a) Posting on the Company Website
- b) Electronic Mail
- c) Postal service
- d) Press releases
- e) Disclosures

5) Date of release of audited financial report:

March 7, 2013 for the year ended December 31, 2012.

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Yes

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloaded annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	No. Copies may be released upon written request and are readily available from the SEC.

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

RPT	Relationship	Nature
DP World Australia (POAL) Limited, and P&O Management Services Phils., Inc.(POMS)	Contractual	Management Contract between ATI and POMS. 40% of POMS is owned by DP World Australia (POAL) Limited.
ATI Holdings, Inc. (ATIH) and DP World Australia (POAL) Limited	Business	DP World Australia (POAL) Limited owns 100% of ATIH
Insurance Builders, Marbay Homes and Eujo Philippines Inc. and Eusebio H. Tanco	Business	ATI avails of leases from Insurance Builders where Mr. Tanco is the Chairman, and Eujo Philippines, Inc., where Mr. Tanco is the President
Philippines First Insurance Inc. and PhilCare and Eusebio H. Tanco and Arsenio N. Tanco	Business	ATI avails of insurance and health care services from Philippines First Insurance Inc. and PhilCare where Eusebio H. Tanco is the President and Arsenio N. Tanco is a Director.
Global Resource for Outsourced Workers (GROW) and Eusebio H. Tanco and Monico V. Jacob	Business	ATI avails of outsourced manpower services from GROW where Eusebio H. Tanco is the President and Monico V. Jacob is the Chairman.

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

The Board coordinates with the Management and the Compliance Officer in monitoring the existence of related party transactions. See discussion in Item B (4) (a)

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	Presence of majority of the outstanding capital stock
------------------------	---

(b) System Used to Approved Corporate Acts

Explain the system used to approve corporate acts.

System Used	Voting
Description	Majority vote

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code. None

Stockholders' Rights under the Corporation Code	Stockholders' Rights <u>not</u> in the Corporation Code
NA	NA

Dividends (for 2012)

Declaration Date	Record Date	Payment Date
April 26, 2012	May 14, 2012	June 7, 2012

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
In every meeting, the stockholders are given opportunity to bring out any matter related to the agenda and proposed action.	The matter is raised to the floor during the meeting and before adjournment.

8. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
- a. Amendments to the company's constitution
 - b. Authorization of additional shares
 - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

The Company complies with the procedures set forth in the By-laws and the provisions of the Corporation Code and other regulations issued by the regulatory bodies such as the SEC and the PSE.

9. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

Yes

- a. Date of sending out notices:

March 26, 2012 (Notice was released together with the Definitive Information Statement)

- b. Date of the Annual/Special Stockholders' Meeting:

April 26, 2012

10. State, if any, questions and answers during the Annual/Special Stockholder' Meeting.

No significant questions were raised.

11. Result of Annual/Special Stockholders' Meeting's Resolutions

Approval of the following:

- a) Minutes of the previous meeting
- b) Re-election of the incumbent directors
- c) Approval of the Audited Financial Statements for the year ended December 31, 2011
- d) Appointment of the independent auditors
- e) Approval and ratification of the acts of the Board and the Management for 2011
- f) Adjournment of the meeting

There were no dissenting votes.

24. Date of publishing the results of the votes taken during the most recent AGM for all resolutions;

April 26, 2012 to PSE and April 30, 2012 to the SEC. Posted on the Company website on April 26, 2012.

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification: None

Modification	Reasons for Modification
NA	NA

(f) Stockholders' Attendance

(I) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members/ Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual Meeting (2012)	1) Kun Wah Wong 2) Eusebio H. Tanco 3) Suhail Al Banna 4) Arsenio N. Tanco 5) Felino A. Palafox, Jr. 6) Artemio V. Panganiban 7) Teodoro L. Locsin, Jr. 8) Kwok Leung Law 9) Glen C. Hilton 10) Andrew R. Hoad 11) Rodolfo G. Corvite, Jr. 12) Gloriann V. Magto 13) Bastiaan W. Hokke 14) Sasedharan Vasudevan	April 26, 2012	poll	0.86%	88.76%	89.62%

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

Yes.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to his standard. where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	Individual shareholders may send proxy stating the name of designated person/s. Corporate shareholders may send proxy accompanied by a notarized secretary's certificate indicating the designated person and the officer authorized to sign the proxy form on behalf of the corporation.
Notary	For corporate shareholders, yes
Submission of proxy	Last day is 10 days prior to the actual meeting, pursuant to the SEC Circular No. 5 series 1996
Several proxies	During registration and prior to the meeting, the registration committee determines from the attending proxies whether proxies will vote separately or as a whole.
Validity of proxy	The Company follows the provisions of the Corporation Code on validity of proxy
Proxies executed abroad	Notarized and consularized
Invalidated Proxy	Proxy is invalidated if it fails to meet the minimum requirements of the Corporation Code.
Validation of Proxy	The proxies received within the period stated in the Notice are sent to the stock and transfer agent for validation. For late proxies, validation may be made before the meeting by the representatives of the stock and transfer agent.
Violation of Proxy	Vote will not be considered.

(h) Sending of Notices

State the company's policies and procedure on the sending notices of Annual/Special Stockholders' Meeting.

Policies	Procedures
The Company incorporates the Notice and Agenda to the Information Statement distributed at least 15 business days prior to the meeting, pursuant to the requirements of the Implementing Rules and Regulations of the of the Securities and Regulation Code.	The Company sends the Notice and Agenda together with the Information Statement by personal service, courier or mail to the stockholders of record at least 15 business days prior to the actual date of the meeting.

(i) Definitive information statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	907 plus the 172 PCD participants
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 28 to April 2, 2012
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by Stockholders	March 28 to April 2, 2012
State whether CD format or hard copies were distributed	Hard Copies
If yes, indicate whether requesting stockholders were provided hard copies	Yes

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
Profiles of directors (at least age, qualifications, date of first appointment, Experience, and directorships in other listed companies) Nominated for election/re-election.	Item is included in the distributed Information Statement
The auditors to be appointed or re-appointed.	Item is included in the distributed Information Statement
An explanation of the dividend policy, if any dividend is to be declared.	Item is included in the distributed Information Statement

The amount payable for final dividends.	Item is included in the distributed Information Statement
Documents required for proxy vote.	Reference to Section 58 of the Corporation Code

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
The CG Manual provisions on rights of stockholders are observed.	As provided in the CG Manual

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes.

K. INVESTORS RELATIONS PROGRAM

1) Discuss the company's external and internal communication policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

The key officers in coordination with the Marketing and Commercial Department, the Office of the Corporate Communications and the Corporate Secretary review any external communication to be released. Internal communication is handled by top management and coordinated with the compliance officer.

2) Describe the company's investor program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the constant details (e.g. telephone, fax, and email) of the officer responsible for investor relations.

	Details
(1) Objectives	<ul style="list-style-type: none"> • Inform stockholders of the financial and operational results of the company for the preceding fiscal year and the end of every quarter; • Provide potential investors with factual information about the Company as requested
(2) Principles	<ul style="list-style-type: none"> • Transparency • Accountability • Sound Operational Strategies • Prudent Fiscal Management
(3) Modes of Communications	<ul style="list-style-type: none"> • Annual Stockholders Meeting • ATI annual report • Corporate Website • Disclosures • Press releases • Port tours and site visits
(4) Investors Relations Officer	Inquiries and matters on IR are addressed in coordination with Finance, Marketing, Corporate Communications and Corporate Secretary.

Telephone Number : 528-6000

Fax: 527-3647

Email: marketing@asianterminals.com.ph
corpcom@asianterminals.com.ph

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

The provisions of the Bylaws and the Corporation Code and other applicable rules issued by the SEC are followed with respect to matters pertaining to transactions described above.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

NA

L. CORPORATE SOCIAL RESPONSIBILITIES INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
ATI Scholarship Program	Qualified children and dependents of ATI employees; underprivileged kids in surrounding communities.
Support for ABS-CBN's Bantay Kalikasan Tree-planting and protection of La Mesa Watershed	Metro Manila Residents – protection of source of potable water
DepEd's Adopt-a-School Program	Selected public elementary schools in surrounding port community.
Free medical and dental mission	Surrounding underprivileged port communities.
Support for Marina, Philippine Ports Authority & Philippine Coast Guards annual coastal clean-up drive	Surrounding port communities
Support for charitable institutions	Various NGOs for their target beneficiaries such as children, cultural minorities and the disabled.
Corporate donations during severe calamities	Communities affected by severe typhoons, flooding and natural calamities in various parts of the country.

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual Performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	Process to be formulated	NA
Board Committees	Self assessment of the audit committee is done annually in accordance with the Audit Committee Charter	Performance Rating on various functions is made. Rating is 1 to 10 with 10 as the highest
Individual Directors	Process to be formulated	NA
CEO/President	Process to be formulated	NA

N. INTERNAL BREACHES AND SANCTIONS

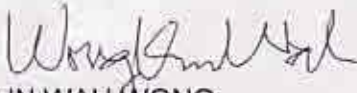
Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
In case of violation of any of the provisions of the Manual:	a) first violation, the subject person shall be reprimanded. b) Suspension from office shall be imposed in case of the second violation. The duration of the suspension shall depend on the gravity of the violation. c) Third violation, the maximum penalty of removal from office shall be imposed.

**NOTE: The above answers are based on best available information as of December 31, 2012, as shown by company records and declarations of the officers and employees concerned, and not on the personal knowledge of signatories*

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned; thereunto duly authorized, in the City of Manila on _____, 2013.

SIGNATURES


KUN WAH WONG
 Chairman of the Board
 TIN 435022288


EUSEBIO H. TANCO
 President
 TIN 41978255


TEODORO L. LOCSIN, JR.
 Independent Director
 TIN 105884252


ARTEMIO V. PANGANIBAN
 Independent Director
 TIN 106197693


RODOLFO G. CORVITE, JR.
 Corporate Secretary/
 Compliance Officer
 TIN 139190431

SUBSCRIBED AND SWORN to before me this JUN 28 2013 day of _____ 2013
 affiant(s) exhibiting to me their IDs, as follows:

Name	ID	Date and Place of Issue
Kun Wah Wong	Passport No. KJ0120558	May 6, 2010/Hongkong
Eusebio H. Tanco	Passport No. XX5485551	February 9, 2010/ Manila
Teodoro L. Locsin Jr.	TIN ID No. 105-884-252-000	July 10, 2000/ Manila
Artemio V. Panganiban	Diplomatic Passport No. DE0000999	January 21, 2012/ Manila
Rodolfo G. Corvite, Jr.	Driver's Lic. No. NO3-92122736	July 16, 2010/ Manila

Doc No. 141
 Page No. 30
 Book No. LXXVII
 Series of 2013

ATTY NOTARY PUBLIC PANIBAN
 NOTARY PUBLIC UNTIL DEC. 31, 2013
 SOA. J. VILLEGAS ST. MALATE, MANILA-TEL. 527-5888
 PTR NO. 1412159 12/28/12 IEP NO. 925669-1-10-11
 COMM NO. 2012014/ROLL NO. 21082
 MCLE COMPLIANCE 2-9-11-TO-3-16-11