

COVER SHEET

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SEC Registration Number

S H A N G P R O P E R T I E S , I N C .

(Company's Full Name)

S t h l e v e l S h a n g r i - L a P l a z a M a l l
E d s a C o r n e r S h a w B o u l e v a r d
M a n d a l u y o n g C i t y

(Business Address: No. Street City/Town/Province)

Atty. Federico G. Noel, Jr.

(Contact Person)

3702700

(Company Telephone Number)

1 2

Month Day
(Calendar Year)

3 1

R e p l y

(Form Type)

Month

Day

(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

Not applicable

Amended Articles Number/Section

Total Amount of Borrowings

-

Domestic

-

Foreign

Dept. Requiring this Doc.

Total No. of Stockholders

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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5 March 2013

SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA,
Mandaluyong City

Thru: **Dir. Justina Callangan**
Corporate Finance Department

Re: **SHANG PROPERTIES, INC. ("SPI")**



Gentlemen:

We write to respond to your letter dated 10 February 2014, directing SPI to address the deficiencies your Office has noted in SPI's ACGR submission.

On the matter of SPI's vision and mission, the Company reviews the same annually, i.e., during the last meeting of the Board of Directors for each year, along with the BOD's review of the past year and its reckoning of the Company's prospects and challenges for the incoming year.

With respect to the signatory for the ACGR, the Company has yet to find a suitable replacement for the previously resigned CEO. Rest assured that the Company is on a continuous lookout for the best candidate to lead it in the coming years.

Please find attached the Company's Revised ACGR, reflecting its response above on the matter of the review of the Company's mission and vision.

Very truly yours,



FEDERICO G. NOEL, JR.
Corporate Secretary



A. **BOARD MATTERS**

1. **BOARD OF DIRECTORS**

Number of Directors per the Company's Articles of Incorporation:

Pursuant to Article SIXTH of the Company's Articles of Incorporation, the number of directors of the Company shall be fifteen (15).

Actual Number of Directors for the Year:

For the fiscal year 2012-2013, the Company has 15 members of the Board of Directors.

(a) Composition of the Board

Director's Name	Type (Executive ED), Non-Executive (NED) or Independent Director (ID)	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)	Elected when (Annual/Special Meeting)	No. of years served as director
Edward Kuok Khoon Loong	NED			03.31.92	19 June 2002	AGM	21 yrs. 2 mos.
Alfredo C. Ramos***	NED			08.11.88	- do -	AGM	24 yrs. 9 mos
Cynthia R. Del Castillo	NED			06.28.01	- do -	AGM	11 yrs 11 mos
Vicente P. Formoso***	Retired as of 30 Jan 2013				- do -	AGM	
Alexandra R. Padilla***	NED			05.03.06	- do -	AGM	7 yrs
Benjamin I. Ramos***	NED			08.26.10	- do -	AGM	2 yrs 9 mos
Wilfred Woo	ED			08.23.11	- do -	AGM	1 yr 9 mos.
Danila Regina I. Fojas	ED			06.13.02	- do	AGM	7 yrs 11mos.
Kin Sun Andrew Ng	ED			06.16.05	- do -	AGM	13 yrs 6 mos
Federico G. Noel, Jr.	ED			11.15.99	- do -	AGM	11 yrs 11 mos.
Wilkie Lee	NED			06.18.08	- do -	AGM	4 yrs 11 mos
Johnny O. Cobankiat	NED	Nominee of Ideal Sites & Properties, Inc.	Ideal Sites and Properties, Inc.	08.14.07	- do -	AGM	5 yrs 9 mos
Antonio O. Cojuangco	NED	- do -		08.14.07	- do -	AGM	5 yrs 9 mos

George L. Go	NED	- do -		08.14..07	- do -	AGM	5 yrs 9 mos
Ho Shut Kan	NED			06.23.10	- do -	AGM	2 yrs 11 mos

(b) Corporate governance policy adopted by the Board / Respect for the Rights of Shareholders and Stakeholders

The Board of Directors and the Company are committed in their observance of corporate governance principles. The Board ensures that such commitment is continually reflected in the policies, strategies and directions taken by the Board and by the Company. The basic principles of governance of fairness, transparency, and accountability are duly observed in the Company's dealings with its shareholders and stakeholders, and a culture of good governance is encouraged within the Company's ranks. Thus, regular disclosure duties to the Securities and Exchange Commission and the Philippine Stock Exchange are also observed studiously.

The Board and the Company also recognize that a key part of governance is its open and effective engagement with its shareholders and stakeholders, so that measures are in place to assure open channels of communications. Thus, shareholders can raise comments on the performance and future directions of the Company during the annual stockholders meetings; annual results are distributed to the stockholders and disclosed to the public; the Company's website features various information about the Company and its operations, directions, disclosures, and financial strength, as well as encourages feedback from shareholders and the public alike.

The Board and the Company ensure that the rights of stockholders as provided by law and regulation are respected. This respect for the Company's shareholders is further enshrined in Article 6 (A) and (B) of the Company's Manual of Corporate Governance, to wit:

- "A) The Board shall respect the rights of the stockholders as provided for in the Corporation Code, namely:
- (i) Right to vote on all matters that require their consent or approval;
 - (ii) Pre-emptive right to all stock issuances of the corporation;
 - (iii) Right to inspect corporate books and records;
 - (iv) Right to information;
 - (v) Right to dividends; and
 - (vi) Appraisal right.
- B) The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the Bylaws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the

stockholder's favor.

It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights.

The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval.

Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation."

(c) Frequency of Board review of the Company's mission and vision

The Company reviews its mission and vision annually, i.e., during the last meeting of the Company's Board of Directors for each year, along with the Board's review of the past year and its reckoning of the Company's prospects and challenges for the incoming year. (Revised on 03 March 2014, per SEC letter dated 10 February 2014)

(d) Directorships in other companies

(i) Directorships in the Company's Group

Following are the members of the Company's Board of Directors who hold the office of director in other companies within the Group (parent, subsidiaries, associates and joint ventures of the Company):

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Edward <u>Kuok</u> Khoon Loong	Brown Swallow Development Corp., BOFRI Holdings, Inc., Green Mangrove Realty, Inc., Ideal Sites & Properties, Inc., Kuok Consultancy, Inc., Kerry Philippines, Inc. and Minot Phil Holdings, Inc.	Brown Swallow Development Corp., BOFRI Holdings, Inc., Kuok Consultancy, Inc. and Minot Phil Holdings, Inc. -Chairman Kerry Philippines, Inc., Green Mangrove Realty, Inc., Ideal Sites & Properties, Inc., and Kerry Philippines, Inc. Brown Swallow Development Corp., BOFRI Holdings, Inc., Kuok Consultancy, Inc. and Shangri-La Plaza Corporation - NED
Alfredo C. Ramos***	Shangri-La Plaza Corporation	NED / Vice Chairman
Alexandra Ramos - Padilla***	Shangri-La Plaza Corporation	NED
Wilfred Woo	Exemplary Ventures & Interests, Inc., KPPI Realty Corp., New Contour Realty, Inc., Perfect Sites, Inc. and Shangri-La Plaza Corporation	Perfect Sites, Inc. Exemplary Ventures & Interests, Inc., KPPI Realty Corp., New Contour Realty, Inc., KSA Realty Corporation and The Enterprise Center