

COVER SHEET

C S 2 0 1 2 1 0 3 1 4

SEC Registration Number

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

(Company's Full Name)

3 R D F L O O R J T K C C E N T E R , 2 1 5 5
C H I N O R O C E S A V E , . M A K A T I C I T Y

A. BAYANI K. TAN

8632-0905

Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

Month Day
Annual Meeting

SEC FORM - I-ACGR INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

Form Type

Secondary License Type, if applicable

Department Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be Accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2022**
2. SEC Identification Number **CS201210314**
3. BIR Tax Identification No.
008-297-271-000
4. Exact name of issuer as specified in its charter
COAL ASIA HOLDINGS, INCORPORATED
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction
of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **3rd Floor JTKC Center, 2155 Don**
Chino Roces, Makati City
Address of principal office
8. **1231**
Postal Code
8. **(02) 8632-0905**
Issuer's telephone number, including area code
9. **Not applicable**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT	Please refer to the following: • 2022 Annual Report (SEC Form 17-A), pages 34-35, accessible through the following link: https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance Please refer to the Revised Manual on Corporate Governance – Part II Compliance System, B. Board of Directors pp. 2-12, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships																	
<table><tr><th>Name</th><th>Type of Directorship</th></tr><tr><td>Harald R. Tomintz</td><td>Non-Executive</td></tr><tr><td>Johnson A. Sanhi, Jr.</td><td>Executive</td></tr><tr><td>Dexter Y. Tiu</td><td>Executive</td></tr><tr><td>Eric Y. Roxas</td><td>Non-Executive</td></tr><tr><td>Juan Kevin G. Belmonte</td><td>Independent</td></tr><tr><td>Aristides S. Armas</td><td>Independent</td></tr><tr><td>Arsenio M. Bartolome III</td><td>Independent</td></tr></table>				Name	Type of Directorship	Harald R. Tomintz	Non-Executive	Johnson A. Sanhi, Jr.	Executive	Dexter Y. Tiu	Executive	Eric Y. Roxas	Non-Executive	Juan Kevin G. Belmonte	Independent	Aristides S. Armas	Independent	Arsenio M. Bartolome III	Independent
Name	Type of Directorship																		
Harald R. Tomintz	Non-Executive																		
Johnson A. Sanhi, Jr.	Executive																		
Dexter Y. Tiu	Executive																		
Eric Y. Roxas	Non-Executive																		
Juan Kevin G. Belmonte	Independent																		
Aristides S. Armas	Independent																		
Arsenio M. Bartolome III	Independent																		
Recommendation 1.3																			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors. Please refer to the following: Part VII. Duties and Responsibilities of Director, Item H of the Board of Directors Charter, available at https://coalasiaholdings.com/files/BOD_Charter.pdf Part VIII Training Process of the Revised Manual on Corporate Governance for the policy on the training of directors, p. 31, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf																	

2. Company has an orientation program for first time directors.	COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered. The present directors of the Company were all re-elected. Therefore, there were no first-time directors in 2022. However, in 2017, Mr. Bartolome was a first-time director. He was given an orientation to the business of the Company and furnished copies of the Company's Articles of Incorporation, By-laws and other relevant documents.	
3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT		The Company has no annual in-house Corporate Governance training for its directors. However, the Company regularly informs the directors of the schedule of SEC accredited Corporate Governance Training programs and assists them in the reservation of their slots.
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's board diversity policy. The Corporate Governance Committee evaluates the nominees for election as directors to ensure that there is diversity of experience and backgrounds. This is part of the duty of the Nomination Committee, the functions of which was absorbed by the Corporate Governance Committee,	

		when they pre-screen and shortlist the nominees for election as directors. Please refer to the Revised Manual on Corporate Governance – Part II Compliance System, C. Board Committees pp. 14-16 and pp. 17-18, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Indicate gender composition of the board. The Board is composed of seven (7) male directors.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			

1. Board is assisted by a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions. The Corporate Secretary is Atty. A. Bayani K. Tan, who is not a member of the Board of Directors of the Company. He is also not the Compliance Officer. The Company's Compliance Officer is Ms. Rosanna Desiderio. For more information on Atty. Tan, please refer to p. 35-36 of the 2022 Annual Report accessible through: https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf									
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	For the duties and functions of the Corporate Secretary, please refer to pp. 23-24 of the Revised Manual on Corporate Governance, accessible through the following link:									
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf									
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered <table border="1"> <thead> <tr> <th>Name</th><th>Date of Training</th><th>Program</th><th>Training Institution</th></tr> </thead> <tbody> <tr> <td>Atty. A. Bayani K. Tan</td><td>7/22/2022 4 hours</td><td>Advanced Corporate Governance Training</td><td>Institute of Corporate Directors</td></tr> </tbody> </table>	Name	Date of Training	Program	Training Institution	Atty. A. Bayani K. Tan	7/22/2022 4 hours	Advanced Corporate Governance Training	Institute of Corporate Directors	
Name	Date of Training	Program	Training Institution								
Atty. A. Bayani K. Tan	7/22/2022 4 hours	Advanced Corporate Governance Training	Institute of Corporate Directors								
Optional: Recommendation 1.5											

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions. The Compliance Officer is Ms. Rosanna T. Desiderio, who is not a member of the Board. She concurrently holds the position of Investor Relations Officer and Account Manager. Please refer to the Profile of the Compliance Officer Found in the 2022 Annual Report, p.36 accessible through: https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf Functions are set in the Company's Revised Manual on Corporate Governance – Part II Compliance System, A. Compliance Officer pp. 1-2, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		
3. Compliance Officer is not a member of the board.	COMPLIANT		
4. Compliance Officer attends training/s on corporate governance.	NON-COMPLIANT	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	While unable to attend a corporate governance training in 2022, the Compliance Officer continuously updates herself on the latest issuances and rules of the SEC and PSE.

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting) The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities to ensure a high standard of best practices for the Company, its stockholders and other stakeholders. Please refer to the Omnibus Secretary's Certificate attached as Annex "A"	
--	-----------	---	--

Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting) The Board reviews Management's proposal for the Company's business objectives and strategies, company policies and processes.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	Indicate frequency of review of business objectives and strategy The Board of Directors actively oversees the business and strategic plans of the Company, the business and objective strategies regularly.	

		Please refer to the Omnibus Secretary's Certificate attached as Annex "A".	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	Indicate or provide link/reference to a document containing the company's vision, mission and core values. Please refer to the Company's Vision, Mission and Core Values: http://www.coalasiaholdings.com/ourcompany.html Indicate frequency of review of the vision, mission and core values. The Company periodically reviews the vision, mission and core values of the organization. The review, while not formally done, is incorporated during the Company's annual strategic planning.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Provide information on or link/reference to a document containing information on the strategy execution process. The Board reviews Management's proposal for the Company's business objectives and strategies, company policies and processes. Please refer to the Omnibus Secretary's Certificate attached as Annex "A"	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications The Chairman of the Board is Mr. Harald R. Tomintz.	

		Please refer to the Profile of the Chairman of the Board found in the 2022 Annual Report, p. 34 accessible at the following link: https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation. The Company's senior officers work closely with the CEO/President and under the guidance of the Board of Directors to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations.	
2. Board adopts a policy on the retirement for directors and key officers.	NON-COMPLIANT		The Board and the Company prioritizes the experience of directors and key officers and hence, no formal policies have been approved on retirement of directors and key officers. Once the business has taken off, the Company may be able to focus more on succession planning and incorporate such policies in the Company.
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	NON-COMPLIANT	The Company's executive directors do not receive regular compensation for their services as they are seconded from Titan Mining and Energy Corporation. There are no other arrangements for compensation either by way of payments for committee participation or special assignments other than reasonable per diems. Although the Company does not have a formal or written policy on remuneration, the amount of remuneration and bonuses of the officers and employees are merit based and determined in accordance with their performance.	Although the Company does not have a formal or written policy on remuneration, the amount of remuneration and bonuses of the officers and employees are merit based and determined in accordance with their performance.
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	and determined in accordance with their performance.	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	Please refer to the Revised Manual on Corporate Governance –Part II. Compliance System, C. Board Committees, Nomination Committees, pp. 14-16, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board Please refer to the Revised Manual on Corporate Governance – Part IV. Shareholders' Rights and Protection of Minority Stockholders' Interests, pp. 28-30, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	NON-COMPLIANT	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	While a formal assessment of the process is not undertaken, Company strictly follows the Company's Nomination and Election Policies.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		

Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates.	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs The Company adopts a policy of full disclosure with regard to related party transactions. All terms and conditions of related party transactions are reported to the Board of Directors to ensure that transactions with related parties are at terms equivalent to prevailing market rates and at arm's length basis. Please refer to the Related Party Transactions Policy: https://www.coalasiahholdings.com/files/RelatedPartyTransactionsPolicy.pdf, as well as the Revised Manual on Corporate Governance – Part II. Compliance System, C.	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	Board Committees, Related Party Transaction Committee, pp. 19-22, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf The Material RPT Policy, on the other hand, was approved in 2019 and is available through the following link: https://coalasiaholdings.com/files/MaterialRelated%20PartyTransactionPolicyGuidelines_1.pdf Identify transactions that were approved pursuant to the policy. No transactions reaching the set materiality thresholds were approved in 2022.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations	COMPLIANT		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	COMPLIANT	Provide information on a materiality threshold for RPT disclosure and approval, if any. The Material RPT Policy was approved in 2019 and is available through the following link: https://coalasiaholdings.com/files/MaterialRelated%20PartyTransactionPolicyGuidelines_1.pdf Provide information on RPT categories Material RPTs or those with amounts reaching at least 10% of the total assets of the Company are subject to the strict approval mechanism outlined in the Material RPT Policy.	
2. Board establishes a voting system whereby a majority of non-related party	COMPLIANT	Provide information on voting system, if any.	

shareholders approve specific types of related party transactions during shareholders' meetings.		All shareholders are given the opportunity to vote at stockholders' meetings. It is the practice of the Corporation to disclose all its related-party transactions in its Annual Report, which in turn are approved by the shareholders. At the stockholders' meeting, all shareholders are given the chance to raise questions or concerns regarding the matters disclosed in the Annual Report. The shareholders' approval serves as the ratification of the related party transactions so disclosed.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. The appointment of competent, professional, honest and highly-motivated management officers is one of the functions of the Board of Directors enumerated in the Revised Manual on Corporate Governance – Board of Directors. Please refer to the Revised Manual on Corporate Governance Part II Compliance System-B. Board of Directors, p. 2, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Identity of the Management team appointed • Mr. Johnson A. Sanhi, Jr. - President and Chief Operating Officer • Mr. Dexter Y. Tiu -Treasurer • Atty. A. Bayani K. Tan - Corporate Secretary • Mr. Rolando Domingo - Chief Financial Officer (OIC) • Mr. Enrique C. Payawal -Vice President -Exploration	

		Ms. Rosanna T. Desiderio - Chief Information Officer and Acting Chief Compliance Officer	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. The Company's senior officers work closely with the CEO/President and under the guidance of the Board of Directors to ensure that they are given ample training and experience in running the Company. This approach exposes the senior officers to the day-to-day demands of Company operations. Provide information on the assessment process and indicate frequency of assessment of performance. The Board periodically evaluates and monitors the implementation of its strategic policies, programs, business plans, operating budgets, including the Management's overall performance.	
Recommendation 2.9			

1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel. The Board is tasked to establish minimum internal control mechanisms for monitoring and overseeing management performance and to monitor the implementation of its strategic policies and programs, including the overall performance of management. The Board periodically assesses performance of both management and personnel. Please refer to Revised Manual on Corporate Governance, Part II. Compliance System, B. Board of Directors, pp. 4-12, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	One of the functions of the Board is to establish minimum internal control mechanisms for monitoring and overseeing management performance. The Audit and Risk Committee monitors and evaluates the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security, and ensure the integrity of	

		the financial reports and protection of the assets of the Company for the benefit of all stockholders and other stakeholders. Please refer to the Revised Manual on Corporate Governance – II. Compliance System, C. Board Committees – Audit and Risk Committee, pp. 12-14, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
3. Board approves the Internal Audit Charter.	NON-COMPLIANT	Provide reference or link to the company's Internal Audit Charter	The Corporate Governance Charter of the Company provides for the duties and responsibilities of the Internal Auditor.
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. Please refer to Revised Manual on Corporate Governance – II. Compliance System, C. Board Committee, Internal Auditor, pp. 25-27, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	Provide proof of effectiveness of risk management strategies, if any.	

		Risks and Risks Management Strategies are discussed in the Company's Annual Report. As of date, no instances disprove the effectiveness of the Risks Management Strategies and actions taken by the Company. Please refer to the Company's 2022 Annual Report accessible through the following link: https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed. Please refer to Charter of the Board of Directors available at https://coalasiaholdings.com/files/BOD_Charter.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	Provide information on or link/reference to a document showing company's insider trading policy. Please refer to the Company's Policies – Insider Trading on the company website: https://www.coalasiaholdings.com/files/InsiderTradingPolicy.pdf	
Optional: Principle 2			

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company. Please refer to the Revised Manual on Corporate Governance – II. Compliance System, C. Board Committees, pp. 12-21, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Please refer to the Revised Manual on Corporate Governance – II. Compliance System, C, Board Committees, Audit Committee, pp. 12-14.	

		Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor. Yes. Please refer to the Revised Manual on Corporate Governance – II. Compliance System, C. Board Committees, Audit Committee, p. 14. The Revised Manual on Corporate Governance is accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship. The Audit and Risk Committee is composed of three non-executive directors, the majority of whom, including the Chairman, are independent. • Mr. Armas – Chairman • Mr. Bartolome – Member • Mr. Roxas – Member Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.	

		Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. There are no non-audit services conducted by the External Auditor for the Company.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present. Prior the release of the Company's Financial Statements, the Audit and Risk Committee discusses with the External Auditor the Company's financial status, reviews and approves Interim and Annual Financial Statements and reviews the disposition of the recommendations in the External Auditor's Management Letter. The Audit and Risk Committee also performs oversight functions over the latter. Only the external auditors and the Audit and Risk Committee members are present at said meeting.	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Please refer to the Revised Manual on Corporate Governance – II. Compliance System, C. Board Committees, Corporate Governance Committee, pp. 17-18, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable. The Corporate Governance Committee is responsible to set in place a system for the assessment of the performance of the Board. Pursuant to this duty, the Committee shall provide the criteria and process to determine the performance of the Board, the individual directors, committees and Management. Such system should allow for a feedback mechanism from the shareholders. The Revised Manual on Corporate Governance also enumerates the qualifications and disqualifications of directors.	

2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship. All of the members of the Corporate Governance Committee are Independent Directors. Mr. Bartolome – Chairman Mr. Belmonte – Member Mr. Armas – Member Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee. The Chairman of the Corporate Governance Committee, Mr. Bartolome, is an Independent Director. Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meets at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
Recommendation 3.4			

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	Taking into consideration the size of the Company and the functions of the Board Risk Oversight Committee, the Board of Directors decided to merge the functions of the Board Risk Oversight Committee with the functions of the Audit and Risk Committee.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship The members of the Audit and Risk Committee perform the functions of the BROC. Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	The Chairman of the Audit and Risk Committee, Mr. Armas, is not the chairman of the Board or of any other committees of the Company. Mr. Armas was previously the President of UCPB Leasing and Financing Corporation. He has 40 years of experience in banking and financing. He previously held executive positions in Citibank, BA Finance Corporation, UCPB Savings Bank, and United Coconut Planters Bank. He earned his Bachelor of Arts degree and Bachelor of Science

3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the BROC. Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	degree in Commerce from the De La Salle University.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	Taking into consideration the size of the Company and the functions of the Related Party Transactions Committee has been merged with the functions of the Audit and Risk Committee because the Company rarely enters into related party transactions.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes. Please refer to the Board Committee Charters available at the following links: https://coalasiaholdings.com/files/Board_Risk_Oversight_Committee_Charter.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		

		https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf https://coalasiaholdings.com/files/Corporate_Governance_Committee_Charter.pdf	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Provide link to company's website where the Committee Charters are disclosed. Please refer to the Board Committee Charters available at the following links: https://coalasiaholdings.com/files/Board_Risk_Oversight_Committee_Charter.pdf https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf https://coalasiaholdings.com/files/Corporate_Governance_Committee_Charter.pdf	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. Please see the Corporation's Internal Procedure for Holding Meetings via Remote Communication attached as Annex "B".	

		Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings. There were two (2) meetings of the Board held in 2022, on 11 May 2022 and 15 December 2022. All the Members of the Board attended all said meetings. The shareholders' meeting was held last 15 December 2022, which meeting was attended by all directors.	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	It is the policy of the Company that the Board of Directors and Committee members are furnished a copy of the materials at least five (5) calendar days before the meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors In the Board and Committee meetings, the directors are participative and ask the necessary questions or seek clarifications and explanations on the matters discussed therein. Please refer to the Omnibus Secretary's Certificate attached as Annex "A".	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. It is the Company's policy that the non-executive directors of the Board may concurrently serve as directors to a maximum of five (5) publicly-listed companies to ensure	

		that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company. Please refer to the Revised Manual on Corporate Governance –Part II. Compliance System, B. Board of Directors, p. 3, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies Please refer to the 2022 Annual Report (SEC Form 17-A), pages 34 to 35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. It is the Company's policy that a director must notify the Board before accepting a directorship in another publicly-listed company. Please refer to the Revised Manual on Corporate Governance –Part II. Compliance System, B. Board of Directors, p. 3, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	

		In 2022, none of the members of the Board of Directors have notified the Company of the fact of accepting new directorships.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of Directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
4. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	Provide information or link/reference to a document containing information on the number of independent directors in the board Three out of the seven members of the Company's Board of Directors are Independent. Please refer to the 2022 Annual Report (SEC Form 17-A), pages 34 to 35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	

Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Provide information or link/reference to a document containing information on the qualifications of the independent directors. Please refer to the 2022 Annual Report (SEC Form 17-A), p. 34-35 available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	Provide link/reference to a document containing information that directors are not constrained to vote independently. Please refer to the Corporation's Bylaws, specifically Article III Section 5. Additional Requirements for Independent Directors, accessible through the following link: https://www.coalasiaholdings.com/files/coal_amendedbylaws.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	NON-COMPLIANT	Provide information or link/reference to a document showing the years IDs have served as such. Mr. Juan Kevin Belmonte and Mr. Aristides S. Armas have been independent directors of the Company since 2012. Meanwhile, Mr. Arsenio M. Bartolome III has been an independent director of the Company since 2017.	Both Mr. Juan Kevin Belmonte and Mr. Aristides S. Armas have served for more than nine years.
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director. An independent director shall have a maximum cumulative term of nine (9) years, after which he is	While the Corporation has a maximum cumulative term for IDs of nine (9) years, par. e of II. Compliance System, B. Board of

		perpetually barred as such unless the Board provides meritorious justification, and the shareholders approve it during their annual meeting. At the end of the term of the independent director, he may qualify for nomination as a non-independent director.	Directors p. 10, also provides for an exemption. For meritorious reasons, the exemption from the nine-year term limit was sought and approved by the shareholders during the 15 December 2022 Annual Meeting. Please refer to the Revised Manual on Corporate Governance – II. Compliance System, B. Board of Directors, p. 10, accessible through the following link: https://www.coalasiaholidays.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	NON-COMPLIANT	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	The reelection of Mr. Armas and Mr. Belmonte were approved by the stockholders in the meeting held 15 December 2022.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer	

		The Chairman of the Board is Mr. Harald R. Tomintz while the Chief Executive Officer is Mr. Johnson A. Sanhi Jr.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Please refer to the Revised Manual on Corporate Governance – Part II. Compliance System – Chief Executive Officer, pp. 22-23, accessible in the Company website: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Identify the relationship of Chairman and CEO. The CEO, being the President of the Company, reports to the Chairman and the Board of Directors significant matters pertaining to the operations and performance of the Company.	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent. The Chairman is not an independent director. He is, however, a non-executive director.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation	COMPLIANT	Provide proof of abstention, if this was the case.	

abstain from taking part in the deliberations on the transaction.		There were no significant transactions discussed during Board meetings in which any director had material interest. Consequently, no abstention occurred during the period covered.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	NON-COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	Given that the Company is a holding corporation and thus, has limited operations, the Company does not see the need for separate periodic meetings without any executive present, at this time.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		The Audit and Risk Committee composed of 2 independent directors and 1 non-executive director, is primarily tasked to perform oversight functions.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT	Provide name/s of company CEO for the past 2 years Mr. Johnson A. Sanhi, Jr. has been the Company's CEO for the past seven years.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			

Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	NON-COMPLIANT	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	To ensure transparency, the Board reports to the stockholders during the Annual Stockholders' Meeting the performance of the Company. The Company's performance is a good indication, not only of the performance of Management, but also the performance of the Company's Board.
2. The Chairman conducts a self-assessment of his performance.	NON-COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	NON-COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	NON-COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders. The Revised Manual on Corporate Governance serves as the minimum criteria in determining the performance of the Board, individual directors and committees.	

		The Corporate Governance Committee determines the criteria and process to evaluate the performance of the Board, the individual directors, committees and Management. Such system should allow for a feedback mechanism from the shareholders.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Please refer to the Revised Manual on Corporate Governance – Part II. Compliance System, B. Board of Directors – Corporate and Governance Committee, pp. 17-18, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Provide information on or link/reference to the company's Code of Business Conduct and Ethics. Please refer to Code of Business Conduct and Ethics, accessible through the Company website: https://www.coalasiahholdings.com/businessconduct.html	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees. Directors, members of senior management and employees were furnished copies of the Company's Code of Business Conduct and Ethics upon assumption of their respective positions in the Company. It is also the Company's practice to issue company-wide memos if there are any amendments to the Code or new policies to be implemented.	

3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed. Please refer to the Code of Business Conduct and Ethics found on the company website http://www.coalasiaholdings.com/businessconduct.html	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery The Company desires to strengthen its integrity and the fight against corruption and related offenses. The Code of Business Conduct and Ethics sets forth the conditions and procedures for investigations of allegations of corruption, fraud and misconduct. Please refer to the Code of Business Conduct and Ethics found on the company website http://www.coalasiaholdings.com/businessconduct.html	
Recommendation 7.2			

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. There were no reported violations of the Code of Business Conduct and Ethics in 2022. The Company supports the reporting of ethics violations by establishing a mechanism where violations can be reported anonymously, either verbally or in writing, to the Compliance Officer, Human Resources Department or any member of the Audit and Risk Committee. Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance: Directors, officers, employees, consultants, advisers, contractors, and suppliers acting on behalf of the company must adhere to the Code of Business Conduct and Ethics.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders Please refer to the Revised Manual on Corporate Governance – Part III. Reportorial or Disclosure System of	
--	-----------	---	--

		Corporate Governance Policies, pp. 27-28, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May 31 2017.pdf																			
Supplement to Recommendations 8.1																					
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	NON-COMPLIANT	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively. <table><tr><td></td><td>Publishing Date</td><td>No. of Days</td></tr><tr><td>2022 Annual Report</td><td>02 May 2023</td><td>122</td></tr><tr><td colspan="3">Quarterly Report</td></tr><tr><td>1st Quarter</td><td>17 May 2022</td><td>47</td></tr><tr><td>2nd Quarter</td><td>05 August 2022</td><td>36</td></tr><tr><td>3rd Quarter</td><td>04 November 2022</td><td>35</td></tr></table> Please refer to Company Disclosures: http://edge.pse.com.ph/companyDisclosures/form.do?company_id=637		Publishing Date	No. of Days	2022 Annual Report	02 May 2023	122	Quarterly Report			1st Quarter	17 May 2022	47	2nd Quarter	05 August 2022	36	3rd Quarter	04 November 2022	35	The Company always endeavors to comply with the regulations of the Securities and Exchange Commission. The Company filed a 17-L report or a request for extension of time to submit the Annual Report. Hence, the submission of the 2022 Annual Report was extended until 30 April 2023. So while the Company was unable to submit its reports within the periods provided herein, it was able to submit within the extended deadlines (Since 30 April 2023 fell on a Sunday, the legal deadline is moved to the next working day which is 02 May 2023, as 01 May 2023 is a holiday).
	Publishing Date	No. of Days																			
2022 Annual Report	02 May 2023	122																			
Quarterly Report																					
1st Quarter	17 May 2022	47																			
2nd Quarter	05 August 2022	36																			
3rd Quarter	04 November 2022	35																			
2. Company discloses in its annual report the principal risks associated with the identity	NON-COMPLIANT	Provide link or reference to the company's annual report where the following are disclosed:	The Company is nonetheless compliant																		

of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.		1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.	with regulations of the Securities and Exchange Commission and Philippine Stock Exchange as to the disclosures of its Annual and Quarterly Financial Reports.
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share. All directors and officers shall disclose/report to the Company any dealings in its shares within three (3) business days. Please refer to the Revised Manual on Corporate Governance – Part III. Reportorial or Disclosure Systems of Corporate Governance Policies, p. 27, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. The dealings of directors in the Company's shares are reported to both the SEC and PSE. In 2022, there was no material transaction. Please see disclosures at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=637	

2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders. Please refer to the following: - Public Ownership Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=094c67df0be4a93f9e4dc6f6c9b65995 - List of Top 100 shareholders https://edge.pse.com.ph/openDiscViewer.do?edge_no=aa0e52db105595689e4dc6f6c9b65995 - Shareholdings of Directors and management are found in the 2022 Annual Report, page 39, accessible in the Company website through the following link: https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf Provide link or reference to the company's Conglomerate Map. Please refer to the Company's Conglomerate Map found in the company website: http://www.coalasiaholdings.com/ourcompany.html	
Recommendation 8.3			

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended. Please refer to the profiles of the Members of the Board of Directors in the 2022 Annual Report (SEC Form 17-A), pages 34-35 available at the following link: https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended. Please refer to the following: • Profiles of the Members of the Board of Directors found in the 2022 Annual Report (SEC Form 17-A) pages 34-35 available at the following link: https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf Public Ownership Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=094c67df0be4a93f9e4dc6f6c9b65995	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	Disclose or provide link/reference to the company policy and practice for setting board remuneration Under the By-Laws of the Company, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the	

		Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	Disclose or provide link/reference to the company policy and practice for determining executive remuneration The Board of Directors aligns the remuneration of key officers and board members with the long-term interest of the Company. In determining compensation, the Board shall ensure that remuneration is commensurate to the responsibilities of the relevant officer and that the pay-out schedule is sensitive to risk outcomes over a multi-year horizon. Please refer to the Revised Manual on Corporate Governance – Part II. Compliance System, B. Board of Directors, p. 4, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON-COMPLIANT	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	The Company discloses the remuneration of the top executives on an aggregate basis.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring	COMPLIANT	Disclose or provide reference/link to company's RPT policies	

transactions in their Manual on Corporate Governance.		Please refer to the Related Party Transactions Policy, accessible through the following link: https://www.coalasiaholdings.com/files/RelatedPartyTransactionsPolicy.pdf Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction. There has been no instance which required the abstention of a director by reason of conflict of interest.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions There have been no material or significant RPTs approved in 2022 pursuant to the Material Related Party Transactions Policy approved in September 2019. All RPTs, whether significant or not, however, are aggregated in a summary contained in the Annual Report.	
Supplement to Recommendation 8.5			

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Indicate where and when directors disclose their interests in transactions or any other conflict of interests. To avoid potential conflict of interest or an appearance thereof, directors are required to disclose in writing to Management any personal interest or possible gain in a transaction involving the Company. Please refer to the Conflicts of Interest Policy, accessible in the Company website through the following link: https://www.coalasiaholdings.com/files/ConflictofInterestPolicy.pdf	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	Provide link or reference where this is disclosed The Company did not acquire or dispose any significant asset that could adversely affect the viability or the interest of its shareholders and other stakeholders.	
2.			
3. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.	

		The Company did not acquire or dispose any significant asset that could adversely affect the viability or the interest of its shareholders and other stakeholders.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Provide link or reference where these are disclosed. No shareholder agreements, voting trust agreements, confidentiality agreements and such other agreements that may impact on control, ownership and strategic direction of the Company were disclosed to the Company.	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted. Please refer to the Manual on Corporate Governance found on the company website:	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT	https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
3. Company's MCG is posted on its company website.	COMPLIANT		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	Provide proof of submission. The Revised Manual on Corporate Governance was submitted to the SEC on 31 May 2017. The copy uploaded on the website of the Company bears the stamp of the SEC, as proof of submission. Please see link below: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	

Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where these are contained in the Annual Report	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.		Provide link or reference to where this is contained in the Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting		Provide link or reference to where this is contained in the Annual Report	

on the adequacy of the company's internal controls/risk management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic). company discloses in the Annual Report		Provide link or reference to where these are contained in the Annual Report	
6.			
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. Please refer to the Revised Manual on Corporate Governance –Part II. Compliance System, B. Board Committees , Audit Committee pp. 12-14, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor. The re-appointment of Reyes Tacandong and Co. was approved by 80% of the stockholders (3,200,412,005 shares) in the Annual Stockholders' Meeting 15 December 2022.	

		Please refer to the Minutes of the Company's Annual Stockholders' Meeting, accessible through the Company website: https://coalasiaholdings.com/files/ASM-221215-final.pdf	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor. There was no change of external auditor from the previous year.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. It is the Company's policy that its External Auditor should be rotated or changed every five (5) years or earlier, or the signing partner of the external auditing firm assigned to the Company, should be changed with the same frequency. Please refer to the Revised Manual on Corporate Governance –Part II Compliance System, Item 11. External Auditor, p. 25, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to the Audit Committee Charter available at https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf	

iii.	auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2.	Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to the Audit Committee Charter available at https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf	
Supplement to Recommendations 9.2				
1.	Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to the Audit Committee Charter available at https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf	
2.	Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter Please refer to the Audit Committee Charter available at https://coalasiaholdings.com/files/Audit_Committee_Charter.pdf	
Recommendation 9.3				

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any. There are no non-audit services conducted by the External Auditor for the Company.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services. It is the responsibility of the Audit Committee to assess the integrity and independence of the external auditor, taking into consideration the relevant Philippine professional and regulatory requirements. The committee shall also review and monitor annually the external auditor's suitability and effectiveness. Please refer to the Revised Manual on Corporate Governance, Part. II Compliance System, C. Board Committees, Item 2. Audit Committee p. 14, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	Provide information on audit and non-audit fees paid. There are no non-audit services conducted by the External Auditor for the Company.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner: Arthur Vinson U. Ong	

		2. Accreditation number: SEC Accreditation No. 120745-SEC Group-A 3. Expiry date of accreditation: 2025; and 4. Name, address, contact number of the audit firm. Reyes Tacandong & Co. Citibank Tower 8741 Paseo de Roxas, Makati City 1226 Philippines Phone: +632 982 9100; Fax: +632 982 9111	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected – 23 November 2020 2. Name of the Audit firm – Reyes Tacandong & Co. 3. Members of the engagement team inspected by the SEC– Engagement Partner: Arthur Vinson U. Ong	

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

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues. It is Company practice to disclose all key risks and risk-mitigating measures in its Annual Report, including those issues underpinning sustainability. The Company's risk involving the Mining Business, Risks related to Environmental Protection, Safe Mining Operations, and Social and Economic Development is included in the Company's Annual Report.	
---	-----------	--	--

		Please refer to the 2022 Sustainability Report (pages 42-75) available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used. Please see pages 42-75, available at: https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	NON-COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.	The existing official website is a cost-efficient channel of communication. Please refer to the Company Website: http://www.coalasiaholdings.com/index.html
---	---------------	---	---

			Company disclosures are also at the PSE Edge. https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=637
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	Provide link to company website. Please refer to Company's Website https://www.coalasiaholdings.com/index.html	
a. Financial statements/reports (latest quarterly)	COMPLIANT		
b. Materials provided in briefings to analysts and media	COMPLIANT		
c. Downloadable annual report	COMPLIANT		
d. Notice of ASM and/or SSM	COMPLIANT		
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company's Articles of Incorporation and By-Laws	COMPLIANT		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	Please refer to Company Website https://www.coalasiaholdings.com/index.html	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			

1. Company has an adequate and effective internal control system in the conduct of its business.	NON-COMPLIANT	List quality service programs for the internal audit functions. Internal Audit provides full audit, general audit, spot audit, situational audit and follow-up audit. Indicate frequency of review of the internal control system. Review of the internal control system is done annually.	Because of the limited operations of the Company, the Board does not deem necessary to employ an Internal Auditor to perform Internal Audit functions. The Audit and Risk Committee is responsible for management oversight and risk recognition and assessment. When the circumstances of the Company have changed, the Board shall consider appointing one.
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Identify international framework used for Enterprise Risk Management Please refer to the Enterprise Risk Management Policy http://www.coalasiaholdings.com/riskmanagement.html Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks Key risks are disclosed in the Company's Annual Report available at https://coalasiaholdings.com/files/17A-Coal Asia Holdings Inc2022 FINAL.pdf	

		Indicate frequency of review of the enterprise risk management framework. The Audit and Risk Committee annually reviews the Company's approaches to risk management and recommends to the Board the changes or improvements to key elements of its processes and procedures. After submission of the Committee's recommendation, the Board then reviews the risk management system.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations. The Company's Compliance System shall ensure that the corporate principles and best practices shall at all times be maintained for the attainment of the corporate goals and objectives. It also ensures that the Company is compliant with the Philippine law and relevant regulations of SEC and PSE. Please refer to Part II and Part VI of the Company's Revised Manual on Corporate Governance, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Indicate frequency of review. The Corporation's enterprise-wide compliance program is done annually.	
Optional: Recommendation 12.1			

1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.		Provide information on IT governance process.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	NON-COMPLIANT	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	Due to the limited operations of the Company, the independent audit function of the Company is performed by the Audit and Risk Committee. The Committee can provide independent and objective advice since majority of its members are independent directors.
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	NON-COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	Given that the Company is a holding corporation and its limited operations, the Board does not deem it necessary to appoint a Chief Audit Executive at this time. The Audit and Risk Committee currently
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	NON-COMPLIANT		

3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	NON-COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable.	oversees the internal audit function. Please refer to the Revised Manual on Corporate Governance – Part. II Compliance System, C. Board Committees, Item 12. Internal Auditor, pp. 25-27, accessible in the Company website: https://www.coalasiaholidays.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf
--	---------------	---	--

Recommendation 12.4

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	NON-COMPLIANT	Provide information on company's risk management function.	Given the limited operations of the Company, the Board does not deem it necessary to appoint a Risk Management Officer at this time. The functions of a Risk Management Officer are currently performed by the Audit and Risk Committee. The Committee annually reviews the Company's approaches to risk management and recommends to the
--	---------------	--	---

			Board the changes or improvements to key elements of its processes and procedures.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	Identify source of external technical support, if any. The Company already has competent employees and does not need an external support in risk management.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NON-COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	Taking into consideration the current size of the Company, the Board does not deem it necessary to have a separate Board Risk and Oversight Committee at this time. Moreover, because of the limited operations of the Company, the Board also does not deem it necessary to appoint a Chief Risk Officer at this time. The functions of the Board and Risk Oversight Committee and the Chief Risk Officer are currently performed by the Audit and Risk Committee.

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NON-COMPLIANT		
--	---------------	--	--

Additional Recommendation to Principle 12

1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	NON-COMPLIANT	Provide link to CEO and CAE's attestation	Given that the Company is a holding corporation and thus, has limited operations, the Board does not deem it necessary to appoint a Chief Audit Executive at this time. The Audit and Risk Committee currently oversees the internal audit function. Please refer to the Revised Manual on Corporate Governance – Part II. Compliance System, C. Board Committees, Item 12. Internal Auditor, pp. 25-27, accessible through the following link: https://www.coalasiaholidays.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf
--	---------------	---	--

Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. Please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance, pp. 28-30, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website Please refer to Part IV Shareholder's Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance, pp. 28-30, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	Please refer to the Company's Amended By-laws: https://www.coalasiaholdings.com/files/coal_amendedbylaws.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Provide information on all classes of shares, including their voting rights if any. There is only one class of share- Common. All shareholders have equal rights. Please refer to the Company's Amended By-laws: https://www.coalasiaholdings.com/files/coal_amendedbylaws.pdf	

3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Provide link to voting procedure. Indicate if voting is by poll or show of hands. The Amended By-Laws of the Company allows other methods of voting other than through ballot. In practice, the same is done by the raising of hands or viva voce. Please refer to the Company's Amended By-laws: https://www.coalasiahholdings.com/files/coal_amendedbylaws.pdf	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any. All shareholders, including minority shareholders, have the right to elect, remove and replace directors. With the use of cumulative voting, minority shareholders may vote together to secure a seat in the Board. Please refer to the Revised Manual on Corporate Governance, Part. IV Shareholders' Rights & Minority Stockholders' Interests, p. 28, accessible through the following link: https://www.coalasiahholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) Special meetings may be called by the Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock. These special meetings may be called for any purpose and at any time.	

		Please refer to the Corporation's Amended By-Laws. https://www.coalasiaholdings.com/files/coal_amendedbylaws.pdf As of date, there has been no call for a shareholders' meeting initiated by a stockholder.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	Provide information or link/reference to the policies on treatment of minority shareholders Please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest of the Revised Manual on Corporate Governance, pp. 28-30, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
7. Company has a transparent and specific dividend policy.	COMPLIANT	Provide information on or link/reference to the company's dividend Policy. The Company is compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid up capital. For further information, please refer to Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest (Right to Dividends) of the Revised Manual on Corporate Governance, p. 29, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration.	

		The Company has not declared dividends since incorporation. Please refer to the Company's Annual Report available at https://coalasiaholdings.com/files/17A-Coal_Asia_Holdings_Inc2022_FINAL.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes at the ASM, if any.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	NON-COMPLIANT	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out. Date of Annual Stockholders' Meeting: 15 December 2022 Date of sending Notice and Agenda (with Information Statement): 23 November 2022 (22 days before the meeting) Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. The Agenda did not include approval or changes to remuneration. Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS) Please refer to the 2022 Definitive Information Statement (SEC Form 20-IS), accessible in the Company website through the following link:	The Information Statement, which contains the Notice and Agenda, was sent 22 days before the scheduled meeting. This was still within the statutory requirement of sending notices at least 15 business days ahead of the meeting.

		https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	COMPLIANT	Provide link or reference to the company's notice of Annual Shareholders' Meeting Please refer to the following: Definitive Information Statement (SEC Form 20-IS) https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	Please refer to the following: Definitive Information Statement (SEC Form 20-IS) https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
b. Auditors seeking appointment/re-appointment	COMPLIANT	Please refer to the following: Definitive Information Statement (SEC Form 20-IS) https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
c. Proxy documents	COMPLIANT	Please refer to the Company's Definitive 20-IS which was attached to the Notice of Annual Stockholders' Meeting. Please refer to the following: Definitive Information Statement (SEC Form 20-IS) https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
Optional: Recommendation 13.2			

1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	Provide link or reference to the rationale for the agenda items. Please refer to the following: Definitive Information Statement (SEC Form 20-IS) https://coalasiaholdings.com/files/COAL-2022-Definitive%2020-IS.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM. Questions and answers during the Annual Stockholders' Meeting are duly noted. In the 2022 ASM, no questions were asked by the stockholders present. Please refer to the Minutes of the Annual Stockholders' Meeting, accessible through the Company website: https://coalasiaholdings.com/files/ASM-221215-final.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	Provide link to minutes of meeting in the company website. https://coalasiaholdings.com/files/ASM-221215-final.pdf Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. The following directors were re-elected to the Board during the Company's 2022 Annual Stockholders' Meeting held on 15 December 2022:	

			No. of Votes Received	
		Harald R. Tomintz	3,200,412,005	
		Johnson A. Sanhi Jr.	3,200,412,005	
		Dexter Y. Tiu	3,200,412,005	
		Eric Y. Roxas	3,200,412,005	
		Juan Kevin G. Belmonte (Independent Director)	3,200,412,005	
		Aristides S. Armas (Independent Director)	3,200,412,005	
		Arsenio M. Bartolome III (Independent Director)	3,200,412,005	
		Indicate also if the voting on resolutions was by poll.		
		Since the 2022 ASM was via videoconference, the voting in the 2022 ASM was through proxy voting and electronic poll.		
Include whether there was opportunity to ask question and the answers given, if any				
In the 2022 ASM, there were no questions posed by the stockholders present.				
Please refer to the Minutes of the Annual Stockholders' Meeting accessible through the Company website: https://coalasiaholdings.com/files/ASM-221215-final.pdf				
Supplement to Recommendation 13.3				
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting		

		Representatives of Reyes Tacandong & Co were present during the Annual Stockholders' Meeting held on 15 December 2022.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes The Board has the obligation to establish and maintain an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including regulatory authorities. Please refer to the Revised Manual on Corporate Governance-Part II. Compliance System, B. Board of Directors, Item 9 (u) p. 6, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance The Board is responsible for formulating a clear policy on communicating or relating with the Company's stakeholders through an effective investor relations program. The Board is also responsible for establishing an alternative dispute resolution in the Company that can amicably settle conflicts or differences between the Company and its stockholders, the Company and third parties. Please refer to the Revised Manual on Corporate Governance-Part II. Compliance System, B. Board of Directors, Item 9 (u) p. 6, accessible through:	

		https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person: Rosanna Desiderio 2. Telephone number: 3. (63 2) 8813 8892-97 4. Fax Number:(63 2) 8810 3536 5. Email address: rosanna.desiderio@titanmining.com Please refer to Investor Relations in the Company Website: http://www.coalasiaholdings.com/investorrelations.html	
2. IRO is present at every shareholder's meeting.	COMPLIANT	Indicate if the IRO was present during the ASM. The IRO was present during the Annual Shareholders' Meeting held on 15 December 2022.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any. There were no anti-takeover measures or similar devices that was proposed or implemented during the year.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT	Indicate the company's public float. The Corporation's public float as of 31 December 2022, is 19.98%.	The Company is well above the current requirement of the Securities Exchange Commission and Philippine Stock

			Exchange of 10% minimum public ownership for existing publicly-listed companies.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM. Please refer to the Revised Manual on Corporate Governance- Part IV. Shareholders' Rights and Protection of Minority Stockholders' Interests, A. <i>Right to Active Participation</i>, pp. 28-29, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	Disclose the process and procedure for secure electronic voting in absentia, if any. The 2022 ASM, being held via videoconference, was an online event. Thus, proxy voting and voting through the Company's electronic voting platform was made available for stockholders to participate in the meeting.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	

		Other than the shareholders, the Company's stakeholders are its customers, employees, suppliers, financiers, the government and its employees. Please refer to the Revised Manual on Corporate Governance, Part II Compliance System, B. Board of Directors for the Company's rule on the fair treatment and protection of its stakeholders and communication with the stakeholders, p. 5, accessible through: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders The Company's policy on the protection and fair treatment of its stakeholders, especially the minority stockholders' interest is discussed in the Revised Manual on Corporate Governance. Please refer to the Revised Manual on Corporate Governance – Part IV Shareholders' Rights and Protection of Minority Stockholders' Interest, pp. 28-30, accessible through the Company website: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. 1. Rosanna Desiderio	

		2. (632)8138892 3. rosanna.desiderio@titanmining.com The Company ensures that the stakeholders can effectively communicate or relate to them and obtain redress for any violations of their rights through an effective Investor Relations Program. Please refer to the company website on how the stakeholders can contact the Company: http://www.coalasiaholdings.com/investorrelations.html Please refer to the Revised Manual on Corporate Governance, Part II Compliance System, B. Board of Directors, accessible through the following link: https://www.coalasiaholdings.com/files/Revised_Manual_of_Corporate_Governance_May_31_2017.pdf Provide information on whistleblowing policy, practices and procedures for stakeholders Please refer to the Whistleblowing policy of the Company uploaded in the Company's website: http://www.coalasiaholdings.com/policies.html	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Provide information on the alternative dispute resolution system established by the company. Conflicts are usually resolved through mediation between the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved. Failing such an amicable settlement, the Company would suggest that the issue be settled by arbitration in a neutral forum and preferable in accordance with the UNCITRAL rules.	

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	Disclose any requests for exemption by the company and the reason for the request. There was no request for exemption by the Company.	
2. Company respects intellectual property rights.	COMPLIANT	Provide specific instances, if any. There have been no instances that the Company needed to use a trademark and/or tradename other than their own tradename and/or trademark.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	

		The Company provides orientation and training programs to its employees at the beginning of each project.	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	NON-COMPLIANT	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	The Company takes into consideration both Company performance and individual performance of employees in determining bonus and incentives.
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any. The Company adopted the policies required under its Coal Operating Contracts, which contain guidelines on safety rules on underground and surface mine operations, health and sanitation facilities, etc.	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended. At the beginning of each project, the Company conducts training programs to its employees. Employee training is also conducted in instances required by government regulatory bodies.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an	COMPLIANT	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption	

anti-corruption policy and program in its Code of Conduct.		Please refer to the Company's Code of Business Conduct and Ethics accessible through the company website: https://www.coalasiaholdings.com/files/CodeofBusinessConductandEthics-Annexes.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization. Upon promulgation of the Company's policies, the Company issued a company-wide memo. Likewise, the Policies are made available in the Company's website. http://www.coalasiaholdings.com/businessconduct.html	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Employees are encouraged to promptly report concerns about any illegal and unethical behavior. Reports can be made anonymously to the Company's Compliance Officer, Human Resource Department Head, or to any member of the Risk and Audit Committee. To enable the Company to verify and act on the report, employees are encouraged to make reports that contain as much information as possible, including the person involved, any witnesses, location of any other information that would assist in investigating the concerns, and any supporting documentation. All reports received are forwarded to the Risk and Audit Committee that will make the preliminary assessment of the issues raised. The Risk and Audit Committee will then determine whether there is justification for an investigation and how it should be handled, should one be necessary	

		Prompt and appropriate corrective action will be taken in response to any finding of illegal and unethical behavior. If after the investigation, the Risk and Audit Committee concludes that disciplinary measures are necessary, it will recommend such measures to the Board of Directors. Include any finding of violations of the company policy. No violations reported to date.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Please refer to the Whistle-blowing Policy http://www.coalasiaholdings.com/policies.html Indicate if the framework includes procedures to protect the employees from retaliation. Please refer to the Whistle-blowing Policy. http://www.coalasiaholdings.com/policies.html Provide contact details to report any illegal or unethical behavior. 1. Rosanna Desiderio 2. (632)8138892 3. rosanna.desiderio@titanmining.com	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	Whenever a report is made to the Compliance Officer, to the Human Resource Department Head, or to any member of the Risk and Audit Committee, anonymity and confidentiality consistent with conducting a thorough and fair investigation are prioritized. Since the Company values	

		people who identify issues that need to be addressed, any form of retaliation is proscribed.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing. The Board has already approved a whistleblowing policy and a framework allowing reports of violations to be reported anonymously.	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs. The Company works closely with the community and the local government leaders of its mine sites to improve the area. The Company conducted an <i>Adopt an Estero/Waterbody</i> program and an area development program (barangay road maintenance). The Company also aims to provide employment in the communities where its mine sites are located. The Company also listens to any concerns that the community has in relation to its mine sites. Please see the website for further information on the Company's community engagement: https://www.coalasiaholdings.com/socialresponsibility.html	
Optional: Principle 16			

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant, **COAL ASIA HOLDINGS INCORPORATED**, by the undersigned, thereunto duly authorized, in PASIG CITY on 08 MAY 2023.

SIGNATURE



ARSENIO M. BARTOLOME III
Independent Director

SUBSCRIBED AND SWORN TO before me this this 08 MAY 2023 day of PASIG CITY, affiant exhibited to me his TIN 110-179-356 as his competent evidence of identity.



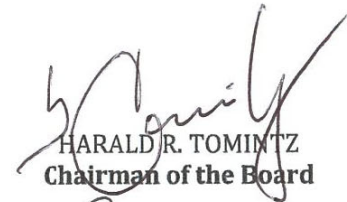
JANINE T. TUTANES

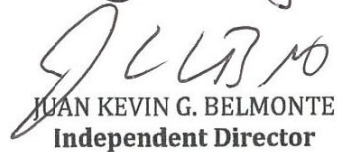
Notary Public for Cities of Pasig and San Juan
and in the Municipality of Pateros
Appointment No. 202 (2023-2024)
Commission Expires on December 31, 2024
1704 East Tower, Tektite Towers, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 9004903/01.04.23/Pasig
IBP No. 260918/01.05.23/RSM
Roll of Attorneys No. 79361
Admitted to the Bar: 05.16.22

Doc No. 330 ;
Page No. 67 ;
Book No. 1 ;
Series of 2023.

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant, **COAL ASIA HOLDINGS INCORPORATED**, by the undersigned, thereunto duly authorized, in PASIG CITY on 15 MAY 2023.

SIGNATURES


HARALD R. TOMINTZ
Chairman of the Board


JUAN KEVIN G. BELMONTE
Independent Director


ROSANNA T. DESIDERIO
Compliance Officer


JOHNSON A. SANHI, JR.
President


ARISTIDES S. ARMAS
Independent Director


A. BAYANI K. TAN
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this this 15 MAY 2023 day of PASIG CITY, affiants exhibiting to me their competent evidence of identity as follows:

NAME	COMPETENT PROOF OF IDENTITY
HARALD R. TOMINTZ	TIN No. 123-069-283
JOHNSON A. SANHI, JR.	TIN No. 105-618-140
JUAN KEVIN G. BELMONTE	TIN No. 102-081-718
ARISTIDES S. ARMAS	TIN No. 105-802-254
ROSANNA T. DESIDERIO	TIN No. 111-575-187
A. BAYANI K. TAN	TIN No. 102-054-041

Doc No. 426;
Page No. 87;
Book No. 1;
Series of 2023.


JANINE T. TUTANES
Notary Public for Cities of Pasig and San Juan
and in the Municipality of Pateros
Appointment No. 202 (2023-2024)
Commission Expires on December 31, 2024
2704 East Tower, Tektite Towers, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 9004903/01.04.23/Pasig
IBP No. 260918/01.05.23/RSM
Roll of Attorneys No. 79361
Admitted to the Bar: 05.16.22

ANNEX "A"

OMNIBUS SECRETARY'S CERTIFICATE

ANN MARGARET K. LORENZO, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Assistant Corporate Secretary of **COAL ASIA HOLDINGS INCORPORATED** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, with principal office at 3rd Floor JTKC Center, 2155 Don Chino Roces Ave., Makati City under oath, does hereby certify that:

A. Board of Directors

1. The following Directors of the Corporation were elected in the Annual Stockholders' Meeting held on 15 December 2022 to serve for one (1) year or until their successors have been elected.

NAME	VOTES RECEIVED	TYPE OF DIRECTORSHIP
1. Harald R. Tomintz	3,200,412,005	Non-Executive Director
2. Johnson A. Sanhi Jr.	3,200,412,005	Executive Director
3. Dexter Y. Tiu	3,200,412,005	Executive Director
4. Eric Y. Roxas	3,200,412,005	Non-Executive Director
5. Juan Kevin G. Belmonte	3,200,412,005	Independent Director
6. Aristides S. Armas	3,200,412,005	Independent Director
7. Arsenio M. Bartolome III	3,200,412,005	Independent Director

2. The Board of the Directors is composed of two (2) Executive Directors and five (5) Non-Executive Directors, three (3) of whom are Independent Directors.
3. In 2022, the Board of Directors met two (2) times and the attendance in said meetings were as follows:

DIRECTOR	MAY 11	DEC 15	%
1. Harald R. Tomintz	✓	✓	100
2. Johnson A. Sanhi Jr.	✓	✓	100
3. Dexter Y. Tiu	✓	✓	100
4. Eric Y. Roxas	✓	✓	100
5. Juan Kevin G. Belmonte	✓	✓	100
6. Aristides S. Armas	✓	✓	100
7. Arsenio M. Bartolome III	✓	✓	100

4. In the Board and Committee meetings, the directors are participative and ask the necessary questions or seek clarifications and explanations on the matters discussed therein.
5. The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities to ensure a high standard of best practices for the Company, its stockholders and other stakeholders.

6. In 2022, there were no transactions discussed in Board meetings involving any of the disclosed material interests of the directors which would give rise to a conflict of interest. As such, no abstentions were made in the deliberations and approval of transactions discussed in the said Board meetings.
7. The Board reviews the Corporation's business objectives and strategies, company policies and processes on a regular basis.

B. Appointment of Corporate Officers:

8. The following officers were appointed in the organizational meeting of the Board of Directors that followed the Annual Stockholders' Meeting held on 15 December 2022:

NAME	POSITION
Harald R. Tomintz	Chairman
Johnson A. Sanhi Jr.	President and Chief Operating Officer
Dexter Y. Tiu	Treasurer
Rolando P. Domingo	Chief Financial Officer
A. Bayani K. Tan	Corporate Secretary
Ann Margaret K. Lorenzo	Assistant Corporate Secretary
Enrique C. Payawal	Vice President - Exploration
Rosanna T. Desiderio	Accounting Manager/Investor Relations Officer/ Compliance Officer

C. Audit and Risk Committee

9. In the organizational meeting of the Board of Directors following the Annual Stockholders' Meeting held on 15 December 2022, the following directors were appointed to form the Risk and Audit Committee:

NAME	POSITION	TYPE OF DIRECTORSHIP
1. Aristides S. Armas	Chairman	Independent Director
2. Arsenio M. Bartolome III	Member	Independent Director
3. Eric Y. Roxas	Member	Non-Executive Director

D. Corporate Governance Committee

10. In the organizational meeting of the Board of Directors following the Annual Stockholders' Meeting held on 15 December 2022, the following directors were appointed to form the Corporate Governance Committee:

NAME	POSITION	TYPE OF DIRECTORSHIP
1. Arsenio M. Bartolome III	Chairman	Independent Director
2. Juan Kevin G. Belmonte	Member	Independent Director
3. Aristides S. Armas	Member	Independent Director

E. Other Matters

11. The By-Laws of the Corporation do not contain any provision that may constrain the director's ability to vote independently.
12. There are no shareholders' agreements, voting trust agreements, confidentiality agreements, and other such agreements that may impact on the control, ownership, and strategic direction of the Corporation registered by any shareholder with the Corporate Secretary.
13. In 2022, the Board did not receive a request from the stockholders of the Corporation to call a Special Stockholders' Meeting.

15 MAY 2023

IN ATTESTATION OF THE ABOVE, this Certificate was signed this ____ day of May 2023 in Pasig City, Metro Manila.


ANN MARGARET K. LORENZO
Assistant Corporate Secretary

15 MAY 2023

SUBSCRIBED AND SWORN to before me this ____ day of May 2023 in Pasig City, Metro Manila, affiant exhibiting to me her Philippine Passport No. P9475373A issued on 09 November 2018 at DFA NCR East which expires on 08 November 2028 and TIN 274-323-370 as competent evidences of her identity.

Doc. No. 427 ;
Page No. 87 ;
Book No. 1 ;
Series of 2023.


JANINE T. TUTANES
Notary Public for Cities of Pasig and San Juan
and in the Municipality of Pateros
Appointment No. 202 (2023-2024)
Commission Expires on December 31, 2024
2704 East Tower, Tektite Towers, Exchange Road
Ortigas Center, 1605 Pasig City
PTR No. 9004903/01.04.23/Pasig
IBP No. 260918/01.05.23/RSM
Roll of Attorneys No. 79361
Admitted to the Bar: 05.16.22



Coal Asia Holdings

Reliable energy resources through responsible mining

COAL ASIA HOLDINGS, INCORPORATED

INTERNAL POLICY FOR THE CONDUCT OF BOARD, COMMITTEE, AND STOCKHOLDERS’ MEETINGS VIA REMOTE COMMUNICATION

Until repealed or amended, this Internal Policy shall apply to all meetings of the Board of Directors, various committees, and stockholders of COAL ASIA HOLDINGS, INCORPORATED (the “Corporation”). This Internal Policy is being adopted pursuant to Sections 49, 52 and 57 of the Revised Corporation Code and Memorandum Circular No. 6, Series of 2020 of the Securities and Exchange Commission (SEC).

PART 1: BOARD AND COMMITTEE MEETINGS

Section 1. Directors who cannot physically attend or vote at Board or Committee meetings can participate and vote through remote communication, such as videoconferencing, teleconferencing or other alternative modes of communication that allow them reasonable opportunities to participate.

In no case, however, shall directors be allowed to attend or vote by proxy at Board meetings.

Section 2. If a director intends to participate in a meeting through remote communication, he/she shall notify the Chairperson or Presiding Officer and the Corporate Secretary¹ of such intention at least twenty-four (24) hours prior to the meeting. The Corporate Secretary shall note such fact in the minutes of the meeting.

Section 3. A majority of the number of directors as stated in the Articles of Incorporation shall constitute a quorum. A director who participates through remote communication, shall be deemed present for the purpose of determining the presence of a quorum.

Section 4. The Corporate Secretary may send the notice of the meeting to all directors via electronic means, including e-mail. Confirmation of the director’s attendance may be done through any of the following methods:

- a. Via electronic mail;
- b. Via phone call; or
- c. Via SMS.

Notice of regular or special meetings must be sent no later than two (2) days prior to the scheduled meeting.

The notice shall include the following information:

- a. The date, time and place of the meeting;
- b. The agenda of the meeting;

¹ Reference to the Corporate Secretary shall include the Assistant Corporate Secretary/Secretaries.

- c. All pertinent materials for discussion which shall be numbered and marked in such manner that the director can easily follow and participate in the meeting;
- d. That a director may participate via remote communication;
- e. Contact information of the Corporate Secretary or office staff with whom the director may communicate should he/she intend to participate or attend the meeting through remote communication;
- f. When the agenda includes the election of directors or officers, the requirement and procedure for nomination and election;
- g. The fact that there will be a visual and/or audio recording of the meeting (if any director will participate through remote communication); and.
- h. Other instructions to facilitate participation in the meeting through remote communication.

In the absence of an arrangement or notice of a director's intent to participate via remote communication, it is presumed that the director will physically attend the meeting.

Section 5. At the start of the meeting where at least one (1) director has indicated his/her intent to participate via remote communication, the Chairperson shall instruct the Corporate Secretary to make a roll call. Every attendee shall state or confirm for the record the following:

- a. Full name and position;
- b. Location
- c. Confirmation that he/she can clearly hear and/or see the other attendees;
- d. Confirmation that he/she received the Notice of Meeting including the agenda and materials; and
- e. Specify the device being used (i.e. smartphone, tablet, laptop, etc.).

Thereafter the Corporate Secretary shall confirm and note the participants and certify the existence of quorum.

All participants shall identify themselves for the record before participating/commenting during the meeting. If a person fails to identify himself/herself, the Secretary shall state the identity of the last speaker, which the last speaker should confirm. If the person speaking is not physically present and the Secretary is not certain of the identity of the speaker, the Secretary must inquire to elicit a confirmation or correction.

If a motion is objected to and there is a need to vote and divide the Board, the Secretary shall call the roll and note the vote of each director.

If a statement of a director/participant in the meeting is interrupted or garbled, the Secretary shall request for a repeat or reiteration, and if need be, the Secretary shall repeat what he heard the director/participant was saying for confirmation or correction.

If any of the directors have signified his/her intent to participate via remote communication and cast his/her vote on items in the agenda through electronic mail, SMS or any other manner, such vote/s cast shall be counted for purposes of determining quorum for such agenda item so voted upon by the director/s physically absent from the meeting.

Section 6. In case of a need to vote on any item or matter in the agenda, the Chairperson shall direct the Corporate Secretary to note the vote of each director. The director participating in the meeting via remote communication may cast his/her vote viva voce, through electronic mail, SMS or any other manner, provided that such vote cast could be noted and validated by both the Corporate Secretary and the Chairperson.

The Corporate Secretary shall keep a register of the contact information of all directors (i.e. email address and mobile number), which shall be used for official Board and Committee communications.

It shall be the duty of the directors and committee members to apprise the Corporate Secretary of any changes to their contact information to keep such directory updated.

Only messages coming to and from email addresses and mobile numbers listed in the official directory of the Corporate Secretary will be considered official communications of the Board and the Committee and its members.

Section 7. The Corporate Secretary shall have the following responsibilities where meetings held involve participation of directors via remote communication:

- a. Ensure that suitable equipment and facilities are available for the conduct of meeting by remote communication;
- b. Ensure that the attendees are able to hear and see the other participants clearly during the course of the meeting and that attendees should be able to communicate and be understood by the other party;
- c. When appropriate, ensure that visuals and audio recordings of the meeting are secured;
- d. Ensure that the visual and audio recordings of the meeting are current and on-going and that there is no stoppage or interruption.
- e. Ensure that the visual and audio recordings are kept in appropriate data storage equipment;
- f. Prepare the minutes of the meeting and ensure that it accurately reflects the record of the proceedings; and
- g. Require those who attended the meeting through remote communication to sign the minutes of the meeting.

Section 8. These guidelines shall govern the conduct of all Board and Committee meetings of the Corporation where participation of at least one (1) director was made via remote communication.

PART 2: STOCKHOLDERS' MEETINGS

Section 1. Stockholders may participate in stockholders' meetings (whether regular or special) either (i) in person, (ii) by proxy, or (iii) through remote communication. Stockholders who cannot physically attend the Corporation's stockholders' meetings may participate in such meetings through remote communication or alternative modes of communication, in accordance with such guidelines as Management may deem proper for the orderly conduct of said meetings. In the meeting of the Board setting the date and details of the stockholders' meeting, the Board shall, during the same meeting, indicate whether participation through remote communication shall be allowed.

A stockholder or member who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

Section 2. If a stockholder intends to participate in the stockholders' meeting through remote communication, he/she shall notify the Corporate Secretary of such intention at least ten (10) business days prior to the meeting. The Corporate Secretary shall note in the Minutes of the meeting the number of shares held by shareholders participating in person, by proxy, and via remote communication.

Section 3. Management, through the Notice of Meeting for each stockholders' meeting, shall issue the specific guideline/mechanism for allowing stockholders to vote via remote communication. Such detailed procedure shall include:

- a. the registration procedure whereby the Corporation may verify the identity of the stockholders entitled to vote during the meeting;
- b. how stockholders may avail of the opportunity to participate in the meeting, including the opportunity to read or hear the discussions during the meeting;
- c. how stockholders may be able to cast their vote for the agenda items, including the election of directors, as well as how the integrity and secrecy of such votes are secured;
- d. the contact information of the Corporate Secretary or corporate officer whom the stockholders may communicate with to express their desire to avail of their right to participate via remote communication and/or other issues;
- e. the fact that there will be visual and/or audio recording of the meetings;
- f. other matters to address administrative, technical and logistical issues.

Section 4. In case the stockholders' meeting was conducted through teleconferencing or similar means, a visual and audio recording of the meeting should be secured. The Corporate Secretary shall secure the recordings in updated data storage equipment to maintain the same.

APPROVED IN THE 26 MAY 2020 MEETING OF THE BOARD.