



ASEAN CORPORATE GOVERNANCE SCORECARD (ACGS) QUESTIONNAIRE
SELF-ASSESSMENT
 AS OF MAY 31, 2017

Question	Answer
LEVEL 2 – BONUS ITEMS	
(B)B.1.1	<p>Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?</p> <p>YES, the Amended Notice of the 2017 Annual Stockholders’ Meeting was released on February 28, 2017, 38 days before the Annual Stockholders’ Meeting. The details of the meeting and the agenda items and their respective rationale were included in the material provided to all shareholders.</p> <p>Reference: (Amended-1) Notice of Annual or Special Stockholders’ Meeting (February 28, 2017) http://smprime.com/corporate-disclosures</p>
(B)C.1.1	<p>Does the company adopt an internationally recognized reporting framework for sustainability (i.e. GRI, Integrated Reporting, SASB)?</p> <p>YES, as stated in the 2016 Sustainability Report, the Company follows the Global Reporting Initiative (GRI) Guidelines. The company adhered to the GRI G3.1 Guidelines with an Application Level C+ in 2012, B+ in 2013, and it completed GRI’s Materiality Disclosures Services aligned with the GRI G4 Guidelines in 2014 and 2015. The 2016 report has been prepared in accordance with the GRI Sustainability Reporting Standards.</p> <p>Reference: 2016 Sustainability Report http://smprime.com/annual-reports</p>

Question		Answer
(B)D.1.1	Are the audited annual financial report /statement released within 60 days from the financial year end?	<p>YES, the Company's audited financial statements were released together with the Preliminary Information Statement and submitted to the SEC on February 28, 2017 (59 days from year-end).</p> <p>Reference: 2016 SEC Form 20-IS Preliminary Information Statement (February 28, 2017) http://www.smprime.com/annual-financials</p>

Question		Answer
(B)E.1.2	Does the company have a policy and disclose measurable objectives for implementing its board diversity and report on progress in achieving its objectives?	<p>YES. To improve board practices and the performance of its members, directors are provided with general access to training courses to keep them abreast of relevant new laws, regulations and emerging risks.</p> <p>Further, the Board regularly carries out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.</p> <p>Distinctions in age, ethnicity, culture, skills, competence, knowledge, gender, among other things, are considered in establishing a diverse Board. Currently, the Board is composed of directors with experiences in the field of real estate, banking, stockbrokerage, insurance and investment banking.</p> <p>References:</p> <ul style="list-style-type: none"> • Website, The Corporate Governance Committee, Board Matrix http://www.smprime.com/board-committees • Revised Manual on Corporate Governance, Sec I.1.2 page 3 and Sec I.6 page 22 http://smprime.com/corporate-governance-manual • 2016 SEC Form 20-IS Definitive Statement (March 13, 2017) ITEM 5. Directors and Executive Officers of the Registrant, pages 7-9 http://www.smprime.com/annual-financials • Website, Board of Directors http://www.smprime.com/board-directors • 2016 Annual Report: Board Training and Orientation, page 37 Board of Directors, page 46 http://www.smprime.com/annual-reports

Question		Answer
(B)E.2.1	Is the Nominating Committee comprise entirely of independent directors/commissioners?	<p>YES. The Corporate Governance Committee is composed entirely of independent directors.</p> <p>References:</p> <ul style="list-style-type: none"> • 2016 Annual Report, The Corporate Governance Committee, page 44 http://www.smprime.com/annual-reports • 2016 SEC Form 20-IS Definitive Statement (March 13, 2017) ITEM 5. Directors and Executive Officers of the Registrant, page 13 http://www.smprime.com/annual-financials • 2016 SEC Form 17-A (April 12, 2017) ITEM 9. Directors and Executive Officers of the Registrant, page 55 http://www.smprime.com/annual-financials • Website, Board Committees http://www.smprime.com/board-committees
(B)E.2.2	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?	<p>YES. As stated in the Revised Manual on Corporate Governance, the Corporate Governance Committee meets, pre-screens and checks the qualifications of, and deliberates on all persons nominated to be elected to the Board of Directors from the pool of candidates submitted by the nominating stockholders or sourced through other external channels. The Committee also uses a Board Matrix to identify candidates for directors who possess the appropriate level of skill and experience in line with the strategic plans and goals of the Company.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Website, The Corporate Governance Committee, Board Matrix http://www.smprime.com/board-committees • Revised Manual on Corporate Governance, Sec 1.2.3, page 8 http://www.smprime.com/corporate-governance-manual • 2016 Annual Corporate Governance Report, Sec A.5.b, pages 9-12 http://www.smprime.com/annual-corporate-governance-report

Question		Answer
(B)E.3.1	Does the company use 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/commissioners?	<p>YES. This is disclosed in the Company website. Further, as stated in the Revised Manual on Corporate Governance, the Company may engage the services of professional search firms or use other external sources of candidates when searching for candidates to the Board of Directors.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Website, The Corporate Governance Committee http://www.smprime.com/board-committees • Revised Manual on Corporate Governance, Sec 1.2.3.2, page 8 http://www.smprime.com/corporate-governance-manual • 2016 Annual Corporate Governance Report, Sec A.5.b, page 9 http://www.smprime.com/annual-corporate-governance-report

Question		Answer
(B)E.5.1	Does the board describe its governance process around IT issues including disruption, cyber security, disaster recovery, to ensure that all key risks are identified, managed and reported to the board?	<p>As disclosed in the Company website, The Board puts emphasis on prudent IT risk management. The IT Team reports to the Board the status of risk management and risk mitigation plans of the Company particularly on issues concerning availability of continuity plans, backup procedures, protection against damaging code and malicious activities, system and information access control, and incident management and reporting.</p> <p>Further, the Board of Directors, through the Risk Oversight Committee, oversees the implementation of the enterprise risk management plan and provides oversight over the management's activities in managing various risks exposures such as strategic, safety and security, property damage and business disruption, information security, and operational (process, financial, and regulatory and compliance). Further, the Risk Oversight Committee reports to the Board, on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.</p> <p>References:</p> <ul style="list-style-type: none"> • Website, Enterprise Risk Management http://www.smprime.com/enterprise-risk-management • 2016 Annual Corporate Governance Report, Sec F and G, pages 28-34 http://www.smprime.com/annual-corporate-governance-report • 2016 17-A Annual Report (April 12, 2017) ITEM 1. Business, Risks, page 3-4 http://www.smprime.com/annual-financials • Website, The Risk Oversight Committee Charter http://www.smprime.com/board-committees

Question		Answer
(B)E.6.1	Does the company have a separate board level Risk Committee?	<p>YES. The Company’s Risk Oversight Committee is composed of 2 independent directors, including the Chairman, and 1 non-executive director. This is disclosed in the Annual Report, Annual Corporate Governance Report and in the Company website. Likewise, the duties and responsibilities of this Committee are stated in the Revised Manual on Corporate Governance and in the Committee Charter.</p> <p>References:</p> <ul style="list-style-type: none"> • 2016 Annual Report, Risk Oversight Committee, page 44 http://www.smprime.com/annual-reports • 2016 Annual Corporate Governance Report, Sec E.1, page 23 and Sec E.2.e, pages 25-26 http://www.smprime.com/annual-financials • Revised Manual on Corporate Governance, Sec I.3.4.2, pages 16-17 http://www.smprime.com/corporate-governance-manual • Website, The Board Risk Oversight Committee http://smprime.com/board-committees