



112182015000162



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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### Company Information

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SEC Registration No. 0000039274  
Company Name TRANS-ASIA OIL & ENERGY DEV. CORP  
Industry Classification  
Company Type Stock Corporation

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S.E.C. Registration Number

T R A N S - A S I A O I L A N D E N E R G Y  
 D E V E L O P M E N T C O R P O R A T I O N  
 \_\_\_\_\_  
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(Company's Full Name)

L E V E L 1 1 - P H I N M A P L A Z A 3 9 P L A Z A  
 D R I V E , R O C K W E L L C E N T E R M A K A T I

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

C E C I L L E A R E N I L L O

Contact Person

8 7 0 0 3 8 8

Company Telephone Number

12 1      3 1

Day  
Calendar Year

C O N S O C H A N G E S  
 I N A C G R 2 0 1 5

FORM TYPE

\_\_\_\_      \_\_\_\_

Month      Day  
Annual Meeting

\_\_\_\_\_

Secondary License Type, If Applicable

C F D

Dept. 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

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Document I. D.

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Cashier

STAMPS

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**TRANS-ASIA**  
OIL & ENERGY DEVELOPMENT  
A PHINMA Company

16 December 2015

**SECURITIES AND EXCHANGE COMMISSION**

**Attention: DIR. JUSTINA F. CALLANGAN**  
CORPORATION AND FINANCE DEPARTMENT  
SEC Bldg., EDSA  
Greenhills, Mandaluyong City

Dear Dir. Callangan:

In compliance with the Commission's requirements under SEC Memorandum Circular No. 12, Series of 2014, please see below Consolidated Changes in the ACRG for the calendar year 2015 for Trans-Asia Oil and Energy Development Corporation. Enclosed to this letter is a copy of the Secretary's Certificate for the Board of Directors' approval of the same:

1. Composition of the Board under BOARD MATTERS
2. Review of Vision and Mission under BOARD MATTERS
3. Roles, Accountabilities and Deliverables of Directors under BOARD MATTERS
4. Directorship in the Company's Group under BOARD MATTERS
5. Voting result of the last Annual General Meeting under BOARD MATTERS
6. Shareholding in the Company under BOARD MATTERS
7. Orientation and Education Program under BOARD MATTERS
8. Policies under CODE OF BUSINESS CONDUCT AND ETHICS
9. Compliance to the Code under CODE OF BUSINESS CONDUCT AND ETHICS
10. Attendance of Directors under BOARD MEETINGS AND ATTENDANCE
11. Remuneration Policy under REMUNERATION MATTERS
12. Aggregate Remuneration under REMUNERATION MATTERS
13. Stock rights, options and warrants under REMUNERATION MATTERS
14. Remuneration of Management under REMUNERATION MATTERS
15. Date of Appointment under BOARD COMMITTEES
16. Work done and issues addressed under BOARD COMMITTEES
17. Control System Set-up under RISK MANAGEMENT SYSTEM
18. Progress against plans, Issues, Findings under INTERNAL AUDIT AND CONTROL
19. Resignations, Re-assignment and reasons under INTERNAL AUDIT
20. Policies under ROLE OF STAKEHOLDERS
21. Data on health, safety and wellness under ROLE OF STAKEHOLDERS
22. Performance-enhancing mechanism under ROLE OF STAKEHOLDERS
23. CSR Initiatives under ROLE OF STAKEHOLDERS
24. Ownership structure under DISCLOSURE AND TRANSPARENCY
25. Disclosure of Related-Party Transactions under DISCLOSURE AND TRANSPARENCY
26. Dividend Policy under RIGHTS OF STOCKHOLDERS
27. Questions and Answers during the Annual General Meeting under RIGHTS OF STOCKHOLDERS
28. Stockholders' Attendance under RIGHTS OF STOCKHOLDERS
29. Appointment of Independent Party for Vote Counting under RIGHTS OF STOCKHOLDERS
30. Mergers and Acquisitions under INVESTOR RELATIONS PROGRAM
31. Activities under CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

We trust the above submission is in full compliance with the SEC requirement.

Thank you.

Very truly yours,

**CECILLE B. ARENILLO**  
Compliance Officer

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY)S.S.

### SECRETARY'S CERTIFICATE

I, JUAN J. DIAZ, of legal age, Filipino and with office address at Levelll, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, after having been duly sworn to in accordance with law, hereby depose and say that:

1. I am the Corporate Secretary of **Trans-Asia Oil and Energy Corporation** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with offices at 12/F The PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.


2. At the regular meeting of the Board of Directors of the Corporation duly held on December 8, 2015, at The Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, at which majority of the Directors constituting a quorum was present and acting throughout, the following resolution was adopted:

RESOLVED, that the Board of Directors approve, as it hereby approves, the Consolidated Changes in the Annual Corporate Governance Report for the Year 2015, in compliance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 12, Series of 2014, specifically on the following items of the said report:

1. Composition of the Board under BOARD MATTERS
2. Review of Vision and Mission under BOARD MATTERS
3. Roles, Accountabilities and Deliverables of Directors under BOARD MATTERS
4. Directorship in the Company under BOARD MATTERS
5. Voting result of the last Annual General Meeting under BOARD MATTERS
6. Shareholding in the Company under BOARD MATTERS
7. Orientation and Education Program under BOARD MATTERS
8. Policies under CODE OF BUSINESS CONDUCT AND ETHICS
9. Compliance to the Code under CODE OF BUSINESS CONDUCT AND ETHICS
10. Attendance of Directors under BOARD MEETINGS AND ATTENDANCE
11. Remuneration Policy under REMUNERATION MATTERS
12. Date of Appointment under BOARD COMMITTEES
13. Work done and issues addressed under BOARD COMMITTEES
14. Control System Set-up under RISK MANAGEMENT SYSTEM
15. Progress against plans, Issues, Findings under INTERNAL AUDIT AND CONTROL
16. Resignations, Re-assignment and reasons under INTERNAL AUDIT
17. Policies under ROLE OF STAKEHOLDERS as well as Aggregate and Management Remuneration, Stock Rights, Options and Warrants under REMUNERATION MATTERS

- 18. Data on health, safety and wellness under **ROLE OF STAKEHOLDERS**
- 19. Performance-enhancing mechanism under **ROLE OF STAKEHOLDERS**
- 20. CSR Initiatives under **ROLE OF STAKEHOLDERS**
- 21. Ownership structure under **DISCLOSURE AND TRANSPARENCY**
- 22. Disclosure of Related-Party Transactions under **DISCLOSURE AND TRANSPARENCY**
- 23. Dividend Policy under **RIGHTS OF STOCKHOLDERS**
- 24. Questions and Answers during the Annual General Meeting
- 25. Stockholder's Attendance under **RIGHTS OF STOCKHOLDERS**
- 26. Mergers and Acquisitions under **INVERSTOR RELATIONS PROGRAM**
- 27. Appointment of Independent Party for Vote Counting under **INVESTOR RELATIONS PROGRAM**
- 28. Activities under **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**


IN WITNESS WHEREOF, \_\_\_\_\_ have hereunto affixed my signature, this  
DEC 16 2015 at Makati City, Metro Manila.  
 IN WITNESS WHEREOF, \_\_\_\_\_ have hereunto affixed my signature, this  
 \_\_\_\_\_ at Makati City, Metro Manila.

  
 JUAN J. DIAZ  
 Affiant  
 JUAN J. DIAZ  
 Affiant P

DEC 16 2015

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ affiant  
 exhibiting his Senior Citizen ID : 1714595 issued at Pasig City on March 2002.  
 SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ affiant  
 exhibiting his Senior Citizen ID : 1714595 issued at Pasig City on March 2002.

Doc No. 167  
 Page No. 35  
~~Doc No.~~  
~~Page No.~~ 2015  
 Book No.  
 Series of 2015

  
 JOEL S. LLANILLO  
 COMMISSION NO. M-149  
 NOTARY PUBLIC FOR MAKATI CITY  
 UNTIL DECEMBER 31, 2016  
 11/F THE PHINMA PLAZA, 39 PLAZA DRIVE  
 ROCKWELL CENTER, MAKATI CITY  
 ROLL NO. 53693  
 PTR NO. 4760172; 1/9/15; MAKATI CITY  
 IBP NO. 974819; 9/15/14 LIFETIME; BULACAN CHAPTER