

KEPWEALTH PROPERTY PHILS., INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance Committee is tasked to ensure the Board's effectiveness and due observance of sound corporate governance principles and policies. The Committee believes that prudent and effective corporate governance practices constitute the foundation of the Company's strength and long-term existence to enhance and maximize long-term shareholder's value.

II. MEMBERSHIP

1. Composition

The Committee shall consist of at least three (3) members of the Board, two of whom should be independent directors. The Committee shall be chaired by an independent director, who is not at the same time the Chairman of the Board or of any other Board Committee.

The Chairman and members of the Committee shall be appointed by the Board.

2. Qualifications and Disqualifications

Its members shall have adequate and competent understanding of corporate governance principles and practices, in addition to thorough knowledge of the Company's business and industry in which it operates.

A Member shall be disqualified from continuing to be such during the remainder of his tenure if, upon determination by the Board, a Member ceases to meet any of the independence criteria or any of the qualifications for directorship as set forth in the Company's Manual on Corporate Governance.

III. DUTIES AND RESPONSIBILITIES

The Committee is duty-bound to perform and carry out the following responsibilities:

- a. Oversees the implementation and periodic review of the corporate governance framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments;
- b. Oversees the periodic performance evaluation of the Board and its Committees as well as executive management, and conducts an annual self-evaluation of its performance;
- c. Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d. Recommends continuing education/training programs for directors, assignment of tasks/projects to Board Committees, succession planning for Board members and Senior Officers, and remuneration packages for corporate and individual performance;

- e. Adopts corporate governance policies and ensures its proper review, regular updating and consistent implementation;
- f. Proposes and plans relevant trainings for the members of the Board;
- g. Determines the nomination and election process for the Company's directors and has the special duty of defining the general profile of Board members that the Company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board;
- h. Establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers; and
- i. Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board.

IV. COMMITTEE MEETINGS

The Committee shall hold meetings at such times and places as it considers appropriate, provided that at least [two (2)] meetings shall be held in each year, one of which shall be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which directors of the Company are to be elected. Meetings of the Committee shall be convened by the Chairman of the Committee as and when he considers appropriate or upon the request of a majority of the Members.

A Committee meeting shall be convened upon notice in writing at least three (3) days prior to the meeting and specifying the place, date and time of the meeting and the matters to be discussed at the meeting. A Member may consent to short notice and may waive notice of any meeting of the Committee.

The quorum for a meeting of the Committee shall be at least a majority of the Members present throughout the meeting. Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the Members present at such meeting.

V. REPORTING RESPONSIBILITIES

The Committee shall regularly report to the Board the Committee's activities, findings, decisions, deliberations and recommendations. The Committee shall prepare such reports as may be necessary to document the activities of the Committee in the performance of its functions and duties.

VI. PERFORMANCE EVALUATION

The Committee shall assess its effectiveness periodically, with the end view of ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter which shall be the basis of formulation of objectives and plans to improve its performance.

VII. RESOURCES

The Committee shall have full access to management, personnel and records for the purpose of performance of its duties and responsibilities and is authorized to hire independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

VIII. ANNUAL REVIEW

This Charter shall be reviewed annually and updated as required.

IX. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.