



# CHEMPHIL GROUP

LMG CHEMICALS CORP.

March 31, 2017

**Dir. Justina F. Callangan**

Corporate Governance and Finance Department  
Securities and Exchange Commission  
SEC Building, EDSA, Greenhills  
Mandaluyong

Dear Dir. Callangan:

Greetings! We submit herewith the updates to particular portions to the company's Annual Corporate Governance Report, as follows:

A. BOARD MATTERS

- 1) BOARD OF DIRECTORS
  - (a) Composition of the Board
  - (d) Directorship in Other Companies

C. BOARD MEETINGS & ATTENDANCE

- 2) DETAILS OF ATTENDANCE OF DIRECTORS

E. BOARD COMMITTEES

- 2) COMMITTEE MEMBERS

J. RIGHTS OF STOCKHOLDERS

- 1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS

We hope you find everything in order.

Thank you.

Very truly yours,

  
ALEXANDRA G. GARCIA  
Chief Operating Officer

MAKATI

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PASIG

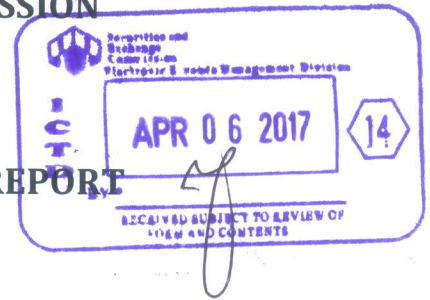
Elisco Road, Barrio Kalawaan, 1601 Pasig City, Philippines • Telephone 641-0887 • Telefax 641-8987



SECURITIES AND EXCHANGE COMMISSION

SEC FORM - ACGR

ANNUAL CORPORATE GOVERNANCE REPORT



1. Report is Filed for the Year December 31, 2016
2. Exact Name of Registrant as Specified in its Charter LMG CHEMICALS CORP.
3. CHEMPHIL BLDG., 851 A. ARNAIZ AVE., MAKATI CITY 1229  
Address of Principal Office Postal Code
4. SEC Identification Number 42020
5.  (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number 047-000-526-765
7. 063 (2) 8188711  
Issuer's Telephone number, including area code
8. NOT APPLICABLE  
Former name or former address, if changed from the last report

**AMENDMENTS TO THE  
ANNUAL CORPORATE GOVERNANCE REPORT  
FOR THE YEAR 2016**

**A. BOARD MATTERS**

3) BOARD OF DIRECTORS

- (a) Composition of the Board
- (e) Directorship in Other Companies

**C. BOARD MEETINGS & ATTENDANCE**

4) DETAILS OF ATTENDANCE OF DIRECTORS

**E. BOARD COMMITTEES**

2) COMMITTEE MEMBERS

**J. RIGHTS OF STOCKHOLDERS**

2) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS



## A. BOARD MATTERS

### 1) Board of Directors

Number of Directors per Articles of Incorporation	11
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Actual number of Directors for the year	10
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#### (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as director
1. Antonio M. Garcia	NED			**	23 June 2011	ASM*	**
2. Alexandra G. Garcia	ED	3G Holding Corp.	3G Holding Corp.	26 Sep 2002	23 June 2011	ASM*	14
3. Ramon M. Garcia	NED			07 Sep 1999	23 June 2011	ASM*	**
4. Eusebio M. Garcia Jr.	NED			28 Sep 2001	23 June 2011	ASM*	**
5. Jose Ma. L. Ordoveza	NED	Chemical Ind. Of the Phils.	Chemical Ind. Of the Phils.	1992	23 June 2011	ASM*	**
6. Ana Maria G. Ordoveza	ED	Chemical Ind. Of the Phils.	Chemical Ind. Of the Phils.	**	23 June 2011	ASM*	**
7. Jose Ricardo C. Garcia	NED				23 June 2011	ASM*	9
8. Jesus N. Alcorido	NED	Chemical Ind. Of the Phils.	Chemical Ind. Of the Phils.	26 Sep 2002	23 June 2011	ASM*	**
9. Paulino C. Alvaro	NED	Chemical Ind. Of the Phils.	Chemical Ind. Of the Phils.	8 Oct 2009	23 June 2011	ASM*	7
10. Roberto A. Silva	ID		Antonio M. Garcia (no relation)		23 June 2011	ASM*	10***
11. (Vacant)****							

\* Annual Stockholders' Meeting (ASM) was not held in the year 2016.

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

\*\* Records show that these directors have been serving as Board of Directors for more than 10 years.

\*\*\* Latest tenure was held in a hold-over capacity due to the non-holding of the Annual Stockholders Meeting for the year 2016.

\*\*\*\* Position which was left vacant in view of the resignation of Dir. Augusto P. Nilo on June 2014. It remains vacant since there was no election since the company has been unable to hold Annual Stockholders' Meetings since the year 2011.

## C. BOARD MEETINGS & ATTENDANCE

### 2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Antonio M. Garcia	*	0	0	0
Member	Jesus N. Alcordo	*	0	0	0
Member	Ramon M. Garcia	*	0	0	0
Member	Eusebio M. Garcia Jr.	*	0	0	0
Member	Jose Ricardo C. Garcia	*	0	0	0
Member	Alexandra G. Garcia	*	0	0	0
Member	Ana Maria G. Ordoveza	*	0	0	0
Member	Jose Ma. L. Ordoveza	*	0	0	0
Member	Paulino C. Alvaro	*	0	0	0
Independent	Augusto P. Nilo	*	0	0	0
Independent	Roberto A. Silva	*	0	0	0

\*No election was held in the year 2016. The last election for the company's Board of Directors was held on June 23, 2011.

## B. BOARD COMMITTEES

### 1) Number of Members, Functions and Responsibilities

#### 2) Committee Members

##### (a) Executive Committee

##### (b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	(Vacant)		0	0		
Member (ED)			0	0		
Member (NED)			0	0		
Member (ID)			0	0		
Member	Jesus N. Alcordo	June 23, 2011	0	0		12years
Member	Jose Ricardo C. Garcia	June 23, 2011	0	0		9years



## J. RIGHTS OF STOCKHOLDERS

(d) Stockholders' participation

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? YES.

- a. **Date of sending out notices:** Not applicable because of the non-holding of the AGM for the year 2016.
- b. **Date of the Annual Meeting:** Not applicable since there was no meeting for the year 2016.

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

None.

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

Not applicable because of the non-holding of the AGM for the year 2016.

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	No meeting for 2016	n/a	n/a	n/a	n/a	n/a
Special	No meeting for 2016	n/a	n/a	n/a	n/a	n/a

(i) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	All stockholders
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	Not applicable for the year 2016
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	Not applicable for the year 2016

<b>State whether CD format or hard copies were distributed</b>	As company policy, the company distributes hard copies of Definitive Information Statements and Management Reports
<b>If yes, indicate whether requesting stockholders were provided hard copies</b>	Not applicable for the year 2016