



101292013002601



SECURITIES AND EXCHANGE COMMISSION

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CERTIFICATION

A. BAYANI K. TAN, of legal age, Filipino, with office address at 27/F East Tower, Philippine Stock Exchange Center, Exchange Road, Ortigas Center, Pasig City, Metro Manila, under oath, does hereby certify:

1. He is the incumbent Corporate Secretary/Compliance Officer of SINOPHIL CORPORATION (the "Corporation"), a corporation organized and existing under the laws of the Philippines;

2. In 2012, the Corporation substantially complied with all the provisions of its Amended Manual on Corporate Governance, which the Corporation adopted as prescribed by Securities and Exchange Commission (SEC) Memorandum Circular No. 2, Series of 2002, as amended by SEC Memorandum Circular No. 6, Series of 2009 ("Manual");

3. The Corporation, its directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in the Corporation's Manual;

4. The Corporation is not aware of any major deviations from the adopted Manual;

5. All members of the Board of Directors as well as Senior Management officers completed and were duly certified to have attended a special seminar on Corporate Governance; and

6. This Certificate is issued in compliance with the requirement of the SEC on the annual reporting on the Corporation's compliance with the Manual.

IN ATTESTATION OF THE ABOVE, this Certificate has been signed this JAN 29 2013 day of January 2013 at Pasig City, Metro Manila.

[Signature]
A. BAYANI K. TAN
Corporate Secretary/Compliance Officer

Countersigned By:
[Signature]
MANUEL A. GANA
President

SUBSCRIBED AND SWORN to before me this JAN 29 2013 day of January 2013 at Pasig City, Metro Manila, affiant exhibiting to me his Community Tax Certificate No. 08151450 issued on 01.14.13 at Manila and TIN 102-054-041.

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[Signature]
ANNA FRANCESCA C. RESPICIO
Notary Public for and in Makati City
Appointment No. M-515 (2012-2013)
Commission Expires on December 31, 2013
2/F JTC Center, 2155 Chino Roces Street
Makati City, Metro Manila
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