

PREMIUM LEISURE CORP. COMPENSATION AND REMUNERATION COMMITTEE CHARTER

This Charter establishes the purpose, composition, responsibilities, and operations of the Compensation and Remuneration Committee (the “Committee”).

1. COMPOSITION

The Committee shall be composed of at least three (3) members, one of whom shall be an independent director. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board of Directors.

2. ROLE

The Committee’s role is to decide, determine and approve, by majority vote of all of its members, matters relating to the compensation, remuneration and benefits of the company’s officers and directors; and to provide communications with the Board of Directors and, as appropriate, communications with shareholders and regulators.

3. RESPONSIBILITIES

The responsibilities of the Committee are:

- 3.1.** Establish a formal and transparent procedure for developing a policy on executive remuneration, for fixing the remuneration packages of corporate officers and directors, and provide oversight on remuneration of senior management and other key personnel, ensuring that compensation is consistent with the company’s culture, strategy and control environment;
- 3.2.** Designate the amount of remuneration, which shall be sufficient to attract and retain directors and officers who are needed to run the company successfully;
- 3.3.** Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which, among others, compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict with their performance of duties once hired;
- 3.4.** Disallow any director to decide his/her own remuneration;
- 3.5.** Provide in the company’s annual reports, information and proxy statements, a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year;
- 3.6.** Review (if any) of the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned will all statutory requirements that must be periodically met in their respective posts;

3.7. Or in the absence of such Personnel Handbook, cause the development of such, covering the same parameters of governance stated above.

4. PROCEEDINGS

The Committee shall meet at least twice a year or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting of the Committee is two (2) members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee.

The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee. The Committee Secretary, under the direction of the Committee Chairman shall prepare the agenda and provide the Committee members advance notice of meetings, the agenda, along with appropriate briefing materials. Minutes of the meeting shall be provided to the members within days after the said meeting.

5. REPORTING RESPONSIBILITIES

The Committee Chairman must report to the Board of Directors regarding the Committee actions and activities. The Committee shall make recommendations to the Board of Directors as and when it considers appropriate in relation to its duties and responsibilities.

6. COMMITTEE ADVISORS

The Chief Executive Officer and Human Resources Head shall be advisors to the Committee, and may be delegated such responsibilities as the Committee deems appropriate. The Committee 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.

7. ANNUAL REVIEW OF CHARTER

The Committee shall conduct an annual review of this Charter and propose any enhancements as may be deemed necessary for Board approval.

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On the above date, the Board of Directors of Premium Leisure Corp. reviewed and approved this Compensation and Remuneration Committee Charter.

Willy N. Ocier
Chairman

Frederic C. DyBuncio
Member

Roman Felipe S. Reyes
Member

Joseph C. Tan
Member

Juan Victor S. Tanjuatco
Member

A. Bayani K. Tan
Member

Exequiel P. Villacorta, Jr.
Member