



**REPUBLIC GLASS HOLDINGS CORPORATION**

09 January 2012

**Disclosure Department**

Listings and Disclosure Group  
Philippine Stock Exchange  
3/F PSE Plaza, Ayala Triangle  
Ayala Avenue, Makati City

Attention: **MS. JANET ENCARNACION**  
Head, Disclosure Department

Gentlemen:

Please find attached the following documents of Republic Glass Holdings Corporation in compliance with the provisions of the Code of Corporate Governance:

- a. Certification on Attendance of the Board of Directors Meetings for the period January to December 31, 2011, and
- b. Certification on Compliance with the Manual of Corporate Governance.

Thank you.

Very truly yours,

  
**FLORENCE WONG**  
Corporate Information Officer

## SWORN CERTIFICATION

I, **MARIO T. MENESES, JR.**, of legal age, Filipino and with postal address at 16<sup>th</sup> Floor, Unit 1617 Cityland 10 Tower I, H. V. dela Cost Street, Salcedo Village, Makati City, after having been sworn to in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary of **REPUBLIC GLASS HOLDINGS CORPORATION** (the "Corporation") duly organized under the laws of the Philippines with principal address at the 6<sup>th</sup> Floor, Republic Glass Building, 196 Salcedo Street, Legaspi Village, Makati City;
2. In such capacity, I have the custody of the Minutes of Meeting of Stockholders and Board of Directors of the Company as well as other records of the Company;
3. On the basis of such records, I hereby certify that a total of EIGHT (8 ) meetings (regular and special) of the Company's Board of Directors were held during the year 2011 and a quorum was always present at these meetings;
4. Attendance of Board Members at such meetings were as follows:

Name	No. of Meetings Attended	No. of Meetings Absent	Total No. of Meetings
Antonio A. Henson	8	0	8
Ma. Paz. V. Laperal	8	0	8
Adeline S. Lim	7	1	8
Victor C. Macalincag	8	0	8
Federico E. Puno	6	2	8
Bienvenido A. Tan, Jr.	8	0	8
Geronimo F. Velasco, Jr.	8	0	8
Jose Miguel F. Velasco	8	0	8
Corazon S. De La Paz-Bernardo*	4	0	4
Florence Wong**	4	0	4

5. The records of the Company show that in the year 2011 all current members of the Board of Directors of the Company have complied with the Securities and Exchange Commission's 50% attendance requirement.
6. This certification is issued in compliance with the requirements of the Company's Revised Corporate Governance Manual and SEC Memorandum Circular No. 6, Series of 2009.

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\* Corazon S. De La Paz-Bernardo – was elected as member of the Board on April 29, 2011

\*\* Florence Wong – ceased to be a Director on April 29, 2011

JAN 09 2012

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 2012 at Makati City, Philippines.

  
**MARIO T. MENESES, JR.**  
Corporate Secretary


Attest:



**BIENVENIDO A. TAN, JR.**  
Chairman of the Board

JAN 09 2012

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of January 2012, affiant exhibiting to me his Tax Identification No. (TIN) 123-004-317-000.

  
**ATTY. GERVACIO B. ORTIZ, JR.**  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2012  
ROLL OF ATTORNEY NO. 40091  
MCLE COMPLIANCE NO. 14-0014282  
IBP NO. 656155- LIFETIME MEMBER  
PTR NO. 3178160 JAN. 2, 2012 MAKATI CITY

Doc. No. 441  
Page No. 90  
Book NO. J  
Series of 2012

## CERTIFICATION

Pursuant to the provisions of the Republic Glass Holdings Corporation's (the "Corporation") Corporate Governance Manual under Securities and Exchange Commission ("SEC") Memorandum Circular No. 6 dated 05 April 2009, I hereby depose and state that:

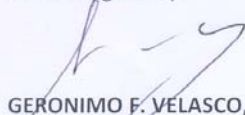
1. I am the incumbent Compliance Officer of Republic Glass Holdings Corporation, a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at 6<sup>th</sup> Floor, Republic Glass Building, 196 Salcedo St., Legaspi Village, Makati City;
2. Compliance with SEC Memorandum Circular No. 6 dated April 5, 2009, as well as all relevant Circulars on Corporate Governance have been monitored;
3. In 2011, the Company, its directors, officers and employees have substantively complied with all the leading practices and principles on good corporate governance as embodied in the Corporation's Revised Manual on Corporate Governance. There are no major deviations from the adopted Revised Manual on Corporate Governance.
4. I am issuing this certification in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certification this 9<sup>th</sup> day of January, 2012 at Makati City, Philippines.



**LUTGARDA R. GAMBOA**  
Compliance Officer

Countersigned by:



**GERONIMO F. VELASCO, JR.**  
President

