

	CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP.	CORPORATE GOVERNANCE MANUAL	DOC CODE: CG-ITP-01-19
			Effectivity: 30 MAY 2019
INSIDER TRADING POLICY			Issue/Rev: 0 <i>Supercedes:</i>
Prepared by: INVESTOR RELATIONS Department	Recommended by: CHRYSS ALFONSUS V. DAMUY President & CEO	Noted and Approved by the Board of Directors: DENNIS A. UY Chairman	

1.0 POLICY STATEMENT

In compliance with the disclosure requirements of the Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange ("PSE"), Chelsea Logistics Holdings Corp. ("CLIC" or the "Company") requires its Directors and principal Officers to report any purchase, sale or change in their shareholdings of the Company's listed securities.

2.0 OBJECTIVE

The primary objective of the Insider Trading Policy (the "Policy") is to establish the corporate requirements with respect to transactions involving the Company's listed securities.

This Policy aims to:

1. formulate clear guidelines on any transaction executed by CLIC Directors, Officers, and employees with respect to the Company's listed securities;
2. promote equitable treatment of shareholders by prohibiting CLIC Directors, Officers, and employees from acting on material nonpublic information;
3. preserve the investors' confidence in the Company; and
4. ensure the Company's compliance with the requirements of the SEC and PSE.

3.0 SCOPE

The Insider Trading Policy applies to all dealings in the Company's listed securities ("CLIC Securities"), including common shares, preferred shares, bonds and any other securities the Company may issue such as notes, warrants and debentures, as well as to derivative securities relating to the Company's securities.

This Policy applies to all individuals and/or entities who have access to and knowledge of material nonpublic information about the Company. The following individuals and/or entities (the "Insiders") are covered by this Policy:

1. Board of Directors;
2. Principal Officers and other members of the Executive Committee;
3. Employees of the Company and its Subsidiaries;
4. Employees, officers, consultants, and former employees/consultants of the Company and its subsidiaries who have knowledge of undisclosed material information or material change from time to time until such information has been publicly disclosed;
5. Insiders' spouse or relatives by affinity or consanguinity within the second degree¹, legitimate or common-law, which include grandparents, parents, siblings, children, and grandchildren; and
6. Anyone who obtains undisclosed material information or material change from any of the foregoing Insiders.

4.0 INSIDER TRADING

It is unlawful for any Insider to buy or sell CLIC Securities while in possession of material information that has not yet been disclosed to the public.²

It is similarly unlawful for any Insider to communicate material nonpublic information about the Company or its subsidiaries to any person wherein the Insider communicating the information knows or has reason to believe that such person will likely buy or sell CLIC Securities while in possession of such information.³

5.0 MATERIAL NONPUBLIC INFORMATION

Under the Section 27.2 of the Securities Regulation Code, an information is considered "material nonpublic", if:

1. It has not been generally disclosed to the public and would likely affect the market price of the security after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information; or
2. It would be considered by a reasonable person important under the circumstances in determining his course of action whether to buy, sell, or hold a security.

The following information and/or events are considered "material", though not meant to be exhaustive:

1. Significant changes in corporate objectives, organizational structure, or management;
2. Mergers, acquisitions, divestitures, or joint ventures;
3. Strategic, operational, or marketing plans;
4. New programs or services;
5. Financial results and projections/forecasts;
6. Purchase or sale of substantial assets;
7. Extraordinary borrowings or liquidity problems;
8. Major equity investments or debt offerings;
9. Change in dividend policy and declaration of stock dividends or stock splits;
10. Stock repurchase programs, tender offers, or issuances of new securities;
11. Significant litigation exposure or government investigation.

¹ Securities Regulation Code, sec 27.1

² Id, sec 27.1

³ Id, sec 27.3

Nonpublic information relating to the Company is a property of the Company and unauthorized use of such information is prohibited. Employees must not discuss any internal Company matters or developments with anyone outside the Company, except as required in the performance of their regular employment duties. It is important that all such communications on behalf of the Company shall be made only through designated authorized individuals. If employees receive inquiries of this nature, they should decline comments and refer the inquirer directly to the Company-designated individuals responsible for such inquiries.

6.0 BLACKOUT PERIOD

Insiders and their respective spouses or relatives by affinity or consanguinity within the second degree, legitimate or common-law, are allowed to buy or sell CLIC Securities two (2) full trading days after the time that the material information has been released to the public.

The Company shall implement four (4) routine quarterly blackout periods coinciding with the disclosure of the Company's periodical financial and operational results. In connection with these disclosures, the blackout period will be ten (10) full trading days prior and two (2) full trading days after the respective disclosure date (the "Blackout Periods"). The Board of Directors, members of the Executive Committee, Finance Group, and Investor Relations Group of the Company are subject to these Blackout Periods. The above spouses or relatives by affinity or consanguinity within the second degree, legitimate or common-law, are also covered by the Blackout Periods.

The Blackout Periods shall be imposed on the subject individuals upon notice by the Compliance Officer, Investor Relations Officer or Corporate Secretary or their representatives.

7.0 COMPLIANCE REPORTS

7.1 NEW DIRECTOR'S OF OFFICER'S BENEFICIAL OWNERSHIP REPORT

A newly-appointed Director or principal Officer of the Company, whether or not beneficially owning CLIC Securities, must accomplish SEC Form 23-A (Initial Statement of Beneficial Ownership) and submit to the Compliance Officer within seven (7) calendar days from the date of appointment indicating the amount of CLIC Securities of which he/she is a beneficial owner.⁴

The Compliance Officer shall subsequently submit the accomplished SEC Form 23-A to the SEC and PSE within ten (10) calendar days from the respective date of appointment.

7.2 REPORT ON CHANGE IN BENEFICIAL OWNERSHIP OF DIRECTOR OR OFFICER

Within three (3) trading days from the date of transaction, a Director or principal Officer of the Company must report to the Compliance Officer any purchase, sale, or change in their shareholdings of the CLIC Securities. The Director or principal Officer must accomplish SEC Form 23-B (Statement of Changes in Beneficial Ownership) indicating his/her ownership of CLIC Securities.

⁴2015 Implementing Rules and Regulations of the Securities Regulation Code (2015 IRR), sec. 23.1.1

The Compliance Officer shall subsequently submit the accomplished SEC Form 23-B to the PSE within five (5) trading days from the date of transaction and to the SEC within ten (10) calendar days after the close of each calendar month thereafter.⁵

The Directors and Principal Officers of the Company are required to submit the Beneficial Ownership Reports.

8.0 PENALTIES FOR NON-COMPLIANCE

Any Insider who violates this Policy by buying or selling CLIC Securities while in possession of material nonpublic information shall be subject to civil liability brought by an investor who contemporaneously with the purchase or sale of securities that is subject of the violation, purchased or sold securities of the same class unless such Insider proves that such investor knew the information or would have purchased or sold at the same price regardless of disclosure of the information to him.

In addition, such Insider, upon conviction, may suffer a fine of not less than Fifty thousand Pesos (PHP50,000.00) nor more than Five Million Pesos (PHP5,000,000.00) or imprisonment of not less than seven (7) years nor more than twenty-one (21) years, or both, in the discretion of the court.⁶

Officers and employees of the Company who violate this Policy shall also be subject to disciplinary action by the Company.

9.0 SHORT-SWING PROFITS RECOVERY

In addition to any civil or criminal liabilities and disciplinary actions, any profit realized by beneficial owners, Principal Owners, Directors, or Principal Officers from any purchase or sale, or any sale or purchase, of any equity security of the Company within any period of less than six (6) months, unless such security was acquired in good faith in connection with a debt previously contracted, shall inure to and be recoverable by the Company, irrespective of any intention of holding the security purchased or of not repurchasing the security sold for a period exceeding six (6) months.⁷

10.0 AUTHORIZED REPRESENTATIVES

In case of doubt, the Insiders are encouraged to consult with the Compliance Officer, Investor Relations Officer or Corporate Secretary to determine if the nonpublic information they possess are material or if the Company has an existing Blackout Period prior to buying or selling any CLIC Securities.

11.0 EFFECTIVITY AND POLICY ADMINISTRATION:

11.1 This Policy shall take effect upon approval and shall supersede all previously issued policies, procedures and guidelines covering this matter.

⁵ Id, sec 23.1.2

⁶ Securities Regulation Code, sec 73

⁷Id, sec 23.2

- 11.2 The implementation and administration of the provisions of this Policy shall be the responsibility of the Compliance Officer, Corporate Secretary, and Investor Relations Officer.
- 11.3 Any exception to this Policy must have the prior approval of the President and CEO or the Chairman of the Board, in cases where the President and CEO is the direct beneficiary of the exception.

12.0 FORMS:

- 12.1 SEC Form 23-A
- 12.2 SEC Form 23-B

THIS POLICY SHALL BE SUBJECT TO PERIODIC REVIEW, AMENDMENTS OR REVISIONS WHEN NECESSARY, UPON THE ABSOLUTE DISCRETION OF THE MANAGEMENT.