

# COVER SHEET

1 6 3 6 7 1

SEC Registration Number

PRIME ORION PHILIPPINES, INC.

(Company's Full Name)

20 / F LKG TOWER 6801 AYALA AVENUE  
MAKATI CITY

(Business Address: No. Street City/Town/Province)

ATTY. DAISY L. PARKER

(Contact Person)

884-1106

(Company Telephone Number)

06 30

Month Day  
(Fiscal Year)

[Form Type]

(Form Type)

[Month Day]

Month Day  
(Annual Meeting)

## Certification of Qualification of Independent Directors

[Secondary License Type, If Applicable]

(Secondary License Type, If Applicable)

[Dept. Requiring this Doc.]

Dept. Requiring this Doc.

[Amended Articles Number/Section]

Amended Articles Number/Section

[Total No. of Stockholders]

Total No. of Stockholders

[Total Amount of Borrowings Domestic]

Domestic

[Total Amount of Borrowings Foreign]

Foreign

To be accomplished by SEC Personnel concerned

[File Number]

File Number

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LCU

LCU

[Document ID]

Document ID

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Cashier

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

# PrimeOrion Philippines, Inc.

5 December 2014

**SECURITIES AND EXCHANGE COMMISSION**  
SEC Bldg., EDSA Greenhills  
Mandaluyong City

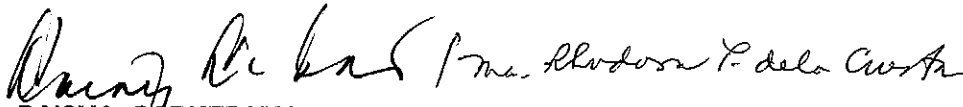
Attention : **ATTY. JUSTINA F. CALLANGAN**  
Director  
Corporate Governance and Finance Department

Re : Prime Orion Philippines, Inc. ("POPI")

Gentlemen:

In compliance with the *Securities and Exchange Commission Notice to All Independent Directors* dated 20 October 2006, we submit herewith the duly accomplished Certification of Qualification of POPI's Independent Directors, Atty. Ricardo J. Romulo and Mr. Victor C. Say.

Very truly yours,



**DAISY L. PARKER/ MA. RHODORA P. DELA CUESTA**  
Corporate Secretary/ Asst. Corporate Secretary

[letter to SEC- Qualification of ind. Dir] c: Abby/POPI/Qualification of Independent Director/2014

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RICARDO J. ROMULO**, Filipino, of legal age and a resident of 2386 Mabolo St., Dasmariñas Village, Makati City, after having been duly sworn in accordance with law, hereby depose and state that:

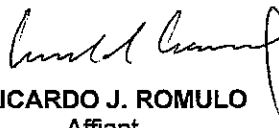
1. I am the independent director of **PRIME ORION PHILIPPINES, INC.** ("POPI");
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Cebu Air, Inc.*	Chairman/Director	29 Dec. 1995 to present (26 Oct. 2010 - the company became a listed company)
Interphil Laboratories, Inc.	Chairman/Director	2008 to present
Federal Phoenix Assurance Co., Inc.	Chairman/Director	1993 to present
Sime Darby Pilipinas, Inc.	Chairman/Director	1988 to present
Towers Watson Philippines, Inc.	Chairman/Director	August 1981 to present
BASF Philippines, Inc.	Director	December 2, 1963 to present
FLT Prime Insurance Corporation	Independent Director	23 April 2008 to present
Honda Philippines, Inc.	Director	1983 to present
Johnson & Johnson (Phils.), Inc.	Director	May 19, 1972 to present
Maersk Filipinas, Inc.	Director	April 1, 1990 to present
Philippine American Life and General Insurance Company	Director	6 April 1987 to present
JG Summit Holdings, Inc.*	Director	July 2000 to present
Zuellig Pharma Corporation	Director	25 July 1979 to present

\*listed companies

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of POPI, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the Corporate Secretary of POPI of any changes in the abovementioned information within five days from its occurrence.

Done this 3<sup>rd</sup> day of December 2014 at Makati City.

  
**RICARDO J. ROMULO**  
 Affiant

**SUBSCRIBED AND SWORN** to before me in Makati City on this 3<sup>rd</sup> day of December 2014, affiant exhibited to me his Passport No. EB8271082 issued at Manila on 31 May 2013 as competent evidence of his identity.

Doc. No. 301 ;  
 Page No. 062 ;  
 Book No. 2 ;  
 Series of 2014.

**ATTY. FRANCESCA ISABELLE G. CALDERON**

~~Commission No. M-577~~  
 Notary Public for Makati City  
 Until December 31, 2015  
 21<sup>st</sup> Flr. Philamlife Tower,  
 8787 Paseo de Roxas, Makati City  
 Roll No. 63428  
 PTR No. 4467430 / 12-Aug-2014 / Makati City  
 IBP No. 971865 / 24-June-2014 / Cebu City

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **VICTOR C. SAY**, Filipino, of legal age, with address at 13 Roosevelt St., West Greenhills, San Juan, Metro Manila, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am an independent director of **PRIME ORION PHILIPPINES, INC.** ("POPI");
2. I am affiliated with the following companies or organizations:

<b>Company/ Organization</b>	<b>Position</b>	<b>Period of Service</b>
SEATO Trading Co., Inc.	Director	1970 to present
San Juan Enterprises, Inc.	Director	1970 to present
Kolin Philippines, Inc.	Director	1995 to present
Seven of Us Foods, Inc.	Director	2005 to present
Laview Security Phils., Inc.	Director	2008 to present
Onetree Holdings, Inc.	Chairman	March 2012 to present

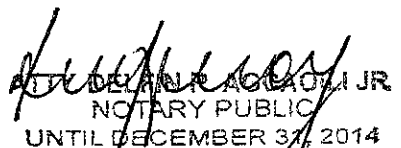
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director for POPI, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations;
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under Securities Regulation Code; and
5. I shall inform the Corporate Secretary of POPI of any changes in the abovementioned information within five days from its occurrence.

DEC 04 2014  
Done this \_\_\_\_\_ day of December 2014 at Makati City.

  
**VICTOR C. SAY**  
 Affiant  
 DEC 04 2014

**SUBSCRIBED AND SWORN** to before me in Makati City this \_\_\_\_\_ day of December 2014, affiant exhibited to me his Passport No. EB0584027 issued on 16 July 2011 at Manila, as competent evidence of his identity.

Doc. No. 471  
 Page No. 44  
 Book No. 159  
 Series of 2014.

  
**ATTY. DELAN R. AGUAY JR.**  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2014  
 PTR NO. 2413105 / 2014 MLA  
 IBP NO. 913982 / 2014 MLA  
 ROLL NO. 24655 / TIN NO. 144-519-088  
 MCLE III - 0013521  
 COMMISSION NO. 2013-023