



APC GROUP INC. EXECUTIVE COMMITTEE CHARTER

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

1. PURPOSE

The Executive Committee’s primary purpose is to function when the Board is not in session. The Committee shall have all the power and authority of the Board in the governance, management and direction of the business and affairs of the Company except for those matters expressly provided for in Section 35 of the Corporation Code, the Company’s By-Laws and other pertinent laws, rules or regulations.

2. COMPOSITION

The Executive Committee shall consist of at least three (3) members of the Board. Members of the Committee shall be appointed by the Board, who shall also appoint a Committee Chairperson and Committee Secretary. In accordance with this, members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board.

3. MEETINGS

The Committee shall meet at least once every quarter. The Committee may invite members of Management or others to attend meetings and provide pertinent information, as necessary. The Committee Secretary, under the direction of the Committee Chairperson, 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.

4. AUTHORITY

An act of the Executive Committee which is within the scope of its power shall not require ratification or approval for its validity and effectivity.

5. RESPONSIBILITIES

The Executive Committee shall have the following duties and responsibilities.

- 5.1. Assist the Board in overseeing the implementation of strategies and sustaining the Corporation’s long-term success and competitiveness in a manner consistent with its vision / mission;
- 5.2. Review of major issues facing the organization;

- 5.3. Monitoring of the operating activities of each business group;
- 5.4. Defining and monitoring the Company's performance improvement goals;
- 5.5. Defining group-wide policies and actions and overseeing their implementation;
- 5.6. Fostering the sharing of information in all areas of the business group;
- 5.7. Perform other functions as the committee may deem appropriate within its scope or as assigned by the Board;
- 5.8. Evaluate the Committee's and individual members' performance on a regular basis.

6. REPORTING

- 6.1. Regularly report to the Board the Committee's activities, findings, decisions, deliberations and recommendations.
- 6.2. Review any other reports the Company issues that relate to the Committee responsibilities.

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.