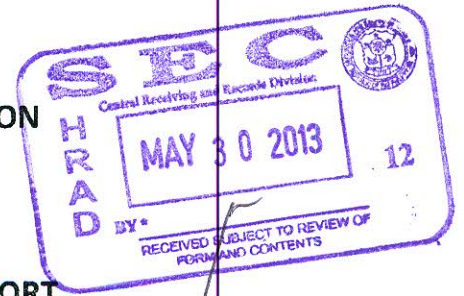


SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT



1. Report is Filed for the Year 2012.

2. Exact Name of Registrant as Specified in its Charter

TRANS ASIA OIL AND ENERGY DEVELOPMENT CORPORATION

3. 11F Phinma Plaza, 39 Plaza Drive Rockwell Center, Makati City 1200
Address of Principal Office Postal Code



4. SEC Identification Number 069039274 5. (SEC Use Only)
Industry Classification Code

6. BIR Tax Identification Number 000-506-020-000

7. 632 8700100
Issuer's Telephone number, including area code

8.
Former name or former address, if changed from the last report

TABLE OF CONTENTS

A. BOARD MATTERS.....	5
1) BOARD OF DIRECTORS.....	
(a) Composition of the Board.....	5
(b) Corporate Governance Policy/ies.....	5
(c) Review and Approval of Vision and Vision.....	5
(d) Directorship in Other Companies.....	5
(e) Shareholding in the Company.....	9
2) CHAIRMAN AND CEO.....	9
3) PLAN FOR SUCCESSION OF CEO/MANAGING DIRECTOR/PRESIDENT AND TOP KEY POSITIONS..	10
4) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS.....	10
5) CHANGES IN THE BOARD OF DIRECTORS.....	12
6) ORIENTATION AND EDUCATION PROGRAM.....	14
B. CODE OF BUSINESS CONDUCT & ETHICS.....	14
1) POLICIES.....	14
2) DISSEMINATION OF CODE.....	15
3) COMPLIANCE WITH CODE.....	15
4) RELATED PARTY TRANSACTIONS.....	15
(a) Policies and Procedures.....	15
(b) Conflict of Interest.....	16
5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS.....	16
6) ALTERNATIVE DISPUTE RESOLUTION.....	17
C. BOARD MEETINGS & ATTENDANCE.....	17
1) SCHEDULE OF MEETINGS.....	17
2) DETAILS OF ATTENDANCE OF DIRECTORS.....	17
3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS.....	17
4) QUORUM REQUIREMENT	17
5) ACCESS TO INFORMATION.....	18
6) EXTERNAL ADVICE.....	18
7) CHANGES IN EXISTING POLICIES.....	19
D. REMUNERATION MATTERS.....	19
1) REMUNERATION PROCESS.....	19
2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS.....	19
3) AGGREGATE REMUNERATION	20
4) STOCK RIGHTS, OPTIONS AND WARRANTS.....	21
5) REMUNERATION OF MANAGEMENT.....	21
E. BOARD COMMITTEES.....	21
1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES.....	21
2) COMMITTEE MEMBERS.....	22
3) CHANGES IN COMMITTEE MEMBERS.....	24
4) WORK DONE AND ISSUES ADDRESSED.....	25
5) COMMITTEE PROGRAM.....	25
F. RISK MANAGEMENT SYSTEM.....	25
1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM.....	25
2) RISK POLICY.....	26

3) CONTROL SYSTEM.....	27
G. INTERNAL AUDIT AND CONTROL.....	28
1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM.....	29
2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function.....	29
(b) Appointment/Removal of Internal Auditor.....	30
(c) Reporting Relationship with the Audit Committee.....	30
(d) Resignation, Re-assignment and Reasons.....	30
(e) Progress against Plans, Issues, Findings and Examination Trends.....	30
(f) Audit Control Policies and Procedures.....	31
(g) Mechanisms and Safeguards.....	31
H. ROLE OF STAKEHOLDERS.....	32
I. DISCLOSURE AND TRANSPARENCY.....	34
J. RIGHTS OF STOCKHOLDERS.....	36
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS.....	36
2) TREATMENT OF MINORITY STOCKHOLDERS.....	40
K. INVESTORS RELATIONS PROGRAM.....	40
L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.....	42
M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL.....	42
N. INTERNAL BREACHES AND SANCTIONS.....	42

