



SOUTH CHINA RESOURCES, INC.

ENZO Bldg. Senator Gil Puyat Ave., Makati City
Metro Manila, Philippines

April 20, 2012

The Disclosure Department
3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Ave.
Makati City, Philippines 1226

Attention: **Ms. JANET A. ENCARNACION**
Head, Disclosure Department

Gentlemen:

Please find herewith the Company's **Preliminary Information Statement (SEC Form 20-IS)**.

Annual Stockholders' Meeting is on **May 25, 2012**. Record date is **April 27, 2012**.

Also enclosed herein is the Certification of qualification of Independent Directors for the year 2012.

We hope you may find the above in order. Thank you.

Yours faithfully,

DAVID R. BALADAD
Corporate Information Officer/
VP – Operations

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

☒ Preliminary Information Statement
☐ Definitive Information Statement

2. Name of Registrant as specified in its charter: **SOUTH CHINA RESOURCES, INC.**
(formerly known as South China Petroleum and Exploration, Inc.)
3. Province, country or their jurisdiction of incorporation or organization: **Not applicable**
4. SEC Identification Number: **ASO92-6441**
5. BIR Tax Identification Code: **001-945-016**
6. Address of Principal Office: **ENZO Bldg. 399 Sen. Gil Puyat Ave. Makati City**
Postal Code: **1200**
7. Registrant's telephone number, including area code: **(632) 812-2383 / 892-2049**
8. Date, time and place of the meeting of security holders:

25 May 2012 at 2:00 p.m.
East-West Room, Manila Golf & Country Club,
Harvard Road, Forbes Park, Makati City.

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **4 May 2012**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on numbers of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	906,017,569

11. Are any or all registrant's securities listed on a Stock Exchange?

Yes: ☒ No: ☐

Name of Stock Exchange

Class of Securities Listed

Philippine Stock Exchange

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SOUTH CHINA RESOURCES, INC.

3/F Low Rise Pacific Star Bldg., Sen. Gil Puyat Ave. cor. Makati Ave., Makati City
Metro Manila, Philippines

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To all Stockholders:

Notice is hereby given that the 2012 Annual Meeting of the stockholders of SOUTH CHINA RESOURCES, INC. shall be held on 25 May 2012 at 2:00 P.M. at the East-West Room of Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City. The Agenda for said meeting is as follows:

1. Proof of notice and quorum;
2. Reading and approval of previous Minutes;
3. Report of Management;
4. Ratification of the acts of the Board of Directors and Officers;
5. Election of Directors;
6. Appointment of Auditors;
7. Other Matters; and
8. Adjournment.

For the purpose of the meeting, only stockholders of record at the close of business on 27 April 2012 shall be entitled to notice of and to vote at the meeting.

If you cannot attend the meeting but would like to be represented thereat, you may appoint a proxy in writing and file the same, together with the appropriate Board resolution for corporate stockholders, with the Corporation on or before 15 May 2012. Said proxies shall be validated on 16 May 2012 at 10:00 a.m. at the Corporation's principal offices at Enzo Bldg. 399 Sen. Gil Puyat Avenue Makati, City.

On the day of the meeting, you or your proxy are hereby required to bring this Notice and any form of identification, e.g. driver's license, company ID, TIN card, etc., to facilitate registration.


MAGHLYN T. LOJA
Corporate Secretary

CERTIFICATION OF INDEPENDENT DIRECTORS

I, Francisco M. Bayot, Jr., Filipino, of legal age and a resident of 94 11th Street, New Manila, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of South China Resources, Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Madrigal Business Park Association, Inc.	Chairman/Director	1994- present
Madrigal-Bayot Dev. Corp.	President/Chairman	Feb. 2008- present
JM Investment Corp.	President/Director	1990- present
Josue Corp.	President/Director	1990- present
Alabang Commercial Corp.	Director	1990- present
Susana Realty, Inc.	Director	1993- present
Madrigal & Company	Director	1993- present
Jurist Realty, Inc.	Director	1993- present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of South China Resources, Inc., 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 and Regulation Code.
5. I shall inform the Corporate Secretary of South China Resources, Inc. of any changes in the abovementioned information within five days from its occurrence.


Done, this APR 20 day of 2012, at Makati City.


Francisco M. Bayot, Jr.
Affiant

SUBSCRIBED AND SWORN to before me this APR 20 day of 2012 at Makati City, affiant personally appeared before me and exhibited to me his Community Tax Certificate No. 00019201 issued at Quezon City on January 19, 2012.

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Page No. 76
Book No. 11
Series No. 2012


FREZNEL B. STA. ANA
Commission No. M-85
Notary Public - Makati City
Until December 31, 2012
Esguerra & Blanco Law Offices
4th & 5th Floors, S&L Building, De La Rosa corner
Esteban Sts., Legaspi Village, Makati City 1229
PTR No. 31782871-4-12/Makati City
IBP No. 878337/1-4-12/PLM Chapter
Roll No. 58217


Makati City, Philippines
NOTARY PUBLIC
Roll No. 58217
Freznel B. Sta. Ana

CERTIFICATION OF INDEPENDENT DIRECTORS


I, Manuel G. Arteficio, Filipino, of legal age and a resident of Suite 201, Orient Mansion, 108 Tordesillas St., Salcedo Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of South China Resources, Inc.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
San Manuel Mining Corp.	President	1990- Present
Assissi Mining Corp.	President	1994- Present
Bonaventures Mining Corp.	President	1994- Present
Ignatius Mining Corp.	President	1994- Present
Egerton Gold Philippines, Inc.	President	2006- Present

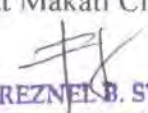
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of South China Resources, Inc., as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties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

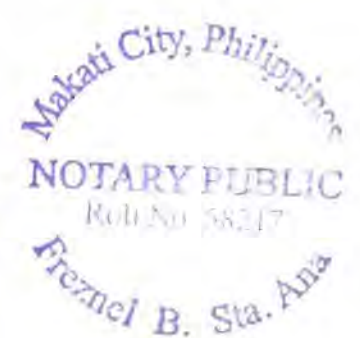
Done, this APR 20 2012 day of _____, at Makati City.


Manuel G. Arteficio
Affiant

SUBSCRIBED AND SWORN to before me this APR 20 2012 day of _____ at Makati City, affiant personally appeared before me and exhibited to me his Community Tax Certificate No. 07036796 issued at Makati City on February 07, 2012.

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Series No. 2012


FREZNEL B. STA. ANA
Commission No. M-85
Notary Public - Makati City
Until December 31, 2012
Esperanza & Blanco Law Offices
4th & 5th Floors, South Building, De La Salle Center
Estadum St., Legaspi Village, Makati City 1229
PHIL: 02-77229714-15 / 0917-4127411 / 0917-4127412
HHP: 0917-58217
Roll No. 58217


Makati City, Philippines
NOTARY PUBLIC
Roll No. 58217
Freznel B. Sta. Ana

A. GENERAL INFORMATION

Item 1: DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

The annual stockholders' meeting shall be held on Friday, 25 May 2012 at 2:00 p.m. at the East-West Room, Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City.

The Company's Principal Office is at ENZO Bldg. 399 Sen. Gil Puyat Avenue, Makati City.

May 4, 2012 (Friday) is the approximate date on which the Information Statement is first to be sent or given to security holders.

**WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

Item 2: DISSENTERS' RIGHT OF APPRAISAL

There are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in Title X of the Corporation Code.¹

Item 3: INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

The Company is not aware of any person who has any substantial interest, direct or indirect, in any matter to be acted upon during the annual stockholders' meeting. The Company has not also been informed by any of its directors of his/her intention to oppose any action to be taken by the Company at the annual stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4: VOTING SECURITIES AND PRINCIPAL HOLDERS

Stockholders of record of the Corporation as of 27 April 2012 entitled to vote during the annual stockholder's meeting on 25 May 2012 is 906,017,569 common shares unclassified with a par of ₱1.00 each.

Pursuant to the Corporation Code, each share being held by every stockholder is entitled to one vote for as many persons as there are directors or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates he shall see fit; provided, that the total

¹ The right of appraisal means the right of a dissenting stockholder to demand payment of the fair market value of his shares, in the instances provided under the Corporation Code. In such instances, the right may be exercised by any stockholder who shall have voted against the proposed action by making a written demand to the Corporation within 30 days after the date on which the vote was taken for payment of the fair market value of his shares. Failure to make the demand shall be deemed a waiver of such right.

number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

**(1) Security Ownership of Certain Record and Beneficial Owners and Management
As of March 31, 2012 (owning more than 5% of any class of voting securities)**

Title of Class	Name & Address of Record Owner	Relationship with Issuer	Name of Beneficial Ownership & Relationship w/ Record Owner	Citizen ship	No. of Shares Held	Percent
Common	Belen R. Castro 4889 Pasay Road Dasmariñas Villa. Makati	Director	Belen R. Castro same person	Filipino	231,353,122	25.5199%
Common	Edgardo P. Reyes 1371 Caballero St. Dasmariñas Vill. Makati	Director	Edgardo P. Reyes same person	Filipino	229,853,123	25.3544%
Common	Wilfrido P. Reyes 1545 Mahogany St., Dasmariñas Vill. Makati	Director	Wilfrido P. Reyes same person	Filipino	226,853,123	25.0235%
Common	PCD Nominee Corp. (Filipino) G/F MKSE Bldg., 6767 Ayala Ave., Makati	Stockholder	PCD Nominee Corp. (Filipino), depository agent	Filipino	164,909,734	18.1907%

There are no beneficial owners of more than 5% under the PCD Nominee Corporation (Filipino), which owns 18.1907% of the total shares of the Company.

(2) Security Ownership of Management Directors

Title of Class	Name	No. of Shares Held	Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Belen R. Castro	231,353,122	Direct, Record and Beneficial	Filipino	25.5199%
Common	Edgardo P. Reyes	229,853,123	Direct, Record and Beneficial	Filipino	25.3544%
Common	Wilfrido P. Reyes	226,853,123	Direct, Record and Beneficial	Filipino	25.0235%
Common	Franciso M. Bayot, Jr.	400,000	Direct, Record and Beneficial	Filipino	0.0441%
Common	Manuel G. Arteficio	100,000	Direct, Record and Beneficial	Filipino	0.0110%
	688559368			0.759529	
TOTAL		688,559,368			75.9529%

Executive Officers

Title of Class	Name	No. of Shares Held	Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	David R. Baladad	50,000	Direct, Record and Beneficial	Filipino	0.0055%
TOTAL		50,000			0.0055%

Directors and Officers as a Group

Title of Class	Name of Beneficial Owner	Amount of Beneficial Ownership	Percent of Class
Common	Directors as a Group	688,559,368	75.9529%
Common	Executive Officers as a Group	50000	0.0055%
TOTAL		688,609,368	75.9584%

(3) Voting Trust Holders of 5% or More

No person holding more than 5% of a class is under a voting trust or similar agreement.

The Company has no arrangements which may result in a change in control of the registrant.

Item 5: DIRECTORS AND EXECUTIVE OFFICERS (Information for the last five years)

(1) Directors and Executive Officers (Information for the last five years)

NAME	POSITION	BIRTHDATE
Edgardo P. Reyes	Chairman/CEO	December 2, 1945
Wilfrido P. Reyes	President	January 21, 1947
Belen R. Castro	VP & Treasurer	April 9, 1948
Manuel G. Arteficio	Independent Director	January 13, 1945
Francisco M. Bayot, Jr.	Independent Director	January 29, 1954
Magilyn T. Loja	Corporate Secretary	May 06, 1968
David R. Baladad	VP – Operations	September 13, 1956
Zosimo L. Padro, Jr.	VP – Finance	August 3, 1959

EDGARDO P. REYES, 66 years of age, Filipino, has been the CHAIRMAN of the Board of Directors of the Company since 1992. He is the CHAIRMAN of Gonzalo Puyat and Sons, Inc., Puyat Steel Corp., Surigao Development Corporation and Surigao Marine Corporation; DIRECTORS of Socland Development Corporation (2011 to present), International Pipe Industries Corp. (2011 to present), Puyat Flooring Products Inc., Puyat Investment & Realty, EWB Corporation (former Proleo Realty Inc.) and Bene-Para Realty Inc.; for the past five (5) years. He is also the former President of International Pipe Industries Corporation and Puyat Flooring Productings, Inc., Chairman and President of Bell Telecommunication Phils., Inc, until December 2009, and a former director of Premiere Development Bank until 2011. Mr. Reyes is the brother of Mr. Wilfrido P. Reyes and Ms. Belen R. Castro.

WILFRIDO P. REYES, 65 years of age, Filipino, has been the PRESIDENT of the Company since 1992. CHAIRMAN/PRESIDENT of Astraniquinn Corporation, (formerly WPR Realty & Management Corp.); EXECUTIVE VICE PRESIDENT/DIRECTOR of Gonzalo Puyat & Sons Inc. and Purex Mineral Corp.; EVP/GENERAL MANAGER of Philippine Flour Mills; SVP/DIRECTOR of Puyat Steel Corporation; TREASURER/DIRECTOR of Surigao Development Corp.; SECRETARY/DIRECTOR of Surigao Marine Products, Inc.; VP/GENERAL MANAGER of Reyson Realty & Development Corp.; PRESIDENT of EWB Corporation (formerly Proleo Realty Inc.), Former VP/TREASURER of Bell Telecommunication Phils. Inc until December 2009.; TREASURER/DIRECTOR of International Pipe Industries Corp. for the past five (5) years. Mr. Reyes is the brother of Mr. Edgardo P. Reyes and Ms. Belen R. Castro.

BELEN R. CASTRO, 64 years of age, Filipino, has been the VICE PRESIDENT, TREASURER & DIRECTOR of the Company since 1992 up to the present; DIRECTOR & ASST. TREASURER of Gonzalo Puyat & Sons, Inc.; and CORPORATE SECRETARY of Reyson Realty & Development Corp. for the past five (5) years. She has been the DIRECTOR of Bell Telecommunication Philippines Inc until December 2011. She is also a DIRECTOR of Chamber of Thrift Banks (CTB) until 2011. She was the PRESIDENT/CEO of Premiere Development Bank since 2002 before she became its CHAIRMAN beginning 2007 up to 2011. She is the sister of Mr. Edgardo P. Reyes and Mr. Wilfrido P. Reyes.

MANUEL G. ARTEFICIO, 67 years of age, Filipino, has been an INDEPENDENT DIRECTOR of the Company since 2007. He has been PRESIDENT of San Manuel Mining Corp. from 1990 to present; Assissi Mining Corp., Bonaventures Mining Corp., Ignatius Mining Corp., all three from 1994 to present; he is also the PRESIDENT of Egerton Gold Phils., Inc. from 2006 to present.

FRANCISCO M. BAYOT, JR., 58 years of age, Filipino, has been an INDEPENDENT DIRECTOR of the Company since 2008. He is the CHAIRMAN of Madrigal Business Park Association, Inc.; CEO/DIRECTOR

of Solid Cement Corp. and Rizal Cement Co., Inc.; PRESIDENT/DIRECTOR of JM Investment Corp.; and DIRECTOR of Solidbank Corp., Alabang Commercial Corp.

MAGILYN T. LOJA, 43 years of age, Filipino, has been the Corporate Secretary of the Company since 2010. She is a Senior Partner of the Esguerra & Blanco Law Offices. Atty. Loja obtained his Bachelor of Science in Business Administration and Accountancy and Bachelor of Laws from the University of the Philippines. Atty. Loja since 1996, and during the last five (5) years, has been engaged in the practice of law.

DAVID R. BALADAD, 55 years of age, Filipino, has been the VICE PRESIDENT for Operations of the Company since 1994. He obtained his Bachelor of Science in Geology in the University of the Philippines and he is also a licensed Geologist. Prior to joining the Company, Mr. Baladad was the Chief of the Oil and Gas Division of the former Office of Energy Affairs (now DOE) and a consultant to other local exploration companies. He has been directing the upstream activities of the Company since 1994 and for the last five (5) years.

ZOSIMO L. PADRO, JR., 53 years of age, Filipino, has been the VICE PRESIDENT FOR FINANCE of the Company since January 2010. He obtained his Bachelor of Science in Business Administration Major in Accounting from the University of Eastern Philippines and, Bachelor of Laws from Jose Rizal University (formerly Jose Rizal College). A CPA-Lawyer, he is also the Vice President/Controller of Gonzalo Puyat & Sons, Inc., Surigao Development Corporation, Surigao Marine Corporation, Socland Development Corporation, and International Pipe Industries Corporation. He also serves as Consultants for Puyat Flooring Products, Inc., Puyat Steel Corporation, Philippine Flour Mills, Clark Manor Realty, South Spring Realty, EWB Corporation (formerly Proleo Realty, Inc.), Astraniquinn Corporation (formerly WPR Realty Corporation), He was a former Vice President for Finance of Bell Telecommunication Phils., Inc. Atty. Padro since 1990, and during the last five (5) years, has been engaged in the practice of law and Accountancy

Nomination of Director & Independent Directors

The Nomination Committee reported that the following individuals have been nominated for election on 2012 Annual Stockholders' Meeting as members of the Board of Directors for the ensuing year 2012-2013:

1. Edgardo P. Reyes;
2. Wilfrido P. Reyes;
3. Belen R. Castro;
4. Manuel G. Arteficio; and
5. Franciso M. Bayot, Jr.

Mr. Manuel G. Arteficio and Mr. Francisco M. Bayot, Jr. were elected Independent Directors during the 2011 Annual Stockholders' Meeting. The Nomination Committee nominated Mr. Arteficio and Mr. Bayot as independent directors to be elected during the 2012 Annual Stockholders' Meeting, upon the recommendation of stockholders who are not related to the nominees. Both Mr. Arteficio and Mr. Bayot are qualified to be nominated and elected as Independent Directors of the Company in accordance with the qualifications specified with SEC Circular No. 16 Series of 2002 and SEC Circular No. 16 Series of 2006. Attached in this report are the certifications of Independent Directors for 2012.

The nomination and election of independent directors are carried out in accordance with rules set forth on SRC Rule No. 38, as amended.

Directors elected in the annual stockholders' meeting have a term of office of one (1) year and serve as such until their successors are elected and qualified in the succeeding annual meeting of stockholders.

At least two-thirds (2/3) of the stockholders of the registrant, at its annual stockholders meeting held last May 27, 2011, approved the amendments to the Company's By-Laws, in accordance with the recommendation of the Board of Directors providing procedures for nominating members of the Corporation's Board of Directors. The amended By-Laws provided that;

- a) It shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors (including independent directors) for election by the Shareholders, as well as the senior management of the corporation for appointment of the Board of Directors;
- b) It shall adopt rules to ensure compliance with applicable laws and regulations relating to the nomination and election of independent directors, other directors, and officers of the corporation;and
- c) It shall put in place screening policies and parameters that may enable it to effectively review the qualifications and competencies of persons submitted for its evaluation.

(2) Significant Employees

While all employees are expected to make a significant contribution to the Company, there is no one particular employee, not an executive officer, expected to make a significant contribution to the business of the Company on his own.

(3) Family Relationships

Mr. Edgardo P. Reyes, Chairman and CEO; Mr. Wilfrido P. Reyes, President; and Ms. Belen R. Castro, Vice President, Treasurer and Director of the Company are brothers and sister. All other Directors and Executive Officers are not related to each other. Other than the ones disclosed, there are no other family relationships known to the registrant.

(4) Involvement in Certain Legal Proceedings

None of the directors, nominees for election as a director, executive officers or control persons of the Company have been involved in any legal proceeding required to be disclosed under Part IV paragraph (A)(4) of SRC Rule 12 (Annex C, Amended), including without limitation being the subject of any:

- (a) bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (b) conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining barring, suspending or otherwise limiting his involvement in any type of business, securities commodities or banking activities; and
- (d) order or judgment of a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization finding him/her to have violated a securities or commodities law or regulation, for the past five (5) years up to the latest date, that is material to the evaluation of the ability or integrity to hold the relevant position in the Company.

(5) Certain Relationship and Related Transactions

Please refer to Note 16 of 2011 Audited Consolidated Financial Statements for details on related party transaction.

Item 6: COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

There are no bonuses, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the registrant will participate.

The Company has no pension or retirement plan in which any such person will participate. There are no employment contract arrangements for this year.

The Aggregate compensation paid or accrued during the last two calendar years and to be paid in the ensuing calendar year to the Chief Executive Officer and three most highly compensated executive officers are as follows:

Name and Principal Position	Year	Salary (P)	Bonus (P)	Other Annual Compensation
Edgardo P. Reyes Chairman / CEO				
David R. Baladad VP-Operations				
Zosimo L. Padro VP-Finance				
Ronna C. De Leon Accounting Officer				
Aggregate compensation –	2012	2,000,000(est.)	500,000.00(est.)	N/A
CEO & all other officers and	2011	1,775,880	444,960.00	N/A
Directors as a group unnamed	2010	1,695,000	407,000.00	N/A

Among the directors and officers of the company, only the four (4) stated above are being compensated.

Item 7: INDEPENDENT PUBLIC ACCOUNTANTS

Information on Independent Public Accountant

In compliance with SRC Rule 68 Paragraph 3(b)(iv), the engagement partner from Sycip Gorres Velayo & Co. is Mr. John Nai Peng C. Ong. The Corporation recommends the appointment of Sycip Gorres Velayo & Co. as the Principal Accountant of the Corporation. Sycip Gorres Velayo & Co. is the incumbent Public Accountant of the Company.

Sycip Gorres Velayo & Co. is the incumbent Public Accountant of the Company. The Company, through its Audit Committee, recommends the re-appointment of Sycip Gorres Velayo & Co. as the Principal Accountant of the Corporation. The Company's Audit Committee is composed of Mr. Manuel G. Arteficio as Chairman, Mrs. Belen R. Castro, Member, and Mr. Wilfrido P. Reyes, Member.

External Audit Fees and Services

In compliance with SEC Memo Circular No. 14 Series of 2004, External Audit Fees, year ended 2011 audit progress billing for South China Resources and subsidiary, SOC Land Development amounted to ₱430,963 and ₱184,745 respectively External Audit Fees, year ended 2010 audit progress billing for South China Resources and subsidiary, SOC Land Development amounted to ₱422,844.00 and P70,000.00 respectively No other services were provided and billed for by the external auditors for the last two (2) fiscal years.

Item 8: COMPENSATION PLANS

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9: AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

There is no matter or action to be taken with respect to the authorization or issuance of any securities.

Item 10: MODIFICATION OR EXCHANGE OF SECURITIES

There are no actions to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 11: FINANCIAL AND OTHER INFORMATION

- (1) The Audited Financial Statements of the Bank are attached as **Annex A**.
- (2) The Management's Discussion & Analysis is incorporated in the Management Report.
- (3) There are no changes in and disagreements with independent accountants on accounting and financial disclosure and no change in the Company's independent accountants during the two most recent fiscal years or any subsequent interim period.
- (4) Representatives of the external auditor, Sycip Gorres Velayo & Co. are expected to be present at the Annual Stockholders' Meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from the stockholders.

Item 12: MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS

This is not applicable to the group.

Item 13: ACQUISITION OR DISPOSITION OF PROPERTY

Please refer to Note 8 and Note 9 of the Audited Consolidated Financial Statements (Annex A).

Item 14: RESTATEMENT OF ACCOUNTS

There are no actions to be taken with respect to the restatement of any asset, capital, or surplus account.

D. OTHER MATTERS

Item 15: Action with Respect to Reports

The minutes of the 2011 stockholders' meeting and the report of Management for the fiscal year ended December 31, 2011 were submitted for the approval of the stockholders, and the acts and transactions of the Board of Directors and Officers were submitted for ratification by the stockholders.

The minutes of the 2011 stockholders' meeting recorded by the Corporate Secretary called for the certification that printed notices for the annual meeting were sent to all stockholders of record; the reading of the Minutes of the 2011 annual stockholders' meeting was approved and ratified; (1) the report of Management on the operations of the Corporation for the fiscal year ended December 31, 2011, (2) the Audited Financial Statements were approved; (3) the auditing firm Sycip, Gorres, Velayo & Company was appointed as the Corporation's external auditor for the year 2012; and (4) all acts and transactions entered into by the Board of Directors and Officers during the fiscal year 2011 were ratified.

Item 16: MATTERS NOT REQUIRED TO BE SUBMITTED

There are no actions to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17: AMENDMENTS OF CHARTER, BY-LAWS AND OTHER DOCUMENTS

There are no actions to be taken with respect to any amendment of the charter, by-laws and other documents.

Item 18: OTHER PROPOSED ACTION

None.

Item 19: VOTING PROCEDURES

The approval of the minutes of the last stockholders meeting and the report of management, ratification of the acts and transactions of the Board of Directors, election of Directors, amendment of By-Laws, and the appointment of Independent Public Accountant, will require approval of a majority of all the stockholders present or represented during the annual meeting. The vote required for the election of Directors shall be through cumulative voting. The voters will be counted by *viva voce* facilitated by the Corporate Secretary unless a request by a security holder is made that the election of directors be by ballot.

THE COMPANY UNDERTAKES TO PROVIDE WITHOUT CHARGE A COPY OF ITS ANNUAL REPORT ON SEC FORM 17-A UPON WRITTEN REQUEST ADDRESSED TO: ATTY. MAGILYN T. LOJA CORPORATE SECRETARY, SOUTH CHINA RESOURCES, INC., ENZO BLDG. 399 SEN. GIL PUYAT AVENUE MAKATI CITY 1200.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on April 20, 2012.

By:


MAGILYN T. LOJA
Corporate Secretary

MANAGEMENT REPORT

Item 1: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There are no changes in and disagreements with independent accountants on accounting and financial disclosure and no change in the Company's independent accountants during the two most recent fiscal years or any subsequent interim period.

Item 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

BUSINESS

The Company was incorporated and registered with the SEC on September 25, 1992 primarily to undertake oil and gas exploration, development and production. Starting in 1995, South China opted to strengthen its core business by diversifying then into investments in banking and telecommunications.

The Securities and Exchange Commission, on October 30, 2003, approved the amendment of the Company's Articles of Incorporation to change the primary purpose thereof to that of a holding company and to include its then primary purpose of oil exploration as among the secondary purposes of the Company. The Company has continued to maintain its exploration activities.

Since its incorporation, the Company has been actively involved in the review and exploration of the different sedimentary basins in the Philippines.

South China remains to be a significant player in oil exploration in the country. The Company operates prudently by reducing upfront costs in frontier exploration. South China has proven that the exploration strategy and the technical concepts using data driven models are effective in opening up frontier areas like Northeast Palawan. On January 27, 2006, in joint agreement, South China and SPEX (Shell Philippines Exploration B. V.) together with KUFPEC (Kuwait Foreign Petroleum Co. ksc) signed with the Department of Energy (DOE), Service Contract No. 60 (SC-60). KUFPEC is a wholly owned subsidiary of the national company Kuwait Petroleum Company (KPC) and its entry into eastern offshore Palawan is a significant development in proving this new playing ground for oil exploration in the country. On July 8, 2008, the SC – 60 Joint Operations, in a letter to the DOE, elected to enter the second sub-phase of SC – 60. The objective is to continue and further the exploration of the block with a commitment to drill one well during the sub-phase. The Joint Operations on July 20, 2010 spudded and drilled the Silangan-1 well. During the second half of November 2010, the Joint Operations launched a CSEM (Controlled Source Electro-Magnetics) survey in line with a request to the DOE to extend the decision period whether or not to enter the third sub-phase. The DOE in its letter dated January 26, 2011 approved the request to defer commitment to enter the third sub-phased to February 10, 2012 and upon exercise of a commitment to enter the third sub-phase relinquish 25% of the original area. After a thorough review of the results of all studies done on the area, a decision based on the unsubstantial findings of the Silangan well and the CSEM survey, the JV through the operator decided not to proceed with the third sub-phase. South China had 15% interest in the block and was a paying partner after the first well.

On December 18, 2009, the Company sold to Two Cassandra-CCI Conglomerates, Inc. the Company's Investment in 3,240,000 shares of the capital stock of Bell Telecommunication Philippines, Inc. at a selling price of P1,227,825,489.00.

On May 26, 2010, the Board of Directors in a special meeting, adopted a resolution authorizing the purchase by the Company of a 24,022.90 sq.m. parcel of land located at the East Service Road of South Superhighway, Brgy. Buli, Muntinlupa City, Metro Manila and registered in the names of, among others, the Company's majority Directors, and major stockholders, Edgardo P. Reyes, Wilfrido P. Reyes and Belen R. Castro at a purchase price of P312,297,000.00.

The Board of Directors, at its special meeting held November 11, 2010, directed Management to cause the registration with the Securities and Exchange Commission of SOC Land Development Corporation as a wholly-owned subsidiary of the issuer with an authorized capital stock of One Hundred Sixty Million Pesos (PHP 160,000,000.00), a subscribed capital stock of Forty Million Pesos (PHP 40,000,000.00) and a paid-up capital of Ten Million Pesos (PHP 10,000,000.00). The subsidiary will be the property development arm of the company.

On December 21, 2010, the Board of Directors approved an investment and the Company subscribed to, and subsequently fully paid for, 26,086,957 Series A Preferred shares of AGP International at a purchase price of US\$0.23 per share or a total amount of USD\$6,000,000.00. SOC's subscription of AGP International's Series A Preferred Shares is purely for investment purposes. AGP International invested in 40% of the outstanding capital stock of AGP Philippines Holdings I, Inc. ("AGP Philippines"). On 22 December 2010, AGP Philippines finalized the acquisition of all of the shares of DMCI Holdings, Inc. ("DMCI-HI") in Atlantic Gulf & Pacific Company of Manila, Inc. ("AG&P"). The shares comprise of 973,089,025 shares directly owned, and 17 shares beneficially owned, by DMCI-HI representing 98.19% of the outstanding capital stock of AG&P. By investing in AGP International, SOC believes that it will be benefited by a return of the investment of AGP Philippines from AG&P. On January 31, 2012, the Company, together with the other legal owners of AGP International preferred shares, entered into a Share Purchase Agreement with AGP International to sell its shares to the latter for \$0.40 cents per share. On the same date, AGP International and AG&P executed a waiver and release form in favor of each seller, relieving them from any claims related to the shares.

On March 4, 2011, the Board of Directors approved the transfer of the Company's property situated in Barangay Buli, Muntinlupa City (the "Buli Property") to its wholly-owned subsidiary, SOC Land Development Corporation ("SOC Land"), in exchange for the latter's shares of stock valued at PHP312,298,000.00. The registrant's investment into property development through SOC Land is seen as an important aspect in enhancing its shareholder value.

The government estimates the country's housing backlog at almost 4 million. There lies the opportunity for South China to serve a basic need of Filipinos through SOC Land Development Corporation (SOC Land) that is to put up quality homes at affordable prices. Soc Land's maiden venture will be the P2 Billion Anuva MRB (mid-rise residential building) project in the Buli Property which is along the east service road of the Southern Luzon Expressway (SLEX).

Four tandem buildings (20-storey building floors adjoined with another 14-storey building floors) will rise in the 2.4 hectare property while preserving approximately eighty percent (80%) thereof in open space for the benefit of the project's future residents. The project time frame is estimated to be about five (5) years with the first building expected to be completed at the end of 2013.

Principal products or services and their distribution; competition in the industry; sourcing of raw materials and principal suppliers; dependence on one or few customers; transactions with and/or related parties; and patents, trademarks, licenses, franchises, concessions, royalty agreement, or labor contracts are not applicable with the registrant at this time.

The Company has one subsidiary, SOC Land Development Corporation. Please refer to Note 8 of the Audited Consolidated Financial Statements for information on the business of its associate, Premiere Development Bank (PDB), and SOC Land Corporation Development Corp., its subsidiary.

The Company does not expect any significant changes in its number of employees. Presently, the Company has a total of seven (6) officers and employees, all working full-time, one (1) Chairman, one (1) Vice-

President for Operations, one (1) Vice-President for Finance, one (1) Accountant , one (1) Accounting Assistant and one (1) Messenger. The Company has no Collective Bargaining Agreements (CBA).

Since the company has only six (6) officers and employees, it is not legally required to establish a formal retirement plan for its employees because under Republic Act No. 7641, a company is required to set up a retirement plan if it has ten (10) or more employees.

Puyat Steel Corporation (PSC) is a world- class manufacturer of galvanized and pre-painted steel sheets and coils used in roofing and walling profiles and bended accessorial products. It was established in 1956 as a division of Gonzalo Puyat and Sons Inc. PSC set up the first galvanizing plant in the Philippines in answer to the need of the country for galvanized iron sheets to be used in construction, building and roofing materials. In 1998, PSC inaugurated in Rosario, Batangas, the Philippines' first ever state-of-the-art continuous galvanizing line utilizing the modern non-oxidizing furnace (NOF) technology putting the mill in a globally competitive stature. By the year 2000, PSC became the first NOF continuous galvanizing plant to be ISO 9002 certified.

The BOD through Board Resolution dated January 15, 2008 authorized the Company to enter into a related party agreement with PSC to invest an amount of up to P130 million for the acquisition of raw materials to be processed into finished steel products. The funding facility extended to PSC is secured by way of assignment to the Company of finished goods inventories and all receivables and proceeds of postdated checks issued arising from the sale of the finished goods. The funding facility is renewable on a yearly basis. Under this arrangement, the Company receives a guaranteed return on investment (ROI) of at least 8% per annum.

International Pipe Industries Corp. (IPIC) is the pioneer manufacturer of large-diameter spiral welded pipes and machinery fabrication in the Philippines and Southeast Asia. It has developed a "strong solid experience" in providing quality steel pipe products of various requirements in the industry, servicing clienteles all over the Philippines, ASEAN countries and U.S. territories. IPI was also the first company in the Southeast Asia to pioneer in the design and exportation of high-tension transmission poles, weight coating of submarine line pipe and non-tension and pre-tension concrete pressure pipes. In 2007, IPIC set up another manufacturing facility in Sta. Cruz, Davao del Sur selected to cater to the pipe requirements of customers in the Visayas and Mindanao area.

The Company is in a favorable situation wherein its current cash position allows it to review other businesses wherein it may invest, including but not exclusive to opportunities in mining, energy projects and acquisition of petroleum areas either by farm-in or direct investment.

The Company is also looking into food production. We believe in the thesis that rising incomes in the Asian region will drive greater protein consumption. We are currently identifying large tracts of land suitable for agro-industrial complexes for food production.

Item 3: RESULTS OF OPERATIONS & FINANCIAL POSITION

The Company's financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

CONSOLIDATED RESULTS OF OPERATIONS

2011 VS 2010

(in Philippine pesos)

<u>PARTICULARS</u>	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>% Change</u>
Revenues	34,335,611	51,498,529	(33.33) %
Sales & Marketing Expense	14,986,749	1,405,395	966.37%
Personnel Cost	10,836,540	3,147,724	244.27%
Depreciation & Amortization	3,419,289	2,576,190	32.73%
Travel & Representation	2,910,628	6,414,361	(54.62) %
Professional Fees	2,021,724	1,209,011	67.22%
Taxes & Licenses	1,396,531	819,629	70.39%
Rent & Utilities	1,478,302	643,931	129.57%
Telecommunication & Postage	742,563	209,938	253.71%
Supplies	885,554	159,376	455.64%
Meetings, Trainings & Seminars	412,276	310,405	32.82%
Outside Services	288,631	-	100.00%
Repairs & Maintenance	282,424	118,964	137.40%
Provision for Impairment on Deferred Cost	-	13,248,734	(100.00) %
Provision for Impairment on AFS	-	499,356	(100.00) %
Others	1,713,358	1,025,812	67.02%
Total Cost and Expenses	41,394,314	31,804,133	30.15%
Equity in Net Losses of Associates	114,740	2,280,818	(94.97) %
Foreign Exchange Losses	-	(13,397)	(100.00) %
Share in unrealized gain on AFS of Assoc	13,393	-	100.00%
Provision for Current Income Tax	86,099	119,358	(27.86) %
Net Income (Loss)	(7,246,149)	17,294,220	(141.90) %
Other Comprehensive Income / (Loss)	(7,296,322)	15,754,755	(146.31) %
Total Comprehensive Income (Loss)	(14,542,471)	33,048,975	(144.00) %

2011 VS 2010: RESULTS OF OPERATIONS

For the year ended December 31, 2011, the Parent company posted a net income of ₱22.27M, **13.7%** higher than that of December 31, 2010. With its subsidiary, SOC Land incurring a net loss of ₱29.52M the group's results of operation resulted to a negative outcome of ₱14.54M for the year ended December 31, 2011. SOC Land since its inception on November 25, 2010 has not yet earned revenues.

For the year 2010, a great leap in earnings from interest income for time deposits was realized due to the investment of available cash derived from the sale of Belltel to time deposits. The average interest rate for short term investment was 4.20% for the year 2010.

33.33% Decrease in Revenues

The decline was brought about by the decrease in the amount of interest income earned from money invested in placements. There was a decrease in the amount invested in placements since money has been utilized to finance the capex and operating costs of the subsidiary, increase in equity investments with AGP International and the purchase of Land worth ₱312M. The company earns 11% annual interest VAT inclusive from Puyat Steel for the period January to June 2010 and is then reduced to 8% starting March 2011 brought about by the decreasing trend in interest rate.

Total Revenues generated for 2010 was brought up by the following: (a) Interest Income from Time Deposits of PHP 45M; (b) Interest Income from Cash Deposits PHP 0.13M and (c) Interest Income from Puyat Steel of PHP 5.97M. SOC Land has not yet earned any revenues as it was registered only on November 25, 2010 with the Securities and Exchange Commission (SEC).

966.37% increase in Sales & Marketing Expense

In 2011, SOC Land continued to increase public awareness as a developer through print ads, bus ads, local and international road shows, open house, billboards and other promotions. (Please see note 13)

SOC Land, in its pre-selling phase as of December 31, 2011 has gained access in the local market and international market as well.

The change in expenses incurred by the Group for the year 2010 is congruent with the decrease in Revenue as it exhibited a decrease of 68.28%. The great difference of expenses for the two years was caused by the capital gains tax paid on the sale of Belltel Shares. PHP 2.3 M out of the total consolidated PHP 31.79M of expenses pertains to SOC Land which is composed mostly of consultancy fees and salaries and other administrative expenses.

Given the above, income from operations for 2010 was PHP19M translating to an operating margin of 38% during the year.

244.27% Increase in Personnel Cost

Salaries and wages of the subsidiary increased to P7 Million due to hiring of 24 organic employees in year 2011. This amount includes employer share on SSS premiums, Philhealth Premium and Pag-ibig Premiums. As of December 31, 2011, there are 25 active employees of the Company.

32.73% Increase in Depreciation & Amortization

Depreciation expenses increased due to the acquisition of property and equipment in 2011 amounting to ₱17.7M.

54.62% Decrease in Travel & Representation

The decrease was due to the absence of foreign business related travels.

67.22% Increase in Professional Fees

The increase pertains to the audit and other legal expenses incurred for the year ended 2011.

70.39% Increase in Taxes & Licenses

The increase was attributable to the additional licenses and permits incurred by the subsidiary.

129.57% Increase in Rent & Utilities

Rental expenses and utilities expenses increased due to the completion of Marketing Office by the subsidiary as well as the additional monthly rental of home office in Makati City.

253.71% Increase in Telecommunication & Postage

The increase in telecommunication & postage was brought about by the start of commercial operation of the subsidiary.

455.64% Increase in Supplies

Supplies pertain to computer supplies such as printer's ink and other consumables such as copy paper. SOC Land contributed much to the increase in supplies expense.

32.82% Increase in Meetings, Trainings & Seminars

Due to increase in meetings, seminars and assembly for various purposes held and attended for the year 2011.

137.40% Increase in Repairs & Maintenance

Due to the increase in expenses attributable to repairs on company owned vehicles.

100.00% Decrease on Provision for Impairment on Deferred Cost

The Parent Company provided allowance for impairment losses on deferred exploration costs amounting to P13.2 million for SC-41 in 2010. No provision for impairment losses on deferred exploration costs was recognized in 2011.

100.00% Decrease on Provision for Impairment on AFS

In 2010, the Parent Company recognized provision for impairment in value of AFS investments on shares in Southwest Resources, Inc. amounting to P0.5 million due to the significant decline in value of the shares. No provision for impairment in value of AFS investments was recognized in 2011. Allowance for impairment in value of unlisted shares amounted to P3.3 million as of December 31, 2011 and 2010.

67.02% Increase in Other Cost

In 2010, other noncurrent assets amounting to P2.4 million represent advances for the processing of bid documents, costs for pre-bidding conferences and consultancy fees related to Parent Company's participation in the bid submission for the Philippine Mining Development Corporation's Diwalwal Mineral Reservation Project. Additional advances amounting to P1.4 million in 2011 represent advances made by the Parent Company for its prospective agriculture-related projects. Other noncurrent assets amounted to P 3.8 million and P2.4 million as of December 31, 2011 and 2010, respectively.

94.97% Decrease in equity in Net Losses of Associates

On June 1, 2011, the Parent Company, together with other shareholders, entered into a Share Purchase Agreement with Security Bank Corporation for the sale of its 351,454 common shares in PDB. On January 20, 2012, the Monetary Board of the BSP approved the transaction contemplated in the Agreement. The decrease in the amount of share in equity of associates recognized by the group was due to the reclassification of the investments in associates to noncurrent asset held for sale.

27.86% Decrease in Provision for Current Income tax

The decrease was due to the decline in the amount of taxable income.

146.31% Decrease in Other Comprehensive Income/Loss

Due to the reclassification of the investment in Premiere Development Bank, the group recognized share in equity losses of associates and share in unrealized gain (loss) in AFS of associates only up to May 31, 2011.

Premiere Development Bank incurred a net loss of PHP 47.62 for the year 2010 compared to the Net Income earned last year amounting to PHP 6.55M. Though the company exhibited an increase in Revenue for the current year, an increase in operating expenses and recognized impairment losses of PHP 518M and PHP 130M respectively induced the negative bottomline figures.

CONSOLIDATED RESULTS OF OPERATIONS

2010 VS 2009

(in Philippine pesos)

PARTICULARS	12/31/2010	12/31/2009	% Change
Revenues	51,498,529	1,181,824,628	(95.64) %
Sales & Marketing Expense	1,405,395	-	100.00%
Personnel Cost	3,147,724	2,707,333	16.27%
Travel & Representation	6,414,361	1,374,965	366.51%
Professional Fees	1,209,011	702,944	71.99%
Taxes & Licenses	819,629	91,290,570	(99.10) %
Rent & Utilities	643,931	588,646	9.39%
Supplies	159,376	107,044	48.89%
Trainings & Seminars	310,405	84,796	266.06%
Repairs & Maintenance	118,964	21,833	444.88%
Provision for Impairment on Deferred Cost	13,248,734	-	100.00%
Provision for Impairment on AFS	499,356	270,000	84.95%
Others	1,027,722	343,616	199.09%
Total Cost and Expenses	31,804,133	100,233,434	(68.27) %
Equity in Net Losses of Associates	2,280,818	40,035,540	(94.30) %
Foreign Exchange Losses	(13,397)	5,439	(346.31) %
Provision for Current Income Tax	119,358	159,582	(25.21) %
Net Income (Loss)	17,294,220	1,041,396,072	(98.34) %
Other Comprehensive Income / (Loss)	15,754,755	317,926	4855.48
Total Comprehensive Income (Loss)	33,048,975	1,041,713,998	(96.83) %

2010 VS 2009: RESULTS OF OPERATIONS

For the year 2010, a great leap in earnings from interest income for time deposits was realized due to the investment of available cash derived from the sale of Belltel to time deposits. The average interest rate for short term investment was 4.20% for the year 2010. SOC Land having no revenues for 2010 posted a net loss of PHP 2.3M. The net income of the Company for the year end 2009 rose up to PHP 1.041 billion which is a remarkable increment over the preceding year of PHP 112.856 million. The great leap in the net income of the company arose from the sale transaction of the 32.40% ownership shares in Belltel and the corresponding decrease in expenses of the company producing the double effect all favourable to the results of the operation.

95.64% Decrease in Revenue

Total Revenues generated for 2010 was brought up by the following: (a) Interest Income from Time Deposits of PHP 45M; (b) Interest Income from Cash Deposits PHP 0.13M and (c) Interest Income from Puyat Steel of PHP 5.97 M.

Total Revenues generated for 2009 reached up to PHP 1.181 billion consisting of the following : (a) Gain on sale of 32.40% (3,240,000 shares) ownership in BellTel to Two Cassandra-CCI Conglomerates, Inc. (TWCCI) for a total of PHP 1.171 billion gross of capital gains tax of PHP 90 million. (b) Interest income from amounts owed by a related party, Puyat Steel Corporation (PSC) amounting to PHP 7.979 million and (c)

Interest income on deposits and short-term placements with BPI, Metrobank & Premiere Bank totalling PHP 1.941 million.

100.00% Increase in Sales & Marketing Expenses

The increase was attributed to the start of operation by SOC Land.

16.27% Increase in Personnel Cost

The slight increase was brought about by the increase in personnel hired by the Group.

366.51% Increase in Travel & Representation

Due to business related foreign travel.

71.99% Increase in Professional Fees

Due to fees related to the sale of Belltel Shares.

99.10% Decrease in Taxes & Licenses

On December 18, 2009, a Deed of Sale has been entered by SCRI and Two Cassandra-CCI Conglomerates, Inc. (TWCCI) for the sale of the 32.40% (3,240,000 shares) ownership of the parent company in BellTel for a total consideration of P1.2 billion. Incidental to the sale of shares, SCRI settled its outstanding subscription payable amounting to P171.7 million. Also, on the same date, SCRI collected its advances to BellTel amounting to P368.9 million as of the date of sale. Capital gains tax paid by the company in relation to the sale of the shares amounted to P90.4 million.

9.39% Increase in Rent & Utilities

The insignificant increase was due to the rentals and utilities of the subsidiary.

48.89% Increase in Supplies

Increase in supplies used by the subsidiary.

266.06% in Trainings & Seminars

Due to international seminar attended relating to gas and oil accounting.

444.88% Increase in Repairs & Maintenance

Due to the increase in repairs & maintenance by company owned vehicles.

100.00% Increase in Provision for Impairment on Deferred Cost

The Group provided allowance for impairment losses on deferred exploration costs amounting to P13.3 million for SC-41 in 2010. No provision was made in 2009.

84.95% Increase in Provision for Impairment on AFS

In 2010 and 2009, due to the significant decline in value of the shares, the Group recognized provisions for impairment in value of AFS investments on its Southwest shares and Mt. Malarayat shares amounting to P 0.5 million and P0.3 million in profit or loss, respectively.

199.09% Increase in Other Cost

Other noncurrent assets represent advances for the processing of bid documents, costs for pre-bidding conferences and consultancy fees related to SRCI's participation in the bid submission of Philippine Mining Development Corporation's (PMDC) Diwalwal Mineral Reservation Project. The project involved the bidding for the 729 hectares of PMDC area located at Monkayo, Compostela Valley.

94.30% Decrease in Equity in Net Losses of Associates

Premiere Development Bank incurred a net loss of PHP 47.62 for the year 2010 compared to the Net Income earned last year amounting to PHP 6.55M. Though the company exhibited an increase in Revenue for the

current year, an increase in operating expenses and recognized impairment losses of PHP 518M and PHP 130M respectively induced the negative bottomline figures.

Other income and losses recognized last year were as follows: (a) the equity shares in net loss of Bell Telecommunication Phils. Inc. (BellTel) amounting to PHP 40.35 million as well as (b) the equity share in net income of Premiere Bank amounting to PHP 0.314 million.

The PHP 40.35 million equity share in net loss of Belltel was computed as follows-- the 32.40% share of the Company on Belltel's net loss for 2009 amounting to PHP 124.538 million.

An amount of PHP 0.314 million share in equity in net earnings of Premiere Bank for 2009 representing the 4.81% share of the Company signifies a favourable increase as compared to share in net loss of 2008 amounting to PHP 1.048 million.

4,855.48% Increase in Other Comprehensive Income

The company recognized increase in fair value of its available for sale financial assets amounting to ₱15.68M as of year ended 2010.

CONSOLIDATED FINANCIAL POSITION**2011 VS 2010***(in Philippine pesos)*

PARTICULARS	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>% Change</u>
Cash & Cash Equivalents	730,161,936	893,083,578	(18.24) %
Accounts Receivable	8,523,434	10,906,687	(21.85) %
Due from Related Parties	70,109,444	45,098,362	55.46 %
Real Estate for Sale	447,615,888	-	100.00%
Prepayments & Other Current Assets	17,684,790	9,127,598	93.75 %
Total Currents Assets	1,274,095,492	958,216,255	32.97 %
Non Current Asset Held For Sale	31,722,243	-	100.00%
Deferred Exploration Cost	21,563,806	1,692,615	1173.99 %
Property & Equipment	21,046,176	6,098,757	245.09 %
Investment in Associate	-	31,836,983	(100.00) %
Investment Property	-	321,048,252	(100.00) %
Other Noncurrent Assets	3,823,191	2,397,351	59.48 %
Total Noncurrent Assets	331,282,298	649,029,963	(48.96) %
Total Assets	1,637,100,033	1,607,246,188	1.86 %
Accounts Payable & other Liabilities	43,311,080	714,368	5962.85 %
Income Tax Payable	21,962	119,358	(81.60) %
Total Current Liabilities	43,333,042	833,726	5097.52 %
Unrealized valuation gain on AFS	10,389,619	17,672,548	(41.21) %
Share in unrealized valuation gain on AFS of Associates	-	13,393	(100.00) %
Treasury Stocks	578,000	-	100.00 %
Total Equity	1,593,766,991	1,606,412,462	(0.79) %
Total Liabilities & Equity	1,637,100,033	1,607,246,188	1.86 %

2011 VS 2010: FINANCIAL CONDITION

There has been a 32.97% increase in the total current assets by the group for the year ended December 31, 2011. The total resources of the group reach up to ₱1.64 Billion exhibiting 1.86% increased as against the previous year 2010.

18.24% Decrease in Cash & Cash Equivalents

Cash and cash equivalents decreased by ₱162.92 million in 2011 from 2010 due to the net effect of the following:

Cash Inflows:

- Collections representing Customer's Deposits and Advances increased by P19 Million in 2011 for SOC Land pre-selling phase. On December 14, 2011, SOC Land obtained its License to Sell for the Project;
- Interest Received from amount owed to Puyat Steel, IPI as well as placements on time deposits amounted to ₱39.78M; and
- Collections of subscription receivable amounting to ₱2.5M.

Cash Outflows:

- Real estate held for sale increased to ₱135 Million as of December 31, 2011;
- Construction of Anuva Marketing Office having a cost of ₱15 Million;
- Acquisition of Property and Equipment amounting to ₱3 Million in 2011;
- Increase in deferred exploration cost of ₱19.87M;
- Advances to International Pipes Industries, Corp. amounting to ₱25M; and
- Acquisition of Treasury Shares amounting to ₱0.6M.

21.85% Decrease in Accounts Receivable

The decrease in accounts receivable represents the lesser interest income accrued on placements as of the year ending December 31, 2011.

55.46% Increase in Due from Related Parties

In May 2011, the BOD has authorized the Group to enter into a related party agreement with International Pipe Industries Corporation (IPIC) to provide a standby fund facility in the amount of up to ₱50.0 million for the acquisition of raw materials to be processed into finished steel pipe products. The Group will receive a guaranteed return on investment of at least 8% per annum. The 55.46% increase was due to the amount owed by IPIC amounting to ₱25M.

100.00% Increase in Real Estate For Sale

Real estate for sale increased to P447 Million from 2010 due to the commencement of construction of Anuva Tandem Building 1. As of December 31, 2011, Real estate for sale is composed of Land amounting to P312 Million and Development cost of P135 Million. From the project's ground breaking ceremonies last July 12, 2011, the structural works of the first tandem building has a completion of 11.42% as of December 31, 2011. As of year-end, 57.87% of the Thirty Five (35) construction packages have been awarded to various contractors and suppliers. Among the awarded packages consist of civil and structural works, supply of reinforcing steel bars, ready mix concrete, plumbing and sanitary works, electrical and auxiliary works, mechanical works, fire protection works, and supply and delivery of pipes.

93.75% in Prepayments & Other Current Assets

Other current assets increased in 2011 due to the increase in VAT from purchases of materials and services for the year.

100.00% Increase in Noncurrent Assets Held for Sale

As of December 31, 2011, the Group reclassified its investment in PDB amounting to ₱31.7 million as held for sale and presented it under "Noncurrent asset held for sale" account in the consolidated statement of financial position.

1173.99% Increase in Deferred Cost

Due to the cash call requested by Shell for SC60 amounting to US\$456,500.

245.09% Increase in Property & Equipment

Increase in property and equipment to P17.7 Million is due to the construction of Anuva Marketing Office Building amounting to P15 Million, and acquisition of transportation, office furniture and equipment amounting to P2 Million.

100.00% Decrease in Investment in Associate

Due to the reclassification of investment in associate to noncurrent asset held for sale as previously discussed.

100.00% Decrease in Investment Property

Due to reclassification of Land classified previously under this category to Real Estate For Sale.

59.48% Increase in Other Noncurrent Assets

In 2010, other noncurrent assets amounting to P2.4 million represent advances for the processing of bid documents, costs for pre-bidding conferences and consultancy fees related to Parent Company's participation in the bid submission for the Philippine Mining Development Corporation's Diwalwal Mineral Reservation Project. Additional advances amounting to P1.4 million in 2011 represent advances made by the Parent Company for its prospective agriculture-related projects. Other noncurrent assets amounted to P 3.8 million and P2.4 million as of December 31, 2011 and 2010, respectively.

5,962.85% Increase in Accounts Payable & Other Liabilities

Increase in Accounts Payable for 2011 is due to the following:

- Increase in customers' deposits related to pre-selling of Anuva project amounting to P19 Million
- Accrual of progress billings from contractors related to construction works pertaining to 2011 amounting to P17 Million
- Retention payable to contractors amounting to P4 Million
- Unpaid balance of transportation equipment purchased in 2011

41.21% Decrease in Unrealized Valuation Gain on AFS

Due to the decline in market value of the group's available for sale financial asset.

100.00% Increase in Treasury Stocks

The Board of Directors of the Parent Company at its special meeting held on 21 December 2011 approved the repurchase of the Company's shares in the open market. The Board of Directors and Management of the Company believe that the Company's shares are trading at a price that is much lower level than the fair value thereof. The total budget allocated for the program is P120M pesos covering a period of 24 months that started last December 22, 2011.

CONSOLIDATED FINANCIAL POSITION
2010 VS 2009
(in Philippine pesos)

PARTICULARS	12/31/2010	12/31/2009	% Change
Cash & Cash Equivalents	893,083,578	1,434,171,590	(37.73) %
Accounts Receivable	10,906,687	94,492	11442.44 %
Due from Related Parties	45,098,362	70,088,109	(35.65) %
Prepayments & Other Current Assets	9,127,598	390,493	2237.45 %
Total Currents Assets	958,216,255	1,504,744,684	(36.32) %
Deferred Exploration Cost	1,692,615	14,961,956	(88.69) %
Property & Equipment	6,098,757	8,286,155	(26.40) %
Investment in Associate	31,836,983	33,698,598	(5.52) %
Investment Property	321,048,252	-	100.00%
Other Noncurrent Assets	3,410,248	-	100.00%
Total Noncurrent Assets	650,042,860	63,719,165	920.17 %
Total Assets	1,607,246,188	1,568,463,849	2.47 %
Income Tax Payable	119,358	159,582	(25.21) %
Unrealized valuation gain on AFS	17,672,548	1,989,643	788.23 %
Share in unrealized valuation gain on AFS of Associates	13,393	(58,457)	122.91%
Total Equity	1,606,412,462	1,567,603,487	2.48 %
Total Liabilities & Equity	1,607,246,188	1,568,463,849	2.47 %

2010 VS 2009: FINANCIAL CONDITION

The upward movement of the company's noncurrent assets for 2010 as compared to 2009 was mainly due to: (1) Additional 3016 shares purchased from PDB; (2) purchase of preferred shares from AGP International as discussed previously; (3) purchase of land property' and (4) and great leap in market value of listed shares owned by the company.

The group's revenues from short term investments for the year 2010 of PHP 17.29 million has contributed to the 2.48% increase in the total equity of the group for 2010 as compared with the last year 2009.

37.73% Decrease in Cash & Cash Equivalents

The decrease was due to the purchase of other assets as well as to finance the organizational cost of the subsidiary. On July 28, 2010 a purchase of land situated at the East Service Road of South Superhighway containing an area of 24,022.90 was consummated as per absolute deed of sale for a price of PHP 312.30M. The land was then classified as investment property for the company has plans of developing it in the future or for subsequent disposal. It has been noted in the previous years that the company has reaped

outstanding income from disposal of property. Also on 21 December 2010, SOC subscribed to, and subsequently fully paid for, 26,086,957 Series A Preferred shares of AGP International at a purchase price of US\$0.23 per share or a total amount of USD\$6,000,000.00 or 264M in Philippine Peso.

11,442.44% Increase in Accounts Receivable

Receivables from officers and employees pertain to unliquidated advances and are collectible upon demand. The change was due to increase in marketing and selling activities such as roadshows, open house and other advances.

35.65% Decrease in Due from Related Parties

A corresponding decrease in Due from Related Parties from ₱70.10 million for 2009 to ₱45 million for 2010 was due to the payment of Puyat Steel Corp. of its advances from the company.

2237.45% Increase in Prepayments & Other Assets

The increase of 2,237.45% in prepayments and other current asset was due to increase in consolidated input taxes, medical benefits, insurance, dues and supplies inventories during the year as well as the advances made by the subsidiary to its contractors amounting to PHP 7.8 million.

88.69% Decrease in Deferred Exploration Cost

The Group provided allowance for impairment losses on deferred exploration costs amounting to ₱13.3 million for SC-41 in 2010. No provision was made in 2009.

26.40% Decrease in Property & Equipments – Net

The decrease was due to the depreciation recognized for the year.

5.52% Decrease in Investment in Associates

On November 5, 2010, the Parent Company subscribed to and paid for 3,016 additional shares at the subscription price of ₱0.4 million. The group recognized ₱2.28M share in equity losses of Premiere Bank and ₱0.072M share in its unrealized fair value gain on AFS.

100.00% Increase in Investment Property

On July 28, 2010, SCRI purchased 24,023 square meters parcel of land located at East Service Road of South Superhighway, Barangay Buli, Muntinlupa City at a price of ₱321M. The cost of the property equals its fair value as of December 31, 2010.

100.00% Increase in other Noncurrent Assets

Other noncurrent assets represent advances for the processing of bid documents, costs for pre-bidding conferences and consultancy fees related to SRCI's participation in the bid submission of Philippine Mining Development Corporation's (PMDC) Diwalwal Mineral Reservation Project. The project involved the bidding for the 729 hectares of PMDC area located at Monkayo, Compostela Valley.

788.23% Increase in Unrealized Valuation Gain on AFS

This is due to the great leap in market value of listed shares owned by the company. The increase in the valuation of available for sale investment was due to the outstanding increase in the market value of owned listed shares of Petron Corp and Aboitiz Equity Ventures at net increase of PHP 15.68 million.

122.91% Increase in Share in Unrealized Valuation Gain on AFS of Associates

The group recognized ₱71,850 share in unrealized valuation gain on AFS of Premiere Bank as of the year ended December 31, 2010.

KEY PERFORMANCE INDICATORS

The following are the major financial ratios of the Company for the years ended December 31, 2011, 2010 and 2009:

<u>KEY FINANCIAL RATIOS</u>	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>12/31/2009</u>
Revenue Growth/ (Decline)	(33.33) %	(95.64) %	882.74 %
Net Income Growth/ (Decline)	(144.00) %	(96.83) %	832.51 %
EBITDA	N/A	22.28 M	1084.13 M
Return on Equity	N/A	2.06%	66.45%
Return on Assets	N/A	2.06%	66.38%
Current Ratio (in x)	29.40 x	1148.10 x	828.29 x
Debt-to-equity ratio (in x)	0.0272 x	0.0005 x	0.0012 x

The group's source of revenue for the period currently on report are the interest income earned from placements and advances made to affiliates such as Puyat Steel Corp. ("Puyat") and IPI Industries Corp. ("IPI").

The 33.33% drop in revenue growth for the year ended 2011 as against last year was due to the decrease in the amount invested in time deposits amounting to ₱666M as of December 31, 2011 against ₱727M as of December 31, 2010. The decrease is accounted for in the increase in equity investments with SOC Land, a wholly owned subsidiary as previously discussed. There has been also a decrease in the interest income earned from amount owed by Puyat Steel Corporation.

The decline in net income growth of the group was due to the 33.33% decrease in revenue coupled with increase in total cost and expenses of up to 30.15%.

There was no EBITDA, ROE and ROA as of the year ending 2011 since the group posted a negative bottomline figure. Nevertheless, the stability of the group remains steadfast with its 0.0272X Debt to Equity Ratio. The group was able to maintain its liquidity despite the net loss for the year ending 2011 as evidenced by its ₱730M worth of cash and cash equivalents as against its total liabilities of ₱43M.

There has been a reported decrease in revenue growth and net income for the year 2010 as compared last year. However, this did not entail negative outcome for the current year since what composes the last year bulk of revenue was the gain earned from the sale of Belltel shares.

For the year 2009, there was an improvement in net income growth rates as against the Company's 2008 level as evidenced by the above figures. Profitability was also measured by ROE and ROA reaching 66.45% and 66.38% respectively with a very small difference from the previous period.

The Company posted a very high liquidity ratio of 828.29x in 2009 versus the 289.49 x in 2008. This was due to the astounding increase in cash and cash equivalents brought about by the investment to short term market placements of the whole net proceed of sale of shares in Belltel as previously discussed.

The company exhibited an outstanding leverage ratio for the last three years which means that it can finance its own operation without using or relying from outside financing sources.

Earnings before interest taxes depreciation and amortization (EBITDA) for 2010 was at PHP 22.28 million though the company has negative changes in its revenue growth
The manner by which the Company calculates the foregoing indicators is as follows:

Key Financial Ratios	Formula
Revenue Growth	Total Revenues (current period) - Total Revenues (prior period)/ Total Revenues (prior period)
Net Income Growth	Net Income (current period) - Net Income (prior period)/ - Net Income (prior period)
EBITDA	Income from operations plus depreciation and amortization
Return on Equity (ROE)	Net Income/Equity
Return on Assets (ROA)	Net income/ Total Assets
Current Ratio	Current Assets/ Current Liabilities
Debt- to Equity Ratio	Total Liabilities/ Equity

PROSPECTS FOR THE FUTURE

The outlook for South China in the coming years is quite optimistic. A new energy bidding round is expected in 2012. New opportunities in other business sectors are being investigated for possible investment.

(1) Prospects for Oil and Gas Exploration Investments

SC-60 (GSEC-99 Offshore NE Palawan)

The joint group of South China, Shell Philippines Exploration B.V. and Kuwait Foreign Petroleum Co. ksc. entered the second sub-phase of SC-60 in July 8, 2008. The objective is to continue and further the exploration of the block with a commitment to drill one well during the sub-phase.

The Silangan-1 well was spud-in on July 20, 2010 and was the first deep water drilled in the area. This well was drilled within the second sub-phase of the service contract and South China was carried on this well.

The well was plugged and abandoned without encountering significant hydrocarbons. Operator, SPEX, reviewed the well data to determine the cause of the unexpected results and identified appropriate next steps over the area. Using Cutting edge technologies the Joint Operations launched a CSEM (Controlled Source Electro-Magnetics) survey during the second half of November 2010. The survey was undertaken by Electromagnetic Geoservices ASA (EMGS) using the vessel "BOA Galatea". EMGS employed their proprietary EM Technology to support the SC-60 Joint Operations in its search for offshore hydrocarbons. To give enough time to process the data obtained from the survey, a request to the DOE to extend the decision period to enter the third sub-phase by a year was made. The DOE in its letter dated January 26, 2011 approved the request to defer commitment to enter the third sub-phased to February 10, 2012.

After a thorough review of the results of all studies done on the area, a decision based on the unsubstantial findings of the Silangan well and the CSEM survey, the JV through the operator decided not to proceed with the third sub-phase.

South China had 15% interest in the block and was a paying partner after the first well.

(2) Prospects for Other Energy and Resource Based Opportunities

The Company continues to focus on conventional energy resources as it explores entry into other opportunities in other areas as well as potential renewable energy resources. The Philippine Energy Contracting Round 4 (PECR4) was launched last 2011 by the Department of Energy. The company is still determining if it will actively participate in this bid round as it offers new opportunities to discover oil.

The global situation in recent years presents opportunities for the Company to seek entry into the resource based sector. It recognizes that the demand added by China and India into the current global market and into the foreseeable future will have a significant impact.

The Company is in a favorable situation wherein its current cash position allows it to review other businesses wherein it may invest, including but not exclusive to opportunities in mining, energy projects both conventional and renewable either by farm-in or direct investment.

The Company is also looking into food production. We believe in the thesis that rising incomes in the Asian region will drive greater protein consumption. We are currently identifying large tracts of land suitable for agro-industrial complexes for food production.

(3) Prospects for Premiere Bank

For 2011, the Bank's major goals are as follows: (a) continue to aggressively expand its consumer loans and SME finance portfolio; (b) sustain the program started in 2008 to strengthen its distribution system through the renovation and strategic relocation of its branches; and (3) stepped –up customer acquisition programme via competitive products, quick turnaround times and structured sales activities for the Bank's frontliners.

These thrusts are consistent with the new business model of Premiere Bank that was launched in 2007 and which is anchored on the fundamental principles of improving the Bank's value proposition to its customers and differentiating the bank via its services and needs driven products.

On June 1, 2011, the Parent Company, together with other shareholders, entered into a Share Purchase Agreement (the Agreement) with Security Bank Corporation for the sale of its 351,454 common shares in PDB. The sellers are the legal owners of an aggregate of 7,071,263 common shares in PDB, representing 96.42% of the issued and outstanding capital stock of PDB.

Under the Agreement, the price per share amounted to ₱181.7. The obligations of the parties to complete the sale and purchase of the shares under the Agreement are subject to the approval of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP).

As of December 31, 2011, the Group Company reclassified its investment in PDB amounting to ₱31.7 million as held for sale and presented it under "Noncurrent asset held for sale" account in the consolidated statement of financial position. On January 20, 2012, the Monetary Board of the BSP approved the transaction contemplated in the Agreement.

(4) Prospects for Real Estate Property

South China completed, last July 28, 2010, the purchase of the 24,022.90 sq.m. parcel of land located at the East Service Road of South Superhighway, Brgy. Buli, Muntinlupa City, Metro Manila at a purchase price of ₱312,298,000.00.

In the Company's history, it had made good in investments in real estate property, primarily the property investment in Pilipinas Plaza which the Company sold for a profit in January of 2007. It is in this manner that the Company employed the proven business model of acquiring property investments along major and strategic thoroughfares.

On March 4, 2011, the Board of Directors approved the transfer of the Company's Buli Property to its wholly-owned subsidiary, SOC Land, in exchange for the latter's shares of stock valued at PHP312,298,000.00.

(5) Prospects for SOC Land Development Corporation

South China's investment into property development is seen as an important aspect in enhancing its shareholder value. The government estimates the country's housing backlog at almost 4 million. There lies the opportunity to serve a basic need of Filipinos. In November 2010, SCRI diversified its business and invested into real property development through SOC Land (SOC Land), a wholly-owned subsidiary. SOC Land was incorporated in the Philippines and registered with the Philippine SEC on November 25, 2010.

The primary purpose of SOC Land is to deal and engage in real estate business. On March 4, 2011, the Board of Directors approved the transfer of the Company's property situated in Barangay Buli, Muntinlupa City the "Buli Property" to its wholly-owned subsidiary, (SOC Land), in exchange for the latter's shares of stock valued at PHP312,298,000.00. The registrant's investment into property development through SOC Land is seen as an important aspect in enhancing its shareholder value.

The government estimates the country's housing backlog at almost 4 million. There lies the opportunity for South China to serve a basic need of Filipinos through SOC Land that is to put up quality homes at affordable prices. Soc Land's maiden venture Soc Land's maiden venture will develop a 2.4-hectare community, called Anuva Residences, situated near Sucat Interchange and will have four (4) tandem buildings with the first building targeted to be completed by 2013. The total estimated cost of the Project is P2.0 billion and is targeted for completion within five (5) years from the start of its construction. On July 12, 2011, the groundbreaking ceremony for Anuva was held and construction for the Project's Tandem Building 1 commenced thereafter. As of December 31, 2011, structural works has an accomplishment rate of 11.4%.

(6) Prospects for AGP International Holdings Inc.

South China subscribed to, and subsequently fully paid for, 26,086,957 Series A Preferred shares of AGP International at a purchase price of US\$0.23 per share or a total amount of USD\$6,000,000.00.

AGP International is a British Virgin Islands business company formed in November 2010 by Icaza, Gonzalez-Ruiz & Aleman (BVI) Trust Limited with registered office at the Vanterpool Plaza, 2nd Floor, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

AGP International invested in 40% of the outstanding capital stock of AGP Philippines Holdings I, Inc. ("AGP Philippines"). On 22 December 2010, AGP Philippines finalized the acquisition of all of the shares of DMCI Holdings, Inc. ("DMCI-HI") in Atlantic Gulf & Pacific Company of Manila, Inc. ("AG&P"). The shares comprise of 973,089,025 shares directly owned, and 17 shares beneficially owned, by DMCI-HI representing 98.19% of the outstanding capital stock of AG&P.

SOC's subscription of AGP International's Series A Preferred Shares is purely for investment purposes. By investing in AGP International, SOC believes that it will be benefited by a return of the investment of AGP Philippines from AG&P.

On January 31, 2012, the Company, together with the other legal owners of AGP International preferred shares, entered into a Share Purchase Agreement with AGP International to sell its shares to the latter for \$0.40 cents per share. On the same date, AGP International and AG&P executed a waiver and release form in favor of each seller, relieving them from any claims related to the shares.

KEY VARIABLE AND OTHER QUALITATIVE AND QUANTITATIVE FACTORS

There are no material trends, events or uncertainties that are reasonably expected to occur in the next twelve months that will have a material favorable or unfavorable impact on the results of the Company's liquidity. Should there be material changes in working capital it would be advances from the management to support the Company's operation or a sale of non-current assets.

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

There are no events that will trigger direct or contingent financial obligation that is material to the Company, including any default or accumulation of an obligation.

There were no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.

The Company has no plans of changing the number of employees for the next twelve months.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis except for AFS investments that have been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Group's functional currency. All values are rounded off to the nearest peso, except when otherwise indicated.

Statement of Compliance

The accompanying consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS and Philippine Accounting Standards (PAS) and Philippine Interpretations from the International Financial Reporting Interpretation Committee (IFRIC) issued by the Philippine Financial Reporting Standards Council.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year except, for the following new and amended PFRS and Philippine Interpretations which were adopted as of January 1, 2011. Adoption of these new and amended standards or interpretations did not have any significant impact to the Group except for the additional required disclosures and use of titles, captions and formats of presentation.

Amendment to PAS 24, *Related Party Transactions*

PAS 24 clarifies the definitions of a related party. The new definitions emphasize a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity.

Amendment to PAS 32, *Financial Instruments: Presentation*

The amendment alters the definition of a financial liability in PAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency.

Amendment to Philippine Interpretation IFRIC 14, *Prepayments of a Minimum Funding Requirement*

The amendment removes an unintended consequence when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover such requirements. The amendment permits a prepayment of future service cost by the entity to be recognized as a pension asset.

Improvements to PFRS

The Improvements to PFRS an omnibus of amendments to standards issued in 2010, deals primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The amendments are effective for annual periods beginning on or after January 1, 2011, except if otherwise stated. The Group has adopted the following amendments and concluded that these changes did not have material effect on the consolidated financial statements.

- PFRS 3, *Business Combinations*
 - Amends the measurement options available for non-controlling interest (NCI). Only components of NCI that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation should be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value. The amendments to PFRS 3 are effective for annual periods beginning on or after July 1, 2011.
- PFRS 7, *Financial Instruments - Disclosures*
 - Intends to simplify the disclosures provided by reducing the volume of disclosures around the collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.
- PAS 1, *Presentation of Financial Statements*
 - Clarifies that an entity may present an analysis of each component of other comprehensive income maybe either in the statement of changes in equity or in the notes to the financial statements.

Other amendments resulting from the 2010 Improvements to PFRS to the following standards and interpretations did not have any impact on the accounting policies, financial position or performance of the Group.

- PFRS 3, *Business Combinations* (Contingent consideration arising from business combination prior to adoption of PFRS 3 (as revised in 2008))
- PFRS 3, *Business Combinations* (Un-replaced and voluntarily replaced share-based payment awards)
- PAS 27, *Consolidated and Separate Financial Statements*
- PAS 34, *Interim Financial Statements*
- Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes* (determining the fair value of award credits)
- Philippine Interpretation IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments*

New Accounting Standards, Interpretations and Amendments to Existing Standards Effective Subsequent to December 31, 2011

Standards issued but not yet effective up to the date of issuance of the consolidated financial statements are listed below. This listing of standards and interpretations issued are those that the Group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Group intends to adopt these standards when they become effective.

Effective in 2012

Amendment to PFRS 7, *Financial Instruments: Disclosures - Enhanced Derecognition Disclosure Requirements*

The amendment requires additional disclosure about financial assets that have been transferred but not derecognized to enable the user of the consolidated financial statements to understand the relationship with those assets that have not been derecognized and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognized assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognized assets. The amendment becomes effective for annual periods beginning on or after July 1, 2011.

Amendment to PAS 12, *Income Taxes - Recovery of Underlying Assets*

The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in PAS 40, *Investment Property* should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in PAS 16, *Property, Plant and Equipment* always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after January 1, 2012.

Effective in 2013

Amendment to PAS 1, *Financial Statement Presentation - Presentation of Items of Other Comprehensive Income (OCI)*

The amendment to PAS 1 changes the grouping of items presented in OCI. Items that could be reclassified (or "recycled") to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has therefore no impact on the Group's financial position or performance. The amendment becomes effective for annual periods beginning on or after July 1, 2012.

Amendments to PAS 19, *Employee Benefits*

Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group is currently assessing the impact of the amendment to PAS 19. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

PAS 27, *Separate Financial Statements (as revised in 2011)*

As a consequence of the new PFRS 10, *Consolidated Financial Statements* and PFRS 12, *Disclosure of Interests in Other Entities*, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The Group does not present separate financial statements. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

PAS 28, *Investments in Associates and Joint Ventures (as revised in 2011)*

As a consequence of the new PFRS 11, *Joint Arrangements*, and PFRS 12, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

Amendments to PFRS 7, *Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities*

These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set-off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or 'similar agreement', irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format

unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the balance sheet date:

- a) The gross amounts of those recognized financial assets and recognized financial liabilities;
- b) The amounts that are set-off in accordance with the criteria in PAS 32 when determining the net amounts presented in the balance sheet;
- c) The net amounts presented in the balance sheet;
- d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
 - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
 - ii. Amounts related to financial collateral (including cash collateral); and
- e) The net amount after deducting the amounts in (d) from the amounts in (c) above.

The amendments to PFRS 7 are to be retrospectively applied for annual periods beginning on or after January 1, 2013. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

PFRS 10, Consolidated Financial Statements

PFRS 10 replaces the portion of PAS 27, *Consolidated and Separate Financial Statements*, that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12, *Consolidation - Special Purpose Entities*. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 11, Joint Arrangements

PFRS 11 replaces PAS 31, *Interests in Joint Ventures*, and SIC-13, *Jointly-controlled Entities - Non-monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 12, Disclosure of Interests with Other Entities

PFRS 12 includes all of the disclosures that were previously in PAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in PAS 31 and PAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 13, Fair Value Measurement

PFRS 13 establishes a single source of guidance under PFRS for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. The Group is currently assessing the impact that this standard will have on the financial position and performance. This standard becomes effective for annual periods beginning on or after January 1, 2013.

Philippine Interpretation IFRIC 20, Stripping Costs in the Production Phase of a Surface Mine

This interpretation applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine ("production stripping costs") and provides guidance on the recognition of production stripping costs as an asset and measurement of the stripping activity asset. This interpretation becomes effective for annual periods beginning on or after January 1, 2013.

Effective in 2014

PAS 32, Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities

These amendments to PAS 32 clarify the meaning of “currently has a legally enforceable right to set-off” and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. While the amendment is expected not to have any impact on the net assets of the Group, any changes in offsetting is expected to impact leverage ratios and regulatory capital requirements. The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014. The Group is currently assessing impact of the amendments to PAS 32.

Effective in 2015

PFRS 9, Financial Instruments: Classification and Measurement

PFRS 9 as issued reflects the first phase on the replacement of PAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in PAS 39. The standard is effective for annual periods beginning on or after January 1, 2015. In subsequent phases, hedge accounting and impairment of financial assets will be addressed with the completion of this project expected on the first half of 2012. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on classification and measurements of financial liabilities.

Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11, *Construction Contracts*, or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the Financial Reporting Standards Council (FRSC) have deferred the effectivity of this interpretation until the final Revenue standard is issued by International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.

The adoption of this Philippine Interpretation may significantly affect the determination of the revenue from real estate sales and the corresponding costs, and the related receivables, deferred tax liabilities and retained earnings accounts. The Group is in the process of quantifying the impact of adoption of this Interpretation.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31 of each year. The financial statements of the Subsidiary are prepared for the same reporting year as the Parent Company using consistent accounting policies. Control is achieved where the Parent Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. They are deconsolidated from the date on which control ceases.

Subsidiaries are entities over which the Parent Company has control or generally has an interest of more than one half of the voting rights of the entities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Parent Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group or Parent Company directly or through the holding companies.

All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions that are recognized are eliminated in full.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences, recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Cash and Cash Equivalents

Cash includes cash on hand and with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from date of placements and that are subject to an insignificant risk of change in value.

Financial Instruments

Date of Recognition

Financial instruments are recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. The Group determines the classification of its financial assets on initial recognition and, where allowed and appropriate, re-evaluates this designation at each reporting date.

All regular way purchases and sales of financial assets are recognized on the settlement date. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Initial Recognition of Financial Instruments

Financial instruments are recognized initially at fair value of the consideration given (in the case of an asset) or received (in the case of a liability). Except for financial assets at fair value through profit or loss (FVPL), the initial measurement of financial assets includes transaction costs.

Determination of Fair Value

The fair value of financial instruments traded in active markets at the reporting date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions, reference to the current market value of another instrument which is substantially the same, discounted cash flows analysis and option pricing models.

The Group has financial assets under Levels 1 and 3 of the fair value hierarchy as of December 31, 2011 and 2010 (see Note 19).

Classification of Financial Instruments

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

Financial assets are further classified into the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments and available-for-sale (AFS) financial assets. Financial liabilities are classified as financial liabilities at FVPL or other financial liabilities.

The classification depends on the purpose for which the instruments are acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates this classification at every reporting date.

The Group has no financial assets or liabilities at FVPL and HTM investments as of December 31, 2011 and 2010.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate (EIR) method, less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are integral part of the EIR and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. Loans and receivables are included in current assets if maturity is within 12 months from the reporting date. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables consist of cash and cash equivalents, accounts receivable, due from related parties and refundable deposits (see Notes 4, 5, 7 and 16).

AFS Investments

AFS investments include equity investments. Equity investments classified as AFS are those which are neither classified as held for trading nor designated at FVPL.

After initial measurement, AFS investments are subsequently measured at fair value with unrealized gains or losses recognized as other comprehensive income in "Unrealized valuation gains (losses) on AFS investments" until the investment is derecognized, at which time the cumulative gain or loss is transferred to other income (expenses), or determined to be impaired, at which time the cumulative loss is recognized in the consolidated statement of comprehensive income as other expenses and removed from "Unrealized valuation gains (losses) on AFS investments" under other comprehensive income section.

The Group evaluates its AFS investments whether the ability and intention to sell them in the near term is appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent significantly changes to do so in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial asset meets the definition of loans and receivables and has the intent and ability to hold these assets for the foreseeable future or maturity. The reclassification to held to maturity is permitted only when the entity has the ability and intent to hold the financial asset accordingly until maturity.

For a financial asset reclassified out of the AFS category, any previous gain or loss on that asset that has been recognized in other comprehensive income is amortized to profit or loss over the remaining life of the investment using EIR method. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR method. If the asset is subsequently determined to be impaired, then the amount recorded in other comprehensive income is reclassified to profit and loss.

The Group's AFS investments consist of listed and unlisted shares (see Note 8).

Other Financial Liabilities

Other financial liabilities pertain to issued financial instruments or their components that are not classified or designated at FVPL and contain contractual obligations to deliver cash or another financial asset to the

holder or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

This category includes loans and borrowings which are initially recognized at fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains or losses are recognized in profit or loss when the liabilities are derecognized, as well as through the amortization process.

The Group's other financial liabilities consist of accounts payable and other liabilities (see Note 12).

Impairment of Financial Assets

Financial Assets Carried at Amortized Cost

An assessment is made at each reporting date to determine whether there is objective evidence that a specific financial asset may be impaired. If such evidence exists, any impairment loss is recognized in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in the collective assessment of impairment.

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Investments Carried at Fair Value

In the case of equity investments, evidence of impairment would include a significant or prolonged decline in fair value of investments below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized, is removed from other comprehensive income and recognized in profit or loss. Impairment losses on equity investments are not reversed through profit or loss. Increases in fair value after impairment are recognized directly in other comprehensive income.

AFS Investments at Cost

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such unquoted equity instrument has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Derecognition of Financial Assets and Liabilities

Financial Assets

A financial asset (or, when applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a pass-through arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Real Estate for Sale

Real estate for sale is carried at the lower of cost and net realizable value (NRV). Cost includes the acquisition cost of the land plus all costs directly attributable to the acquisition for projects where the Subsidiary is the landowner, and includes actual development costs incurred up to the reporting date for projects where the Subsidiary is both the landowner and developer. When the Subsidiary is only a developer, the cost of real estate for sale pertains only to the actual development costs. NRV is the fair value less cost to sell in the ordinary course of business.

Prepayments and Other Current Assets

Prepayments

Prepayments are carried at cost and are amortized on a straight-line basis over the period of expected usage, which is equal to or less than 12 months or within the normal operating cycle.

Advances to Contractors

Advances to contractors represent advance payments on services to be incurred in connection with the Subsidiary's operations. Advances to contractors are recognized under "Prepayments and other current assets" account in the consolidated statement of financial position. These are charged to expense in profit or loss, or capitalized to real estate for sale in the consolidated statement of financial position, as appropriate, when the services are rendered, which is normally within 12 months or within the normal operating cycle. Otherwise, these are classified as noncurrent assets.

Input Value-Added Tax (VAT)

Input VAT represents VAT imposed on the Group by its suppliers for the acquisition of goods and services as required by Philippine taxation laws and regulations. Input VAT is presented as current asset and will be used to offset against the Group's current output VAT liabilities. Any excess which are being claimed as tax credits is presented as part of "Prepayments and other current assets" in the consolidated statement of financial position. Otherwise, these are classified as noncurrent assets. Input VAT is stated at its estimated NRV.

Noncurrent Asset Held for Sale

Noncurrent asset held for sale is measured at the lower of its carrying amount and fair value less costs to sell.

An asset should be classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The asset must be available for immediate sale in its present condition subject only to the terms that are usual and customary for sales of such assets and its sale must be highly probable. For the sale to be highly probable, the appropriate level of management must be committed to a plan to sell, and an active program to locate a buyer and complete the plan must have been initiated. Further, the assets must be actively marketed for sale at a price that is reasonable in relation to its current fair value. In addition, the sale should be expected to qualify for recognition as completed sale within one year from the date of classification.

Investment in an Associate

The Group's investment in an associate is accounted for using the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, investment in an associate are carried in the consolidated statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associates. Goodwill relating to an associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of comprehensive income reflects the share of the results of operations of the associates. Where there has been a change recognized directly in the equity of the associates, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associates.

The share in net income or losses of the associate is shown as "Equity in net income (losses) of an associate" in profit or loss. This is the income (loss) attributable to equity holders of the associates and therefore is profit after tax.

The financial statements of the associate are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an additional impairment loss on the Group's investment in its associate. The Group determines at each reporting date whether there is any objective evidence that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and their carrying values and recognizes the amount in the "Equity in net income (losses) of an associate" in profit or loss.

Upon loss of significant influence over an associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Deferred Exploration Costs

Deferred exploration costs are accounted for using the full cost method determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are deferred pending determination of whether the contract area contains oil and gas reserves in commercial quantities. When the SC is permanently abandoned or the Group has withdrawn from the consortium, the related deferred exploration costs are provided with valuation allowance or written-off. An SC is considered permanently abandoned if the SC has expired and/or there are no definite plans for further exploration and/or development.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses.

The initial cost of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such equipment when the recognition criteria are met. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally charged to income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets, except for leasehold improvements which are amortized on a straight-line basis over the term of the lease or the estimated lives of the improvements, whichever is shorter, as follows:

Category	Number of Years
Building	5
Transportation equipment	5
Office furniture and equipment	3
Leasehold improvements	2

The estimated useful lives and depreciation and amortization methods are reviewed periodically to ensure that the periods and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized. Fully depreciated items are retained as property and equipment until these are no longer in use.

Investment Property

Investment property is measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Transfers are made to or from investment properties only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy on property and equipment up to the date of change in use.

Investment property is derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no further economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property are recognized in profit or loss in the year of retirement or disposal.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the assets recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators. Impairment losses from continuing operations are recognized in profit or loss.

For nonfinancial assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Common Stock

The Group has issued common stocks that are classified as equity. Incremental costs directly attributable to the issue of new common stocks are shown in equity as a deduction, net of tax, from the proceeds.

Additional Paid-in Capital

Amount of contribution in excess of par value is accounted for as an additional paid-in capital.

Retained Earnings

The amount included in retained earnings includes profit attributable to the Group's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Group's stockholders. Interim dividends are deducted from equity when they are paid. Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Treasury Stock

Own equity instruments which are reacquired (treasury stock) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference in the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury stock are nullified for the Group and no dividends are allocated to them respectively. When the stocks are retired, the common stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-up capital when the shares were issued and to retained earnings for the remaining balance.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Real Estate Sales

Real estate sales from completed projects are accounted for using the full accrual method. The percentage of completion method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of actual costs incurred to date over the estimated total costs to complete the project. Any excess of collections over the recognized revenue are included under the "Accounts payable and other liabilities" account in the consolidated statement of financial position.

If none of the revenue recognition criteria is met, deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers is presented as part of "Customers' deposits" included under the "Accounts payable and other liabilities" account in the consolidated statement of financial position.

Interest Income

Interest income is recognized as it accrues using the EIR.

Dividend Income

Dividend income is recognized when the Group's right to receive the payment is established.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrences of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Operating expenses, such as personnel, rent and utilities are generally recognized when the service is used or the expense arises while interest expenses, if applicable are accrued in the appropriate period. General and administrative expenses are expenses incurred in the direction and general administration of day-to-day operation of the Group and are generally recognized when the service is used or the expense arises.

Commission Expense

Commissions paid to sales or marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Accordingly, percentage of completion method is used, commissions are likewise charged to expense in the period the related revenue is recognized. Commission expense is included in the "Sales and marketing" account in the consolidated statement of comprehensive income.

Retirement Benefit Costs

The Group provides for the estimated retirement costs required to be paid under Republic Act (RA) No. 7641 to qualified employees. Under PAS 19, *Employee Benefits*, the cost of defined retirement benefits, including those mandated under RA No. 7641 should be determined using projected unit credit method to measure its obligations and costs.

Income Taxes***Current Income Tax***

Current income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred Tax

Deferred tax is provided, using the balance sheet liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from excess minimum corporate income tax (MCIT) and carryforward benefits of unused net operating loss carryover (NOLCO) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess MCIT and unused NOLCO can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Foreign Currency-denominated Transactions

Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Outstanding monetary assets and monetary liabilities denominated in foreign currencies are restated using the rate of exchange at the reporting date. Foreign currency gains or losses are recognized in profit or loss.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

- a. there is a change in contractual terms, other than a renewal or extension of the arrangement;
- b. a renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;
- c. there is a change in the determination of whether fulfillment is dependent on a specified asset; or
- d. there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c) or (d) above, and at the date of renewal or extension period for scenario (b).

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in the Group's profit or loss on a straight-line basis over the lease term. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognized.

Basic Earnings (Loss) Per Share (E/LPS)

Basic E/LPS amounts are calculated by dividing net income (loss) attributable to the equity holders of the parent Company by the weighted average number of common shares outstanding during the year.

Diluted Earnings (Loss) Per Share (E/LPS)

Diluted E/LPS amounts are calculated by dividing the net income (loss) attributable to common equity holders of the Parent Company (after adjusting for interest on convertible preferred shares) by the weighted average number of common shares outstanding during the year plus the weighted average number OF common shares that would be issued on conversion of all dilutive potential common shares into common shares.

Segment Reporting

For management purposes, the Group is organized into business units based on its products and services and has three reportable segments. Financial information on business segments is presented in Note 20.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Borrowing costs also include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. All other borrowing costs are expensed in the period they occur.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

Events after the Reporting Date

Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements when material. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

Item 4: RESULTS AND PLANS OF OPERATIONS

SC-60 (GSEC-99 Offshore NE Palawan)

The joint group of South China, Shell Philippines Exploration B.V. and Kuwait Foreign Petroleum Co. ksc. entered the second sub-phase of SC-60 in July 8, 2008. The objective is to continue and further the exploration of the block with a commitment to drill one well during the sub-phase.

The Silangan-1 well was spud-in on July 20, 2010 and was the first deep water drilled in the area. This well was drilled within the second sub-phase of the service contract and South China was carried on this well.

The well was plugged and abandoned without encountering significant hydrocarbons. Operator, SPEX, reviewed the well data to determine the cause of the unexpected results and identified appropriate next steps over the area. Using Cutting edge technologies the Joint Operations launched a CSEM (Controlled Source Electro-Magnetics) survey during the second half of November 2010. The survey was undertaken by Electromagnetic Geoservices ASA (EMGS) using the vessel "BOA Galatea". EMGS employed their proprietary EM Technology to support the SC-60 Joint Operations in its search for offshore hydrocarbons. To give enough time to process the data obtained from the survey, a request to the DOE to extend the decision period to enter the third sub-phase by a year was made. The DOE in its letter dated January 26, 2011 approved the request to defer commitment to enter the third sub-phased to February 10, 2012.

After a thorough review of the results of all studies done on the area, a decision based on the unsubstantial findings of the Silangan well and the CSEM survey, the JV through the operator decided not to proceed with the third sub-phase.

South China had 15% interest in the block and was a paying partner after the first well.

Other Energy and Resource Based Opportunities

The Company continues to focus on conventional energy resources as it explores entry into other opportunities in other areas as well as potential renewable energy resources. The Philippine Energy Contracting Round 4 (PECR4) was launched last 2011 by the Department of Energy. The company is still determining if it will actively participate in this bid round as it offers new opportunities to discover oil.

The global situation in recent years presents opportunities for the Company to seek entry into the resource based sector. It recognizes that the demand added by China and India into the current global market and into the foreseeable future will have a significant impact.

The Company is in a favorable situation wherein its current cash position allows it to review other businesses wherein it may invest, including but not exclusive to opportunities in mining, energy projects both conventional and renewable either by farm-in or direct investment.

The Company is also looking into food production. We believe in the thesis that rising incomes in the Asian region will drive greater protein consumption. We are currently identifying large tracts of land suitable for agro-industrial complexes for food production.

Other Investments

Real Estate Property

South China completed, last July 28, 2010, the purchase of the 24,022.90 sq.m. parcel of land located at the East Service Road of South Superhighway, Brgy. Buli, Muntinlupa City, Metro Manila at a purchase price of P312,298,000.00.

In the Company's history, it had made good in investments in real estate property, primarily the property investment in Pilipinas Plaza which the Company sold for a profit in January of 2007. It is in this manner that the Company employed the proven business model of acquiring property investments along major and strategic thoroughfares.

SOC Land Development Corporation

On November 25, 2010 South China Resources, Inc, registered with the Securities and Exchange Commission(SEC) SOC Land Development Corporation (SOC Land) as a wholly-owned subsidiary with an authorized capital stock of One Hundred Sixty Million Pesos (PHP 160,000,000.00), a subscribed capital stock of Forty Million Pesos (PHP 40,000,000.00) and a paid-up capital of Ten Million Pesos (PHP 10,000,000.00).

On March 24, 2011, the Board of Directors approved the transfer of the Company's property situated in Barangay Buli, Muntinlupa City (the "Buli Property") to its wholly-owned subsidiary, SOC Land, in exchange for the latter's shares of stock valued at PHP312,298,000.00. The registrant's investment into property development through SOC Land is seen as an important aspect in enhancing its shareholder value.

The government estimates the country's housing backlog at almost 4 million. There lies the opportunity for South China to serve a basic need of Filipinos through SOC Land that is to put up quality homes at affordable prices. Soc Land's maiden venture will develop a 2.4-hectare community, called Anuva Residences, situated near Sucat Interchange and will have four (4) tandem buildings, with the first building targeted to be completed by 2013. The total estimated cost of the Project is P2.0 billion and is targeted for completion within five (5) years from the start of its construction. On July 12, 2011, the groundbreaking ceremony for Anuva was held and construction for the Project's Tandem Building 1 commenced thereafter. As of December 31, 2011, structural works has an accomplishment rate of 11.4%.

AGP International Holdings Inc.

On December 21, 2010, South China subscribed to, and subsequently fully paid for, 26,086,957 Series A Preferred shares of AGP International at a purchase price of US\$0.23 per share or a total amount of USD\$6,000,000.00.

AGP International is a British Virgin Islands business company formed in November 2010 by Icaza, Gonzalez-Ruiz & Aleman (BVI) Trust Limited with registered office at the Vanterpool Plaza, 2nd Floor, Wickhams Cay I, Road Town, Tortola, British Virgin Islands. AGP International's authorized securities, as of 21 December 2010, consist of 1,400,000,000 no par value shares divided into 1,000,000,000 Common Shares and 400,000,000 Series A Preferred Shares. As to the ownership structure, SOC has yet to receive information regarding the other investors and their respective investments.

AGP International invested in 40% of the outstanding capital stock of AGP Philippines Holdings I, Inc. ("AGP Philippines"). On 22 December 2010, AGP Philippines finalized the acquisition of all of the shares of DMCI Holdings, Inc. ("DMCI-HI") in Atlantic Gulf & Pacific Company of Manila, Inc. ("AG&P"). The shares comprise of 973,089,025 shares directly owned, and 17 shares beneficially owned, by DMCI-HI representing 98.19% of the outstanding capital stock of AG&P.

SOC's subscription of AGP International's Series A Preferred Shares is purely for investment purposes. By investing in AGP International, SOC believes that it will be benefited by a return of the investment of AGP Philippines from AG&P. AG & P, one of the country's oldest construction and engineering firms, is involved in steel fabrication, preassembly works, engineering design and manpower deployment.

On January 31, 2012, the Company, together with the other legal owners of AGP International preferred shares, entered into a Share Purchase Agreement with AGP International to sell its shares to the latter for \$0.40 cents per share. On the same date, AGP International and AG&P executed a waiver and release form in favor of each seller, relieving them from any claims related to the shares.

Premiere Development Bank

On June 1, 2011, the Parent Company, together with other shareholders, entered into a Share Purchase Agreement (the Agreement) with Security Bank Corporation for the sale of its 351,454 common shares in PDB. The sellers are the legal owners of an aggregate of 7,071,263 common shares in PDB, representing 96.42% of the issued and outstanding capital stock of PDB.

Under the Agreement, the price per share amounted to ₱181.7 which resulted to a total share consideration of ₱1.3 billion. The obligations of the parties to complete the sale and purchase of the shares under the Agreement are subject to the approval of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP). The approval from BSP has yet to be granted as of December 31, 2011.

As of December 31, 2011, the Group reclassified its investment in PDB amounting to ₱31.7 million as held for sale and presented it under "Noncurrent asset held for sale" account in the consolidated statement of financial position. On January 20, 2012, the Monetary Board of the BSP approved the transaction contemplated in the Agreement.

Item 5: MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(1) Market Information

The Principal Market where the Issuer's common equity is traded is in the Philippine Stock Exchange.

As of the first quarter ending March 30, 2012, the high price and low price is ₱1.30. As of the trading date April 18, 2012 the high and low price is ₱1.27. The Corporation has no securities to be issued in connection with an acquisition, business combination or other re-organization. Furthermore, the following are the high and low sales prices for each quarter within the last two years (2011 and 2010).

Stock Prices

2011	High	Low
First Quarter	1.4500	1.4400
Second Quarter	1.2700	1.2400
Third Quarter	1.2100	1.2100
Fourth Quarter	1.1400	1.1400
2010	High	Low
First Quarter	2.7000	2.5500
Second Quarter	2.7000	2.6000
Third Quarter	1.3000	1.2800
Fourth Quarter	1.5600	1.4800

(2) Holders

The number of shareholders of record as of March 31, 2012 was 399. Common shares issued as of March 31, 2012 were 906,559,569. Total number of common shares outstanding as of March 31, 2012 were 906,017,569.

Top Twenty (20) Stockholders

As of March 31, 2012

No.	Name of Stockholders	Number of Shares Held	% Owned
1	Castro, Belen R.	231,353,122	25.5199%
2	Reyes, Edgardo P.	229,853,123	25.3544%
3	Reyes, Wilfrido P.	226,853,123	25.0235%
4	PCD Nominee Corp. (FILIPINO)	164,909,734	18.1907%
5	PCD Nominee Corp. (Non-FILIPINO)	15,361,266	1.6945%
6	R. Coyiuto Securities, Inc.	1,825,000	0.2013%
7	Moraza, Jose Mari R.	1,000,000	0.1103%
8	De Villa, Luismi Gala	808,000	0.0891%
9	Escaler, Michael	630,000	0.0695%
10	Perez, Ma. Georgina V.	610,000	0.0673%
11	Manguiat, Remedios J.	580,000	0.0640%
12	Mandarin Securities Corp.	561,000	0.0619%
13	Cruz, Benito T. Dela	520,000	0.0574%
14	Blanco, Jaime M. Jr.	500,100	0.0552%
15	Cabanes, Loreto	500,000	0.0552%
	Chua, Rojas	500,000	0.0552%
	Estrada, Joseph	500,000	0.0552%
	Layosa, Edna L.	500,000	0.0552%
	Mercado, Teresita P.	500,000	0.0552%
	Mitra, Ramon	500,000	0.0552%
	Osmena, Ramon	500,000	0.0552%
16	F Yap Securities	440,000	0.0485%
17	Highland Securities Phils	430,000	0.0474%
	Wealth Securities, Inc	430,000	0.0474%
18	Lim, Jose Antonio	412,000	0.0454%
19	Luys Securities Co., Inc.	410,000	0.0452%
20	Amarnani, Ramesh	400,000	0.0441%
	Bayot, Francisco Jr.	400,000	0.0441%
	Bondoc, Margarita P.	400,000	0.0441%
	Dela Paz, Wenceslao, R.	400,000	0.0441%
	Dee, Anthony	400,000	0.0441%
	Ortigas, Franciso III	400,000	0.0441%
	Pura Trading Corp.	400,000	0.0441%
	Puyat Reyes, Ma. Consuelo	400,000	0.0441%
	Puyat, Aristeo G.	400,000	0.0441%
	Puyat, Jose G. Jr.	400,000	0.0441%
	Santos, Crisanto	400,000	0.0441%

The effect of any transaction on the amount and percentage of present holdings of the registrant's common equity owned beneficially by (i) more than five percent (5%) beneficial owner of the registrant's common equity; (ii) each director and nominee; and (iii) all directors and officers as a group, and the registrant's present commitments to such persons with respect to the issuance of shares, cannot yet be determined as the Company is still in the process of getting approval on the proposal to spin-off the Corporation's oil exploration assets and activities to a wholly owned subsidiary to be established.

DIVIDEND DECLARATION

The Company has no earnings yet from commercial production pertaining to the oil exploration segment of the business hence there were no dividends declared for the period ending December 31, 2011 and two years ending December 31, 2010 and December 31, 2009.

RECENT SALE OF UNREGISTERED OR EXEMPT SECURITIES

There had been no sale of unregistered or exempt securities, including recent issuance of securities constituting an exempt transaction by the Company in the last three years.

Item 6: CORPORATE GOVERNANCE

The Board of Directors and Management of the corporation hereby commit themselves to the principles and best practices contained in the **Revised Manual on Corporate Governance** and acknowledge that the same may guide the attainment of their corporate goals.

This Manual shall institutionalize the principles of good corporate governance in the entire organization. The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization.

An evaluation system is being set in place in relation to the provisions of the Manual on Corporate Governance to measure the level of compliance by directors and top management.

The company has been implementing its formal compliance program such that its officers and employees on various occasions attended training sessions and seminars provided by the PSE, SEC and other third party providers.

The Company believes that the current corporate governance of the Company is sufficient to address its needs.

The Company revised its Corporate Governance Manual in accordance with SEC Memorandum Circular No. 6 Series of 2009, and submitted the same to the SEC last March 30, 2011.

The Company submitted the PSE Corporate Governance Scorecard on March 30, 2012 in accordance with the deadline set forth by PSE.



SOUTH CHINA RESOURCES, INC.

3/F Low Rise Pacific Star Bldg., Sen. Gil Puyat Ave. cor. Makati Ave., Makati City
Metro Manila, Philippines

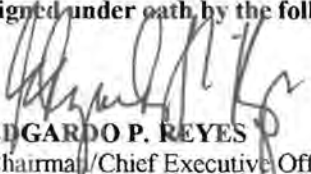
STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

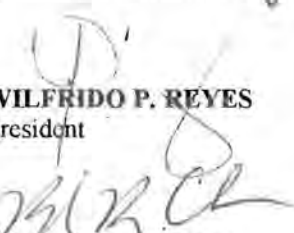
The management of South China Resources, Inc. and subsidiary is responsible for the preparation and fair presentation of the consolidated financial statements for the years ended December 31, 2011 and 2010, including the additional components attached therein, in accordance with Philippine Financial reporting Standards. This responsibility includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.


The Board of Directors reviews and approves the consolidated financial statements and submits the same to the stockholders.

Sycip, Gorres, Velayo & Co., the independent auditors appointed by the stockholders, has examined the consolidated financial statements of the company and its subsidiary in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

Signed under oath by the following:


EDGARDO P. REYES
Chairman/Chief Executive Officer

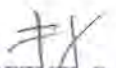

WILFRIDO P. REYES
President


BELEN R. CASTRO
Vice President/Treasurer

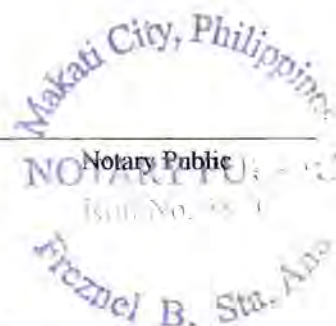
SUBSCRIBED AND SWORN to before me this APR 1 day of 2012 2012 affiants exhibiting to me their Passport and CTC, as follows:

Name	CTC	Issued on	Issued at	Passport No.	Valid Until
Edgardo P. Reyes	06999904	Jan. 12, 2012	Makati City	XX2550432	Nov. 19, 2013
Wilfrido P. Reyes	0698501	Jan. 05, 2012	Makati City	XX2549298	Nov. 10, 2013
Belen R. Castro	02435402	Mar. 26, 2012	Manila	EB0366990	June 09, 2015

Doc. No.: 450
Page No.: 64
Book No.: III
Series of 2012.


FREZNEL B. STA. ANA
Commission No. M-85
Notary Public - Makati City
Until December 31, 2012
Esquerre & Blanco Law Offices
4th & 5th Floors, S&L Building, De la Rosa corner
Esteban Sts., Legaspi Village, Makati City 1229
PTR No. 317829971-4-41 Makati City
IBP No. 878331/1-4-12/PPLM Chapter
Roll No. 58217

Telephone No. 892-2049 * Telefax No. 812-2383


Makati City, Philippines
Notary Public
Roll No. 85-1
Freznel B. Sta. Ana



South China Resources, Inc. and Subsidiary

Consolidated Financial Statements
December 31, 2011 and 2010
and Years Ended December 31, 2011, 2010 and 2009

and

Independent Auditors' Report

SyCip Gorres Velayo & Co.

SGV&Co
ERNST & YOUNG

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
South China Resources, Inc.

We have audited the accompanying consolidated financial statements of South China Resources, Inc. and its subsidiary, which comprise the consolidated statements of financial position as at December 31, 2011 and 2010, and the consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2011, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of South China Resources, Inc. and Subsidiary as at December 31, 2011 and 2010, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2011 in accordance with Philippine Financial Reporting Standards.

SYCIP GORRES VELAYO & CO.

John Nai Peng C. Ong

John Nai Peng C. Ong

Partner

CPA Certificate No. 85588

SEC Accreditation No. 0327-AR-2 (Group A),

March 29, 2012, valid until March 28, 2015

Tax Identification No. 103-093-301

BIR Accreditation No. 08-001998-57-2009,

June 1, 2009, valid until May 31, 2012

PTR No. 3174817, January 2, 2012, Makati City

April 3, 2012



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2011	2010
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	₱730,161,936	₱893,083,578
Accounts receivable (Notes 5 and 16)	8,523,434	10,906,687
Due from related parties (Note 16)	70,109,444	45,098,362
Real estate for sale (Note 6)	447,615,888	–
Prepayments and other current assets (Note 7)	17,684,790	9,127,598
Total Current Assets	1,274,095,492	958,216,225
Noncurrent Asset Held for Sale (Note 9)	31,722,243	–
Noncurrent Assets		
Available-for-sale (AFS) investments (Note 8)	284,849,125	285,956,005
Deferred exploration costs (Note 1)	21,563,806	1,692,615
Property and equipment (Note 10)	21,046,176	6,098,757
Investment in an associate (Note 9)	–	31,836,983
Investment property (Note 1)	–	321,048,252
Other noncurrent assets (Note 11)	3,823,191	2,397,351
Total Noncurrent Assets	331,282,298	649,029,963
TOTAL ASSETS	₱1,637,100,033	₱1,607,246,188
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other liabilities (Note 12)	₱43,311,080	₱714,368
Income tax payable	21,962	119,358
Total Current Liabilities	43,333,042	833,726
Equity		
Common stock - ₱1 par value (Note 17a)		
Authorized - 1,000,000,000 shares		
Issued - 600,489,569 shares in 2011 and		
597,189,569 shares in 2010	600,489,569	597,189,569
Subscribed - 306,070,000 shares in 2011 and		
309,370,000 shares in 2010 (net of subscriptions		
receivable of ₱229,552,500 in 2011 and ₱232,027,500 in		
2010)	76,517,500	77,342,500
Additional paid-in capital	72,272,140	72,272,140
Unrealized valuation gains on AFS investments (Note 8)	10,389,619	17,672,548
Share in unrealized valuation gains on AFS investments		
of an associate (Note 8)	–	13,393
Retained earnings		
Appropriated (Note 17b)	500,000,000	500,000,000
Unappropriated	334,676,163	341,922,312
Treasury stock (Note 17c)	(578,000)	–
Equity	1,593,766,991	1,606,412,462
TOTAL LIABILITIES AND EQUITY	₱1,637,100,033	₱1,607,246,188

See accompanying Notes to Consolidated Financial Statements.



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2011	2010	2009
REVENUES			
Interest income (Notes 4 and 16)	P34,169,434	P51,497,524	P9,920,148
Dividend income	165,918	1,005	–
Foreign exchange gains - net	259	–	–
Gain on sale of investment in an associate (Note 23)	–	–	1,171,904,480
	34,335,611	51,498,529	1,181,824,628
COSTS AND EXPENSES			
Sales and marketing expenses (Note 13)	14,986,749	1,405,395	–
Personnel costs (Note 14)	10,836,540	3,147,724	2,707,333
Depreciation and amortization (Note 10)	3,419,289	2,576,190	2,528,807
Travel and representation	2,910,628	6,414,361	1,374,965
Professional fees	2,021,724	1,209,011	702,944
Rent and utilities (Note 22)	1,478,302	643,931	588,646
Taxes and licenses	1,396,531	819,629	91,290,570
Supplies	885,554	159,376	107,044
Telecommunications and postage	742,563	209,938	207,441
Meetings, trainings and seminars	412,276	310,405	84,796
Outside services	288,631	–	–
Repairs and maintenance	282,424	118,964	21,833
Dues and subscriptions	19,745	1,910	–
Provision for impairment losses on deferred exploration costs (Note 1)	–	13,248,734	–
Provision for impairment in value of AFS investments (Note 8)	–	499,356	270,000
Foreign exchange losses - net	–	13,397	5,439
Others	1,713,358	1,025,812	343,616
	41,394,314	31,804,133	100,233,434
EQUITY IN NET LOSSES OF AN ASSOCIATE (Note 9)	(114,740)	(2,280,818)	(40,035,540)
SHARE IN UNREALIZED VALUATION GAINS ON AFS INVESTMENTS OF AN ASSOCIATE (Note 9)	13,393	–	–
INCOME (LOSS) BEFORE INCOME TAX	(7,160,050)	17,413,578	1,041,555,654
PROVISION FOR CURRENT INCOME TAX (Note 15)	86,099	119,358	159,582
NET INCOME (LOSS)	(7,246,149)	17,294,220	1,041,396,072
OTHER COMPREHENSIVE INCOME (LOSS)			
Unrealized valuation gains (losses) on AFS investments (Note 8)	(P7,282,929)	P15,682,905	P249,900
Share in unrealized valuation gains (losses) on AFS investments of an associate (Note 9)	(13,393)	71,850	68,026
	(7,296,322)	15,754,755	317,926
TOTAL COMPREHENSIVE INCOME (LOSS)	(P14,542,471)	P33,048,975	P1,041,713,998
Basic/Diluted Earnings (Loss) Per Share (Note 18)	(P0.0080)	P0.0190	P1.1485

See accompanying Notes to Consolidated Financial Statements.



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2011	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax	(P7,160,050)	P17,413,578	P1,041,555,654
Adjustments for:			
Depreciation and amortization (Note 10)	3,419,289	2,576,190	2,528,807
Equity in net losses of an associate (Note 9)	114,740	2,280,818	40,035,540
Interest income (Notes 4 and 16)	(34,169,434)	(51,498,529)	(9,920,148)
Share in unrealized valuation gains on AFS investments of an associate (Note 9)	(13,393)	—	—
Net foreign exchange losses (gains)	(259)	13,397	5,439
Provision for impairment in value of AFS investments (Note 8)	—	499,356	270,000
Provision for impairment losses on deferred exploration costs (Note 1)	—	13,248,734	—
Gain on sale of investments in an associate (Note 23)	—	—	(1,171,904,480)
Operating loss before working capital changes	(37,809,107)	(15,466,456)	(97,429,188)
Decrease (increase) in:			
Accounts receivable	(3,225,787)	(3,876,419)	4,930,083
Real estate for sale	(126,567,636)	—	—
Prepayments and other current assets	(8,557,192)	(8,825,214)	(215,199)
Increase in accounts payable and other liabilities	42,596,712	13,588	1,060,846
Net cash used in operations	(133,563,010)	(28,154,501)	(91,653,458)
Interest received	39,778,474	44,650,862	13,792,523
Income tax paid	(183,495)	(159,582)	—
Net cash flows from (used in) operating activities	(93,968,031)	16,336,779	(77,860,935)
CASH FLOWS FROM INVESTING ACTIVITIES			
Decreases (increases) in:			
Due from related parties	(25,011,082)	(10,253)	—
Deferred exploration costs	(19,871,191)	20,607	(70,876)
Other noncurrent assets	(1,425,840)	(2,397,351)	—
Acquisitions of:			
Property and equipment (Note 10)	(18,366,708)	(388,792)	(106,115)
AFS investments (Note 8)	(6,176,049)	(264,000,000)	—
Investment property (Note 1)	—	(321,048,252)	—
Net changes in investments in an associate	—	(347,353)	362,807,749
Payments received from related parties (Note 16)	—	25,000,000	—
Net proceeds from sale of investments in an associate (Note 23)	—	—	1,227,825,489
Payment of subscriptions payable (Note 23)	—	—	(171,720,000)
Net cash flows from (used in) investing activities	(70,850,870)	(563,171,394)	1,418,736,247
CASH FLOW FROM FINANCING ACTIVITIES			
Collections of subscriptions receivable (Note 17a)	2,475,000	5,760,000	472,500
Acquisition of treasury stock (Note 17c)	(578,000)	—	—
	1,897,000	5,760,000	472,500
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	259	(13,397)	(5,439)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(162,921,642)	(541,088,012)	1,341,342,373
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	893,083,578	1,434,171,590	92,829,217
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P730,161,936	P893,083,578	P1,434,171,590

See accompanying Notes to Consolidated Financial Statements.



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 and 2009

	Common Stock (Note 17a)		Additional Paid-in Capital	Unrealized Gains on AFS Investments (Note 7)	Share in Unrealized Valuation Gains (Losses) on AFS Investments of an Associate (Note 8)	Retained Earnings (Deficit) (Note 17b)		Treasury Stock (Note 17c)	Total
	Issued	Subscribed - net				Appropriated	Unappropriated		
Balances at January 1, 2009	P588,879,569	P79,420,000	P72,272,140	P1,739,743	(P126,483)	P–	(P216,767,980)	P–	P525,416,989
Collection of subscriptions receivable	–	472,500	–	–	–	–	–	–	472,500
Issuance of common stock	630,000	(630,000)	–	–	–	–	–	–	–
Net income	–	–	–	–	–	–	1,041,396,072	–	1,041,396,072
Other comprehensive income	–	–	–	249,900	68,026	–	–	–	317,926
Balances at December 31, 2009	589,509,569	79,262,500	72,272,140	1,989,643	(58,457)	–	824,628,092	–	1,567,603,487
Collection of subscriptions receivable	–	5,760,000	–	–	–	–	–	–	5,760,000
Issuance of common stock	7,680,000	(7,680,000)	–	–	–	–	–	–	–
Appropriation for future investments (Note 17b)	–	–	–	–	–	500,000,000	(500,000,000)	–	–
Net income	–	–	–	–	–	–	17,294,220	–	17,294,220
Other comprehensive income	–	–	–	15,682,905	71,850	–	–	–	15,754,755
Balances at December 31, 2010	597,189,569	77,342,500	72,272,140	17,672,548	13,393	500,000,000	341,922,312	–	1,606,412,462
Collection of subscriptions receivable	–	2,475,000	–	–	–	–	–	–	2,475,000
Issuance of common stock	3,300,000	(3,300,000)	–	–	–	–	–	–	–
Appropriation for future investments (Note 17b)	–	–	–	–	–	500,000,000	(500,000,000)	–	–
Reversal of appropriation for future investments (Note 17b)	–	–	–	–	–	(500,000,000)	500,000,000	–	–
Treasury stock acquisition	–	–	–	–	–	–	–	(578,000)	(578,000)
Net loss	–	–	–	–	–	–	(7,246,149)	–	(7,246,149)
Other comprehensive loss	–	–	–	(7,282,929)	(13,393)	–	–	–	(7,296,322)
Balances at December 31, 2011	P600,489,569	P76,517,500	P72,272,140	P10,389,619	P–	P500,000,000	P334,676,163	(P578,000)	P1,593,766,991

See accompanying Notes to Consolidated Financial Statements.



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Business

Corporate Information

South China Resources, Inc. (the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on September 25, 1992, primarily to undertake oil and gas exploration, development and production.

The Parent Company's shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

The registered office address of the Parent Company is 3/F Low Rise Pacific Star Bldg., Sen. Gil Puyat cor. Makati Avenue, Makati City.

In October 2003, the SEC approved the amendment of the Parent Company's articles of incorporation, particularly the change in its primary purpose of business. The Parent Company is now registered primarily to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, in particular shares of stocks, voting trust certificates, bonds, debentures, notes, evidences of indebtedness of associations and corporations, domestic or foreign, without being a stockbroker or dealer, and to issue in exchange therefore shares of the capital stock, bonds, notes, or other obligations and/or assets of the Parent Company and while the owner thereof, to exercise all the rights, powers, and privileges of ownership, including the right to vote any shares of stock or voting trust certificates so owned, and to do every act and thing that may generally be performed by entities known as "holding companies". The former primary purpose of oil and gas exploration was reclassified as among the secondary purposes of the Parent Company.

The Parent Company has six (6) and seven (7) employees in 2011 and 2010, respectively.

In 2010, the Parent Company diversified its business and invested into real property development through SOC Land Development Corporation (SOC Land; the Subsidiary), a wholly-owned subsidiary. SOC Land was incorporated in the Philippines and registered with the Philippine SEC on November 25, 2010. The primary purpose of SOC Land is to deal and engage in real estate business.

On July 28, 2010, the Parent Company purchased 24,023 square meters parcel of land located at East Service Road of South Superhighway, Barangay Buli, Muntinlupa City at a price of P321.0 million. As of December 31, 2010, the Parent Company classified the land under "Investment property" in the consolidated statement of financial position at cost of P321.0 million which approximates its fair value.

On March 4, 2011, in exchange for 312,298 additional shares in SOC Land, the Parent Company transferred investment property with a fair value of P312.3 million.

The registered office address of SOC Land is 6/F, YL Holdings Building, 115 VA Rufino corner Salcedo Streets, Legaspi Village, Makati City.



Status of Operations

Oil and Gas Exploration

The Parent Company is a participant in Service Contracts (SC) entered into with the Philippine government, through the Department of Energy (DOE), to conduct exploration, exploitation and development activities in the following contract areas:

Contract Areas	Carrying Amount		Percentage of Working Interest	
	2011	2010	2011	2010
SC-60 Northeast Palawan [formerly Geophysical Survey and Exploration Contract (GSEC) 99]	P21,563,806	P1,692,615	15.00	15.00
SC-71 (formerly Area 4 Offshore Mindoro-Cuyo)	-	-	-	15.00
SC-41 Offshore Sulu Sea Sandakan Basin	-	-	-	1.09

The above SCs provide for certain minimum work expenditure obligations and drilling of specified number of wells and are covered by Joint Operating Agreements, which set forth the participating interests, rights and obligations of the contractors. The minimum work expenditure obligations on these contracts are estimated to be about US\$1.0 million and US\$10.1 million as of December 31, 2011 and 2010, respectively.

The Parent Company has existing SCs as follows:

- SC-60 (GSEC-99 Offshore NE Palawan)

The Parent Company, Shell Philippines Exploration B.V. and Kuwait Foreign Petroleum Co. ksc. (collectively “the Consortium I”) entered the second sub-phase of SC-60 in July 8, 2008. The objective is to continue and further the exploration of the block with a commitment to drill one well during the sub-phase.

The Silangan-1 well was spud-in on July 20, 2010 and was the first deep water drilled in the area. The well was plugged and abandoned without encountering significant hydrocarbons.

During the second half of November 2010, a Controlled Source Electro-Magnetics survey in line with a request to the DOE to extend the decision period whether or not to enter the third sub-phase was launched. In 2011, cash call request from the Consortium I was paid by the Parent Company amounting to P20.0 million. As of December 31, 2011, the Consortium I was given up to February 10, 2012 to decide whether or not to enter the third sub-phase. The Consortium I did not pursue the extension.

On March 19, 2012, the DOE issued a certification, that the Parent Company is a member of SC-60 with no pending violation with the former as of December 31, 2011.

The Parent Company has 15% interest in the block as of December 31, 2011 and 2010.

- SC-71 (formerly Area 4 Offshore Mindoro-Cuyo)

On April 1, 2009, the Parent Company, Pitkin Petroleum (Pitkin), and the DOE (collectively “the Consortium II”) signed SC-71. SC-71 covers an area of 1.164 MM hectares in the Cuyo/Mindoro/East Palawan region. The Operator, Pitkin, conducted geological and geophysical assessment of the block. SC-71 completed comprehensive reprocessing of over 3000 lines kilometers of 2D seismic data over the area. Interpretative was ongoing as of



December 31, 2010. As per advice of Pitkin, the first sub-phase of work was extended to April 1, 2011. The Consortium II did not pursue the extending exploration work after this date. As a result of not pursuing the extended exploration work, the Parent Company relinquished its 15% participating interest in SC-71 in 2011 and is in the process of obtaining clearance from the DOE as of December 31, 2011. The Parent Company has nil and 15% participating interest as of December 31, 2011 and 2010, respectively.

- SC-41 Offshore Sulu Sea Sandakan Basin

SC-41 ran the full length of its exploration period extending exploration activity to 10 contract years. Operator, Tap Oil Ltd. (Tap Oil) drilled a well in 2008 and undertook extensive seismic processing and re-processing of the 3D seismic data in 2009 to 2010.

The SC-41 group was given until August 10, 2010 to decide whether or not to extend the SC for another year. Given that the next phase of the SC would have included a work program commitment to drill an exploratory well by May 2011, it was concluded that a well was not appropriate in light of the tight schedule and a pending Philippines Energy Contracting Round.

Tap Oil was not able to secure an appropriate farmout due in part to the tight time frame of the work program and made the decision to relinquish SC-41 prior to incurring the well commitment.

The SC-41 group views the area as still having prospectivity and may pursue exploration in the future with an appropriate work program to address the technical risks. Agreement on the composition of the new joint venture would be discussed in advance of making any application over the area, with the intent that existing partners would participate.

The Parent Company relinquished its 1.09% participating interest in SC-41 in 2011 because the Consortium II was not able to secure a farmout within the given time frame. The Parent Company has nil and 1.09% paying participating interest in the block as of December 31, 2011 and 2010, respectively.

The Parent Company provided allowance for impairment losses on deferred exploration costs amounting to ₱13.2 million for SC-41 in 2010. No provision for impairment losses on deferred exploration costs was recognized in 2011.

As of December 31, 2011 and 2010, the allowance for impairment losses on deferred exploration costs amounted to ₱88.8 million for the following SCs and GSECs:

- GSEC 65 - West Culion;
- GSECs 68 and 71 - North Calamian;
- GSEC 79 - Murphy Oil and Ragay Gulf;
- GSEC 82 - Cagayan Basin;
- GSEC 90 - Lingayen Gulf;
- SC-71 - formerly Area 4 Offshore Mindoro-Cuyo; and
- SC-41 - Offshore Sulu Sea Sandakan Basin.



Real Estate Development

In 2010, the Subsidiary's plan is to develop mid-rise residential buildings. In 2011, the Subsidiary undertook its maiden project called Anuva Residences (the Project). The Project involves development of a 2.4-hectare community situated near Sucat Interchange and will have four (4) tandem buildings, with the first building targeted to be completed by 2013. The total estimated cost of the Project is ₱2.0 billion and is targeted for completion within five (5) years from the start of its construction.

On July 12, 2011, the groundbreaking ceremony for the Project was held and construction for the Project's Tandem Building 1 commenced thereafter. As of December 31, 2011, structural works have an accomplishment rate of 11.4%.

On December 14, 2011, the Housing and Land Use Regulatory Board (HLURB) released the Subsidiary's License to Sell (LTS) for the Project.

The Subsidiary, in its pre-selling phase as of December 31, 2011, has gained access in local and international markets. In 2011, 100 units or 19.4% of total available units in the first building of Tandem 1 were reserved.

Approval of the Consolidated Financial Statements

The consolidated financial statements as at December 31, 2011 and 2010 and for each of the three years in the period ended December 31, 2011 were approved and authorized for issue by the Board of Directors (BOD) on April 3, 2012.

2. Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis except for AFS investments that have been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Group's functional currency. All values are rounded off to the nearest peso, except when otherwise indicated.

Statement of Compliance

The accompanying consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS includes statements named PFRS and Philippine Accounting Standards (PAS) and Philippine Interpretations from the International Financial Reporting Interpretation Committee (IFRIC) issued by the Philippine Financial Reporting Standards Council.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year except, for the following new and amended PFRS and Philippine Interpretations which were adopted as of January 1, 2011. Adoption of these new and amended standards or interpretations did not have any significant impact to the Group except for the additional required disclosures and use of titles, captions and formats of presentation.



Amendment to PAS 24, Related Party Transactions

PAS 24 clarifies the definitions of a related party. The new definitions emphasize a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. In addition, the amendment introduces an exemption from the general related party disclosure requirements for transactions with government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity.

Amendment to PAS 32, Financial Instruments: Presentation

The amendment alters the definition of a financial liability in PAS 32 to enable entities to classify rights issues and certain options or warrants as equity instruments. The amendment is applicable if the rights are given pro rata to all of the existing owners of the same class of an entity's non-derivative equity instruments, to acquire a fixed number of the entity's own equity instruments for a fixed amount in any currency.

Amendment to Philippine Interpretation IFRIC 14, Prepayments of a Minimum Funding Requirement

The amendment removes an unintended consequence when an entity is subject to minimum funding requirements and makes an early payment of contributions to cover such requirements. The amendment permits a prepayment of future service cost by the entity to be recognized as a pension asset.

Improvements to PFRS

Improvements to PFRS, an omnibus of amendments to standards issued in 2010, deal primarily with a view to removing inconsistencies and clarifying wording. There are separate transitional provisions for each standard. The amendments are effective for annual periods beginning on or after January 1, 2011, except if otherwise stated. The Group has adopted the following amendments and concluded that these changes did not have material effect on the consolidated financial statements.

- *PFRS 3, Business Combinations*
 - Amends the measurement options available for non-controlling interest (NCI). Only components of NCI that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation should be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value. The amendments to PFRS 3 are effective for annual periods beginning on or after July 1, 2011.
- *PFRS 7, Financial Instruments - Disclosures*
 - Intends to simplify the disclosures provided by reducing the volume of disclosures around the collateral held and improving disclosures by requiring qualitative information to put the quantitative information in context.
- *PAS 1, Presentation of Financial Statements*
 - Clarifies that an entity may present an analysis of each component of other comprehensive income maybe either in the statement of changes in equity or in the notes to the financial statements.



Other amendments resulting from the 2010 Improvements to PFRS to the following standards and interpretations did not have any impact on the accounting policies, financial position or performance of the Group.

- PFRS 3, *Business Combinations* (Contingent consideration arising from business combination prior to adoption of PFRS 3 (as revised in 2008))
- PFRS 3, *Business Combinations* (Un-replaced and voluntarily replaced share-based payment awards)
- PAS 27, *Consolidated and Separate Financial Statements*
- PAS 34, *Interim Financial Statements*
- Philippine Interpretation IFRIC 13, *Customer Loyalty Programmes* (determining the fair value of award credits)
- Philippine Interpretation IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments*

New Accounting Standards, Interpretations and Amendments to Existing Standards Effective Subsequent to December 31, 2011

Standards issued but not yet effective up to the date of issuance of the consolidated financial statements are listed below. This listing of standards and interpretations issued are those that the Group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Group intends to adopt these standards when they become effective.

Effective in 2012

Amendment to PFRS 7, Financial Instruments: Disclosures - Enhanced Derecognition Disclosure Requirements

The amendment requires additional disclosure about financial assets that have been transferred but not derecognized to enable the user of the consolidated financial statements to understand the relationship with those assets that have not been derecognized and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognized assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognized assets. The amendment becomes effective for annual periods beginning on or after July 1, 2011.

Amendment to PAS 12, Income Taxes - Recovery of Underlying Assets

The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in PAS 40, *Investment Property* should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in PAS 16, *Property, Plant and Equipment* always be measured on a sale basis of the asset. The amendment becomes effective for annual periods beginning on or after January 1, 2012.



Effective in 2013

Amendment to PAS 1, Financial Statement Presentation - Presentation of Items of Other Comprehensive Income (OCI)

The amendment to PAS 1 changes the grouping of items presented in OCI. Items that could be reclassified (or “recycled”) to profit or loss at a future point in time (for example, upon derecognition or settlement) would be presented separately from items that will never be reclassified. The amendment affects presentation only and has therefore no impact on the Group’s financial position or performance. The amendment becomes effective for annual periods beginning on or after July 1, 2012.

Amendments to PAS 19, Employee Benefits

Amendments to PAS 19 range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Group is currently assessing the impact of the amendment to PAS 19. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

PAS 27, Separate Financial Statements (as revised in 2011)

As a consequence of the new PFRS 10, *Consolidated Financial Statements* and PFRS 12, *Disclosure of Interests in Other Entities*, what remains of PAS 27 is limited to accounting for subsidiaries, jointly controlled entities, and associates in separate financial statements. The Group does not present separate financial statements. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

PAS 28, Investments in Associates and Joint Ventures (as revised in 2011)

As a consequence of the new PFRS 11, *Joint Arrangements*, and PFRS 12, PAS 28 has been renamed PAS 28, *Investments in Associates and Joint Ventures*, and describes the application of the equity method to investments in joint ventures in addition to associates. The amendment becomes effective for annual periods beginning on or after January 1, 2013.

Amendments to PFRS 7, Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities

These amendments require an entity to disclose information about rights of set-off and related arrangements (such as collateral agreements). The new disclosures are required for all recognized financial instruments that are set-off in accordance with PAS 32. These disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or ‘similar agreement’, irrespective of whether they are set-off in accordance with PAS 32. The amendments require entities to disclose, in a tabular format unless another format is more appropriate, the following minimum quantitative information. This is presented separately for financial assets and financial liabilities recognized at the end of the balance sheet date:

- a) The gross amounts of those recognized financial assets and recognized financial liabilities;
- b) The amounts that are set-off in accordance with the criteria in PAS 32 when determining the net amounts presented in the balance sheet;
- c) The net amounts presented in the balance sheet;
- d) The amounts subject to an enforceable master netting arrangement or similar agreement that are not otherwise included in (b) above, including:
 - i. Amounts related to recognized financial instruments that do not meet some or all of the offsetting criteria in PAS 32; and
 - ii. Amounts related to financial collateral (including cash collateral); and
- e) The net amount after deducting the amounts in (d) from the amounts in (c) above.



The amendments to PFRS 7 are to be retrospectively applied for annual periods beginning on or after January 1, 2013. The amendments affect disclosures only and have no impact on the Group's financial position or performance.

PFRS 10, Consolidated Financial Statements

PFRS 10 replaces the portion of PAS 27, *Consolidated and Separate Financial Statements*, that addresses the accounting for consolidated financial statements. It also includes the issues raised in SIC-12, *Consolidation - Special Purpose Entities*. PFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by PFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore, are required to be consolidated by a parent, compared with the requirements that were in PAS 27. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 11, Joint Arrangements

PFRS 11 replaces PAS 31, *Interests in Joint Ventures*, and SIC-13, *Jointly-controlled Entities - Non-monetary Contributions by Venturers*. PFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. Instead, JCEs that meet the definition of a joint venture must be accounted for using the equity method. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 12, Disclosure of Interests with Other Entities

PFRS 12 includes all of the disclosures that were previously in PAS 27 related to consolidated financial statements, as well as all of the disclosures that were previously included in PAS 31 and PAS 28. These disclosures relate to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. A number of new disclosures are also required. This standard becomes effective for annual periods beginning on or after January 1, 2013.

PFRS 13, Fair Value Measurement

PFRS 13 establishes a single source of guidance under PFRS for all fair value measurements. PFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under PFRS when fair value is required or permitted. The Group is currently assessing the impact that this standard will have on the financial position and performance. This standard becomes effective for annual periods beginning on or after January 1, 2013.

Philippine Interpretation IFRIC 20, Stripping Costs in the Production Phase of a Surface Mine

This interpretation applies to waste removal costs that are incurred in surface mining activity during the production phase of the mine ("production stripping costs") and provides guidance on the recognition of production stripping costs as an asset and measurement of the stripping activity asset. This interpretation becomes effective for annual periods beginning on or after January 1, 2013.

Effective in 2014

PAS 32, Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities

These amendments to PAS 32 clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the PAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. While the amendment is expected not to have any impact on the net assets of the Group, any changes in offsetting is expected to impact leverage ratios and regulatory capital



requirements. The amendments to PAS 32 are to be retrospectively applied for annual periods beginning on or after January 1, 2014. The Group is currently assessing impact of the amendments to PAS 32.

Effective in 2015

PFRS 9, Financial Instruments: Classification and Measurement

PFRS 9 as issued reflects the first phase on the replacement of PAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in PAS 39. The standard is effective for annual periods beginning on or after January 1, 2015. In subsequent phases, hedge accounting and impairment of financial assets will be addressed with the completion of this project expected on the first half of 2012. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will potentially have no impact on classification and measurements of financial liabilities.

Philippine Interpretation IFRIC 15, Agreements for the Construction of Real Estate

This interpretation covers accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors. The interpretation requires that revenue on construction of real estate be recognized only upon completion, except when such contract qualifies as construction contract to be accounted for under PAS 11, *Construction Contracts*, or involves rendering of services in which case revenue is recognized based on stage of completion. Contracts involving provision of services with the construction materials and where the risks and reward of ownership are transferred to the buyer on a continuous basis will also be accounted for based on stage of completion. The SEC and the Financial Reporting Standards Council (FRSC) have deferred the effectivity of this interpretation until the final Revenue standard is issued by International Accounting Standards Board (IASB) and an evaluation of the requirements of the final Revenue standard against the practices of the Philippine real estate industry is completed.

The adoption of this Philippine Interpretation may significantly affect the determination of the revenue from real estate sales and the corresponding costs, and the related receivables, deferred tax liabilities and retained earnings accounts. The Group is in the process of quantifying the impact of adoption of this Interpretation.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31 of each year. The financial statements of the Subsidiary are prepared for the same reporting year as the Parent Company using consistent accounting policies. Control is achieved where the Parent Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. They are deconsolidated from the date on which control ceases.

Subsidiaries are entities over which the Parent Company has control or generally has an interest of more than one half of the voting rights of the entities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Parent Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group or Parent Company directly or through the holding companies.

All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions that are recognized are eliminated in full.



A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interest
- Derecognizes the cumulative translation differences, recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

Cash and Cash Equivalents

Cash includes cash on hand and with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from date of placements and that are subject to an insignificant risk of change in value.

Financial Instruments

Date of Recognition

Financial instruments are recognized in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument. The Group determines the classification of its financial assets on initial recognition and, where allowed and appropriate, re-evaluates this designation at each reporting date.

All regular way purchases and sales of financial assets are recognized on the settlement date. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Initial Recognition of Financial Instruments

Financial instruments are recognized initially at fair value of the consideration given (in the case of an asset) or received (in the case of a liability). Except for financial assets at fair value through profit or loss (FVPL), the initial measurement of financial assets includes transaction costs.

Determination of Fair Value

The fair value of financial instruments traded in active markets at the reporting date is based on their quoted market price or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. When current bid and asking prices are not available, the price of the most recent transaction provides evidence of the current fair value as long as there has not been a significant change in economic circumstances since the time of the transaction.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions, reference to the current market value of another instrument which is substantially the same, discounted cash flows analysis and option pricing models.

The Group has financial assets under Levels 1 and 3 of the fair value hierarchy as of December 31, 2011 and 2010 (see Note 19).



Classification of Financial Instruments

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

Financial assets are further classified into the following categories: financial assets at FVPL, loans and receivables, held-to-maturity (HTM) investments and available-for-sale (AFS) financial assets. Financial liabilities are classified as financial liabilities at FVPL or other financial liabilities.

The classification depends on the purpose for which the instruments are acquired and whether they are quoted in an active market. Management determines the classification at initial recognition and, where allowed and appropriate, re-evaluates this classification at every reporting date.

The Group has no financial assets or liabilities at FVPL and HTM investments as of December 31, 2011 and 2010.

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are subsequently carried at amortized cost using the effective interest rate (EIR) method, less any allowance for impairment. Amortized cost is calculated taking into account any discount or premium on acquisition and includes fees that are integral part of the EIR and transaction costs. Gains and losses are recognized in profit or loss when the loans and receivables are derecognized or impaired, as well as through the amortization process. Loans and receivables are included in current assets if maturity is within 12 months from the reporting date. Otherwise, these are classified as noncurrent assets.

The Group's loans and receivables consist of cash and cash equivalents, accounts receivable, due from related parties and refundable deposits (see Notes 4, 5, 7 and 16).

AFS Investments

AFS investments include equity investments. Equity investments classified as AFS are those which are neither classified as held for trading nor designated at FVPL.

After initial measurement, AFS investments are subsequently measured at fair value with unrealized gains or losses recognized as other comprehensive income in "Unrealized valuation gains (losses) on AFS investments" until the investment is derecognized, at which time the cumulative gain or loss is transferred to other income (expenses), or determined to be impaired, at which time the cumulative loss is recognized in the consolidated statement of comprehensive income as other expenses and removed from "Unrealized valuation gains (losses) on AFS investments" under other comprehensive income section.

The Group evaluates its AFS investments whether the ability and intention to sell them in the near term is appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent significantly changes to do so in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial asset meets the definition of loans and receivables and has the intent and ability to hold these assets for the foreseeable future or maturity. The reclassification to held to maturity is permitted only when the entity has the ability and intent to hold the financial asset accordingly until maturity.



For a financial asset reclassified out of the AFS category, any previous gain or loss on that asset that has been recognized in other comprehensive income is amortized to profit or loss over the remaining life of the investment using EIR method. Any difference between the new amortized cost and the expected cash flows is also amortized over the remaining life of the asset using the EIR method. If the asset is subsequently determined to be impaired, then the amount recorded in other comprehensive income is reclassified to profit and loss.

The Group's AFS investments consist of listed and unlisted shares (see Note 8).

Other Financial Liabilities

Other financial liabilities pertain to issued financial instruments or their components that are not classified or designated at FVPL and contain contractual obligations to deliver cash or another financial asset to the holder or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares. The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole the amount separately determined as the fair value of the liability component on the date of issue.

This category includes loans and borrowings which are initially recognized at fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains or losses are recognized in profit or loss when the liabilities are derecognized, as well as through the amortization process.

The Group's other financial liabilities consist of accounts payable and other liabilities (see Note 12).

Impairment of Financial Assets

Financial Assets Carried at Amortized Cost

An assessment is made at each reporting date to determine whether there is objective evidence that a specific financial asset may be impaired. If such evidence exists, any impairment loss is recognized in profit or loss.

The Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, and collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in the collective assessment of impairment.

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss is recognized in profit or loss.



If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Investments Carried at Fair Value

In the case of equity investments, evidence of impairment would include a significant or prolonged decline in fair value of investments below its cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized, is removed from other comprehensive income and recognized in profit or loss. Impairment losses on equity investments are not reversed through profit or loss. Increases in fair value after impairment are recognized directly in other comprehensive income.

AFS Investments at Cost

If there is objective evidence that an impairment loss on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such unquoted equity instrument has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Derecognition of Financial Assets and Liabilities

Financial Assets

A financial asset (or, when applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a pass-through arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to pay.

Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.



When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Real Estate for Sale

Real estate for sale is carried at the lower of cost and net realizable value (NRV). Cost includes the acquisition cost of the land plus all costs directly attributable to the acquisition for projects where the Subsidiary is the landowner, and includes actual development costs incurred up to the reporting date for projects where the Subsidiary is both the landowner and developer. When the Subsidiary is only a developer, the cost of real estate for sale pertains only to the actual development costs. NRV is the fair value less cost to sell in the ordinary course of business.

Prepayments and Other Current Assets

Prepayments

Prepayments are carried at cost and are amortized on a straight-line basis over the period of expected usage, which is equal to or less than 12 months or within the normal operating cycle.

Advances to Contractors

Advances to contractors represent advance payments on services to be incurred in connection with the Subsidiary's operations. Advances to contractors are recognized under "Prepayments and other current assets" account in the consolidated statement of financial position. These are charged to expense in profit or loss, or capitalized to real estate for sale in the consolidated statement of financial position, as appropriate, when the services are rendered, which is normally within 12 months or within the normal operating cycle. Otherwise, these are classified as noncurrent assets.

Input Value-Added Tax (VAT)

Input VAT represents VAT imposed on the Group by its suppliers for the acquisition of goods and services as required by Philippine taxation laws and regulations. Input VAT is presented as current asset and will be used to offset against the Group's current output VAT liabilities. Any excess which are being claimed as tax credits is presented as part of "Prepayments and other current assets" in the consolidated statement of financial position. Otherwise, these are classified as noncurrent assets. Input VAT is stated at its estimated NRV.

Noncurrent Asset Held for Sale

Noncurrent asset held for sale is measured at the lower of its carrying amount and fair value less costs to sell.

An asset should be classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. The asset must be available for immediate sale in its present condition subject only to the terms that are usual and customary for sales of such assets and its sale must be highly probable. For the sale to be highly probable, the appropriate level of management must be committed to a plan to sell, and an active program to



locate a buyer and complete the plan must have been initiated. Further, the assets must be actively marketed for sale at a price that is reasonable in relation to its current fair value. In addition, the sale should be expected to qualify for recognition as completed sale within one year from the date of classification.

Investment in an Associate

The Group's investment in an associate is accounted for using the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, investment in an associate are carried in the consolidated statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associates. Goodwill relating to an associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of comprehensive income reflects the share of the results of operations of the associates. Where there has been a change recognized directly in the equity of the associates, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associates.

The share in net income or losses of the associate is shown as "Equity in net income (losses) of an associate" in profit or loss. This is the income (loss) attributable to equity holders of the associates and therefore is profit after tax.

The financial statements of the associate are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an additional impairment loss on the Group's investment in its associate. The Group determines at each reporting date whether there is any objective evidence that the investment in an associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and their carrying values and recognizes the amount in the "Equity in net income (losses) of an associate" in profit or loss.

Upon loss of significant influence over an associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Deferred Exploration Costs

Deferred exploration costs are accounted for using the full cost method determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are deferred pending determination of whether the contract area contains oil and gas reserves in commercial quantities. When the SC is permanently abandoned or the Group has withdrawn from the consortium, the related deferred exploration costs are provided with valuation allowance or written-off. An SC is considered permanently abandoned if the SC has expired and/or there are no definite plans for further exploration and/or development.



Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and any impairment losses.

The initial cost of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such equipment when the recognition criteria are met. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance, are normally charged to income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets, except for leasehold improvements which are amortized on a straight-line basis over the term of the lease or the estimated lives of the improvements, whichever is shorter, as follows:

Category	Number of Years
Building	5
Transportation equipment	5
Office furniture and equipment	3
Leasehold improvements	2

The estimated useful lives and depreciation and amortization methods are reviewed periodically to ensure that the periods and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized. Fully depreciated items are retained as property and equipment until these are no longer in use.

Investment Property

Investment property is measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Transfers are made to or from investment properties only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Group accounts for such property in accordance with the policy on property and equipment up to the date of change in use.

Investment property is derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no further economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property are recognized in profit or loss in the year of retirement or disposal.



Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the assets recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators. Impairment losses from continuing operations are recognized in profit or loss.

For nonfinancial assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Common Stock

The Group has issued common stocks that are classified as equity. Incremental costs directly attributable to the issue of new common stocks are shown in equity as a deduction, net of tax, from the proceeds.

Additional Paid-in Capital

Amount of contribution in excess of par value is accounted for as an additional paid-in capital.

Retained Earnings

The amount included in retained earnings includes profit attributable to the Group's stockholders and reduced by dividends. Dividends are recognized as a liability and deducted from equity when they are approved by the Group's stockholders. Interim dividends are deducted from equity when they are paid. Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting date. Retained earnings may also include effect of changes in accounting policy as may be required by the standard's transitional provisions.

Treasury Stock

Own equity instruments which are reacquired (treasury stock) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference in the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury stock are nullified for the Group and no dividends are allocated to them respectively. When the stocks are retired, the common stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-up capital when the shares were issued and to retained earnings for the remaining balance.



Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Real Estate Sales

Real estate sales from completed projects are accounted for using the full accrual method. The percentage of completion method is used to recognize income from sales of projects where the Group has material obligations under the sales contract to complete the project after the property is sold. Under this method, revenue is recognized as the related obligations are fulfilled, measured principally on the basis of actual costs incurred to date over the estimated total costs to complete the project. Any excess of collections over the recognized revenue are included under the “Accounts payable and other liabilities” account in the consolidated statement of financial position.

If none of the revenue recognition criteria is met, deposit method is applied until all the conditions for recording a sale are met. Pending recognition of sale, cash received from buyers is presented as part of “Customers’ deposits” included under the “Accounts payable and other liabilities” account in the consolidated statement of financial position.

Interest Income

Interest income is recognized as it accrues using the EIR.

Dividend Income

Dividend income is recognized when the Group’s right to receive the payment is established.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the accounting period in the form of outflows or depletions of assets or incurrences of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Operating expenses, such as personnel, rent and utilities are generally recognized when the service is used or the expense arises while interest expenses, if applicable are accrued in the appropriate period. General and administrative expenses are expenses incurred in the direction and general administration of day-to-day operation of the Group and are generally recognized when the service is used or the expense arises.

Commission Expense

Commissions paid to sales or marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Accordingly, percentage of completion method is used, commissions are likewise charged to expense in the period the related revenue is recognized. Commission expense is included in the “Sales and marketing” account in the consolidated statement of comprehensive income.

Retirement Benefit Costs

The Group provides for the estimated retirement costs required to be paid under Republic Act (RA) No. 7641 to qualified employees. Under PAS 19, *Employee Benefits*, the cost of defined retirement benefits, including those mandated under RA No. 7641 should be determined using projected unit credit method to measure its obligations and costs.

Income Taxes

Current Income Tax

Current income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.



Deferred Tax

Deferred tax is provided, using the balance sheet liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from excess minimum corporate income tax (MCIT) and carryforward benefits of unused net operating loss carryover (NOLCO) to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess MCIT and unused NOLCO can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Foreign Currency-denominated Transactions

Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. Outstanding monetary assets and monetary liabilities denominated in foreign currencies are restated using the rate of exchange at the reporting date. Foreign currency gains or losses are recognized in profit or loss.

Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at inception date and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

- a. there is a change in contractual terms, other than a renewal or extension of the arrangement;
- b. a renewal option is exercised or extension granted, unless that term of the renewal or extension was initially included in the lease term;
- c. there is a change in the determination of whether fulfillment is dependent on a specified asset;
or
- d. there is a substantial change to the asset.



Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (a), (c) or (d) above, and at the date of renewal or extension period for scenario (b).

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized as an expense in the Group's profit or loss on a straight-line basis over the lease term. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognized.

Basic Earnings (Loss) Per Share (E/LPS)

Basic E/LPS amounts are calculated by dividing net income (loss) attributable to the equity holders of the Parent Company by the weighted average number of common shares outstanding during the year.

Diluted Earnings (Loss) Per Share (E/LPS)

Diluted E/LPS amounts are calculated by dividing the net income (loss) attributable to common equity holders of the Parent Company (after adjusting for interest on convertible preferred shares) by the weighted average number of common shares outstanding during the year plus the weighted average number of common shares that would be issued on conversion of all dilutive potential common shares into common shares.

Segment Reporting

For management purposes, the Group is organized into business units based on its products and services and has three reportable segments. Financial information on business segments is presented in Note 20.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Borrowing costs also include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. All other borrowing costs are expensed in the period they occur.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.



Events After the Reporting Date

Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements when material. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The consolidated financial statements prepared in accordance with PFRS requires management to make judgments, estimates and assumptions that affect amounts reported in the consolidated financial statements and related notes. The judgments, estimates and assumptions used in the consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

Judgment

Determining Functional Currency

Based on the economic substance of the underlying circumstances relevant to the Parent Company, the functional currency of the Parent Company has been determined to be the Philippine peso. It is the currency that mainly influences its revenues and costs of operation.

Classification of Financial Instruments

The Group exercises judgment in classifying a financial instrument on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statement of financial position.

In addition, the Group classifies financial assets by evaluating, among others, whether the asset is quoted or not in an active market. Included in the evaluation on whether a financial asset is quoted in an active market is the determination on whether the quoted prices are readily and regularly available, and whether those prices represent actual and regularly occurring market transactions on an arm's length basis.

Determining Control in a Subsidiary

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The Parent Company concluded that it has control over the operating and financial policies of SOC Land due to its direct ownership of more than 50% of the voting shares of the latter.

Determining Significant Influence in an Associate

The Group considers its investment in Premiere Development Bank (PDB) as investment in associate. The Group concluded that it has significant influence over the operating and financial policies of PDB due to the following:

- representation on the BOD;
- participation in policy-making processes, including participation in decisions about dividends and other distributions;
- material transactions between the investor and investee; and
- interchange of managerial personnel.



The Group has no control over PDB since it does not own directly or indirectly more than 50% of the voting rights of the latter.

Revenue Recognition on Real Estate Sales

Selecting an appropriate revenue recognition method for a particular real estate sales transaction requires certain judgments based on the buyer's and seller's commitment on the sale which may be ascertained through the significance of the buyer's initial investment and completion of development. The buyer's commitment is evaluated based on collections, credit standing of the buyer and execution of contract to sell. The completion of development is determined based on actual costs incurred over the total estimated development costs reconciled with the engineer's judgment and estimates on the physical portion of contract work done if the development is beyond the preliminary stage.

Collectibility of Sales Prices

In determining whether the sales prices are collectible, the Group considers that the initial and continuing investments by the buyer of about 20% would demonstrate the buyer's commitment to pay.

Operating Leases - The Group as Lessee

The Group has entered into a lease for its administrative office location. The Group has determined that all the significant risks and benefits of ownership of these properties remain with the lessors. Accordingly, these leases are accounted for as operating leases.

Recognition of Deferred Tax Assets

Deferred tax assets are recognized for all deductible temporary differences, unused tax losses and excess MCIT to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Conversely, the Group recognizes deferred tax liabilities from taxable temporary differences. No deferred tax assets have been recognized on deductible temporary differences, unused NOLCO and excess MCIT amounting to ₱131.3 million and ₱147.0 million as of December 31, 2011 and 2010, respectively (see Note 15).

Estimates and Assumptions

Allowance for Impairment Losses on Accounts Receivable and Due from Related Parties

The Group reviews the balance of accounts receivable and due from related parties at each reporting date to assess whether an allowance for impairment losses should be recorded in profit or loss. In particular, judgment by management is required in the estimation of the amount and timing of future cash flows when determining the level of allowance required. Such estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

In addition to specific allowance against individually significant accounts receivable and due from related parties, the Group also makes a collective impairment allowance against exposures which, although not specifically identified as requiring a specific allowance, have a greater risk of default than when originally granted. This collective allowance is based on any deterioration in the Group's assessment of the accounts since their inception. These assessments take into consideration factors such as any deterioration in country risk, industry and technological obsolescence, as well as identified structural weaknesses or deterioration in cash flows.



There is no allowance for impairment losses on accounts receivable and due to related parties as of December 31, 2011 and 2010. Accounts receivable amounted to ₱8.5 million and ₱10.9 million as of December 31, 2011 and 2010, respectively (see Note 5). Due from related parties amounted to ₱70.1 million and ₱45.1 million as of December 31, 2011 and 2010, respectively (see Note 16).

Revenue and Cost Recognition

The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Group's revenues from real estate, recognized based on the percentage of completion, are measured principally on the basis of the ratio of actual costs incurred to date over the estimated total cost to complete the project.

In 2011, 2010 and 2009, no revenues and costs from sale of real estate were recognized.

Estimated Development Costs

The accounting for real estate requires the use of estimates in determining costs and profit recognition. Cost of real estate sold is based on the percentage of completion which is measured on the basis of the ratio of actual cost incurred to date over the estimated total development cost to complete the project. The total development cost of a project is estimated by the Group's engineers. At each reporting date, these estimates are reviewed and revised when necessary to reflect the current conditions.

As of December 31, 2011 and 2010, real estate for sale amounted to ₱447.6 million and nil, respectively. In 2011, 2010 and 2009, no costs from sale of real estate were recognized.

Impairment of AFS Investments

The Group treats AFS investments as impaired when there has been significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is 'significant' or when is 'prolonged' requires judgment. The Group treats 'significant' generally as 20% or more of the cost of AFS and 'prolonged' if greater than six (6) months. In addition, the Group evaluates other factors, including normal and/or unusual volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities. The Group also considers the ability of the investee to provide dividends.

As of December 31, 2011 and 2010, the Group's allowance for decline in market value of unlisted AFS investments amounted to ₱3.3 million (see Note 8).

In 2010, the Group recognized impairment loss amounting to ₱0.5 million due to the significant decline in value of its AFS investments (see Note 8). In 2011 and 2009, the Group did not recognize any impairment loss.

The carrying amounts of AFS investments amounted to ₱284.8 million and ₱286.0 million as of December 31, 2011 and 2010, respectively. The change in the fair value of the AFS investments is recorded as "Unrealized valuation gains (losses) on AFS investments" account in the equity section of the consolidated statement of financial position. The unrealized valuation gains on AFS investments amounted to ₱10.4 million and ₱17.7 million as of December 31, 2011 and 2010, respectively (see Note 8).



Evaluation of NRV of Real Estate for Sale

The Group adjusts the cost of its real estate for sale to NRV based on its assessment of the recoverability of the inventories. NRV for completed real estate for sale is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Group in the light of recent market transactions. NRV in respect of real estate for sale under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less estimated costs to sell. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized. Real estate for sale at cost amounted to ₱447.6 million as of December 31, 2011. In 2011, the Group assessed that the NRV of real estate for sale is higher than cost, hence the Group did not recognize any losses on write down of real estate for sale (see Note 6).

Useful Lives of Property and Equipment

The Group estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

The net book values of property and equipment amounted to ₱21.0 million and ₱6.1 million as of December 31, 2011 and 2010, respectively (see Note 10).

Impairment of Nonfinancial Assets

The Group assesses impairment on nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its estimated recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. For impairment loss on specific assets, the recoverable amount represents the fair value less costs to sell.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that can materially affect the consolidated financial statements.



No provision for impairment losses was recognized in 2011, 2010 and 2009. The carrying values of nonfinancial assets that are subjected to impairment testing are as follows:

	2011	2010
Property and equipment (see Note 10)	P21,046,176	P6,098,757
Investment in an associate (see Note 9)	–	31,836,983
Investment property (see Note 1)	–	321,048,252
Other noncurrent assets (see Note 11)	3,823,191	2,397,351
	P24,869,367	P361,381,343

Impairment of Deferred Exploration Costs

The full recovery of the deferred exploration costs incurred in connection with the Group's participation in the acquisition, exploration and development of petroleum concessions is dependent upon the discovery of oil and gas in commercial quantities and the success of future development thereof. When the SC/GSEC is permanently abandoned or the entity has withdrawn from the consortium, the related deferred exploration costs are written-off. SCs and GSECs are considered permanently abandoned if the SCs and GSECs have expired and/or there are no definite plans for further exploration and development. The Group has provided full valuation allowance on deferred exploration costs incurred for certain SCs and GSECs on which management has no definite plans for further exploration and development. The Group recognized allowance for impairment losses on deferred exploration costs amounting to P88.8 million as of December 31, 2011 and 2010 (see Note 1). Net deferred exploration costs amounted to P21.6 million and P1.7 million as of December 31, 2011 and 2010, respectively.

Valuation of Financial Instruments

PFRS requires certain financial assets and liabilities to be carried at fair value, which requires extensive use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group utilized different valuation methodologies. Any changes in fair value of these financial assets would affect profit and loss and equity. The fair value of the Group's financial assets and liabilities are disclosed in Note 19.

Retirement Benefit Costs

The Group provides for the estimated retirement costs required to be paid under Republic Act (RA) No. 7641 to qualifying employees. Under PAS 19, the cost of defined retirement benefits, including those mandated under RA No. 7641 should be determined using projected unit credit method to measure its obligations and costs. In 2011, 2010 and 2009, no retirement benefit obligation and costs were recognized as no employees have qualified under RA No 7641.

4. Cash and Cash Equivalents

	2011	2010
Cash on hand and with banks	P64,016,026	P165,861,234
Short-term investments (see Notes 8 and 16)	666,145,910	727,222,344
	P730,161,936	P893,083,578

Cash with banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates. Interest income earned amounted to P29.9 million, P38.7 million and P1.9 million in 2011, 2010 and 2009, respectively.



5. Accounts Receivable

	2011	2010
Officers and employees	P7,276,407	P4,054,958
Accrued interest (see Notes 4 and 16)	1,238,627	6,847,668
Others	8,400	4,061
	P8,523,434	P10,906,687

Receivables from officers and employees pertain to unliquidated advances and are collectible upon demand.

6. Real Estate for Sale

Real estate for sale as of December 31, 2011 consists of:

Land (see Note 1)	P312,298,000
Development costs (see Note 22)	135,317,888
	P447,615,888

No revenue and cost from sale of real estate was recognized in 2011.

In 2011, the Group assessed that the NRV of real estate for sale is higher than cost, hence the Group did not recognize any loss on write down of real estate for sale.

7. Prepayments and Other Current Assets

	2011	2010
Input VAT	P17,025,395	P1,012,897
Refundable deposits (see Note 22)	355,520	–
Office supplies inventory	218,523	175,373
Advances to contractors	–	7,726,768
Others	85,352	212,560
	P17,684,790	P9,127,598

8. AFS Investments

	2011	2010
Shares - listed		
Petron Corporation	P14,458,500	P21,595,950
Alliance Global Group, Inc.	4,653,000	–
Aboitiz Equity Ventures, Inc.	313,170	222,600
Philippine Long Distance Telephone Company	7,455	7,455
	19,432,125	21,826,005

(Forward)



	2011	2010
Shares - unlisted		
AGP International Holdings Ltd.	265,287,000	264,000,000
Southwest Resources, Inc.	3,333,500	3,333,500
Mt. Malarayat Golf and Country Club	130,000	130,000
	268,750,500	267,463,500
Less allowance for impairment loss on AFS investments	3,333,500	3,333,500
	265,417,000	264,130,000
	P284,849,125	P285,956,005

AFS investments represent investments in listed and unlisted shares without fixed maturity date or coupon rate and are measured at fair value.

Listed Shares

Listed shares consist of equity securities that are traded in the PSE. The fair values of listed shares are determined at their closing market price as of reporting date. The unrealized fair value changes of the investments are presented as "Unrealized valuation gains (losses) on AFS investments" account in the equity section of the consolidated statement of financial position.

Movements in listed AFS investments are as follows:

	2011	2010
Balances at beginning of year	P21,826,005	P6,143,100
Acquisition	4,889,049	–
Fair value adjustments	(7,282,929)	15,682,905
Balances at end of year	P19,432,125	P21,826,005

Movements in the unrealized valuation gains (losses) on listed AFS investments are as follows:

	2011	2010
Balances at beginning of year	P17,672,548	P1,989,643
Fair value adjustments	(7,282,929)	15,682,905
Balances at end of year	P10,389,619	P17,672,548

Unlisted Shares

Unlisted shares, without available market values, are carried at cost less any impairment losses. In 2010 and 2009, the Group recognized provision for impairment loss on AFS investments on shares in Southwest Resources, Inc. amounting to P0.5 million and P0.3 million due to the significant decline in value of the shares, respectively. No provision for impairment loss on AFS investments in 2011. Allowance for impairment loss on unlisted shares amounted to P3.3 million as of December 31, 2011 and 2010.

AGP International Holdings, Ltd. (AGP International)

AGP International is a British Virgin Islands (BVI) business company formed in November 2010 by Icaza, Gonzalez-Ruiz & Aleman Trust Limited with registered office at the Vanterpool Plaza Second Floor Wickmans Cay I Road Town, Tortola BVI. As of December 21, 2010, AGP International's authorized securities consist of 1,400,000,000 no par value shares divided into 1,000,000,000 common shares and 400,000,000 Series A preferred shares.



In 2010, the Parent Company subscribed to and subsequently fully paid for 26,086,957 preferred shares of AGP International Holdings, Ltd., which represents a 6.52% interest at a purchase price of P264.0 million. AGP International invested in 40% of the outstanding capital stock of AGP Philippines Holdings I, Inc. (AGP Philippines), which was incorporated on December 13, 2010. In 2010, AGP Philippines finalized the acquisition of all of the shares of DMCI Holdings, Inc. (DMCI-HI) in Atlantic Gulf & Pacific Group of Manila, Inc. (AG&P). The shares comprise of 973,089,025 shares directly owned and 17 shares beneficially owned by DMCI-HI, representing 98.19% of the outstanding capital of AG&P. AG&P provides modular engineering and construction and general engineering design services, including fabrication, assembly and manpower services, particularly in the oil, gas, petrochemical, power generation and mining industries. Accordingly, the Group's risk factors include those factors that impact, either positively or negatively, the markets for engineering and construction services.

As of December 31, 2011 and 2010, the Group accounts for its investment in AGP International as AFS investments carried at cost since its ownership interest does not provide the Group significant influence to participate in the financial and operating policy decisions of AGP International.

On January 31, 2012, the Parent Company, together with the other legal owners of AGP International preferred shares, entered into a Share Purchase Agreement with AGP International to sell its shares to the latter for \$0.40 cents per share. On the same date, AGP International and AG&P executed a waiver and release form in favor of each seller, relieving them from any claims related to the shares.

9. Investment in an Associate

	2011	2010
Acquisition costs:		
Balances at beginning of year	P35,191,153	P34,843,800
Additional investment	–	347,353
Reclassification as held for sale	(35,191,153)	–
Balances at end of year	–	35,191,153
Accumulated equity in net losses:		
Balances at beginning of year	(3,367,563)	(1,086,745)
Equity in losses	(114,740)	(2,280,818)
Reclassification as held for sale	3,482,303	–
Balances at end of year	–	(3,367,563)
Share in unrealized valuation gains on AFS investments of an associate:		
Balances at beginning of year	13,393	(58,457)
Share in fair value adjustments on AFS investments of an associate	–	71,850
Reversal to profit or loss	(13,393)	–
Balances at end of year	–	13,393
	P–	P31,836,983



PDB

PDB is a private development bank incorporated in the Philippines in 1960. PDB is engaged in transactions and undertakings, including but not limited to, trust functions, operation of demand deposit accounts, foreign currency transactions, quasi-banking functions, domestic letters of credit, dealership of bonds and other debt instruments, subject to applicable regulations, financial allied and non-allied undertakings, performance of all kinds of services for commercial banks or operation under an expanded banking authority and other transactions that may be allowed to be engaged in by private development banks.

PDB operates within the Philippines and maintains 38 branches in Metro Manila and in the Provinces of Bulacan, Rizal, Laguna, Cavite and Batangas.

On November 5, 2010, the Parent Company subscribed to and paid for 3,016 additional shares at the subscription price of ₱0.4 million. As of December 31, 2010, the Group's equity share in PDB is 4.79% and the Group accounts for its investment in PDB under the equity method since the Group exercises significant influence over the operating and financial policies of PDB.

On June 1, 2011, the Parent Company, together with other shareholders, entered into a Share Purchase Agreement (the Agreement) with Security Bank Corporation for the sale of its 351,454 common shares in PDB. The sellers are the legal owners of an aggregate of 7,071,263 common shares in PDB, representing 96.42% of the issued and outstanding capital stock of PDB. Under the Agreement, the price per share amounted to ₱181.7 which resulted to a total share consideration of ₱1.3 billion. The obligations of the parties to complete the sale and purchase of the shares under the Agreement are subject to the approval of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP). The approval from BSP has yet to be granted as of December 31, 2011.

As of December 31, 2011, the Group reclassified its investment in PDB amounting to ₱31.7 million as held for sale and presented it under "Noncurrent asset held for sale" account in the consolidated statement of financial position. On January 20, 2012, the Monetary Board of the BSP approved the transaction contemplated in the Agreement.

The summarized financial information of PDB as of and for the year ended December 31, 2010 is as follows:

Total assets	₱5,357,127,257
Total liabilities	4,588,147,736
Net loss	(47,616,242)

10. Property and Equipment

	2011				
	Building	Transportation Equipment	Office Furniture and Equipment	Leasehold Improvements	Total
Cost:					
Balances at beginning of year	₱-	₱13,020,964	₱2,050,969	₱432,098	₱15,504,031
Additions	15,451,939	741,071	1,912,102	261,596	18,366,708
Balances at end of year	15,451,939	13,762,035	3,963,071	693,694	33,870,739

(Forward)



2011					
	Building	Transportation Equipment	Office Furniture and Equipment	Leasehold Improvements	Total
Accumulated depreciation and amortization:					
Balances at beginning of year	–	7,413,538	1,559,638	432,098	9,405,274
Depreciation and amortization	–	2,513,949	714,489	190,851	3,419,289
Balances at end of year	–	9,927,487	2,274,127	622,949	12,824,563
Net book values	P15,451,939	P3,834,548	P1,688,944	P70,745	P21,046,176

2010					
	Transportation Equipment	Office Furniture and Equipment	Leasehold Improvements	Total	
Cost:					
Balances at beginning of year	P13,020,964	P1,662,177	P432,098	P15,115,239	
Additions	–	388,792	–	388,792	
Balances at end of year	13,020,964	2,050,969	432,098	15,504,031	
Accumulated depreciation and amortization:					
Balances at beginning of year	4,961,345	1,435,641	432,098	6,829,084	
Depreciation and amortization	2,452,193	123,997	–	2,576,190	
Balances at end of year	7,413,538	1,559,638	432,098	9,405,274	
Net book values	P5,607,426	P491,331	P–	P6,098,757	

Significant additions to property and equipment in 2011 pertain to the marketing and sales office used situated in East Service Road, Barangay Buli, Muntinlupa, which was constructed and completed in 2011.

11. Other Noncurrent Assets

In 2010, other noncurrent assets amounting to P2.4 million represent advances for the processing of bid documents, costs for pre-bidding conferences and consultancy fees related to Parent Company's participation in the bid submission for the Philippine Mining Development Corporation's Diwalwal Mineral Reservation Project. Additional advances amounting to P1.4 million in 2011 represent advances made by the Parent Company for its prospective agriculture-related projects. Other noncurrent assets amounted to P3.8 million and P2.4 million as of December 31, 2011 and 2010, respectively.



12. Accounts Payable and Other Liabilities

	2011	2010
Customers' deposits	P19,033,889	P–
Contractors' payable (see Note 22)	17,069,253	–
Retention payable	4,105,929	–
Accrued expenses	2,097,583	464,093
Accounts payable	595,336	109,675
Government payables	409,090	140,600
	P43,311,080	P714,368

Customers' deposits include collections received from buyers which have not met the revenue recognition criteria. Contractors' payable represents billings of various contractors for services in relation to the Project. Retention payable represents the amount retained by the Subsidiary as security for any defects and damages on the works arising from or due to faulty workmanship and/or defective contractor-supplied materials before the final acceptance of the Project and the payment of the last billing. Accrued expenses consist significantly of accruals for professional fees. Accounts payable are noninterest-bearing and are normally settled with 30-60 days.

13. Sales and Marketing Expenses

	2011	2010	2009
Consultancy fees	P8,745,667	P1,072,805	P–
Advertising (see Note 22)	5,587,551	332,590	–
Internet fees, web design and maintenance	653,531	–	–
	P14,986,749	P1,405,395	P–

14. Personnel Costs

	2011	2010	2009
Salaries and wages	P7,367,023	P2,286,433	P1,937,100
Short term employee benefits	3,469,517	861,291	770,233
	P10,836,540	P3,147,724	P2,707,333

15. Income Taxes

The Group's current provision for income tax in 2011, 2010 and 2009 represents MCIT.



There are deductible temporary differences, unused NOLCO, and excess MCIT for which no deferred tax assets were recognized since the Group expects that these deferred tax assets will not be realized in the future. These deductible temporary differences, unused NOLCO, and excess MCIT are as follows:

	2011	2010
Allowance for impairment losses on deferred exploration costs	P88,713,164	P88,713,164
NOLCO	42,217,694	57,981,095
MCIT	365,046	278,940
Unrealized foreign exchange loss	–	18,836
	P131,295,904	P146,992,035

As of December 31, 2011, the Group has the following NOLCO and MCIT that can be claimed as deduction from future taxable income and income tax due, respectively:

Year Incurred	Year of Expiry	NOLCO	MCIT
2011	2014	P34,613,224	P86,099
2010	2013	6,003,109	119,358
2009	2012	1,601,361	159,582
		P42,217,694	P365,039

Movement of the Group's NOLCO and MCIT follows:

NOLCO

	2011	2010
Balances at beginning of year	P57,981,095	P58,198,849
Additions	34,613,224	6,003,109
Expirations	(50,376,625)	(6,220,863)
Balances at end of year	P42,217,694	P57,981,095

MCIT

	2011	2010
Balances at beginning of year	P278,940	P159,582
Additions	86,099	119,358
Balances at end of year	P365,039	P278,940



A reconciliation of income tax computed at the statutory income tax rate to provision for income tax shown in the consolidated statement of comprehensive income follows:

	2011	2010	2009
Income tax computed at statutory tax rates	(P2,148,015)	P5,224,073	P312,466,697
Additions to (reductions in) income tax resulting from:			
Change in unrecognized deferred tax assets	10,464,415	5,898,930	39,765,548
Nondeductible expenses	782,912	2,505,742	–
Interest income subjected to final tax	(8,963,360)	(13,658,893)	(582,319)
Nontaxable income	(49,853)	(301)	–
Gain on sale of investment in an associate	–	–	(351,571,344)
Provision for impairment in value of AFS investments	–	149,807	81,000
	P86,099	P119,358	P159,582

16. Related Party Disclosures

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or significant influences. Related parties may be individuals or corporate entities.

In the normal course of business, the Group has significant related party transactions as follows:

		Amounts Due from Related Parties	
	Nature of Relationship	2011	2010
Puyat Steel Corporation (PSC)	Common Stockholders	P45,000,000	P45,000,000
International Pipe Industries Corporation (IPIC)	Common Stockholders	25,000,000	–
South China Petroleum International (SCPI)	Common Stockholders	109,444	98,362
		P70,109,444	P45,098,362

a. PSC

PSC is a world-class manufacturer of galvanized and pre-painted steel sheets and coils used in roofing and walling profiles and bended accessorial products established in 1956. PSC set up the first galvanizing plant in the Philippines to answer to the need of the country for galvanized iron sheets to be used in the construction, building and roofing materials. In 1998, PSC inaugurated in Rosario, Batangas, the Philippines' first ever state-of-the-art continuous galvanizing line utilizing the modern non-oxidizing furnace (NOF) technology in a globally competitive stature. By the year 2000, PSC became the first NOF continuous galvanizing plant to be ISO 9002 certified. PSC is under common control with the Group.



The BOD through a board resolution dated January 24, 2008 authorized the Group to enter into a related party agreement with PSC to advance an amount of up to ₱130.0 million for the acquisition of raw materials to be processed into finished steel products. The funding facility extended to PSC is secured by way of assignment to the Group of finished goods inventories and all receivables and proceeds of postdated checks issued arising from the sale of the finished goods. The funding facility is renewable on a yearly basis. Under this arrangement, the Group receives a guaranteed return on investment (ROI) of at least 8% per annum.

As of December 31, 2011 and 2010, the outstanding receivable from PSC amounted to ₱45.0 million. These are due and demandable. Interest earned by the Group in relation to these advances amounted to ₱3.7 million, ₱6.0 million and ₱9.7 million in 2011, 2010 and 2009, respectively.

PSC's accounts receivable and finished goods with fair value equivalent to the outstanding balance are used as collateral for the amount owed to the Group.

b. IPIC

IPIC is the pioneer manufacturer of large-diameter spiral welded pipes and machinery fabrication in the Philippines and Southeast Asia and has been producing quality pipes for the last 48 years. IPIC is the only company to date that has secured the American Petroleum Institute monogram in the Philippines. IPIC was also the first company in the Southeast Asia to pioneer in the design and exportation of high-tension transmission poles, weight coating of submarine line pipe and non-tension and pre-tension concrete pressure pipes.

In May 2011, the BOD has authorized the Group to enter into a related party agreement with IPIC to provide a standby fund facility in the amount of up to ₱50.0 million for the acquisition of raw materials to be processed into finished steel pipe products. The Group will receive a guaranteed return on investment of at least 8% per annum.

As of December 31, 2011, the outstanding receivable from IPIC amounted to ₱25.0 million. The amount is due and demandable. Interest earned and receivable by the Group in relation to these advances amounted to ₱0.4 million and ₱0.14 million in 2011, respectively.

IPIC's accounts receivable and finished goods with fair value equivalent to the outstanding balance are used as collateral for the amount owed to the Group.

c. SCPI

SCPI is a corporation established to prospect for, explore, extract, dig and drill for, exploit, produce, purchase, or otherwise obtain from the earth, any and all kinds of petroleum and petroleum products, rocks or carbon oils, natural gas and other volatile materials, chemical substance and salts, precious and base metals, diatomaceous earth as well as other minerals of whatever nature whether similar or dissimilar to those listed herein, and to manufacture, refine, prepare for market, buy, sell, import, export and transport and otherwise deal in petroleum and other minerals of whatever nature, whether similar or dissimilar thereto, their products, compounds and derivatives and other mineral and chemical substances in crude or refined condition, and to generally engage, as may be permitted by law, in the business of, and/or investing in mining, manufacturing, contracting and servicing, in addition to oil exploration.



The total amount of receivable from SCPI as of December 31, 2011 and 2010 amounting to ₱0.1 million pertains to the amount paid for the business permit and registration. The amount is due and demandable.

d. Cash Deposits and Short-term Investments in PDB

The Group has cash deposits and short-term investments in PDB as follows:

	2011	2010
Cash deposits	₱3,768,993	₱1,039,992
Short-term investments	230,343,687	264,138,183
	₱234,112,680	₱265,178,175

Interest earned by the Group in relation to the cash deposits and short-term investments in PDB amounted to ₱11.2 million, ₱7.5 million and ₱0.2 million in 2011, 2010 and 2009, respectively.

e. Key Management Personnel Compensation

Salaries and short-term employee benefits of key management personnel amounted to ₱2.2 million, ₱2.1 million and ₱1.6 million in 2011, 2010 and 2009, respectively.

17. Equity

a. Common Stock

The Parent Company's authorized, issued and outstanding common shares are as follows:

	December 31, 2011		December 31, 2010	
	No. of Shares	Amount	No. of Shares	Amount
Authorized - ₱1 par value	1,000,000,000	₱1,000,000,000	1,000,000,000	₱1,000,000,000
Issued	600,489,569	600,489,569	597,189,569	597,189,569
Subscribed	306,070,000	306,070,000	309,370,000	309,370,000
Treasury	500,000	(578,000)	—	—

The Parent Company was registered on September 25, 1992 with authorized capital stock of 1,000,000,000 shares at ₱1.0 per share.

In 2011 and 2010, 3,300,000 and 7,680,000 subscribed shares were fully paid and issued, respectively. Collections from such subscribed shares amounted to ₱2.5 million and ₱5.8 million in 2011 and 2010, respectively.

b. Retained Earnings

On April 7, 2010, the BOD approved the resolution earmarking ₱500.0 million of the Group's retained earnings for purposes of funding its investments related to the Anuva Residences and Diwalwal Mine Reserve projects. On December 21, 2011, the BOD approved the resolution for the reversal of the 2010 appropriation of retained earnings and further earmarking ₱500.0 million of the Group's retained earnings in 2011 for purposes of funding its investments related to the Anuva Residences and other investment projects.



c. Treasury Stock

On December 21, 2011, the Parent Company formalized its share repurchase program. Under the terms and conditions of the share repurchase program, 100,000,000 shares shall be repurchased from the market covering a period of twenty-four (24) months starting December 22, 2011. The total budget allocated for the share repurchase program is ₱120.0 million.

As of December 31, 2011, the Parent Company acquired 500,000 of its own shares for total of ₱0.6 million.

18. Basic/Diluted E/LPS

	2011	2010	2009
Net income (loss)	(₱7,246,149)	₱17,294,220	₱1,041,396,072
Weighted average number of shares	906,167,902	912,269,569	906,758,736
Basic/Diluted E/LPS	(₱0.0080)	₱0.0190	₱1.1485

There are no dilutive potential common shares outstanding as of December 31, 2011, 2010 and 2009.

19. Financial Instruments

Financial Risk Management Objectives and Policies

The Group has various financial assets and liabilities such as cash and cash equivalents, accounts receivable, due from related parties, refundable deposits, AFS investments and accounts payable and other liabilities which arise directly from its operations. The main purpose of the Group's financial instruments is to finance its operations.

The BOD has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and manage the Group's exposure to financial risks, to set appropriate transaction limits and controls, and to monitor and assess risks and compliance to internal control policies. Risk management policies and structure are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group has exposure to credit risk, liquidity risk and equity price risk from the use of its financial instruments. The BOD reviews and approves the policies for managing each of these risks and they are summarized below:

Credit Risk

Credit risk refers to the potential loss arising from any failure by counterparties to fulfill their obligations, as and when they fall due. It is inherent to the business as potential losses may arise due to the failure of its counterparties to fulfill their obligations on maturity dates or due to adverse market conditions.



The Group trades only with recognized, creditworthy counterparties. It is the Group's policy that all counterparties who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that Group's exposure to bad debts is not significant.

Credit Quality of Financial Assets

The credit quality of financial assets is managed by the Group using high quality and standard quality as internal credit ratings.

High Grade - pertains to counterparty who is not expected by the Group to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies and government agencies.

Standard Grade - other financial assets not belonging to high quality financial assets are included in this category.

The tables below show the credit quality by class of financial asset based on the Group's rating system As of December 31, 2011 and 2010:

	2011				
	Neither Past Due Nor Impaired		Past Due But Not Impaired	Impaired	Total
	High Grade	Standard Grade			
Loans and receivables					
Cash and cash equivalents*	P730,111,936	P-	P-	P-	P730,111,936
Accounts receivable	1,238,627	3,245,384	4,039,423	-	8,523,434
Due from related parties	-	70,109,444	-	-	70,109,444
Refundable deposits	-	355,520	-	-	355,520
AFS investments	284,849,125	-	-	3,333,500	288,182,625
	P1,016,199,688	P73,710,348	P4,039,423	P3,333,500	P1,097,282,959

*Excluding cash on hand.

	2010				
	Neither Past Due Nor Impaired		Past Due But Not Impaired	Impaired	Total
	High Grade	Standard Grade			
Loans and receivables					
Cash and cash equivalents*	P893,063,578	P-	P-	P-	P893,063,578
Accounts receivable	6,847,668	4,055,308	3,711	-	10,906,687
Due from related parties	-	45,010,253	88,109	-	45,098,362
AFS investments	285,956,005	-	-	3,333,500	289,289,505
	P1,185,867,251	P49,065,561	P91,820	P3,333,500	P1,238,358,132

*Excluding cash on hand.

Cash and cash equivalents are considered high grade as the Group trades only with top banks in the Philippines. Standard grade receivables are for accounts receivable from officers and employees and third parties, due from related parties and refundable deposits which would require some reminder follow-ups to obtain settlement from the counterparties.



The tables below show the aging analysis of financial assets per class that the Group held as of December 31, 2011 and 2010. A financial asset is past due when a counterparty has failed to make a payment when contractually due.

	2011						Total
	Neither Past Due nor Impaired	Past Due but Not Impaired				Impaired	
		Less than 30 Days	31 to 60 Days	61 to 90 Days	More than 91 Days		
Loans and receivables							
Cash and cash equivalents*	₱730,111,936	₱–	₱–	₱–	₱–	₱–	₱730,111,936
Accounts receivable	4,484,011	31,023	–	8,400	4,000,000	–	8,523,434
Due from related parties	12,000,000	–	–	58,109,444	–	–	70,109,444
Refundable deposits	355,520	–	–	–	–	–	355,520
AFS investments	284,849,125	–	–	–	–	3,333,500	288,182,625
	₱1,031,800,592	₱31,023	₱–	₱58,117,844	₱4,000,000	₱3,333,500	₱1,097,282,959

*Excluding cash on hand.

	2010						
	Neither Past	Past Due but Not Impaired					
	Due nor	Less than	31 to 60	61 to 90	More than		
	Impaired	30 Days	Days	Days	91 Days	Impaired	Total
Loans and receivables							
Cash and cash equivalents*	₱893,063,578	₱–	₱–	₱–	₱–	₱–	₱893,063,578
Accounts receivable	10,902,976	–	–	3,711	–	–	10,906,687
Due from related parties	45,010,253	–	–	–	88,109	–	45,098,362
AFS investments	285,956,005	–	–	–	–	3,333,500	289,289,505
	₱1,234,932,812	₱–	₱–	₱3,711	₱88,109	₱3,333,500	₱1,238,358,132

*Excluding cash on hand.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. Management is responsible for liquidity, funding as well as settlement management. In addition, liquidity and funding risks, related processes and policies are overseen by management. The Group manages its liquidity risk based on business needs, tax, capital or regulatory considerations, if applicable, through numerous sources of finance in order to maintain flexibility.

The tables below summarize the maturity profile of the Group's financial assets used for liquidity purposes based on contractual undiscounted cashflows, and the Group's financial liabilities based on contractual undiscounted payments.

	2011					
	Total	On Demand	Less than 3 Months	3 to 6 Months	6 to 12 Months	More than 1 Year
Financial Assets:						
Cash and cash equivalents	P730,161,936	P730,161,936	P-	P-	P-	P-
Accounts receivable	8,523,434	4,039,423	4,484,011	-	-	-
Due from related parties	70,109,444	58,109,444	12,000,000	-	-	-
Refundable deposits	355,520	-	355,520	-	-	-
AFS investments	288,182,625	288,182,625	-	-	-	-
	P1,097,332,959	P1,080,493,428	P16,839,531	P-	P-	P-
Financial Liabilities:						
Accounts payable and other liabilities	P19,762,172	P-	P19,762,172	P-	P-	P-



		2010				
	Total	On Demand	Less than 3 Months	3 to 6 Months	6 to 12 Months	More than 1 Year
Financial Assets:						
Cash and cash equivalents	P893,083,578	P893,083,578	P–	P–	P–	P–
Accounts receivable	10,906,687	3,711	10,902,976	–	–	–
Due from related parties	45,098,362	88,109	45,010,253	–	–	–
AFS investments	289,289,505	289,289,505	–	–	–	–
	P1,238,378,132	P1,182,464,903	P55,913,229	P–	P–	P–
Financial Liabilities:						
Accounts payable and other liabilities	P573,768	P–	P573,768	P–	P–	P–

Equity Price Risk

Equity price risk is the likelihood that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The equity price risk exposure arises from the Group's AFS investments in equity securities. For investments in Philippine equities, majority of funds are invested in equities listed in the PSE.

The Group measures the sensitivity of its AFS investments by using PSE index fluctuations and its effect to respective share prices.

The following table demonstrates the sensitivity to a reasonably possible change in the equity price based on past price performance and macroeconomic forecast for 2011, with all other variables held constant, of the Group's other comprehensive income and equity:

Effect on Income Before Income Tax	Change in PSE Stock Market Index	
	+10%	-10%
2011	P1,943,213	(P1,943,213)
2010	2,182,601	(2,182,601)
2009	614,310	(614,310)

The impact on the Group's equity already excludes the impact on transactions affecting the consolidated statement of comprehensive income.

Fair Values of Financial Instruments

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments that are carried in the consolidated financial statements.

	Carrying Values		Fair Values	
	2011	2010	2011	2010
Financial Assets				
Loans and receivables				
Cash and cash equivalents	P730,161,936	P893,083,578	P730,161,936	P893,083,578
Accounts receivable	8,523,434	10,906,687	8,523,434	10,906,687
Due from related parties	70,109,444	45,098,362	70,109,444	45,098,362
Refundable deposits	355,520	–	355,520	–
AFS financial assets				
AFS investments	284,849,125	285,956,005	284,849,125	285,956,005
	P1,093,999,459	P1,235,044,632	P1,093,999,459	P1,235,044,632

(Forward)



	Carrying Values		Fair Values	
	2011	2010	2011	2010
Financial Liabilities				
Other financial liabilities				
Accounts payable and other liabilities	P19,762,172	P573,768	P19,762,172	P573,768

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value.

Cash and Cash Equivalents, Accounts Receivable, Due from Related Parties, Refundable Deposits and Accounts Payable and Other Liabilities

The carrying amounts of cash and cash equivalents, accounts receivable, due from related parties, refundable deposits and accounts payable and other liabilities approximate their fair values due to the short-term maturities of these financial instruments.

AFS Investments

Fair value of AFS investments is based on the quoted market bid prices at the close of business as of the reporting date.

Fair Value Hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data

The following tables show the Group's financial instruments carried at fair value:

	2011			
	Level 1	Level 2	Level 3	Total
Financial Assets				
AFS investments:				
Listed	P19,432,125	P–	P–	P19,432,125
Unlisted	130,000	–	265,287,000	265,417,000
	P19,562,125	P–	P265,287,000	P284,849,125

	2010			
	Level 1	Level 2	Level 3	Total
Financial Assets				
AFS investments:				
Listed	P21,826,005	P–	P–	P21,826,005
Unlisted	130,000	–	264,000,000	264,130,000
	P21,956,005	P–	P264,000,000	P285,956,005

As of December 31, 2011 and 2010, there were no transfers between Level 1 and Level 3 fair value measurements.



Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize stockholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to stockholders, return capital to stockholders or issue new shares. No changes were made in the objectives, policies or processes in 2011 and 2010.

The following table pertains to the account balances which the Group considers as its core economic capital:

	2011	2010
Common stock	P600,489,569	P597,189,569
Subscribed common stock - net	76,517,500	77,342,500
Additional paid-in capital	72,272,140	72,272,140
Retained earnings	834,676,163	841,922,312
Treasury stock	(578,000)	—
	P1,583,377,372	P1,588,726,521

20. Segment Information

For management purposes, the Group is organized into business units based on its products and services and has three reportable segments, as follows:

- The oil and gas exploration segment, which is engaged in the exploration, evaluation, development and production of oil and gas.
- The real estate development segment, which is engaged in the real estate business.
- Others pertain to the activities of the Parent Company as a holding entity.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects is measured differently from operating income or loss in the consolidated financial statements.

The following tables regarding business segments present assets and liabilities as of December 31 and revenue and profit information for each of the three years in the period ended December 31.

2011

	Oil and Gas Exploration	Real Estate Development	Others	Total	Eliminations	Consolidated
Segment results						
Income (loss) before income tax	P—	(P29,518,566)	P22,358,516	(P7,160,050)	P—	(P7,160,050)
Provision for income tax	—	—	(86,099)	(86,099)	—	(86,099)
Net income (loss)	P—	(P29,518,566)	P22,272,417	(P7,246,149)	P—	(P7,246,149)

(Forward)



	Oil and Gas Exploration	Real Estate Development	Others	Total	Eliminations	Consolidated
Assets						
Segment assets	P-	P542,051,011	P1,282,475,036	P1,824,526,047	(P208,989,820)	P1,615,536,227
Investments	-	-	322,298,000	322,298,000	(322,298,000)	-
Deferred exploration costs	21,563,806	-	-	21,563,806	-	21,563,806
	P21,563,806	P542,051,011	P1,604,773,036	P2,168,387,853	(P531,287,820)	P1,637,100,033
Segment liabilities	P-	P251,564,838	P758,024	P252,322,861	(P208,989,820)	P43,333,042
Other segment information						
Depreciation and amortization	P-	P877,881	P2,541,408	P3,419,289	P-	P3,419,289

2010

	Oil and Gas Exploration	Real Estate Development	Others	Total	Eliminations	Consolidated
Segment results						
Income (loss) before income tax	(P13,248,734)	(P2,293,260)	P32,955,572	P17,413,578	P-	P17,413,578
Provision for income tax	-	-	(119,358)	(119,358)	-	(119,358)
Net income (loss)	(P13,248,734)	(P2,293,260)	P32,836,214	P17,294,220	P-	P17,294,220
Assets						
Segment assets	P-	P19,083,889	P1,565,889,669	P1,584,973,558	(P11,256,968)	P1,573,716,590
Investments	-	-	41,836,983	41,836,983	(10,000,000)	31,836,983
Deferred exploration costs	1,692,615	-	-	1,692,615	-	1,692,615
	P1,692,615	P19,083,889	P1,607,726,652	P1,628,503,156	(P11,256,968)	P1,607,246,188
Segment liabilities	P-	P11,377,149	P713,545	P12,090,694	(P11,256,968)	P833,726
Other segment information						
Provision for impairment losses on deferred exploration costs	P13,248,734	P-	P-	P13,248,734	P-	P13,248,734
Depreciation and amortization	-	15,956	2,560,234	2,576,190	-	2,576,190
	P13,248,734	P15,956	P2,560,234	P15,824,924	P-	P15,824,924

21. Registration with the Board of Investments (BOI)

As disclosed in Note 1, the Subsidiary's current project is the Anuva Residences. The Project has been divided into two (2) development phases with Phase 1 comprising of Tandem Buildings 1 and 2 and Phase 2 comprising of the other two (2) buildings.

On September 2, 2011, the Subsidiary's Phase 1 project was duly registered with the BOI as a New Developer of Low-Cost Mass Housing on a Non-pioneer Status under the Omnibus Investments Code of 1987 (Executive Order No. 226). With the registration, the Subsidiary is entitled with an Income Tax Holiday (ITH) for three (3) years from October 2011 or actual start of commercial operations or selling, whichever is earlier but in no case earlier than the date of registration. Under the specific terms and conditions of the registration, the Subsidiary shall submit proof of compliance that it has developed socialized housing project and accomplished corporate social responsibility activities that were duly identified by BOI in conjunction with the entitlement of ITH. The compliance with the socialized housing requirement shall be completed within the ITH entitlement period of the Subsidiary.

As of December 31, 2011, the Subsidiary is in the process of developing the program and timetable for its socialized housing project.



22. Contracts and Commitments

The Group has the following significant commitments and agreements:

Construction Agreements

The Subsidiary entered into various contracts related to the construction of the Project. These contracts pertain to “Construction Management,” “General Construction Works,” “Exterior Wall Construction Works,” “General Building Construction - Marketing and Sales Office,” Land Development Works,” “Mechanical Works” and “Electrical and Auxiliary Works.”

Costs capitalized as real estate for sale related to these agreements amounted to ₱135.3 million in 2011.

The Group has no purchase commitments as of December 31, 2011 and 2010.

Advertising Agreements

The Subsidiary entered into various contracts related to marketing and promotions of the Project. These contracts pertain to “Billboard Lease,” “Transit Advertising” and “Public Relations and Communication.”

Sales and marketing expenses related to these agreements amounted to ₱5.6 million in 2011.

Lease Agreements

- a. On February 1, 2011, the Subsidiary entered into a lease contract with YL Holdings Corporation for the lease of office space at 6/F, YL Holdings Building, 115 VA Rufino corner Salcedo Streets, Legaspi Village, Makati City. The contract is for a term of one year from March 3, 2011 to February 3, 2012. The Subsidiary paid security deposit amounting to ₱0.2 million to answer for any and all damages to the leased premises and as security for the return of the leased premises in proper condition. The related rent expense recognized by the Subsidiary in 2011 amounted to ₱0.7 million.
- b. In 2010, the Parent Company entered into a sublease contract with Bell Telecommunications, Inc. (BellTel) for the lease of office space located at 3/F Low Rise Pacific Star Building, Makati City. The contract is for a term of one year renewable for another one year at the lessee’s discretion. The related rent expense recognized by the Parent Company in 2011, 2010 and 2009 amounted to ₱0.4 million, ₱0.5 million, ₱0.4 million, respectively.

23. Other Matters

- a. Sale of Investments in BellTel

On December 18, 2009, a Deed of Sale has been entered by the Parent Company and Two Cassandra-CCI Conglomerates, Inc. for the sale of the 32.40% (3,240,000 shares) ownership of the Parent Company in BellTel for a total consideration of ₱1.2 billion. Incidental to the sale of shares, the Parent Company settled its outstanding subscription payable amounting to ₱171.7 million. Also, on the same date, the Parent Company collected its advances to BellTel amounting to ₱368.9 million as of the date of sale. Capital gains tax paid by the Parent Company in relation to the sale of the shares amounted to ₱90.4 million.



- b. Comparative figures have been adjusted to conform to changes in presentation in the current year. Receivables from related parties which was previously presented under “Accounts receivable” account was reclassified under “Due from related parties” account in the consolidated statement of financial position.



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY**SCHEDULE RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
FOR THE YEAR ENDED DECEMBER 31, 2011**

Unappropriated retained earnings as of December 31, 2010, <i>as adjusted to available for dividend declaration</i>	₱341,922,312
Net loss actually incurred/realized during the period	<u>(7,160,050)</u>
	334,762,262
Add (Less): Reversal of 2010 appropriation	500,000,000
Appropriation of retained earnings during the period	(500,000,000)
Treasury shares	<u>(578,000)</u>
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION AS OF DECEMBER 31, 2011	<u>₱334,184,262</u>



SOUTH CHINA RESOURCES, INC. AND SUBSIDIARY
SCHEDULE OF ALL EFFECTIVE STANDARDS AND INTERPRETATIONS
DECEMBER 31, 2011

List of Philippine Financial Reporting Standards (PFRSs) [which consist of PFRSs, Philippine Accounting Standards (PASs) and Philippine Interpretations] and Philippine Interpretations Committee (PIC) Q&As effective as of December 31, 2011:

PFRSs and PIC Q&As	Adopted/Not Adopted/ Not Applicable
PFRS 1, <i>First-time Adoption of Philippine Financial Reporting Standards</i>	Not applicable
PFRS 2, <i>Share-based Payment</i>	Not applicable
PFRS 3, <i>Business Combinations</i>	Not applicable
PFRS 4, <i>Insurance Contracts</i>	Not applicable
PFRS 5, <i>Non-current Assets Held for Sale and Discontinued Operations</i>	Adopted
PFRS 6, <i>Exploration for and Evaluation of Mineral Resources</i>	Adopted
PFRS 7, <i>Financial Instruments: Disclosures</i>	Adopted
PFRS 8, <i>Operating Segments</i>	Adopted
PAS 1, <i>Presentation of Financial Statements</i>	Adopted
PAS 2, <i>Inventories</i>	Adopted
PAS 7, <i>Statement of Cash Flows</i>	Adopted
PAS 8, <i>Accounting Policies, Changes in Accounting Estimates and Errors</i>	Adopted
PAS 10, <i>Events after the Reporting Period</i>	Adopted
PAS 11, <i>Construction Contracts</i>	Not applicable
PAS 12, <i>Income Taxes</i>	Adopted
PAS 16, <i>Property, Plant and Equipment</i>	Adopted
PAS 17, <i>Leases</i>	Adopted
PAS 18, <i>Revenue</i>	Adopted
PAS 19, <i>Employee Benefits</i>	Not applicable
PAS 20, <i>Accounting for Government Grants and Disclosure of Government Assistance</i>	Not applicable
PAS 21, <i>The Effects of Changes in Foreign Exchange Rates</i>	Adopted
PAS 23, <i>Borrowing Costs</i>	Not applicable
PAS 24, <i>Related Party Disclosures</i>	Adopted
PAS 26, <i>Accounting and Reporting by Retirement Benefit Plans</i>	Not applicable
PAS 27, <i>Consolidated and Separate Financial Statements</i>	Adopted
PAS 28, <i>Investments in Associates</i>	Adopted
PAS 29, <i>Financial Reporting in Hyperinflationary Economies</i>	Not applicable
PAS 31, <i>Interests in Joint Ventures</i>	Not applicable
PAS 32, <i>Financial Instruments: Presentation</i>	Adopted
PAS 33, <i>Earnings per Share</i>	Adopted
PAS 34, <i>Interim Financial Reporting</i>	Not applicable
PAS 36, <i>Impairment of Assets</i>	Adopted
PAS 37, <i>Provisions, Contingent Liabilities and Contingent Assets</i>	Adopted
PAS 38, <i>Intangible Assets</i>	Not applicable
PAS 39, <i>Financial Instruments: Recognition and Measurement</i>	Adopted
PAS 40, <i>Investment Property</i>	Not applicable



PFRSs and PIC Q&As	Adopted/Not Adopted/ Not Applicable
PAS 41, <i>Agriculture</i>	Not applicable
Philippine Interpretation IFRIC-1, <i>Changes in Existing Decommissioning, Restoration and Similar Liabilities</i>	Not applicable
Philippine Interpretation IFRIC-2, <i>Members' Shares in Co-operative Entities and Similar Instruments</i>	Not applicable
Philippine Interpretation IFRIC-4, <i>Determining whether an Arrangement contains a Lease</i>	Not applicable
Philippine Interpretation IFRIC-5, <i>Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds</i>	Not applicable
Philippine Interpretation IFRIC-6, <i>Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment</i>	Not applicable
Philippine Interpretation IFRIC-7, <i>Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies</i>	Not applicable
Philippine Interpretation IFRIC-9, <i>Reassessment of Embedded Derivatives</i>	Not applicable
Philippine Interpretation IFRIC-10, <i>Interim Financial Reporting and Impairment</i>	Not applicable
Philippine Interpretation IFRIC-12, <i>Service Concession Arrangements</i>	Not applicable
Philippine Interpretation IFRIC-13, <i>Customer Loyalty Programmes</i>	Not applicable
Philippine Interpretation IFRIC-14, <i>PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction</i>	Not applicable
Philippine Interpretation IFRIC-16, <i>Hedges of a Net Investment in a Foreign Operation</i>	Not applicable
Philippine Interpretation IFRIC-17, <i>Distributions of Non-cash Assets to Owners</i>	Not applicable
Philippine Interpretation IFRIC-18, <i>Transfers of Assets from Customers</i>	Not applicable
Philippine Interpretation IFRIC-19, <i>Extinguishing Financial Liabilities with Equity Instruments</i>	Not applicable
Philippine Interpretation SIC-7, <i>Introduction of the Euro</i>	Not applicable
Philippine Interpretation SIC-10, <i>Government Assistance - No Specific Relation to Operating Activities</i>	Not applicable
Philippine Interpretation SIC-12, <i>Consolidation - Special Purpose Entities</i>	Not applicable
Philippine Interpretation SIC-13, <i>Jointly Controlled Entities - Non-Monetary Contributions by Venturers</i>	Not applicable
Philippine Interpretation SIC-15, <i>Operating Leases – Incentives</i>	Not applicable
Philippine Interpretation SIC-21, <i>Income Taxes - Recovery of Revalued Non-Depreciable Assets</i>	Not applicable
Philippine Interpretation SIC-25, <i>Income Taxes - Changes in the Tax Status of an Entity or its Shareholders</i>	Not applicable
Philippine Interpretation SIC-27, <i>Evaluating the Substance of Transactions Involving the Legal Form of a Lease</i>	Not applicable
Philippine Interpretation SIC-29, <i>Service Concession Arrangements:</i>	Not applicable



PFRSs and PIC Q&As	Adopted/Not Adopted/ Not Applicable
<i>Disclosures</i>	
Philippine Interpretation SIC-31, <i>Revenue - Barter Transactions Involving Advertising Services</i>	Not applicable
Philippine Interpretation SIC-32, <i>Intangible Assets - Web Site Costs</i>	Not applicable
PIC Q&A No. 2006-01: PAS 18, Appendix, paragraph 9 - Revenue recognition for sales of property units under pre-completion contracts	Not applicable
PIC Q&A No. 2006-02: PAS 27.10(d) - Clarification of criteria for exemption from presenting consolidated financial statements	Not applicable
PIC Q&A No. 2007-03: PAS 40.27 - Valuation of bank real and other properties acquired (ROPA)	Not applicable
PIC Q&A No. 2008-01 (Revised): PAS 19.78 - Rate used in discounting post-employment benefit obligations	Not applicable
PIC Q&A No. 2008-02: PAS 20.43 - Accounting for government loans with low interest rates under the amendments to PAS 20	Not applicable
PIC Q&A No. 2009-01: Framework.23 and PAS 1.23 - Financial statements prepared on a basis other than going concern	Not applicable
PIC Q&A No. 2010-01: PAS 39.AG71-72 - Rate used in determining the fair value of government securities in the Philippines	Not applicable
PIC Q&A No. 2010-02: PAS 1R.16 - Basis of preparation of financial statements	Not applicable
PIC Q&A No. 2011-01: PAS 1.10(f) - Requirements for a Third Statement of Financial Position	Not applicable

