

CR01544-2014

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) 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

ANGLO PHILIPPINE HOLDINGS CORPORATION

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

14102

5. BIR Tax Identification Code

000175630

6. Address of principal office

125 Pioneer St Mandaluyong City

Postal Code

1550

7. Registrant's telephone number, including area code

26315139

8. Date, time and place of the meeting of security holders

May 20, 2014, 2:30 P.M., Mactan Room Edsa Shangri-La Manila Ortigas Center

Mandaluyong City Philippines

9. Approximate date on which the Information Statement is first to be sent or given to security holders

Apr 28, 2014

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

Anglo Philippine Holdings Corporation

Address and Telephone No.

125 Pioneer St. Mandaluyong City, Tel No. (2)6315139

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	1,164,999,818

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

Yes No If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange, Common shares

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Anglo Philippine Holdings Corporation APO

PSE Disclosure Form 17-5 - Information Statement for Annual or Special Stockholders' Meeting *References: SRC Rule 20 and Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	May 20, 2014
Type (Annual or Special)	Annual
Time	2:30 P.M.
Venue	Mactan Room Edsa Shangri-La Manila Ortigas Center Mandaluyong City Philippines
Record Date	Mar 14, 2014

Inclusive Dates of Closing of Stock Transfer Books

Start Date	Mar 17, 2014
End date	Mar 18, 2014

Other Relevant Information

-

Filed on behalf by:

Name	Adrian Arias
Designation	Exec. Vice President & Asst. Corporate Secretary

COVER SHEET

1 4 1 0 2

S.E.C. Registration Number

A N G L O P H I L I P P I N E H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

6 t h F l o o r , Q u a d A l p h a C e n t r u m

B u i l d i n g , 1 2 5 P i o n e e r S t r e e t

M a n d a l u y o n g C i t y

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

Atty. Adrian S. Arias

Contact Person

+63(2)6315139

Company Telephone Number

SEC Form 20-IS - Preliminary Information Statement

0 3

Month

2 1

Day

FORM TYPE

FORM TYPE

Month

Day

Annual Meeting

Annual Meeting

Secondary License Type, If Applicable

Secondary License Type, If Applicable

S E C

Dept. Requiring this Doc.

3 1 1 2

Total No. of Stockholders

Amended Articles Number/Section

Total Amount of Borrowings

P100 Million

Domestic

P1,475 Million

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I.D.

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

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
 Additional Materials

2. Name of Registrant as specified in its charter ANGLO PHILIPPINE HOLDINGS CORPORATION

3. Province, country or other jurisdiction of incorporation or organization Philippines

4. SEC Identification Number 14102

5. BIR Tax Identification Code 041-000-175-630

6. Address of principal office 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550

7. Registrant's telephone number, including area code (632) 631-5139; 635-6130

8. May 20, 2014, 2:30 P.M. at the Mactan Room, Edsa Shangri-La Manila Ortigas Center Mandaluyong City, Philippines

9. Approximate date on which the Information Statement is first to be sent or given to security holders April 28, 2014

10. *In case of Proxy Solicitation: N/A*

11. Securities registered pursuant to Section 8 and 12 of the Code (information on number 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 Stock (P1.00 par value)	1,164,999,818 (excluding 13,000,000 shares in Treasury stocks)
Loans Payable and Long Term Debt	<u>P1,575 Million</u>

12. Are any or all of registrant's securities listed on the Philippine Stock Exchange?

Yes No

ANGLO PHILIPPINE HOLDINGS CORPORATION

6th Floor, Quad Alpha Centrum
125 Pioneer, Mandaluyong City 1550, Philippines
Tel (632) 631-5139; 631-6530; Fax (632) 631-3113

INFORMATION STATEMENT

PART I

A. General Information

Item 1. Date, time and place of meeting of stockholders

The 2014 Annual Meeting of Stockholders (the “Meeting”) of Anglo Philippine Holdings Corporation (the “Company”) will be held on Tuesday, May 20, 2014, 2:30 pm, at the Mactan Room, EDSA Shangri-La Manila, Mandaluyong City, Philippines. The complete mailing address of the Company is 6th Floor, Quad Alpha Centrum, 125 Pioneer, Mandaluyong City 1550, Philippines.

- (a) This Information Statement will be sent to stockholders at least fifteen (15) business days prior to the date of the Meeting in accordance with existing rules and the Company’s Amended By-Laws, or on or before April 28, 2014.

Item 2. Dissenters' Right of Appraisal

A stockholder has the right to dissent and demand payment of the fair market value of his shares in case: (i) any amendment to the Company’s Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences over the outstanding shares, or of extending or shortening the term of corporate existence; (ii) of any sale, lease, mortgage or disposition of all or substantially all of the corporate property or assets; and, (iii) of merger or consolidation.

At any time after this Information Statement has been sent out, any stockholder who voted against a proposed action and wishes to exercise his right of appraisal must make a written demand, within thirty (30) days after the date of the Meeting or when the vote was taken, for the payment of the fair market value of his shares. Upon payment, he must surrender his stock certificate(s). No payment shall be made to any stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

NO corporate action is being proposed or submitted in the Meeting that may call for the exercise of a stockholder’s right of appraisal.

Item 3. Interest or Opposition of Certain Persons in Matters to be Acted Upon

- (a) A proposal to increase the authorized capital stock of the Company from Two Billion Pesos (P2,000,000,000.00) to Four Billion Pesos (P4,000,000,000.00) will be submitted to the stockholders for approval.

In this regard, the Company plans to undertake a private placement of up to 2,300,000,000 shares, in favor of Alakor Corporation and its designated affiliate(s) to be taken from the capital increase and, if necessary, from existing unissued capital stock of the Company.

The following directors of the Company are also directors of Alakor Corporation: Alfredo C. Ramos, Presentacion S. Ramos, Maureen Alexandra S. Ramos, Gerard Anton S. Ramos and Adrian Paulino S. Ramos.

Except as disclosed above, NO director, officer, nominee for election as director, or associate of such director, officer or nominee has any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the Meeting, other than election to office.

- (b) As of the date this Information Statement is given to stockholders of record, NO director of the Company has informed the Company in writing that he intends to oppose any action to be taken by the Company at the Meeting.

B. Control and Compensation Information

Item 4. Voting Securities and Principal Holders Thereof

The Company's capital stock consists of common shares only which are issued and transferable to both Philippine and non-Philippine nationals; *provided*, that the Company's common shares shall not be issued to non-Philippine nationals in excess of forty percent (40%) of the Company's outstanding capital stock.

- (a) **Record Date.** The Record Date with respect to this solicitation is **March 14, 2014**. Only stockholders of record as at the close of business on March 14, 2014 are entitled to notice of, and to vote at, the Meeting.
- (b) **Outstanding Shares.** As of Record Date, the Company has an outstanding capital stock of 1,164,999,818 common shares owned by 3,112 stockholders. Each common share is entitled to one (1) vote.
- (c) **Cumulative Voting.** A stockholder entitled to vote at the Meeting shall have the right to vote in person or by proxy the number of shares registered in his name in the stock and transfer book of the Company for as many persons as there are directors to be elected. Each stockholder shall have the right to cumulate said shares and give one nominee 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 cumulative voting principle among as many nominees as he shall see fit; *provided*, that the number of votes cast by a

stockholder shall not exceed the number of his shares multiplied by the number of directors to be elected.

- (d) **Stock Ownership of Certain Record and Beneficial Owners.** The following persons are known to the Company to be directly or indirectly the owner of more than 5% of the Company's voting securities as of Record Date:

Title of Class	Name and address of record owner and relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of shares held	Percentage Ownership
Common	PCD Nominee Corporation Makati Stock Exchange Bldg. 6767 Ayala Avenue, Makati City Stockholder	PCD Participants (see note A)	Filipino/Non Filipino	399,006,484*	34.25%
Common	BDO Securities Corporation 27 Tower 1 Exchange Plaza Ayala Ave., Makati City Stockholder	National Book Store Inc. Client (see Note B)	Filipino	464,143,757**	39.84%
Common	Alakor Securities Corporation 9 th Floor, Quad Alpha Centrum 125 Pioneer St., Mandaluyong City Stockholder	Alakor Corporation Client (see Note B)	Filipino	105,375,425**	9.05%
Common	Alakor Securities Corporation 5 th Floor Quad Alpha Centrum 125 Pioneer St. Mandaluyong City Stockholder	National Book Store Inc. Client (see Note B)	Filipino	73,454,649**	6.31%

*Of the total 1,123,876,222 shares under the name of PCD Nominee Corp., 464,808,257 shares (39.898%) are under the name of BDO Securities Corp. (BDOSC), and 260,610,032 shares (22.370%) are under the name of Alakor Securities Corporation (ASC).

**Of the 464,808,257 shares under the name of BDOSC, National Book Store Inc.(NBSI) owns 464,143,757 shares (39.84%). Of the 260,610,032 shares under the name of ASC, Alakor Corporation (AC) owns 105,375,425 shares (9.05%), while NBSI owns 73,454,649 shares (6.31%).

Note A: The shares registered under the name of PCD Nominee Corporation (PCD) are beneficially owned by its participants. Based on PCD's books, there are 195 beneficial owners of the Company's voting stock of which BDOSC and ASC are the record owner of more than 5% of the Company's voting securities

Note B: Among the clients of BDOSC and ASC, NBSI and AC are the beneficial owners of more than 5% of the Company's voting securities.

Note C. As a matter of practice, PCD itself does not vote the number of shares registered in its name; instead, PCD issues a general proxy constituting and appointing each of its participants as PCD's proxy to vote for the number of shares owned by such participant in PCD's books as of Record Date.

The proxies of NBSI and AC are appointed by their Boards of Directors and the Company becomes aware of such proxies only when the appointments are received by the Company. Based on previous practice, Mr. Alfredo C. Ramos has been appointed proxy for NBSI and AC for the previous years. Mr. Ramos has direct/indirect interest/shareholdings in NBSI and AC.

- (e) **Voting Trust Holders of 5% or More.** To the extent known to the Company, there is **NO** person holding more than 5% of the Company's voting stock under a voting trust or similar agreement.
- (f) **Stock Ownership of Management.** The Company's directors (D), Chief Executive Officer (CEO), other officers (O) and nominees (N) own the following number of shares:

<u>Title of Class</u>	<u>Name of beneficial owner</u>	<u>Amount and nature of Beneficial ownership</u>		<u>Citizenship</u>	<u>Percent Of Class</u>
		<u>Direct</u>	<u>Indirect</u>		
Common	Alfredo C. Ramos (D/CEO/N)	11,000	24,659,638	Filipino	2.12%
Common	Christopher M. Gotanco (D/O/N)	110	16,805,540	Filipino	1.1.0%
Common	Augusto B. Sunico (D/O/N)	22,110	110,000	Filipino	0.03%
Common	Roberto V. San Jose (D/O/N)	373,866	59,386	Filipino	0.04%
Common	Francisco A. Navarro (D/N)	400,000	13,582	Filipino	0.04%
Common	Presentacion S. Ramos (D/N)	55,000	27,481,665	Filipino	2.46%
Common	Adrian Paulino S. Ramos (D/N)	18,000	33,000	Filipino	<0.01%
Common	Gerard Anton S. Ramos (D/N)	1,000	0	Filipino	<0.01%
Common	Renato C. Valencia (ID/N)	1,100	0	Filipino	<0.01%
Common	Ramoncito Z. Abad (ID/N)	1,100	0	Filipino	<0.01%
Common	Maureen Alexandra S. Ramos-Padilla (D/N)	22,000	873,066	Filipino	0.08%
Common	Adrian S. Arias (O)	1,000	19,000	Filipino	0.00%
Common	Iluminada P. Rodriguez (O)	22,000	0	Filipino	0.01%

The total number of shares owned by the Company's directors, Chief Executive Officer, other officers and nominees for election as directors is 70,983,163 shares, or approximately 6.09% of the Company's outstanding capital stock. Except for the shares appearing on record in the names of the directors and officers above, the Company is not aware of any shares which said persons may have the right to acquire beneficial ownership of.

There has been **NO** change in the control of the Company since the beginning of the last fiscal year.

Item 5. Directors and Executive Officers

- (a) **Information.** The names, ages, citizenship, positions and periods of service of directors, executive officers and persons nominated to become such are as follows:

Name	Age	Citizenship	Position	Period of Service	Committee Membership/Position	Period of service as such officer
Alfredo C. Ramos	70	Filipino	Chairman of the Board	1989-present	Nomination-Member	2004-present
Christopher M. Gotanco	64	Filipino	Director	1987-present	Nomination-Member	2004-present
			President	1988-present	Compensation-Member	2004-present
Adrian S. Arias	51	Filipino	Executive Vice President	2005-present		
			Assistant Corporate Secretary	1997-present		
Augusto B. Sunico	85	Filipino	Director	1984-present		
			Treasurer	1986-present		
Illuminada P. Rodriguez	66	Filipino	VP-Finance and Administration	2005-present	Nomination-Member (Non Voting)	2004-present
Roberto V. San Jose	72	Filipino	Director	1998-present		
			Corporate Secretary	1979-present		
Presentacion S. Ramos	72	Filipino	Director	1984-present		
Francisco A. Navarro	71	Filipino	Director	1984-present	Audit-Member	2011-present
Adrian Paulino S. Ramos	35	Filipino	Director	2006-present	Compensation-Member	2006-present
					Audit-Member	2006-present
Gerard Anton S. Ramos	39	Filipino	Director	2011-present		
Maureen Alexandra S. Ramos-Padilla	41	Filipino	Director			
Renato C. Valencia	72	Filipino	Independent Director	2006-present	Nomination-Chairman	2006-present
					Audit-Member	2006-present
Ramoncito Z. Abad	67	Filipino	Independent Director	2007-present	Compensation-Chairman	2007-present
					Audit-Member	2007-present

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 in the next succeeding Annual Stockholders' Meeting; *provided*, that a director elected to fill a vacancy in the Board shall only serve the unexpired term of his predecessor.

All the Company's incumbent directors were elected in the 2013 Annual Stockholders' Meeting held on 22 October 2013 and have since served in such capacity.

The names of the members and chairpersons of the Company's corporate governance committees are as follows:

Nominations Committee

Renato C. Valencia	-	Independent Director, Chairman
Alfredo C. Ramos	-	Director, Member
Christopher M. Gotanco	-	Director, Member
Illuminada P. Rodriguez	-	VP-Finance & Administration Non-voting Member

Compensation & Remuneration Committee

Ramoncito Z. Abad	-	Independent Director, Chairman
Christopher M. Gotanco	-	Director, Member
Adrian Paulino S. Ramos	-	Director, Member

Audit Committee

Renato C. Valencia	-	Independent Director, Chairman
Ramoncito Z. Abad	-	Independent Director, Member
Francisco A. Navarro	-	Director, Member
Adrian S. Ramos	-	Director, Member

There are **NO** arrangements that may result in a change in control of the Company.

Independent Directors. Pursuant to Securities Regulation Code (SRC) Sec. 38 and Rule 38.1, the Company is required to have at least two (2) independent directors. The Company's incumbent independent directors are Messrs. Renato C. Valencia and Ramoncito Z. Abad.

The Company's Amended By-Laws incorporating the provisions of SRC Rule 38 were approved by the Securities and Exchange Commission on September 14, 2006.

In line with the guidelines set by the Nomination Committee and approved by the Board of Directors, the Nomination Committee receives the names of nominees and screens them based on the policies and parameters for screening nominees for independent directorship. The final list of candidates, with the information required under Part IV(A) and (C) of Annex C of SRC Rule 12, is herewith attached. Mr. Alessandro O. Sales nominated Mr. Renato C. Valencia, while Mr. Victor V. Benavidez nominated Mr. Ramoncito Z. Abad for election as independent directors of the Company for fiscal year 2013. Messrs. Sales and Benavidez are not related to either or both Messrs. Valencia and Abad. Neither Mr. Sales nor Mr. Benavidez has any business relationship to either or both Messrs. Valencia and Abad.

Messrs. Valencia and Abad possess the qualifications and none of the disqualifications of an independent director.

Business Experience of Executive Officers and Director-Nominees

Mr. Alfredo C. Ramos is the Chairman of the Board and Chief Executive Officer of the Company. He serves as a director and/or executive officer, and maintains business interests, in companies engaged in the printing, publication, sale and distribution of books, magazines and other printed media (1962-present), mining (1988-present), oil and gas exploration (1989-present), property development (1991-present), shopping center (1992-present), department store (1993-present), transportation (1996-present) and retail (1999-present), among others.

Mr. Christopher M. Gotanco is a Director and the President/COO of the Company. He serves as a director and/or executive officer in companies engaged in oil and gas exploration (1982-present), mining (1993-present), investment holdings (1995-present), transportation (1996-present), property development (1996-present), investment house and financial services (2007-present), among others.

Mr. Augusto B. Sunico is a Director and the Treasurer of the Company. He has served as a director and/or executive officer, and maintained business interests, in companies engaged in education (1980-present), oil and gas exploration (1984-present), mining (1991-present), property development (1991-present), investment house and financial services (1992-present), shopping center (1992-present) and stock brokerage (1994-present), among others.

Atty. Roberto V. San Jose is a Director and the Corporate Secretary of the Company. He has been in the active practice of law for more than forty five (45) years.

Ms. Presentacion S. Ramos is a Director of the Company. She serves as a director and/or executive officer, and maintains business interests, in companies engaged in the printing, publication, sale and distribution of books, magazines and other printed media (1975-present), oil and gas exploration (1984-present), department store (1993-present), mining (1993-present) and stock brokerage (1996-present), among others.

Mr. Francisco A. Navarro is a Director of the Company. He serves as a director, and has headed the exploration and development groups, of various companies involved in oil and gas exploration (1982-present) and mining (1993-present), among others.

Mr. Adrian Paulino S. Ramos is a Director of the Company. He serves as a director and/or executive officer, and maintains business interests, in companies engaged in the printing, publication, sale and distribution of books, magazines and other printed media (1996-present), investment holdings (2005-present), securities (2005-present), property development and infrastructure (2006-present), mining (2006-present) and bulk water supply (2006-present), among others.

Mr. Renato C. Valencia was elected independent director of the Company in December 2006. He is the former administrator of the Social Security System. He serves as director and/or executive officer in companies engaged in banking (1998-present), investment holdings (1998 to present) and education and technology (2003 to present).

Mr. Ramoncito Z. Abad was elected independent director of the Company in March 2007. He is the former president of Philippine National Construction Company (PNCC) (1989-1996) and the former Chairman of the Development Bank of the Philippines (1998-2001). He serves as director and/or executive officer in companies engaged in consumer distribution (1999-present) and construction (2000-present).

Ms. Maureen Alexandra S. Ramos-Padilla is a Director of the Company. She serves as a director and/or executive officer, and maintains business interests in companies engaged in such as department store, media and music distribution, securities brokerage property development, oil and gas exploration and development (2013-present) Crossings Department Store Corporation, Shang Properties, Inc., The Philodrill Corporation, Alakor Securities Corporation, and Music One Corporation, among others.

Mr. Gerard Anton S. Ramos is a director of the Company. He serves as a director and/or executive officer, and maintains business interests, in companies engaged in the printing, publication, sale and distribution of books, magazines and other printed media (1996-present), securities (1996-present), property development and infrastructure (1996-present), investment holdings (2000-present) and mining (2008-present), among others.

Atty. Adrian S. Arias is the Company's Executive Vice President and Assistant Corporate Secretary. He has been in active corporate law practice for more than twenty (20) years and serves as a director and/or officer of a logistics company (2004-present), investment house (2006-present), financial services (2006-present), distribution services (2006-present), merchandising (2009-present), shared support services (2011-present), and mining (2012-present).

Ms. Iluminada P. Rodriguez is the Vice President for Finance and Administration of the Company. She has served as an executive officer/director of companies involved in garments manufacturing and exporting (1990-present), oil and gas exploration (1987-2006) and condominium corporation (1987 to 2010).

Directors with other directorship(s) held in reporting companies

<i>Alfredo C. Ramos</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>North Triangle Depot Comm'l Corp.</i>
	<i>Atlas Consolidated Mining & Dev't. Corp</i>	<i>Shang Properties, Inc.</i>
	<i>MRT Holdings, Inc.</i>	<i>The Philodrill Corporation</i>
	<i>MRT Dev't Corp.</i>	<i>United Paragon Mining Corp.</i>
	<i>National Book Store, Inc.</i>	<i>Vulcan Industrial & Mining Corp.</i>
<i>Christopher M. Gotanco</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>Penta Capital Finance Corp.</i>
	<i>Boulevard Holdings, Inc.</i>	<i>Penta Capital Investment Corp.</i>
	<i>MRT Holdings, Inc.</i>	<i>The Philodrill Corporation</i>
	<i>MRT Dev't Corp.</i>	<i>United Paragon Mining Corp.</i>
	<i>North Triangle Depot Comm'l Corp</i>	<i>Vulcan Industrial & Mining Corp.</i>
<i>Augusto B. Sunico</i>	<i>Alakor Securities Corporation</i>	<i>Penta Capital Investment Corp.</i>
	<i>Anglo Philippine Holdings Corporation</i>	<i>The Philodrill Corporation</i>
	<i>Manuel L. Quezon University</i>	<i>United Paragon Mining Corp.</i>
	<i>Penta Capital Finance Corp</i>	

<i>Presentacion S. Ramos</i>	<i>Alakor Securities Corporation</i>	<i>The Philodrill Corporation</i>
	<i>Anglo Philippine Holdings Corporation</i> <i>National Book Store Inc.</i>	<i>Vulcan Industrial & Mining Corp.</i>
<i>Roberto V. San Jose</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>CP Equities Corporation</i>
	<i>Atlas Resources Management Group</i>	<i>Mabuhay Holdings Corporation</i>
	<i>CP Group of Companies</i>	
<i>Francisco A. Navarro</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>Vulcan Industrial & Mining Corp.</i>
	<i>The Philodrill Corporation</i>	
<i>Adrian Paulino S. Ramos</i>	<i>Alakor Securities Corporation</i>	<i>The Philodrill Corporation.</i>
	<i>Anglo Philippine Holdings Corporation</i>	<i>United Paragon Mining Corp.</i>
	<i>Aquatlas Inc.</i>	<i>Vulcan Industrial & Mining Corp.</i>
	<i>Atlas Consolidated Mining & Dev't. Corp</i>	
<i>Maureen Alexandra S. Ramos-Padilla</i>	<i>Shang Properties, Inc.</i>	<i>Music One Corporation</i>
	<i>The Philodrill Corporation</i>	<i>Alakor Securities Corporation</i>
<i>Gerard Anton S. Ramos</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>United Paragon Mining Corp.</i>
	<i>Atlas Consolidated Mining & Dev't. Corp</i>	
<i>Renato C. Valencia</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>Metropolitan Bank & Trust Company</i>
	<i>GT Capital Holdings Inc.</i>	<i>Roxas & Company Inc.</i>
	<i>House of Investments</i>	<i>Roxas Holdings Inc.</i>
	<i>i- People, Inc.</i>	<i>Vulcan Industrial & Mining Corp.</i>
	<i>Malayan Insurance Co.</i>	
<i>Ramoncito Z. Abad</i>	<i>Anglo Philippine Holdings Corporation</i>	<i>Monheim Group of Distributors</i>

Significant Employees. Other than its executive officers, the Company has not engaged the services of any person who is expected to make significant contributions to the business of the Company. The Company is not dependent on the services of certain key personnel and there are no arrangements to ensure that these persons will remain with the Company and not compete upon termination.

Family Relationships. Mr. Alfredo C. Ramos (Chairman of the Board) is the husband of Ms. Presentacion S. Ramos (Director) and brother-in-law of Atty. Augusto B. Sunico (Director). Messrs. Adrian Paulino S. Ramos (Director), Gerard Anton S. Ramos (Director) and Ms. Maureen Alexandra Ramos-Padilla are the sons and daughter of Mr. Alfredo C. Ramos and Ms. Presentacion S. Ramos.

Involvement in Certain Legal Proceedings. For the past five (5) years up to the date this Information Statement is sent to stockholders, the Company is not aware of:

- (1) Any bankruptcy petition filed by or against any business of which any director, nominee for election as director, executive officer, underwriter or control person of the Company was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (2) Any 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 involving any director, nominee for election as director, executive officer, underwriter or control person of the Company;
- (3) Of any director, nominee for election as director, executive officer, underwriter or control person of the Company being subject to any 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,
- (4) Of any director, nominee for election as director, executive officer, underwriter or control person of the Company being found by 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, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Related Party Transactions. There had been **NO** transaction during the last two years to which the Company was or is to be a party in which any director or executive officer of the Company, or nominee for election as director, or owner of more than 10% of the Company's voting stock, or voting trust holder of 10% or more of the Company's shares, or any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of these persons, had or is to have a direct or indirect material interest, **EXCEPT** that:

On March 12, 2014, the Board of Directors approved a proposal for the Company to undertake a private placement of up to 2,300,000,000 shares of stock in favour of Alakor Corporation and its designated affiliate(s).

The following directors of the Company are also directors of Alakor Corporation: Alfredo C. Ramos, Presentacion S. Ramos, Maureen Alexandra S. Ramos, Gerard Anton S. Ramos and Adrian Paulino S. Ramos. They did not participate in voting for the approval of the planned private placement of shares in favour of Alakor Corporation and its designated affiliate(s) at the Board meeting where the same was approved.

In the ordinary and regular course of business, the Company had transactions with related parties (i.e. companies with shareholders common with the Company) which principally consist of advances TO related parties and loans/advances FROM related parties. The identities of these related parties, including the amounts and details of the transactions are disclosed in Note 15 of the Company's 2013 Audited Financial Statements, a copy of which is included in this Information Statement.

- (1) Business purpose of the arrangement. The business purpose of related party transactions is to address immediate working capital requirements of related parties (in the case of advances TO related parties) or of the Company (in the case of loans/advances FROM related parties).
- (2) Identification of the related parties' transaction business with the registrant and nature of the relationship. See Note 15 of the Company's 2013 Audited Financial Statements.
- (3) How transaction prices were determined by parties. All transactions with related parties are based on prevailing market/commercial rates at the time of the transaction.
- (4) If disclosures represent that transactions have been evaluated for fairness, a description of how the evaluation was made. There are **NO** disclosures representing that the transactions with related parties have been evaluated for fairness inasmuch as the bases of all transactions with related parties were the prevailing market/commercial rates at the time of the transaction over which neither the Company nor the related parties have any control or influence whatsoever.
- (5) Any on-going contractual or other commitments as a result of the arrangement. **NONE**, other than the repayment of money lent or advanced.
- (6) There were **NO** transactions with parties that fall outside the definition of "related parties" under SFAS/IAS No. 24. Neither were there any transactions with persons with whom the Company or its related parties have a relationship that

enabled the parties to negotiate terms of material transaction that may not be available from other, more clearly independent parties on an arms' length basis.

Parent of the Company. **NO** person holds more than 50% of the Company's voting stock, and the Company has **NO** parent company.

- (b) **Resignation or Declination to Stand for Re-Election.** **NO** director elected in the 2013 Annual Stockholders' Meeting has resigned or declined to stand for re-election to the Board of Directors.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid to the Company's Chief Executive Officer and other three (3) most highly compensated executive and non-executive officers named below as a group for the two most recently completed fiscal years (2012 and 2011) and the ensuing fiscal year (2013) are:

Name	Position	Year	Salary	Bonus	Other Annual Compensation
Alfredo C. Ramos	Chairman/CEO				
Christopher M. Gotanco	President				
Adrian S. Arias	EVP				
Iluminada P. Rodriguez	VP-Finance & Admin				
		2012	P5,654,686	P1,840,786	-
		2013	6,249,273	2,412,803	
		2014 (est)	6,561,737	2,533,433	
All officers and directors as a group unnamed		2012	6,239,686	2,633,470	-
		2013	6,834,273	3,451,809	
		2014 (est)	7,175,987	3,624,400	

**The Company only employs a CEO and three (3) salaried officers*

For the years 2012 and 2013, directors and executive officers were paid the 13th month pay and corresponding bonuses.

For the most recently completed fiscal year and the ensuing fiscal year, directors received and will receive a per diem of ₱5,000 per month to defray their expenses in attending board meetings. There are no other arrangements for compensation of directors, as such, during the last fiscal year and for the ensuing fiscal year.

The Company maintains standard employment contracts with Messrs. Alfredo C. Ramos and Christopher M. Gotanco, both of which provide for their respective compensation and benefits, including entitlement to health benefits, representation expenses and Company car plan. Other than what is provided under applicable labor laws, there are no compensatory plans or arrangements with executive officers entitling them to receive more than P2,500,000 as a result

of their resignation or any other termination of employment, or from a change in control of the Company, or a change in the executive officers' responsibilities following a change in control of the Company.

The Company maintains a retirement plan pursuant to which an eligible employee will receive one month's pay for every year of service for the first 10 years and two month's pay for every year of service beyond 10 years. Based on this policy, the retirement pay of some officers of the Company may exceed P2,500,000.

There are NO warrants or options outstanding in favor of directors and officers of the Company.

Item 7. Independent Public Accountants

The auditing firm of Sycip Gorres Velayo and Co. (SGV), with address at 6760 Ayala Avenue, 1226 Makati City, was appointed external auditor of the Company in the 2013, 2012 and 2011 Annual Stockholders' Meetings with Mr. John T. Villa as the partner-in-charge from 2009 to 2013.

For 2014, SGV is recommended to stockholders for appointment as independent external auditor of the Company.

The fees of the external auditor in the past three (3) years are as follows:

<u>Year</u>	<u>Audit & Audit Related Fees</u>	<u>Tax Fees</u>	<u>Other Fees</u>
2011	P434,580	P52,150	0
2012	P488,158	P58,579	0
2013	P492,319	P59,078	0

For the past three (3) years, the Company has engaged the services of the SGV for the audit and review of the annual financial statements in connection with statutory and regulatory filings for the years 2011, 2012 and 2013. The amounts under the caption "*Audit & Audit Related Fees*" for the years 2011, 2012 and 2013 pertain to these services. The Audit Committee has an existing policy prohibiting the Company from engaging the external auditor to provide services that may adversely impact its independence, including those expressly prohibited by regulations of the Securities & Exchange Commission (SEC).

SGV representatives are expected to be present at the Meeting and they will have the opportunity to make a statement and respond to appropriate questions.

SGV became the independent auditor of the Company in 2009 with Mr. John T. Villa as the partner-in-charge. Previously, KPMG Manabat Sanagustin & Co. was the Company's independent external auditor for the past ten (10) years up to 2008, with Mr. Ricardo G. Manabat as the partner-in-charge for 2008.

The Company **NEVER** had any disagreement with its auditors, SGV and KPMG Manabat Sanagustin & Co. nor with Mr. Villa and Mr. Manabat on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedures and the Company did not engage any new independent external auditor, either as principal accountant to audit the

Company's financial statements or as an independent accountant on whom the principal accountant has expressed or is expected to express reliance in its report regarding a significant subsidiary, during the two most recent fiscal years or any subsequent interim period.

NO independent accountant engaged by the Company as principal accountant, or an independent accountant on whom the principal accountant expressed reliance in its report regarding a significant subsidiary, has resigned, or has declined to stand for re-election after completion of the current audit, or was dismissed. The auditor's representatives are expected to be present at the Meeting and will have the opportunity to make a statement and respond to appropriate questions.

The Company's audit committee is headed by Mr. Renato C. Valencia, as Chairman, and the members are Messrs. Ramoncito Z. Abad, Adrian Paulino S. Ramos and Francisco A. Navarro. The Audit Committee reviews and recommends to the Board and the stockholders the appointment of the external auditor and the fixing of the audit fees for the Company.

Item 8. Compensation Plans.

Not applicable.

C. Issuance and Exchange of Securities

Item 9. Authorization or Issuance of Securities Other than for Exchange

(a) Title and Amount of Securities to be Authorized or Issued

The Company will submit for approval of the stockholders an increase in the authorised capital stock FROM Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) common shares at P1.00 par value per share TO Four Billion Pesos (P4,000,000,000.00) divided into Four Billion (4,000,000,000) common shares at P1.00 par value per share.

To support the proposed capital increase, the Company will undertake a private placement of up to Two Billion Three Hundred Million (2,300,000,000) common shares to be taken from the proposed capital increase and, if necessary, from the Company's existing unissued common shares.

(b) Description of Securities

(1) Common Stock

- (a)** The Company's capital stock consists of common shares only which are issued and transferable to both Philippine and non-Philippine nationals; *provided*, that the Company's common shares shall not be issued to non-Philippine nationals in excess of forty percent (40%) of the Company's outstanding capital stock.

The Company is proposing to undertake a private placement of up to Two Billion Three Hundred Million (2,300,000,000) common shares (the “Offer Shares”) at a subscription price of P1.8516 per share.

The other terms of subscription for the Offer Shares shall be determined by the Board of Directors.

The Company will not offer the Offer Shares for subscription other than to Alakor Corporation and its designated affiliate(s). Article VI of the Company’s Articles of Incorporation contains a denial of a stockholder’s pre-emptive right to purchase, subscribe for, or take any part of any stock or of any other securities convertible into, or carrying options or warrants to purchase stock of, the Company, whether of the unissued authorised capital stock or any future increases of authorised capital stock.

- (b) The Offer Shares, when subscribed and issued, shall have the same dividend and voting rights as all other common shares of the Company.
- (c) Except as provided by Article VI of the Company’s Articles of Incorporation, common stockholders of the Company enjoy all the rights, benefits and privileges granted by applicable laws, rules and regulations.
- (d) The Company’s Articles of Incorporation and By-Laws has NO provision that would delay, defer or prevent a change in control of the Company.

(c) Description of Transaction

- (1) The Company proposes to undertake a private placement of up to 2,300,000,000 common shares of stock at a subscription price of P1.8516 per share.
- (2) The prospective proceeds from the private placement are intended to be used, in whole or in part and in any combination, to: (i) settle outstanding loan obligations; (ii) acquire dividend-yielding securities; and/or, (iii) fund the Company’s share in future property development projects.

The Company will undertake an investment evaluation to determine where to use the proceeds. The final investment decision of the Company will be subject to due diligence prior to implementation.

- (3) The Company will seek the approval of stockholders:
 - (i) to increase the authorised capital stock from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) common shares of One Peso (P1.00) par value each share to Four

Billion Pesos (P4,000,000,000.00) divided into Four Billion (4,000,000,000) common shares of One Peso (P1.00) par value each share;

- (ii) to undertake a private placement of up to Two Billion Three Hundred Million (2,300,000,000) common shares at a subscription price of P1.8516 per share in favour of related party(ies), Alakor Corporation and its designated affiliate(s);
- (iii) to waive the requirement under the Rule on Additional Listing of Securities of the Philippine Stock Exchange for a stock rights or public offering in connection with the placement; and,
- (iv) to amend the Company's Articles of Incorporation to: (a) reflect the increase in authorised capital stock; and, (b) to specify the location of the Company's principal office as "Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines".

(d) Effect of Private Placement

The private placement is intended to raise funds for the Company which will be used, in whole or in part and in any combination, to: (a) settle outstanding loan obligations; (b) acquire dividend yielding securities; and/or (c) finance the Company's share in future property development projects.

The Company is hopeful that these actions will result in a stronger balance sheet and improved portfolio of investments for the Company.

The private placement will have the effect of decreasing both the public float and foreign ownership of the Company. Other than these, the rights of existing stockholders shall remain the same and will not be affected by the proposed private placement.

Item 10. Modification or Exchange of Securities

Not Applicable.

Item 11. Financial and Other Information

See the Company's 2013 Audited Financial Statements accompanying this Information Statement.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

Not Applicable.

Item 13. Acquisition or Disposition of Property

Not applicable

Item 14. Restatement of Accounts

See Note 2 of the Company's 2013 Audited Financial Statements.

NO restatement of any account has been made from the time the Company's financial statements were last audited (31 December 2013) up to the date of this Information Statement.

NO material reclassification, merger, consolidation, or purchase/sale of a significant amount of assets, not in the ordinary course of business, has been undertaken by the Company and/or its subsidiary during the last three (3) years, EXCEPT for: (i) Reclassification of the Current Portion of Long Term Debt with maturities in December 2013 to Non-Current Portion of Long Term Debt; and, (ii) Consolidation of VMC's financial statements with the Company's as a result of the acquisition by the Company of 100% ownership of VMC on December 18, 2012.

NO action will be taken at the meeting with respect to the restatement of any asset, capital or surplus account of the Company.

D. Other Matters

Item 15. Action With Respect to Reports

The following will be submitted to the stockholders for approval/ratification at the Meeting:

- (a) Minutes of the 2013 Annual Stockholders' Meeting;

Approval of the Minutes of the 2013 Annual Stockholders' Meeting constitutes a ratification of the accuracy and faithfulness of the Minutes to the events that transpired during the said meeting. This does not constitute a second approval of the matters taken up at the 2013 Annual Stockholders' Meeting, which have already been approved.

- (b) Management Report for the year ended 31 December 2013 (a copy containing the information required by SRC Rule 20A is enclosed). Approval of the Management Report constitutes a ratification of the Company's performance during the previous fiscal year as contained therein.

- (c) Acts and Resolutions of the Board of Directors and Management from the date following the last Annual Stockholders' Meeting (October 22, 2013) to the present (May 20, 2014) including, but not limited to, the following:

1. Authorizing the Company to declare cash dividend equivalent to P0.03 per share to stockholders of record as of November 8, 2013 and payable on December 4, 2013. (October 22, 2013);

2. Authorizing the Company to renew its P437.8 Million Long Term Debt with EPL. (December 17, 2013);
3. Authorizing the Company to engage Professional Stock Transfer, Inc. as its stock transfer agent effective January 3, 2014, after the expiration of the Company's engagement with its former stock transfer agent, Fidelity Stock Transfers, Inc. (December 17, 2013);
4. Authorizing the setting of the Annual Stockholders' Meeting on May 20, 2014 and setting the record date therefor on March 14, 2014 (February 24, 2014);
5. Approving the Company's audited financial statements for the year ended 2013 (March 12, 2014);
6. Authorizing the Company: (March 12, 2014)
 - (a) to increase its authorised capital stock from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) common shares at P1.00 par value per share to Four Billion Pesos (P4,000,000,000.00) divided into Four Billion (4,000,000,000) common shares at P1.00 par value per share;
 - (b) to amend its Articles of Incorporation, specifically: (i) Article III to specify the Company's principal office location as "*Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines*"; and, (ii) Article VI to reflect the increase in authorised capital stock from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) common shares at P1.00 par value per share to Four Billion Pesos (P4,000,000,000.00) divided into Four Billion (4,000,000,000) common shares at P1.00 par value per share;
 - (c) to undertake a private placement of up to 2,300,000,000 common shares in favor of Alakor Corporation and its designated affiliate(s) at a subscription price of P1.8516 per share;
 - (d) to submit the proposed capital increase, private placement and amendment of Articles of Incorporation for approval by the stockholders at the next annual meeting of stockholders on May 20, 2014;
 - (e) in compliance with the PSE Rule on Additional Listing of Securities, to obtain a waiver from a majority of the minority stockholders attending the May 20, 2014 annual stockholders' meeting of the need to undertake a rights or public offering in connection with the placement; and,
 - (f) to authorise the President, Mr. Christopher M. Gotanco, and the Executive Vice President, Mr. Adrian S. Arias, to sign and execute any

and all documents, and to do all acts and things, as may be necessary or required to implement the foregoing;

- (d) Appointment of Sycip, Gorres Velayo and Company as the Company's independent external auditor for 2014.

Item 16. **Matters Not Required to be Submitted**

Proofs of transmittal to stockholders of the required Notice for the Meeting and of the presence of a quorum at the Meeting form part of the Agenda for the Meeting and will not be submitted for approval by the stockholders.

Item 17. **Amendment of Articles of Incorporation**

Article III of the Company's Articles of Incorporation is proposed to be amended to more particularly specify the location of the Company's principal office, in accordance with SEC Memorandum Circular No. 6, series of 2014.

Thus, the new Article III shall read as follows:

“III. That the place for the principal office of the Corporation is to be established or located at Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines, with branches anywhere in the Philippines or abroad.”

Article VI of the Company's Articles of Incorporation is proposed to be amended to increase the Company's authorized capital stock FROM Two Billion Pesos (P2,000,000,000.00) divided into Two billion (2,000,000,000) common shares at a par value of P1.00 per share TO Four Billion Pesos (P4,000,000,000.00) divided into Four Billion (4,000,000,000) common shares at a par value of P1.00 per share.

For this purpose, the new Article VI shall read as follows:

“VI. That the amount of capital stock is FOUR BILLION (4,000,000,000.00) PESOS, divided into FOUR BILLION (4,000,000,000) SHARES of common stock at the par value of ONE (P1.00) PESO each. x x x (As amended on December 22, 1994, October 22, 1994, October 10, 1995, and July 31, 1997).”

Item 18. **Other Proposed Action**

NO action on any matter, other than those stated in the Agenda for the Meeting, is proposed to be taken, except matters of incidence that may properly come at the Meeting.

Item 19. **Voting Procedures**

- (a) In the election of directors, the eleven (11) nominees with the greatest number of votes will be elected directors.

- (b) If the number of nominees for election as directors does not exceed the number of directors to be elected, the Secretary of the Meeting shall be instructed to cast all votes represented at the Meeting equally in favor of all such nominees. However, if the number of nominees for election as directors exceeds the number of directors to be elected, voting shall be done by ballot, cumulative voting will be followed, and counting of votes shall be done by two (2) election inspectors appointed by the stockholders present or represented by proxy at the Meeting.

In accordance with SRC Sec. 38 and SRC Rule 38, only nominees whose names appear in the Final List of Candidates for Independent Directors shall be eligible for election as Independent Directors. No other nomination shall be entertained after the Final List of Candidates shall have been prepared and no further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

Messrs. Renato C. Valencia and Ramoncito Z. Abad are nominated for election as independent directors of the Company for fiscal year 2014.

- (c) For the Company's proposed capital increase and amendment of Articles of Incorporation, a vote of stockholders representing two-thirds of the Company's outstanding capital stock who are present or represented by proxy at the Meeting shall be necessary for approval.

For all other corporate matters that will be submitted for approval and for such other matters as may properly come at the Meeting, a vote of the majority of the shares present or represented by proxy at the Meeting is necessary for their approval. Voting shall be done *viva voce* or by the raising of hands and the votes for or against the matter submitted shall be tallied by the Secretary.

PART II

INFORMATION REQUIRED IN A PROXY FORM

Item 1. Identification

The enclosed proxy is solicited in behalf of ANGLO PHILIPPINE HOLDINGS CORPORATION for use in voting at the 2014 Annual Stockholders' Meeting to be held on the date, time and place stated above and in the Notice accompanying this Information Statement and at any postponements or adjournments thereof.

Item 2. Instructions

Proxies, in the accompanying proxy form, must be properly signed, executed, dated and returned by the stockholder on or before May 13, 2014. Validation of proxies will be held at the Company's principal office on May 16, 2014 at 10:00 a.m. For corporate shareholders, the proxy

form must be accompanied by a corresponding secretary's certificate confirming the authority of the person executing the proxy.

Validated proxies will be voted at the Meeting in accordance with the authority and/or instructions of the stockholder expressed therein. Proxies which are not properly signed and dated, or which are received late, or which do not have an accompanying secretary's certificate (for corporate shareholders) shall not be voted at the Meeting.

Subject to a stockholder's right to revoke his own proxy as stated in Paragraph (c) below, a proxy given by a stockholder shall be voted by the Chairman of the Board, Mr. Alfredo C. Ramos, with full power of substitution and delegation, in accordance with the authorisation specifically granted by the stockholder.

If no specific authority and/or instruction is made in the proxy form, the shares of the stockholder will be voted FOR ALL the nominee directors named in the proxy form and FOR THE APPROVAL of all the matters stated in the proxy form and all other matters for which stockholders' approval may be sought in the Meeting and at any postponements or adjournments thereof.

The matters to be taken up in the Meeting and the names of nominee-directors are all specified in the proxy form accompanying this Information Statement with boxes opposite them where the stockholder or his designated proxy can indicate his preferred choice or vote.

Item 3. Revocability of Proxy

A stockholder giving a proxy has the power to revoke it at any time before the right granted under and by virtue of such proxy is exercised, either: (a) by submitting a sworn statement revoking such proxy on or before May 16, 2014; or, (b) by appearing at the Meeting in person and expressing his intention to vote his shares in person.

Item 4. Person Making the Solicitation

The enclosed proxy is solicited in behalf of the Company for use in voting at the 2014 Annual Stockholders' Meeting to be held on the date, time and place stated above and in the Notice accompanying this Information Statement and at any postponements or adjournments thereof.

There are NO other participants in the solicitation of proxies through this Information Statement, other than the Company.

Solicitation of proxies will be made primarily through the mail. Incidental solicitation in person or through telephone reminding stockholders to attend the Meeting may be made by the directors, officers and employees of the Company for which no contract or arrangement are or will be made and no compensation will be paid for such incidental solicitation.

The Company will bear the cost of preparing, collating and delivering to stockholders this Information Statement, the proxy form and the accompanying materials. The Company estimates

proxy solicitation expenditure to amount to about P150,000.00. As of March 20, 2014, the Company has spent around P20,000.00 for the preparation of proxy materials.

Item 5. Interest of Certain Persons in Matters to be Acted Upon

A proposal to increase the authorised capital stock of the Company from Two Billion Pesos (P2,000,000,000.00) to Four Billion Pesos (P4,000,000,000.00) will be submitted to the stockholders for approval. Following the capital increase, the Company plans to undertake a private placement of up to 2,300,000,000 shares, to be taken from the capital increase and from existing unissued capital stock of the Company, in favor of Alakor Corporation and its designated affiliate(s).

The following directors of the Company are also directors of Alakor Corporation: Alfredo C. Ramos, Presentacion S. Ramos, Maureen Alexandra S. Ramos, Gerard Anton S. Ramos and Adrian Paulino S. Ramos.

Except as disclosed above, each nominee for election as director of the Company has **NO** substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the Meeting, other than election to office.

Except as disclosed above, each associate of any of the foregoing persons has **NO** substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the Meeting.

PART III

SIGNATURE PAGE

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 at Mandaluyong City on March 20, 2014.



ADRIAN S. ARIAS
Assistant Corporate Secretary

Materials accompanying this Information Statement

1. Notice of the 2014 Annual Meeting of Stockholders with Agenda
2. Management Report on SEC Form 20A
3. Final List of Candidates for Independent Directors
4. Audited Financial Statements for 2013
5. Minutes of the Meetings of Stockholders – October 22, 2013
6. Proxy Form

The Company undertakes to provide, without charge, upon the written request of a stockholder, a copy of the Company's Annual Report on SEC Form 17-A. Such request should be addressed to the Corporate Secretary, Anglo Philippine Holdings Corporation, 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

The Annual Stockholders' Meeting of Anglo Philippine Holdings Corporation will be held on the following date and place:

**TUESDAY, 20 MAY 2014, 2:30 P.M.,
Mactan Room, EDSA Shangri-La Manila
Mandaluyong City, Philippines**


The agenda for the Meeting shall be, as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of 2013 Annual Stockholders' Meeting held on October 22, 2013
4. Management Report
5. Approval of the Company's Annual Report
6. Ratification of Corporate Acts and Resolutions
7. New Business
 - a. Private Placement of up to 2,300,000,000 shares at P1.8516/share in favor of Alakor Corporation and its designated affiliate(s), and waiver of the stock rights or public offering under the PSE Additional Listing Rules in connection with such Placement; and
 - b. Amendment of the Articles of Incorporation to: (i) increase the authorized capital stock from P2.0 billion to P4.0 billion; and, (2) specify the location of the Company's principal office as "*Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines*"
8. Election of Directors
9. Appointment of External Auditor
10. Other Matters
11. Adjournment

For purposes of the Meeting, stockholders of record as of **14 March 2014** are entitled to notice of and to vote at the Meeting. Registration for the Meeting begins at 1:00 p.m. and closes at 2:00 p.m. For convenience in registering your attendance, please present some form of identification such as driver's license, SSS Card, TIN Card, passport, etc.

Stockholders who cannot attend the Meeting in person but would like to be represented thereat are requested to accomplish, sign, date and return the enclosed Proxy Form to the Corporate Secretary at the 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City, no later than **May 13, 2014**. Corporate stockholders should also provide a notarized secretary's certificate attesting to the appointment of the corporation's proxy for the Meeting as well as the execution and delivery of the proxy form.

Mandaluyong City, Metro Manila, Philippines, March 20, 2014.


ROBERTO V. SAN JOSE
Corporate Secretary

ANGLO PHILIPPINE HOLDINGS CORPORATION

6th Floor, Quad Alpha Centrum
125 Pioneer Street, Mandaluyong City, Philippines
Tel (632) 631-5139; 635-6130; Fax (632) 631-3113

MANAGEMENT REPORT ACCOMPANYING INFORMATION STATEMENT PURSUANT TO SRC RULE 20(4)

I. Audited Financial Statements

The audited financial statements of Anglo Philippine Holdings Corporation (the “Company”) for the fiscal year ended 31 December 2013 and the corresponding Statement of Management's Responsibility are attached hereto.

II. Disagreements with Accountants on Accounting and Financial Disclosure. NONE

III. Management's Discussion and Analysis or Plan of Operations

(a) Full fiscal years

(1) Financial Condition, Changes in Financial Condition and Results of Operations

Financial highlights for the years 2013, 2012, and 2011 are presented below:

	2013 (Consolidated)	2012 (Consolidated Restated)	2011 (Parent Restated)
Revenues	496,769,731	545,478,100	465,536,269
Net income	208,691,532	383,088,459	287,712,702
Total assets	4,680,134,974	5,449,709,713	4,847,104,910
Total Liabilities	1,859,116,622	1,952,807,680	1,982,997,315
Net worth	2,821,018,352	3,496,902,033	2,864,107,595
Issued & subscribed capital	1,164,999,818	1,164,999,818	1,165,000,000

Changes in Financial Condition (2011-2013)

Revenues increased from 2011 to 2012 mainly due to increase in the market prices of Shang Properties, Inc. (SHNG) and The Philodrill Corporation (OV) shares. In contrast, revenues decreased from 2012 to 2013 likewise largely due to decrease in the values SHNG and OV shares. The Company sold its SHNG shares in August 2013 and generated an income of P66.7 million.

Net Income increased from 2011 to 2012, due to higher market prices of SHNG and OV shares in 2012, but declined from 2012 to 2013 due to: (i) lower revenues generated by the Company in 2013, (ii) higher cost and expenses due to payment of taxes; and, (iii) foreign exchange losses.

Total Assets increased from P4.8 billion in 2011 to P5.4 billion in 2012 due to increase in the value of financial assets through FVPL and available for sale (AFS) investments, arising from higher market prices of SHNG, OV and AT shares. However, Total Assets decreased from P5.4 billion in 2012 to P4.7 billion in 2013 due to the decline in market prices of SHNG, OV, and AT shares.

Total Liabilities decreased from P1.98 billion in 2011 to P1.95 billion in 2012 to P1.86 billion in 2013 due to payment of loans with Land Bank of the Philippines (LBP) and EPL.

The Company's Net Worth increased from P2.86 billion in 2011 to P3.5 billion in 2012, mainly due to corresponding increases in Net Income and Unrealized Valuation Gain on AFS investments generated by the Company from 2010 to 2012. Net Worth decreased from P3.5 billion in 2012 to P2.8 billion in 2013 due to the decrease in Net Income and Unrealized Valuation Gain on AFS investments generated by the Company.

Results of Operations - Full Year

Natural Resources

On December 18, 2012, the Company acquired 100% ownership of **Vulcan Materials Corporation** (VMC), a company engaged in the exploration and development of mineral and aggregates resources. VMC posted a net income of P2.3 million in 2013 compared to a net loss of P24.16 million in 2012.

The Company owns 21.81% of **United Paragon Mining Corporation** (UPM), which posted a net loss of P82 million in 2013 compared to a net loss of P79 million in 2013.

In September 2013, the Company purchased additional OV shares to increase ownership in OV from 1.71% to 11.87%. **The Philodrill Corporation (OV)** posted a consolidated net income of P312.2 million in 2013, compared to P302.7 million in 2012.

The Company owns 8.27% of **Atlas Consolidated Mining & Development Corporation** (AT) which posted a consolidated net income of P1.9 billion for the year ended 2013 compared to P3.4 billion in 2012.

Pending the transfer of its petroleum assets, the Company continues to participate in the following *Oil Exploration* contracts:

SC 6A (Octon), the Company has a 3.33% interest in SC 6A where the operator, Pitkin Petroleum, completed a new 3D seismic survey of the block. Processing and interpretation of the new 3D seismic data is ongoing at Fairfield in Vietnam.

In *SC 14 (Tara)*, the DOE, in a letter dated July 22, 2013, disapproved the request for the transfer of participating interests to farminees Peak Oil, Blade Petroleum, and VenturOil, as well as the transfer of operatorship in the block to Peak Oil for failure to submit the required qualification documents to the DOE despite the lapse of more than one (1) year.

In *SC 53 (Mindoro)*, the Company owns a 5% interest in SC 53 where the operator, Pitkin Petroleum, is preparing the planned Mini-Sosie seismic survey test on the Progreso prospect, as the information and education (EIC) campaign in the areas to be covered by the survey is underway. Pitkin plans to drill the Progreso-2 well by 2Q, 2014.

In *Area 15 (Sulu Sea)*, the DOE will reportedly re-bid the area. Anglo has an option to acquire a portion of Philodrill's interest in Area 15 in the event that bidders, Philodrill and Philex, are awarded the contract for Area 15.

SWAN Block - The consortium awaits PNOC-EC's evaluation of the merits of the offer to swap a portion of the consortium's interest in some blocks in exchange for interests in SC-57 and SC-58, which cover the old SWAN block.

Property Development

The Company owns 15.79% of *North Triangle Depot Commercial Corporation* which posted an audited net income of P398.4 million for 2013, compared to P352 million in 2012. NTDCC paid the Company a total of P49.98 million in cash dividends and P31.58 million in redemption of preferred shares in 2013.

The Company continues to maintain 15.79% interest in *MRT Development Corp.* which generates revenues from concessionaire rentals and advertising fees in the MRT 3 stations. Plans to develop the perimeter lot pads in the MRT 3 North Triangle depot are being finalized by Ayala Land Inc. and Global Estate Resorts, Inc.

Infrastructure

The Company continues to maintain 18.6% equity in *MRT Holdings, Inc.*, the indirect majority owner of the Metro Rail Transit Corporation. As of end-2013, average ridership stood at about 565,000 passengers per day.

Other Investments

The Company has minority investment in ***Brightnote Assets Corporation***, a holding company organized for the purpose of investing in the Calabarzon area.

Filipinas Energy Corporation (FEC) has not undertaken any business operation since its incorporation due to the deferment of the transfer of the Company's oil and mineral assets.

NO bankruptcy, receivership or similar proceeding has been filed by or against the Company and/or its subsidiary during the last three (3) years.

NO material reclassification, merger, consolidation, or purchase/sale of a significant amount of assets, not in the ordinary course of business, has been undertaken by the Company and/or its subsidiary during the last three (3) years, ***EXCEPT*** for: (i) Reclassification of the Current Portion of Long Term Debt with maturities in December 2013 to Non-Current Portion of Long Term Debt; and, (ii) Consolidation of VMC's financial statements with the Company's as a result of the acquisition by the Company of 100% ownership of VMC on December 18, 2012.

The top key performance indicators of the Company and its majority-owned subsidiary are as follows:

	<u>December 31, 2013</u> <u>(Consolidated)</u>	<u>December 31, 2012</u> <u>(Consolidated</u> <u>Restated)</u>	<u>December 31, 2011</u> <u>(Parent: Restated)</u>
Current Ratio	1.26 : 1	1.29 : 1	0.92 : 1
<u>Current Assets</u>	<u>342,921,149</u>	<u>1,027,094,314</u>	<u>810,056,425</u>
Current Liabilities	272,909,056	797,391,880	882,357,516
 Assets to Equity Ratio	 1.66 : 1	 1.56 : 1	 1.69 : 1
<u>Total Assets</u>	<u>4,680,134,974</u>	<u>5,449,709,713</u>	<u>4,847,104,910</u>
Stockholders Equity	2,821,018,352	3,496,902,033	2,864,107,595
 Debt to Equity Ratio	 0.66 : 1	 0.56 : 1	 0.69 : 1
<u>Total Liabilities</u>	<u>1,859,116,622</u>	<u>1,952,807,680</u>	<u>1,982,997,315</u>
Stockholders Equity	2,821,018,352	3,496,902,033	2,864,107,595
 Equity to Debt Ratio	 1.52 : 1	 1.79 : 1	 1.44 : 1
<u>Stockholders Equity</u>	<u>2,821,018,352</u>	<u>3,496,902,033</u>	<u>2,864,107,595</u>
Total Liabilities	1,859,116,622	1,952,807,680	1,982,997,315

Book Value per share	2.42	3.00	2.46
<u>Stockholders Equity</u>	<u>2,821,018,352</u>	<u>3,496,902,033</u>	<u>2,864,107,595</u>
Shares Outstanding	1,164,999,818	1,164,999,818	1,165,000,000
Earnings per share	0.18	0.33	0.25
<u>Net Income</u>	<u>208,691,532</u>	<u>383,088,459</u>	<u>287,712,702</u>
Average Number of shares outstanding	1,164,999,818	1,164,999,818	1,165,000,000

Current Ratio increased from 2011 to 2012 due to increase in Current Assets resulting from the higher market value of SHNG and OV shares. Current Assets decreased from 2012 to 2013 due to the sale of SHNG shares in August 2013 and decrease in the Current Portion of Long Term-Debt.

Assets-to-Equity Ratio declined from 2011 to 2012 as the overall effect of the increases in the market prices of SHNG and OV shares were greater than the increase in unrealised gains from mark-to-market valuation of AT shares. Assets-to-Equity ratio declined in from 2012 to 2013 due to lower prices across the board of SHNG, OV and AT shares. The Company also sold its SHNG shares in August 2013.

Debt-to-Equity Ratio decreased from 2011 to 2012 as Stockholders Equity rose on account of higher net income and unrealized valuation gains on AFS investments. However, these were reversed from 2012 to 2013 due to lower net income generated and unrealized valuation gain on AFS investments. Conversely, Equity-to-Debt Ratio increased from 2011 to 2012 due to increase in Stockholders Equity, but decreased in 2013 as Stockholders Equity also declined.

Book Value per Share (BVPS) increased from 2011 to 2012 due to higher market price of AT shares and the higher net income of the Company. On the other hand, BVPS decreased from 2012 to 2013 due to lower price of AT shares and lower net income generated by the Company.

Earnings Per Share (EPS) increased from 2011 to 2012 due to increase in net income, but decreased in 2013 due to a decline in net income.

(2) Yearend Results

For the year ended 2013, the Company posted a Net Income of P208.5 million compared to a net income of P383.1 million in 2012.

(3) Future Prospects

The Company remains optimistic on its future prospects on account of: (i) the strong property development sector, with the planned development of the North Triangle lot pads around Trinoma; and, (ii) full production operations of VMC, OV and AT.

Discussion and Analysis of Material Events and Uncertainties

Except as discussed below, Management is not aware of any material event or uncertainty that has affected the current interim period and/or would have a material impact on future operations of the Company.

The Company will continue to be affected by the Philippine business environment as may be influenced by any local/regional financial and political crises.

1. There are **NO** known trends, demands, commitments, events or uncertainties that have or are reasonably likely to have a material impact on the Company's short-term or long-term liquidity.
2. The Company's internal source of liquidity comes, primarily, from revenues generated from operations. The Company's external source of liquidity comes, primarily, from loans/financing obtained from financial institutions and, alternatively, may also come from the collection of its accounts receivables.
3. The Company has **NO** material commitments for capital expenditures but is expected to contribute its equity share in the capital expenditures of its investee companies. However, the bulk of the funding for such expenditures will be sourced from project financing.
4. There are **NO** known trends, events or uncertainties that have had or are reasonably expected to have a material impact on the revenues or income from continuing operations.
5. There are **NO** significant elements of income or loss that did not arise from the Company's operations.
6. There have been **NO** material changes from 2011-2013 in one or more line items of the Company's financial statements, EXCEPT as disclosed below:
 - a. Net Revenues increased from 2011 to 2012 due to increase in gains on fair value changes of financial assets at FVPL as a result of increase in the market values of SHNG and OV shares. On the other hand, Net Revenues decreased from 2012 to 2013 mainly due to the decrease in gains on fair value changes of financial assets at FVPL as a result of decrease in the market values of SHNG and OV shares. SHNG shares were sold in August 2013 resulting in a gain of P66.7 million.
 - b. Total sales amounting to P86.1 million was generated by the Company's subsidiary, Vulcan Materials Corporation (VMC).
 - c. Costs and Expenses in 2013 are higher at P288.1 million due to: (i) cost of sales of subsidiary VMC, (ii) higher general and administrative expenses due to payment of taxes, (iii) restructuring of receivables of related parties; and, (iv) foreign exchange

- losses. Costs and expenses are higher in 2011 compared to 2012 due to higher general and administrative expenses in 2011.
- c. Income Before Income Tax decreased in 2013 to P208.7 million due to lower revenues and higher costs and expenses in 2013 compared to 2012. On the other hand, Income Before Income Tax is higher at P423.5 million in 2012 against P318.7 million in 2011 due to higher Net Revenues generated by the Company in 2012.
 - d. Basic and Diluted Earnings Per Share decreased in 2013 due to the lower Net Income generated by the Company in 2013. The Basic and Diluted Earnings per share in 2012 was higher than 2011 due to the higher Net Income generated in 2012.
 - e. Retained Earnings continued to increased from 2011 to 2013 due to additional net income generated by the Company from 2011 to 2013.
 - f. Current Assets decreased from P1.03 billion in 2012 to P342.92 million in 2013 due to sale of SHNG shares in August 2013. Current assets increased from P810.06 million in 2011 to P1.03 billion in 2012 due to increased financial assets at fair value through profit and loss because of the higher market value of SHNG and OV shares.
 - g. Non-Current Assets decreased from P4.42 billion in 2012 to P4.34 billion in 2013 due in the decrease in value of its AFS investment. While the Company purchased additional OV shares, which was recorded as AFS investment of about P781.2 million, the decline in the market price of AT shares caused the decline in the value of AFS investment. Non Current Assets increased from P4.03 billion in 2011 to P4.4 billion in 2012 due to: (i) increase in AFS investment as a result of higher market value of AT shares; and, (ii) increase in property and equipment, deferred exploration costs, and other noncurrent assets as a result of the consolidation of subsidiary, VMC.
 - h. Current Liabilities decreased from P797.4 million in 2012 to P272.9 million in 2013 (i) due to partial payment of EPL loan; (ii) reclassification of the Current Portion of Long Term Debt to Non-Current Portion. Current Liabilities decreased from P882.4 million in 2011 to P797.4 million in 2012 due to payment of the Company's loans with LBP and EPL.
 - i. Non-Current Liabilities increased form P1.16 billion in 2012 to P1.59 billion in 2013 due to reclassification of its loans from EPL from Current to Non Current portion of Long Term Debt. The increased in current liabilities from P1.1 billion in 2011 to P1.2 billion in 2012 due to: (i) assumption of unearned revenues, decommissioning liability and retirement benefit liability of subsidiary, VMC; and, (ii) increase in deferred income tax liability.
 - j. Stockholders' Equity decreased from P3.5 billion in 2012 to P2.8 billion in 2013 due to lower market price of AT shares, while Stockholders' Equity increased from P2.9 billion in 2011 to P3.5 billion in 2012 due to increase in Net Income and unrealized valuation gain on AFS investments.

7. There are **NO** events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.
8. There are **NO** material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

Employees

As of 31 December 2013, the Company has twelve (12) full-time employees (including officers) who are not subject to any collective bargaining agreement.

IV. Brief Description of the General Nature and Scope of Business of the Company

Anglo Philippine Holdings Corporation (the “Company”) was incorporated in 1958, originally as an oil and mineral exploration company with the corporate name of “Anglo Philippine Oil Corp.” In 1996, the Company changed its primary purpose to that of an investments holding firm focused on natural resources, property development and infrastructure activities, and changed its corporate name to “Anglo Philippine Holdings Corporation”.

On December 18, 2012, the Company acquired 100% ownership of Vulcan Materials Corporation (VMC), a company involved in the exploration and development of mineral and aggregates resources.

Filipinas Energy Corporation (FEC), another wholly-owned subsidiary, is a petroleum and mineral exploration company incorporated in 2006. FEC has not undertaken any business operation since its incorporation due to the deferment of the transfer of the Company’s oil and mineral assets.

V. Market Price and Dividends

The Company’s shares are listed and traded in the Philippine Stock Exchange. As of March 21, 2014, the Company’s shares traded at P1.81 per share. The high and low sale price of the Company’s shares for each quarter during the last two (2) fiscal years 2012 and 2013 and the first two months of the current fiscal year 2014, expressed in Philippine Pesos, are as follows:

	<u>Stock Prices (Php)</u>	
	<i>High</i>	<i>Low</i>
2014 – Jan-Feb	1.89	1.65
2013 – 1 st quarter	2.47	2.15
2 nd quarter	2.42	1.80
3 rd quarter	2.06	1.82
4 th quarter	2.00	1.66

2012 – 1 st quarter	2.26	1.90
2 nd quarter	2.17	1.88
3 rd quarter	2.03	1.90
4 th quarter	2.70	1.96

Holders

As of 14 March 2014 (the “Record Date”), common shares outstanding stood at 1,164,999,818 shares and shareholders of record totalled 3,112. The Company’s top 20 Stockholders as of Record Date are as follows:

<u>Rank</u>	<u>Stockholders</u>	<u>Total Share</u>	<u>Percentage</u>
1	PCD NOMINEE CORPORATION	1,123,876,222	96.4701%
2	SAN JOSE OIL COMPANY, INC.	4,693,332	0.4029%
3	ALYROM PROPERTY HOLDINGS, INC.	2,924,900	0.2511%
4	SANTIAGO TANCHAN III	972,398	0.0835%
5	JALANDONI, JAYME, ADAMS & Co., INC.	964,700	0.0828%
6	CONSTANTINE TANCHAN	881,466	0.0756%
7	S.J. ROXAS & CO., INC. A/C # 2.19.038	850,000	0.0730%
8	MARIANO GO BIAO	850,000	0.0730%
9	JACK F. CONLEY	825,000	0.0708%
10	ANSALDO, GODINEZ & CO, INC.	818,895	0.0703%
11	JESSELYN CO	715,732	0.0614%
12	ANTONIO M. HENARES	660,000	0.0566%
13	TBG MBTC FAO CARLOS EJERCITO	500,000	0.0429%
14	JESUS GARCIA	440,000	0.0378%
15	ANTONIO HENARES &/OR CARMEN HENARES	440,000	0.0378%
16	ALAKOR SECURITIES CORPORATION	400,000	0.0343%
	FRANCISCO A. NAVARRO	400,000	0.0343%
17	ROBERTO V. SAN JOSE	373,866	0.0321%
18	JOSE MA. PANLILIO	330,000	0.0283%
19	JUANITO L. YEE	330,000	0.0283%
	C.A. PILE AS NOMINEE FOR HSBC MANILA ACC,		
20	MANUFACTURER HANOVVR	319,000	0.0274%

**Of the total 1,123,876,222 shares under the name of PCD Nominee Corp., 464,808,257 shares (39.898%) are under the name of BDO Securities Corp. (BDOSC), and 260,610,032 shares (22.370%) are under the name of Alakor Securities Corporation (ASC).*

Of the 464,808,257 shares under the name of BDOSC, National Book Store Inc.(NBSI) owns 464,143,757 shares (39.84%) and of the 260,610,032 shares under the name of ASC, Alakor Corporation (AC) owns 105,375,425 shares (9.05%), while NBSI owns 73,454,649 shares (6.31%).

Dividends

Cash Dividend	Amount	Declaration Date	Record Date	Payment Date
2013 – CD 11	P0.03/share	October 22, 2013	November 8, 2013	December 4, 2013
2013 – CD 10	P0.03/share	March 19, 2013	April 05, 2013	May3, 2013
2012 – CD 9	P0.02/share	October 19, 2012	November 07, 2012	November 23, 2012
2012 – CD 8	P0.04/share	March 28, 2012	April 16, 2012	May 4, 2012
2011 – CD 7	P0.03/share	September 28, 2011	October 12, 2011	November 08, 2011
2011 – CD 6	P0.05/share	March 25, 2011	April 08, 2011	April 29, 2011
2010 – CD 5	P0.03/share	April 12, 2010	April 30, 2010	May 24, 2010
2009 – CD 4	P0.15/share	April 22, 2009	May 08, 2009	May 29, 2009
2008 - CD 3	P0.05/share	April 25, 2008	May 30, 2008	June 25, 2008
2007 – CD 2	P0.05/share	July 27, 2007	October 15, 2007	November 8, 2007
2007 - CD 1	P0.10/share	April 30, 2007	May 17, 2007	June 8, 2007
Stock Dividend	Rate	Declaration Date	Record Date	Payment Date
2008 - SD 1	10%	Sept. 19, 2008	October 31,2008	Nov. 26, 2008

The Company's ability to declare and pay dividends on common equity is restricted by the availability of sufficient retained earnings.

Recent Sales of Unregistered Securities

NO unregistered securities were sold during the past three (3) years. All of the Company's issued and outstanding shares of stock are duly registered in accordance with the provisions of the Securities Regulation Code (SRC).

- (a) Securities Sold – not applicable; NO securities were sold
- (b) Underwriters and Other Purchases – not applicable; NO securities were sold
- (c) Consideration – not applicable; NO securities were sold
- (d) Exemption from Registration Claimed – not applicable; NO securities were sold.

VI. Corporate Governance

- (a) The Company uses the evaluation system established by the SEC in its Memorandum Circular No. 5, series of 2003, including the accompanying Corporate Governance Self-Rating Form (CG-SRF), to measure or determine the level of compliance of the Board of Directors and top-level management with the Company's Corporate Governance Manual.

- (b) The Company undertakes a self-evaluation process every semester and any deviation from the Company's Corporate Governance Manual is reported to the Management and the Board together with the proposed measures to achieve compliance.
- (c) Except as indicated below, the Company is currently in full compliance with the leading practices on good corporate governance embodied in the CG-SRF:
 - 1. The Company has prepared a draft Code of Conduct for the Board, CEO and staff, which is still undergoing changes to cope with the dynamics of the business. In the meantime, however, the Company has existing policies and procedures that can identify and resolve potential conflicts of interest.
 - 2. Employees and officers undergo professional development programs subject to meeting the criteria set by the Company. Succession plan for senior management is determined by the Board as the need arises.
- (d) The Company shall adopt such improvement measures on its corporate governance as the exigencies of its business will require from time to time.

The Company undertakes to provide, without charge, upon the written request of a stockholder, a copy of its Annual Report on SEC Form 17-A. Such request should be addressed to the Corporate Secretary, Anglo Philippine Holdings Corporation, 6th Floor, Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines.

**FINAL LIST OF CANDIDATES
FOR ELECTION AS INDEPENDENT DIRECTOR**

(A) **Candidates for Election as Independent Director**

(1) **Identity, names and ages of candidates for election as Independent Director**

Name	Age	Current Position	Period of service
Renato C. Valencia.	72	Independent Director	December 2006 to Present
Ramoncito Z. Abad	67	Independent Director	March 2007 to Present

Directors elected in the Annual Meeting of Stockholders have a term of office of one (1) year and serve as such until their successors are elected and qualified in the next succeeding Annual Meeting of Stockholders; *provided*, that a director who was elected to fill in a vacancy arising in the Board shall only serve the unexpired portion of his predecessor.

Business Experience During the Past Five (5) Years of Candidates for Independent Directors

Mr. Renato C. Valencia was elected independent director of the Company in December 2006. He is the former administrator of the Social Security System and former director/executive officer of the Bases Conversion Development Authority and Civil Aeronautics Board. He currently serves as director of Metropolitan Bank & Trust Company, GT Capital Holdings Inc., among others.

Mr. Ramoncito Z. Abad was elected independent director of the Company in March 2007. He is the former Chairman of the Development Bank of the Philippines and currently serves as a director/executive officer of the Monheim Group of Distributors and Cybertech International Builders.

Candidates for Independent Director with directorship(s) held in reporting companies

Renato C. Valencia	Anglo Philippine Holdings Corporation (ID) GT Capital Holdings Inc. House of Investments i- People, Inc. Malayan Insurance Co., Inc	Metropolitan Bank & Trust Company Roxas & Company Inc. Roxas Holdings Inc. Vulcan Industrial & Mining Corp.(ID)
Ramoncito Z. Abad	Anglo Philippine Holdings Corporation (ID)	Monheim Group of Distributors

**ID-Independent Director*

(3) **Family Relationships**

The candidates for election as independent directors of the Company are **NOT** related by consanguinity or affinity, either with each other or with any other member of the Company's Board of Directors.

(4) Involvement in Certain Legal Proceedings

The Company is not aware of: (1) any bankruptcy petition filed by or against any business of which an independent director, person nominated to become an independent director of the Company was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior that time; (2) any conviction by final judgment 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 of any independent director, person nominated to become an independent director; (3) any 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 the involvement in any type of business, securities, commodities or banking activities an independent director, person nominated to become an independent director of the Company; and, (4) judgment against an independent director, person nominated to become an independent director of the Company found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

There had been **NO** transaction during the last two years, nor is any transaction presently proposed, to which the Company was or is to be a party in which any independent director of the Company, or nominee for election as an independent director, or any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons had or is to have a direct or indirect material interest. In the ordinary and regular course of business, the Company had or may have transactions with other companies in which some of the foregoing persons may have an interest.

(C) Security Ownership of Candidates for Independent Directors

The candidates for independent directors own the following number of voting shares:

Type	Name of beneficial owner	Amount and nature of Beneficial ownership		Citizenship	Percent Of Class
		Direct	Indirect		
Common	Renato C. Valencia	1,100	0	Filipino	<0.01%
Common	Ramoncito Z. Abad	1,100	0	Filipino	<0.01%

As of 14 March 2014 (the “Record Date”), the aggregate number of shares owned by the candidates for election as independent director is 2,200 shares, or less than 0.01% of the Company’s outstanding capital stock.



103182014002125



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Type Stock Corporation

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Department CFD
Remarks

COVER SHEET

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S.E.C. Registration Number

A N G L O P H I L I P P I N E H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

6 t h F l o o r , Q u a d A l p h a C e n t r u m

B u i l d i n g , 1 2 5 P i o n e e r S t r e e t

M a n D a l u y o n G C i t y

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

Atty. Adrian S. Arias

+63(2)6315139

Contact Person

Company Telephone Number

Certificate of Independent Directors

0 3

Month

1 7

Day

FORM TYPE

Secondary License
Type, If Applicable

Month,

Day

S E C

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3 1 1 4

Total No. of Stockholders

Amended Articles Number/Section

Total Amount of Borrowings

P100 Million

Domestic

P1.475 Million

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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CERTIFICATE OF INDEPENDENT DIRECTORS

I, **RAMONCITO Z. ABAD**, Filipino of legal age and resident of 301 Vasquez Madrigal Plaza, 51 Annapolis, Greenhills San Juan, Metro Manila, after having been sworn to in accordance with law do hereby declare that:

1. I am an independent director of **ANGLO PHILIPPINE HOLDINGS CORPORATION**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Monheim Distributors	Chairman-Director	1999 to present
Republic of Ghana	Honorary Consul	2007 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Anglo Philippine Holdings Corporation, 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 the duties and responsibilities as an independent director under Securities Regulation.
5. I shall inform the corporate secretary of Anglo Philippine Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 18 of MARCH at QUEZON CITY.

RAMONCITO Z. ABAD
Affiant

MAR 18 2014 **QUEZON CITY**

SUBSCRIBED AND SWORN to before me this _____ at Mandaluyong City, affiant exhibiting to me his Passport No. XX4440168 issued on August 26, 2009 at Philippine.

Doc. No. 191
Page No. 21
Book No. 21
Series of 2014.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
COMMISSION EXPIRES **DEC. 31, 2015**
PTR NO. 904237, 1/02/2014, Q.C.
ROLL OF ATTORNEY NO. 25103



103182014001585



SECURITIES AND EXCHANGE COMMISSION

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Industry Classification
Company Type Stock Corporation

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S.E.C. Registration Number

A N G L O P H I L I P P I N E H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

6 t h F l o o r , Q u a d A l p h a C e n t r u m

B u i l d i n g , 1 2 5 P i o n e e r S t r e e t

M a n D a l u y o n G C i t y

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

Atty. Adrian S. Arias

Contact Person

+63(2)6315139

Company Telephone Number

0 3

Month

1 7

Day

Certificate of Independent Directors

FORM TYPE

Secondary License
Type, If Applicable

Month

Day

S E C

Dept. Requiring this Doc.

3 1 1 4

Total No. of Stockholders

Amended Articles Number/Section

Total Amount of Borrowings

P100 Million

Domestic

P1.475 Million

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

CERTIFICATE OF INDEPENDENT DIRECTORS

I, **RENATO C. VALENCIA**, Filipino of legal age and resident of 331 Ma. Cristina Road Ayala Alabang Muntinlupa City, after having been sworn to in accordance with law do hereby declare that:

1. I am an independent director of **ANGLO PHILIPPINE HOLDINGS CORPORATION**.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
	Please see attached.	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Anglo Philippine Holdings Corporation, 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 the duties and responsibilities as an independent director under Securities Regulation.
5. I shall inform the corporate secretary of Anglo Philippine Holdings Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 17th of March, 2014 at ~~QUEZON CITY~~.


RENATO C. VALENCIA
 Affiant

MAR 18 2014

SUBSCRIBED AND SWORN to before me this 17th day of March 2014 at ~~QUEZON~~ City, of Mandaluyong, Philippines, affiant exhibited to me his Passport No. EB9878248 issued on 19 February 2014 with expiry date of 17 February 2024.

Doc. No. 116
 Page No. 24
 Book No. 27
 Series of 2014.

ATTY. JOEL G. GORDOLA
 NOTARY PUBLIC
 COMMISSION EXPIRES DEC. 31, 2015
 PTR NO. 904237, 1/02/2014, Q.C.
 ROLL OF ATTORNEY NO. 25103

**CURRICULUM VITAE
RENATO C. VALENCIA**

Professional Background (Present Positions)

October 27, 2011 to date	President & CEO Roxas Holdings, Inc.
September 29, 2010 to date Nov. 24, 2004 – Mar. 25, 2009	Director Roxas Holdings, Inc.
Oct. 7, 2010 to date Jun. 22, 2004 to Mar. 24, 2009	Director Roxas and Company, Inc.
October 21, 1998 to date	Director Metropolitan Bank and Trust Company
Sep. 2, 2005 to date 2003 To Sep. 2, 2005	Chairman Director i-People, Inc
Mar. 19, 2007 to date	Director Anglo Philippine Holdings Corporation
Mar. 18, 2005 to date	Director House of Investments, Inc.
Mar, 18, 2005 to date	Director Malayan Insurance Company, Inc.
Nov. 2009 to date	Director Vulcan Industrial & Mining Corporation

Anglo Philippine Holdings Corporation and Subsidiary

Financial Statements
As of December 31, 2013 and 2012
and for Each of the Three Years in the Period Ended
December 31, 2013

and

Independent Auditors' Report

ANGLO PHILIPPINE HOLDINGS CORPORATION AND SUBSIDIARY
BALANCE SHEETS

	December 31, 2013 (Consolidated)	December 31, 2012 (Consolidated; As restated; Note 2)	January 1, 2012 (Parent Company; As restated; Note 2)
ASSETS			
Current Assets			
Cash and cash equivalents (Notes 4 and 26)	P22,180,599	P38,854,568	P50,638,965
Receivables (Notes 6, 17 and 26)	202,920,740	224,261,211	221,184,639
Financial assets at fair value through profit or loss (FVPL; Notes 5 and 26)	114,746,731	757,001,944	536,646,882
Inventories (Note 7)	-	3,852,317	-
Prepaid expenses and other current assets	3,073,079	3,124,274	1,585,939
Total Current Assets	342,921,149	1,027,094,314	810,056,425
Noncurrent Assets			
Available-for-sale (AFS) investments (Notes 8 and 26)	3,215,562,906	3,246,796,186	2,925,654,256
Investments in associates (Notes 10, 27 and 28)	851,145,870	887,750,848	925,724,437
Property and equipment (Note 11)	66,771,611	71,033,404	16,608,730
Deferred exploration costs (Note 12)	191,634,210	190,833,973	156,979,742
Retirement benefit plan asset (Note 23)	9,182,451	12,731,242	12,081,320
Other noncurrent assets (Note 13)	2,916,777	13,469,746	-
Total Noncurrent Assets	4,337,213,825	4,422,615,399	4,037,048,485
TOTAL-ASSETS	P4,680,134,974	P5,449,709,713	P4,847,104,910
LIABILITIES AND EQUITY			
Current Liabilities			
Short-term loans payable (Notes 14 and 26)	P-	P3,117,531	P50,000,000
Current portion of long-term debt (Notes 15 and 26)	50,000,000	535,062,543	607,188,784
Accounts payable and accrued expenses (Notes 16, 25 and 28)	217,200,310	257,706,021	216,355,214
Income tax payable (Note 24)	5,708,746	1,505,785	8,813,518
Total Current Liabilities	272,909,056	797,391,880	882,357,516
Noncurrent Liabilities			
Long-term debt - net of current portion (Notes 15 and 26)	1,525,117,133	1,074,028,417	1,067,427,667
Decommissioning liability (Notes 3 and 13)	13,676,388	13,926,467	-
Deferred tax liabilities - net (Note 24)	41,981,129	56,645,940	33,212,132
Retirement benefit liability (Note 23)	-	5,382,060	-
Unearned revenue (Note 13)	5,432,916	5,432,916	-
Total Noncurrent Liabilities	1,586,207,566	1,155,415,800	1,100,639,799
Total Liabilities	1,859,116,622	1,952,807,680	1,982,997,315
Equity (Note 18)			
Capital stock - P1 par value			
Authorized - 2,000,000,000 shares			
Issued - 1,170,616,788 shares and 1,170,616,970 shares in 2012 and 2011, respectively	1,170,616,788	1,170,616,788	1,170,616,970
Subscribed - 7,383,030 shares (net of subscriptions receivable amounting to P1,367,688)	6,015,342	6,015,342	6,015,342
Additional paid-in capital	4,658,460	4,658,460	4,658,460
Net unrealized mark-to-market gain on AFS investments (Notes 8 and 26)	359,561,288	1,172,003,568	852,954,759
Actuarial gains on retirement benefit, net of deferred taxes (Note 2)	3,221,314	5,307,489	4,750,148
Retained earnings (Note 26)	1,304,511,235	1,165,866,461	852,677,991
Treasury stock - 13,000,000 shares at P2.12 per share	(27,566,075)	(27,566,075)	(27,566,075)
Total Equity	2,821,018,352	3,496,902,033	2,864,107,595
TOTAL LIABILITIES AND EQUITY	P4,680,134,974	P5,449,709,713	4,847,104,910

See accompanying Notes to Financial Statements.

ANGLO PHILIPPINE HOLDINGS CORPORATION AND SUBSIDIARY
STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2013 (Consolidated; Note 2)	2012 (Consolidated; As restated; Note 2)	2011 (Parent Company; As restated; Note 2)
REVENUES			
Sales (Note 1)	P86,137,874	P-	P-
Gains on:			
Fair value changes of financial assets at FVPL (Notes 5 and 26)	60,332,721	237,382,562	34,915,718
Discount on long-term debt (Note 15)	53,883,649	92,950,216	120,292,209
Sale of investment (Notes 5 and 10)	66,682,700	-	144,836,162
Management fees (Note 19)	103,077,000	100,950,000	92,660,196
Dividend income (Note 19)	68,744,848	20,790,279	17,572,702
Equity in net earnings of associates (Notes 10 and 27)	44,950,372	35,149,901	30,354,785
Interest income (Note 22)	12,958,049	24,966,930	24,904,497
Foreign exchange gains - net	-	33,288,212	-
Other income - net	2,518	-	-
	<u>496,769,731</u>	<u>545,478,100</u>	<u>465,536,269</u>
COSTS AND EXPENSES			
Cost of sales (Note 20)	64,247,279	-	-
Interest and other finance charges (Notes 11, 15, 17, 22 and 26)	100,668,455	91,714,366	98,896,966
General and administrative (Note 21)	75,363,369	25,343,698	45,709,141
Losses on:			
Receivable restructuring (Note 6)	13,275,874	-	-
Sale of investment (Note 5)	-	4,881,770	-
Impairment of receivables (Notes 6 and 26)	-	-	2,130,186
Foreign exchange losses - net	34,523,222	-	116,727
	<u>288,078,199</u>	<u>121,939,834</u>	<u>146,853,020</u>
INCOME BEFORE INCOME TAX	<u>208,691,532</u>	<u>423,538,266</u>	<u>318,683,249</u>
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 24)			
Current	13,917,506	17,254,858	14,904,524
Deferred	(13,770,737)	23,194,949	16,066,023
	<u>146,769</u>	<u>40,449,807</u>	<u>30,970,547</u>
NET INCOME	<u>P208,544,763</u>	<u>P383,088,459</u>	<u>P287,712,702</u>
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Other comprehensive income (loss) that could be reclassified to profit or loss at a future point in time:</i>			
Net unrealized mark-to-market gain (loss) on AFS investments (Note 8)	(812,442,280)	319,048,809	(109,728,320)
<i>Other comprehensive income (loss) that could not be reclassified to profit or loss at a future point in time:</i>			
Re-measurement income (loss) on retirement benefit, net of deferred tax (Note 2)	(2,086,175)	557,341	821,923
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>(P605,983,692)</u>	<u>P702,694,609</u>	<u>P178,806,305</u>
Basic and Diluted Earnings Per Share (Note 25)	<u>P0.18</u>	<u>P0.33</u>	<u>P0.25</u>

See accompanying Notes to Financial Statements.

ANGLO PHILIPPINE HOLDINGS CORPORATION AND SUBSIDIARY
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 and 2011

	Capital Stock (Note 16)		Subscriptions Receivable	Additional Paid-in Capital	Net Unrealized Mark-to-Market Gain on AFS Investments (Note 7)	Actuarial Gains on Retirement Benefit Obligation	Retained Earnings	Treasury Stock (Note 16)	Total
	Issued	Subscribed							
Balances at January 1, 2011, as previously reported	P1,170,616,970	P7,383,030	(P1,367,688)	P4,658,460	P962,683,079	P-	P658,165,280	(P27,566,075)	P2,774,573,056
Effect of change in accounting for employee benefits (see Note 2)	-	-	-	-	-	-	P658,165,280	(P27,566,075)	-
Balances at January 1, 2011, as restated	1,170,616,970	7,383,030	(1,367,688)	4,658,460	962,683,079	3,928,225	-	-	3,928,225
Total comprehensive income for the year, as previously stated	-	-	-	-	-	3,928,225	658,165,280	(27,566,075)	2,778,501,281
Effect of change in accounting for employee benefits (see Note 2)	-	-	-	-	(109,728,320)	-	290,695,947	-	180,967,627
Total comprehensive income, as restated	-	-	-	-	-	821,923	(2,983,245)	-	(2,161,322)
Cash dividends (Note 16)	-	-	-	-	(109,728,320)	821,923	287,712,702	-	178,806,305
Balances at December 31, 2011	P1,170,616,970	P7,383,030	(P1,367,688)	P4,658,460	P852,954,759	P4,750,148	P852,677,991	(P27,566,075)	P2,864,107,595
Balances at January 1, 2012, as previously reported	P1,170,616,970	P7,383,030	(P1,367,688)	P4,658,460	P852,954,759	P-	P855,661,236	(P27,566,075)	P2,862,340,692
Effect of change in accounting for employee benefits (see Note 2)	-	-	-	-	-	-	-	-	-
Balances at January 1, 2012, as restated	1,170,616,970	7,383,030	(1,367,688)	4,658,460	852,954,759	4,750,148	(2,983,245)	-	1,766,903
Total comprehensive income for the year, as previously stated	-	-	-	-	-	-	852,677,991	(27,566,075)	2,864,107,595
Effect of change in accounting for employee benefits (see Note 2)	-	-	-	-	319,048,809	-	382,920,830	-	701,969,639
Total comprehensive income, as restated	-	-	-	-	-	557,341	167,629	-	724,970
Fractional shares	(182)	-	-	-	319,048,809	557,341	383,088,459	-	702,694,609
Cash dividends (Note 16)	-	-	-	-	-	-	-	-	(182)
Balances at December 31, 2012	P1,170,616,788	P7,383,030	(P1,367,688)	P4,658,460	P1,172,003,568	P5,307,489	P1,165,866,461	(P27,566,075)	P3,496,902,033
Balances at January 1, 2013, as previously reported	P1,170,616,788	P7,383,030	(P1,367,688)	P4,658,460	P1,172,003,568	P-	P1,168,682,077	(P27,566,075)	P3,494,410,160
Effect of change in accounting for employee benefits (see Note 2)	-	-	-	-	-	-	-	-	-
Balances at January 1, 2013, as restated	1,170,616,788	7,383,030	(1,367,688)	4,658,460	1,172,003,568	5,307,489	(2,815,616)	-	2,491,873
Total comprehensive loss for the year	-	-	-	-	-	5,307,489	1,165,866,461	(27,566,075)	P3,496,902,033
Cash dividends (Note 16)	-	-	-	-	(812,442,280)	(2,086,175)	208,544,763	-	(605,983,692)
Balances at December 31, 2013	P1,170,616,788	P7,383,030	(P1,367,688)	P4,658,460	P359,561,288	P3,221,314	P1,304,511,235	(P27,566,075)	P2,821,018,352

See accompanying Notes to Financial Statements.

DRAFT FOR MANAGEMENT REVIEW

ANGLO PHILIPPINE HOLDINGS CORPORATION AND SUBSIDIARY
STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2013 (Consolidated; Note 2)	2012 (Consolidated; Note 2)	2011 (Parent Company; Note 2)
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	P208,691,532	P423,538,266	P318,683,249
Adjustments for:			
Interest and other finance charges (Note 21)	100,668,455	91,714,366	98,878,974
Provision for impairment losses	11,494,026	-	-
Depreciation (Note 11)	3,454,400	1,292,638	1,480,548
Unrealized foreign exchange losses (gains)	735,152	(36,437,412)	(376,142)
Accretion expense on decommissioning liability	415,300	-	-
Dividend income (Note 19)	(68,744,848)	(20,790,279)	(17,572,702)
Discount on long-term debt (Note 15)	(53,883,649)	(92,950,216)	(120,292,209)
Equity in net earnings of associates (Note 10)	(44,950,372)	(35,149,901)	(30,354,785)
Interest income (Note 21)	(12,958,049)	(24,966,930)	(24,904,497)
Losses (gains) on:			
Receivable restructuring (Note 6)	13,275,874	-	-
Write off of receivables	593,339	-	-
Sale of investment (Notes 5 and 10)	(66,682,700)	4,881,770	(144,836,162)
Fair value changes of financial assets at FVPL (Note 5)	(60,332,721)	(237,382,562)	(34,915,718)
Sale of equipment (Note 11)	(15,833)	-	-
Impairment on receivables (Note 6)	-	-	2,130,286
Operating income before working capital changes	31,759,906	73,749,740	47,920,842
Decrease (increase) in:			
Financial assets at FVPL (Note 5)	(1,956,845)	-	(35,122,850)
Receivables (Notes 6 and 27)	20,221,116	23,127,961	(56,203,709)
Inventories (Note 7)	3,852,317	-	-
Prepaid expenses and other current assets	(889,861)	(304,966)	1,356,740
Retirement benefit plan asset (Note 22)	568,542	146,279	(5,196,298)
Increase (decrease) in accounts payable and accrued expenses	(60,087,027)	53,116,488	(67,532,494)
Net cash generated from (used in) operations	(6,531,852)	149,835,502	(114,777,769)
Dividends received (Note 10)	118,720,198	62,333,769	48,252,672
Interest received	208,191	636,357	135,596,038
Interest paid	(18,380,844)	(69,676,139)	(48,207,100)
Income taxes paid	(9,714,545)	(24,647,526)	(10,481,224)
Net cash flows from operating activities	84,301,148	118,481,963	10,382,617
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from:			
Sale of investment	773,363,649	12,145,730	-
Sale of equipment	300,000	-	-
Redemption of investments in associates (Note 10)	31,580,000	31,580,000	31,580,000
Decrease (increase) in:			
AFS investments (Notes 7 and 27)	(781,209,000)	(2,093,121)	(1,579,100)
Acquisition of subsidiary, net of cash acquired (Notes 9 and 27)	-	(221,584)	-
Deferred exploration costs	(800,237)	(5,536,732)	(460,333)
Additions to property and equipment (Note 11)	(142,153)	(44,203)	(42,134)
Net cash flows from investing activities	23,092,259	35,830,090	29,498,433

(Forward)

	Years Ended December 31		
	2013 (Consolidated; Note 2)	2012 (Consolidated; Note 2)	2011 (Parent Company; Note 2)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings	P50,000,000	P50,000,000	P50,000,000
Payments of borrowings	(100,412,222)	(147,018,575)	(111,712,691)
Retirement benefits paid	(5,382,060)	-	-
Cash dividends paid (Note 18)	(68,206,942)	(69,422,252)	(92,658,407)
Net cash flows used in financing activities	(124,001,224)	(166,440,827)	(154,371,098)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS			
	(66,152)	344,377	-
NET DECREASE IN CASH AND CASH EQUIVALENTS	(16,673,969)	(11,784,397)	(114,490,048)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	38,854,568	50,638,965	165,129,013
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P22,180,599	P38,854,568	P50,638,965

See accompanying Notes to Financial Statements.

MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS

of

ANGLO PHILIPPINE HOLDINGS CORPORATION

Held on October 22, 2013, 3:00 PM
At the Basilan Room, EDSA Shangri-La Hotel
Ortigas Center, Mandaluyong City

1. Call to Order

Mr. Alfredo C. Ramos acted as Chairman and called the meeting to order. Atty. Roberto V. San Jose was Secretary of the Meeting and recorded the minutes of the proceedings.

2. Certification of Quorum

The Secretary announced that notices of the meeting had been sent to the stockholders in accordance with the By-Laws and, in addition, was published in the October 19, 2013 issue of the Philippine Daily Inquirer, and the October 11, 2013 issue of the Manila Bulletin. He also certified that there were present in person or by proxy, stockholders owning at least 62.12% of the issued capital stock (the list of attendees is available at the office of the Corporation). He therefore certified to the presence of a quorum for the transaction of corporate business.

3. Approval of the Minutes of the Last Stockholders' Meetings

Upon motion duly made and seconded, the minutes of the last stockholders' meeting held on July 27, 2012, copies of which were earlier distributed to the stockholders, were unanimously approved.

4. Management Report

Upon motion duly made and seconded, the Management Report and the Corporation's financial statements for the previous year, which were presented by the Corporation's President, were noted and approved.

5. Ratification of the Acts of the Board of Directors and Management

The stockholders then reviewed the acts and decisions of the Board of Directors and the Management of the Corporation from the last annual

stockholders' meeting to date. After discussion and on motion made and duly seconded, the following resolution was approved:

“RESOLVED, That all contracts, acts, proceedings, elections and appointments heretofore made or taken by the Board of Directors and the Management of Anglo Philippine Holdings Corporation (the “Corporation”) for the year 2012 to date be, as they hereby are, approved, ratified and confirmed.”

6. Election of Directors

The next matter was the election of directors. Upon nominations made and duly seconded, the following persons were elected by the stockholders present as Directors of the Corporation for the current year and until their successors shall have been duly elected and qualified:

ALFREDO C. RAMOS
 CHRISTOPHER M. GOTANCO
 FRANCISCO A. NAVARRO
 PRESENTACION S. RAMOS
 AUGUSTO B. SUNICO
 ADRIAN S. RAMOS
 MAUREEN ALEXANDRA S. RAMOS-PADILLA
 ANTON S. RAMOS
 ROBERTO V. SAN JOSE
 RAMONCITO Z. ABAD
 RENATO C. VALENCIA

The Chairman acknowledged that the independent directors were Messrs. Ramoncito Z. Abad and Renato C. Valencia.

7. Appointment of External Auditors

Thereafter, the meeting proceeded with the appointment of the external auditors of the Corporation for the current year. Upon motion made and duly seconded, the following resolution was unanimously adopted:

“RESOLVED, That the stockholders of Anglo Philippine Holdings Corporation (the “Corporation”) approve, ratify and confirm, as they do hereby, the appointment of Sycip Gorres Velayo & Co. as the external auditors of the Corporation for the current year.”

8. Adjournment

There being no further business to transact, the meeting was thereupon adjourned.

ATTEST:

ALFREDO C. RAMOS

Chairman of the Stockholders' Meeting

ROBERTO V. SAN JOSE

Secretary of the Stockholders' Meeting

PROXY

Solicited in Behalf of Anglo Philippine Holdings Corporation

The undersigned hereby appoints the Chairman of the Board, **MR. ALFREDO C. RAMOS**, or the Chairman of the Meeting, with full power of substitution and delegation, as proxy to vote all the shares of the undersigned at the 2014 Annual Stockholders' Meeting of Anglo Philippine Holdings Corporation to be held on 20 May 2014, 2:30 p.m. at the Mactan Room, EDSA Shangri-la Manila, Mandaluyong City 1550, Philippines, and at any postponements or adjournments thereof.

The proxy shall vote subject to the instructions indicated below and the proxy is authorized to vote in his discretion on other business as may properly come at the Meeting and any postponements or adjournments thereof. Where no specific authority is clearly indicated below, the proxy shall vote and shall be deemed authorized to vote **FOR THE APPROVAL** of all the corporate matters listed below, and **FOR ALL** the nominees named below.

Corporate Matters

	FOR	AGAINST	ABSTAIN
1. Approval of the 2013 Minutes of Annual Stockholders' Meeting			
2. Approval of 2013 Annual Report			
3. Ratification of Acts/Resolution of Board of Directors & Management			
4. Increase in Authorized Capital Stock from P2 billion to P4 billion			
5. Private Placement of up to 2.3 billion shares at P1.8516/share in favour of Alakor Corporation and its designated affiliate(s)			
6. Waiver of stock rights or public offering of shares in connection with the placement			
7. Amendment of the Articles of Incorporation, specifically: i. Art. III to read: <i>"III. That the place for the principal office of the Corporation is to be established or located at <u>Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550, Philippines, with branches anywhere in the Philippines or abroad.</u>"</i> ii. Art. VI to read: <i>"VI. That the amount of capital stock is FOUR BILLION (4,000,000,000.00) PESOS, divided into FOUR BILLION (4,000,000,000) SHARES of common stock at the par value of ONE (P1.00) PESO each.</i>			
8. Appointment of SGV & Co. as Independent External Auditor			

Election of Directors:

FOR ALL THE FOLLOWING

**WITHHOLD AUTHORITY
FOR THE FOLLOWING:**

(To withhold authority to vote for any individual nominee,
write down the name(s) of the nominee(s) on the space
provided below)

Alfredo C. Ramos	
Christopher M. Gotanco	
Presentacion S. Ramos	
Francisco A. Navarro	
Maureen Alexandra S. Ramos-Padilla	
Augusto B. Sunico	
Gerard Anton S. Ramos	
Roberto V. San Jose	
Adrian Paulino S. Ramos	
Renato C. Valencia*	
Ramoncito Z. Abad*	

**Independent Director*

Signature Over Printed Name

Date: _____

For corporate shareholders, the proxy form must be accompanied by a corresponding secretary's certificate confirming the appointment of the proxy and the authority of the person signing the proxy.

(Reverse for Instructions)

SOLICITATION INFORMATION

Item 1. **Solicitor.** The enclosed proxy is solicited in behalf of Anglo Philippine Holdings Corp. (the "Company") for use in voting at the 2014 Annual Stockholders' Meeting to be held on May 20, 2014, 2:30 p.m. at the Mactan Room, EDSA Shangri-La Manila, Mandaluyong City (the "Meeting") and at any postponements or adjournments thereof.

Item 2. **Instructions.** The proxy form must be properly signed, dated and returned by the stockholder to the Company's principal office on or before May 13, 2014. Validation of proxies will be held at the Company's principal office on May 16, 2014 at 10:00 a.m. For corporate shareholders, the proxy form must be accompanied by a corresponding secretary's certificate confirming the authority of the person executing the proxy.

Validated proxies will be voted at the Meeting in accordance with the authority and/or instructions of the stockholder expressed therein. Proxies which are not properly signed and dated, or which are received late, or which do not have an accompanying secretary's certificate (for corporate shareholders) shall not be voted at the Meeting.

Subject to a stockholder's right to revoke his own proxy as stated in Item 3 below, a proxy given by a stockholder shall be voted by the Chairman, Mr. Alfredo C. Ramos, with full power of substitution and delegation, in accordance with the authorisation specifically granted by the stockholder.

If no specific authority and/or instruction is made in the proxy form, the shares of the stockholder will be voted FOR ALL the nominee directors named in the proxy form and FOR THE APPROVAL of all the matters stated in the proxy form and all other matters for which stockholders' approval may be sought in the Meeting and at any postponements or adjournments thereof.

Item 3. **Revocability of Proxy.** A stockholder giving a proxy has the power to revoke it at any time before the right granted under and by virtue of such proxy is exercised, either: (a) by submitting a sworn statement revoking such proxy on or before May 16, 2014; or, (b) by appearing at the Meeting in person and expressing his intention to vote his shares in person.

Item 4. **Person Making the Solicitation.** The proxy is solicited in behalf of the Company for use in voting at the 2014 Annual Stockholders' Meeting to be held on the date, time and place stated above. There are NO other participants in the solicitation of proxies through this Information Statement, other than the Company.

Item 5. **Interest of Certain Persons in Matters to be Acted Upon.** In relation to the Corporate Matters for approval, specifically items 4, 5, 6, and 7, please note that the following directors of the Company are also directors of Alakor Corporation: Alfredo C. Ramos, Presentacion S. Ramos, Maureen Alexandra S. Ramos, Gerard Anton S. Ramos and Adrian Paulino S. Ramos.

Except as disclosed above, each nominee for election as director of the Company has NO substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the Meeting, other than election to office. Likewise, except as disclosed above, each associate of any of the foregoing persons has NO substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the Meeting.

As of the date the Information Statement and this proxy form are sent to stockholders of record, NO director has informed the Company that he opposes any action intended to be taken by the Company at the Meeting.