



101202010000203



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Representative

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Company Information

SEC Registration No. AS93008127
Company Name APC GROUP INC.
Industry Classification
Company Type Stock Corporation

Document Information

Document ID 101202010000203
Document Type MANUAL ON CORPORATE GOVERNANCE
Document Code MCG
Period Covered January 19, 2010
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Department CFD
Remarks Certification

COVER SHEET

A S 0 9 3 0 0 8 1 2 7
S.E.C. Registration Number

A P C G R O U P , I N C .

(Company's Full Name)

1 0 T H F L O O R P H I L C O M B L D G .

8 7 5 5 P A S E O D E R O X A S ,

M A K A T I C I T Y

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

ATTY. EDMUNDO L. TAN
Contact Person

6353671-78
Company Telephone Number

1 2
Month

3 1
Day

Fiscal Year

SEC FORM 17-C
(Certification - Compliance
with SEC Memo Circular 2
FORM TYPE

2ND THURSDAY OF JUNE
Month Day
Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department
Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic

Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

Remarks: pls use black ink for scanning purposes

CERTIFICATION

Pursuant to the provisions of our Corporate Governance Manual required under Securities and Exchange Commission Memorandum Circular No. 2 dated April 05, 2002 I hereby certify:


1. Compliance with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance have been monitored;
2. The APC Group, Inc. its directors, officers and employees complied substantially with all the leading practices and principles on good corporate governance as embodied in the Company's Manual;
3. The APC Group, Inc. also complied with the appropriate performance self-rating assessment and performance evaluation system to determine and measure compliance with the Manual;
4. There are no major deviations from the adopted Manual On Corporate Governance.


EDMUNDO L. TAN
Compliance Officer

SUBSCRIBED AND SWORN TO before me ~~Jan 19 2009~~ ^{JAN 19 2009} of January 2009 in Pasig City, affiant exhibiting to me his Comm. Tax Cert. No. 126784694 issued at Pasig City on 19 January 2009 Tax Identification No. 132-173-235 as a competent evidence of his identity.

Doc. No. 252;
Page No. 52;
Book No. 1;
Series of 2010.

ndf/docs/8.1.44 APC/2005 SEC DISCLOSURE
Cert.-Compliance MemCir2


Christina Michelle A. Falcon
NOTARY PUBLIC
Notary Public for Pasig City
Appointment No. 100 (2009-2010)
2303 A East Tower, PSE Centre, Exchange R.
Ortigas Center, Pasig City, Metro Manila
PTR No. 5915684: 1/7/2010: Rizal
IBF No. 805781: 1/6/2010: Rizal
Commission expires on Dec. 31, 2010
Roll No. 53572



102252010000225



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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The following document has been received:

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Company Representative

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Company Information

SEC Registration No. AS93008127
Company Name APC GROUP INC.
Industry Classification
Company Type Stock Corporation

Document Information

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Document Type MANUAL ON CORPORATE GOVERNANCE
Document Code MCG
Period Covered February 24, 2010
No. of Days Late 0
Department CFD
Remarks AMENDED CERTIFICATION

COVER SHEET

A S 0 9 3 0 0 8 1 2 7

S.E.C. Registration Number

A P C G R O U P , I N C .

(Company's Full Name)

1 0 T H F L O O R P H I L C O M B L D G .

8 7 5 5 P A S E O D E R O X A S ,

M A K A T I C I T Y

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

ATTY. EDMUNDO L. TAN

Contact Person

6353671-78

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

Amended Certificate of
Compliance Re: Manual on
Corporate Governance

FORM TYPE

2ND THURSDAY OF JUNE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

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AMENDED CERTIFICATION

I, **EDMUNDO L. TAN**, of legal age, and with office address at 2303A, 23rd Floor, PSE Center, East Tower, Exchange Road, Ortigas Center, Pasig City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of APC Group, Inc. (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at the 10th Floor, Philcom Building, 8755 Paseo de Roxas, Makati City;


2. In 2009, the Company substantially adopted all the provisions of the Manual on Corporate Governance of APC GROUP, INC., as prescribed by SEC Memorandum Circular No. 2, Series of 2002;

3. I am issuing this Certification in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate FEB 24 2010 day of February 2010 at the QUEZON CITY Philippines.


EDMUNDO L. TAN
Compliance Officer

COUNTERSIGNED BY:


WILLY N. OCIER
President

SUBSCRIBED AND SWORN to before me this FEB 24 2010 day of _____ 2010, at QUEZON CITY City, affiant exhibiting to me his Comm. Tax Cert. No. 15609926 issued on January 13, 2010 at Pasig City and SSS #03-4286473-9 as a competent evidence of his identity.

WITNESS my hand and notarial seal on the date and place above written.

Doc. No. 125;
Page No. 16;
Book No. I;
Series of 2010.

ELIUM L. BANDA, JR.
NOTARY PUBLIC FOR QUEZON CITY
ADM MATTER NO. NP-287(2009-2010)
76 N. RAMIREZ ST., SAN ISIDRO
QUEZON CITY
PTR NO. 591562201107/2010/Rizal
IBPLMN NO. 05975, 6/27/07; QUEZON CITY
COMMISSION EXPIRES ON DEC. 31, 2010
ROLL NO. 54704