



APC GROUP INC.

11 January 2013

**PHILIPPINE STOCK EXCHANGE, INC.**  
Listing and Disclosure Department  
4<sup>th</sup> Floor, The Philippine Stock Exchange Centre  
Exchange Road, Ortigas Center, Pasig City

Attention: **Ms. Janet A. Encarnacion**  
**Head, Disclosure Department**

Gentlemen:

Pursuant to SEC Memorandum Circular No. 2, Series of 2002 as revised by SEC Memorandum Circular No. 6, Series of 2009, please find attached APC GROUP, INC.'s Certification on its compliance with the Company's Manual on Corporate Governance as of 31 December 2012 duly filed with the Securities and Exchange Commission (SEC).

Thank you.

Very truly yours,

  
**EDMUNDO L. TAN**  
Corporate Secretary

Encl.: as

nilda/8.1.44 APC/01-11-2012 certification on bod attendance



# SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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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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# COVER SHEET

A S 0 9 3 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 u i l d i n g 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 TO 78  
Company Telephone Number

1 2 3 1  
Fiscal Year

MCG-2002  
F O R M T Y P E

2nd Thursday JUNE  
Annual Meeting

Secondary License Type, If Applicable

Corporation Finance Department  
Dep.Requiring this Doc.

Amended Articles Number/Section

Total No.of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished bt SEC Personnel concerned

LCU

Cashier

STAMPS

Remarks: pls.use black ink for scanning purposes.



APC GROUP INC.

11 January 2013

SECURITIES AND EXCHANGE COMMISSION  
SEC Building, EDSA, Greenhills  
Mandaluyong City

Attention: Atty. Justina F. Callangan  
Director  
Corporate Finance Department

Re: Certification of Compliance with Manual  
on Corporate Governance

Gentlemen:

Pursuant to SEC Memorandum Circular No. 2, Series of 2002 as revised by SEC Memorandum Circular No. 6, Series of 2009, please find attached APC Group, Inc.'s Certification on its compliance with the Company's Manual on Corporate Governance.

Thank you.

Very truly yours,

  
**EDMUNDO L. TAN**  
Corporate Secretary

Encl.: a/s  
8.1.44/APC Group/2012 SEC Disclosures

10th Floor, PhilCom Building  
8755 Paseo de Roxas, Makati City  
Metro Manila, Philippines  
Tels.: (632) 845-0614  
(632) 845-0620  
Fax No.: (632) 845-0259  
Website: www.apcaragorn.com

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY ) S.S.

**CERTIFICATION**

I, **EDMUNDO L. TAN**, of legal age, and with office address at 2303A, 23<sup>rd</sup> 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 Corporate Secretary and Compliance Officer of APC Group, Inc. (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with office address at the 8<sup>th</sup> Floor, Philcom Building, 8755 Paseo de Roxas, Makati City;


2. In 2012 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 as revised by SEC Memorandum Circular No. 6, Series of 2009;

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 this 10<sup>th</sup> day of January 2013 at the City of Pasig, Philippines.

  
**EDMUNDO L. TAN**  
Compliance Officer

COUNTERSIGNED BY:

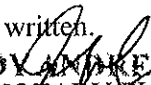
  
**WILLY N. OCIER**  
Chairman

SUBSCRIBED AND SWORN TO BEFORE ME THIS 10<sup>th</sup> day of January 2013 at Pasig City, affiant exhibited to me the following:

Affiant	Community Tax Certificate		Competent Evidence of Identity	
	Number	Date/Place Issued	Type	Details
Willy N. Ocier	00000346	20-20-2012/Manila	Philippine Passport	XX3725357 Exp. date: 5/14/2014
Edmundo L. Tan	11139797	1/12/2012-Pasig City	Driver's Lic.	#N11-67-010751 Exp. date: 6-17-21015

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

Doc. No. 143 ;  
Page No. 30 ;  
Book No. I ;  
Series of 2013.

  
**LINDY ANNE P. ABLAÑA**  
NOTARY PUBLIC  
Appointment No. 119 (2012-2013)  
Commission Expires on Dec. 31, 2013  
2303 A East Tower, PSE Centre Exchange Road  
Ortigas Center, Pasig City, Metro Manila  
PTR No. 043783; 01/08/2013; Pasig City  
IDP No. 913927; 01/04/2008; RSM / Roll No. 57986  
Exempt from MCLE Compliance,  
MCLE Governing Board Order No. 1-2008 (4 July 2008)