



101092015001738



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
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### Company Information

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SEC Registration No. AS92007059

Company Name I VANTAGE CORP.

Industry Classification

Company Type Stock Corporation

### Document Information

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**S.E.C. Registration Number**

(Company's Full Name)

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

**Contact Person**

Company Telephone Number

Month

Day

Fiscal Year

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Month

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Day

## Annual Meeting

FORM TYPE

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

## Foreign

**To be Accomplished by SEC Personnel concerned**

File Number

LCU

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**STAMPS**

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

### SECRETARY'S CERTIFICATE

**ADRIAN FRANCIS S. BUSTOS**, of legal age, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the Assistant Corporate Secretary of **VANTAGE EQUITIES, INC.** (the 'Corporation'), a corporation duly organized and existing under the laws of the Philippines, under oath, does hereby certify that the following are the updates on the Corporation's Annual Corporate Governance Report for the year 2014:

#### 1. Composition of the Board

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual/Special Meeting)	No. of years served as director
Valentino C. Sy	ED	NA	Ignacio B. Gimenez	2002	2014	16 August 2014 (Annual Meeting)	12
Edmundo Marco P. Bunyi	ED	NA	Valentino C. Sy	2006	2014	16 August 2014 (Annual Meeting)	8
Joseph L. Ong	ED	NA	Valentino C. Sy	2003	2014	16 August 2014 (Annual Meeting)	11
Gregorio T. Yu	ID	NA	Edmundo Marco P. Bunyi (no relationship)	2013 <sup>2</sup>	2014 (2 <sup>nd</sup> year as ID)	16 August 2014 (Annual Meeting)	2 <sup>nd</sup> term <sup>3</sup>
Antonio R. Samson	ID	NA	A. Bayani K. Tan (no relationship)	2005	2014 (3 <sup>rd</sup> year as ID)	16 August 2014 (Annual Meeting)	9
Ignacio B. Gimenez	ED	NA	Valentino C. Sy	2003	2014	16 August 2014 (Annual Meeting)	11
Roberto Lorayes	ED	NA	Ignacio B. Gimenez	2003	2014	16 August 2014	11

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

<sup>2</sup> *Id.*

<sup>3</sup> *Id.*

						(Annual Meeting)	
Willy N. Ocier	ED	NA	Ignacio B. Gimenez	1999	2014	16 August 2014 (Annual Meeting)	15
Wilson L. Sy	ED	NA	Ignacio B. Gimenez	2005	2014	16 August 2014 (Annual Meeting)	9

## 2. Directorship in Other Companies

### (i) Directorship in the Company's Group<sup>4</sup>

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Valentino C. Sy	e-Business Services, Inc. Yehey! Corporation Philequity Management, Inc.	Executive Executive Executive
Edmundo P. Bunyi	Yehey! Corporation e-Business Services, Inc. Philequity Management, Inc.	Executive Executive Executive
Ignacio B. Gimenez	e-Business Services, Inc. Yehey! Corporation Philequity Fund, Inc. Philequity Peso Bond Fund, Inc. Philequity Dollar Income Fund, Inc. Philequity PSE Index Fund, Inc. Philequity Resources Fund, Inc. Philequity Balanced Fund, Inc. Philequity Strategic Growth Fund, Inc. Philequity Dividend Yield Fund, Inc. Philequity Foreign Currency Fixed Income Fund, Inc.	Executive Executive Executive Executive  Executive Executive Executive Executive  Executive Executive
Joseph L. Ong	Yehey! Corporation e-Business Services, Inc. Philequity Management, Inc.	Executive Executive Executive
Willy N. Ocier	Yehey! Corporation e-Business services, Inc. Philequity Management, Inc.	Executive Executive Non-Executive
Roberto Z. Lorayes	e-Business Services, Inc. Philequity Management, Inc.	Executive Executive
Wilson L. Sy	Yehey! Corporation	Executive

<sup>4</sup> The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	Philequity Management, Inc. e-Business services, Inc.	Executive Executive
Antonio R. Samson	e-Business Services, Inc. Yehey! Corporation Philequity Management, Inc.	Executive Independent Independent
Gregorio T. Yu	e-Business Services, Inc. Yehey! Corporation Philequity Management, Inc.	Executive Independent Independent

(ii) Directorship in Other Listed Companies

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Wilson L. Sy	Pacific Online Systems Corporation Leisure and Resorts World Corp.	Independent Director
Willy N. Ocier	Pacific Online Systems Corporation Sinophil Corporation APC Group Belle Corporation	Chairman Chairman Chairman Co-Vice Chairman

3. Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Ignacio B. Jimenez	12,500	-	0.0006
Roberto Z. Lorayes	25,000	-	0.0012
Gregorio T. Yu	2,100,500	-	0.1000
Willy N. Ocier	10,284,740	-	0.4998
Joseph Ong	12,500	-	0.0006
Antonio R. Samson	62,500	-	0.0030
Valentino C. Sy	62,957,812		2.9983
Wilson L. Sy	184,150,000		8.7699
Edmundo P. Bunyi, Jr.	6,262,500		0.2982
<b>TOTAL</b>	<b>265,868,052</b>		<b>12.6616</b>

4. Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Valentino C. Sy	1,870,934,382
Edmundo Marco P. Bunyi	1,870,934,382
Joseph L. Ong	1,870,934,382

Gregorio T. Yu	1,870,934,382
Antonio R. Samson	1,870,934,382
Ignacio B. Gimenez	1,870,934,382
Roberto Z. Lorayes	1,870,934,382
Willy N. Ocier	1,870,934,382
Wilson L. Sy	1,870,934,382

#### 5. BOD Meeting Attendance

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Valentino C. Sy	16 August 2014	7	7	100%
Member	Edmundo Marco P. Bunyi	16 August 2014	7	7	100%
Member	Joseph L. Ong	16 August 2014	7	7	100%
Member	Ignacio B. Gimenez	16 August 2014	7	7	100%
Member	Roberto Z. Lorayes	16 August 2014	7	7	100%
Member	Willy N. Ocier	16 August 2014	7	4	57%
Member	Wilson L. Sy	16 August 2014	7	7	100%
Independent	Gregorio T. Yu	16 August 2014	7	5	71%
Independent	Antonio R. Samson	16 August 2014	7	7	100%

#### 6. Directors Aggregate Remuneration

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	3,908,619		
(b) Variable Remuneration			
(c) Per diem Allowance	225,882	-	77,647
(d) Bonuses	1,105,883	-	282,353
(e) Stock Options and/or other financial instruments			
(f) Others (Specify)			
<b>Total</b>	<b>5,240,384</b>		<b>360,000</b>

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances			

2) Credit granted			
3) Pension Plan/s Contributions			
(d) Pension Plans, Obligations incurred			
(e) Life Insurance Premium			
(f) Hospitalization Plan			
(g) Car Plan			
(h) Others (SSS, Philhealth, HDMF, Rice subsidy)	38,954		
<b>Total</b>	<b>38,954</b>		

## 7. Committee Members

### (a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Valentino C. Sy	16 August 2014	7	7	100	5 months
Member (ED)	Edmundo Marco P. Bunyi	16 August 2014	7	7	100	5 months
Member (ED)	Antonio R. Samson	16 August 2014	7	7	100	5 months
Member (ED)	Roberto Z. Lorayes	16 August 2014	7	7	100	5 months
Member (ED)	Joseph L. Ong	16 August 2014	7	7	100	5 months
Member(ED)	Wilson L. Sy	16 August 2014	7	7	100	5 months
Member(ID)	Gregorio T. Yu	16 August 2014	7	5	71	5 months

### (b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Gregorio T. Yu	16 August 2014	1	1	100	5 months
Member (ED)	Edmundo Marco P. Bunyi, Jr.	16 August 2014	1	1	100	5 months
Member (ID)	Antonio R. Samson	16 August 2014	1	1	100	5 months

### (c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ED)	Roberto Z. Lorayes	16 August 2014	1	1	100	5 months
Member (ID)	Gregorio T. Yu	16 August 2014	1	1	100	5 months
Member (ED)	Joseph L. Ong	16 August 2014	1	1	100	5 months

(d) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Joseph L. Ong	16 August 2014	1	1	100	5 months
Member (ED)	Antonio R. Samson	16 August 2014	1	1	100	5 months
Member (ID)	Gregorio T. Yu	16 August 2014	1	1	100	5 months
Member (ED)	Roberto Z. Lorayes	16 August 2014	1	1	100	5 months
Member(ED)	Valentino C. Sy	3 August 2013	1	1	100	5 months

8. Internal Audit

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Head of Audit	<p>Effectively manage the Internal Audit organization and provide direction and oversight in the development of its Annual Audit Plan and the on-going conduct of internal audit business services;</p> <p>Report significant audit findings/issues related to the processes for controlling the activities of the company, and its subsidiaries;</p> <p>Approve the release of audit reports, the auditors' assessment on the adequacy and effectiveness of the company's processes for controlling its activities and for managing risk;</p> <p>Provide information periodically on the status and results of the approved audit plan;</p> <p>Develop audit methodology and programs what would ensure that members of the internal audit adhere to the company's internal audit standards, regulations and international standards.</p>	In-house	Rene Guzman	Reports directly to the Audit Committee



Unit/Team Head	Ensures that operations are conducted in accordance with the company's policies and procedures prescribed by the Board of Director, and the Management. Moreover, he must ensure that the process of monitoring the compliance with the requirements of government agencies to which it is subject is adequate.	In-house	Vacant	Reports to the Head of Audit
Team Member	To provide a reliable, independent and objective assessment of the company's operations, aiming to add value, through a systematic and disciplined approach in evaluating and improving the effectiveness of internal control, risk management and governance process;  Responsible for monitoring and providing assurance that the company's operational systems are protected and controlled by the business units operating management.	In-house	Abdias Sespene Mary Ann Apura Angela Aquino	Reports to the Team Head

#### 9. Ownership Structure (Holding 5% shareholding or more)

Shareholder	Number of Shares	Percent (of outstanding stock)	Beneficial Owner
PCD NOMINEE CORP.	2,034,112,388	96.87	*

\* The beneficial owners of the shares under the name of PCDNC are PCD's participants who hold the shares in their own behalf or in behalf of their respective clients.

#### 10. External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
SGV	711,040.00	

Date of release of audited financial report: March 27, 2014

#### 11. Result of Annual/Special Stockholders' Meeting

##### a. Resolutions

Resolution	Approving	Dissenting	Abstaining
Approval of the Minutes of the Previous Stockholders' Meeting	1,870,934,382	None	None
Approval of Financial Statements	1,870,934,382	None	None
Ratification of All Corporate Acts	1,870,934,382	None	None
Appointment of External Auditor	1,870,934,382	None	None
Amendment of Principal Office	1,870,934,382	None	None


**b. Stockholders' Attendance**

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	All directors were present	16 Aug. 2014	Poll	88.10%*	88.10%*	88.10%
Special	NA	NA	NA	NA	NA	NA

\*in person and by proxy

**12. Definitive Information Statements and Management Report**

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	2,099,791,133 shares
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	23 July 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	23 July 2014
State whether CD format or hard copies were distributed	The documents were mailed in CD format and hard copies were made available during the meeting.
If yes, indicate whether requesting stockholders were provided hard copies	The requesting stockholders were provided hard copies.

  
**ADRIAN FRANCIS S. BUSTOS**  
Assistant Corporate Secretary

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Book No. 1;  
Series of 2015.

ATTY RAMON L. CARRIO  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2016  
 PTR 10,000 - 2/27/14 AT PAGO CITY  
 IBP - 79,872 - 2/27/14 AT PAGO CITY  
 TIN 130 - 918 - 8/17  
 MCLE IV COMPLIANCE 2/6/2013, 6/19/13  
 ROLL # 22,172