



110052012001623



## 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 Representative

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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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# COVER SHEET

AS092007059  
S.E.C. Registration Number

V A N T A G E   E Q U I T I E S   I N C

(Company's Full Name)

2 7 0 3   E a s t   T o w e r ,   P S E   C e n t r e ,

O r t i g a s   C e n t e r ,   P A s i g   C i t y

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

DARWIN S. OCAMPO

Contact Person

632-09-05/10

Company Telephone Number

1 2   3 1

Month   Day  
Fiscal Year

Last Friday of June

Month   Day

Annual Meeting

S E C   F O R M   1 7 - C

FORM TYPE

Secondary License Type, If Applicable

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

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(2)(c) THEREUNDER

1. 05 October 2012  
Date of Report (Date of earliest event reported)
2. SEC Identification Number ASO92-007059
3. BIR Tax Identification No.  
002-010-620
4. VANTAGE EQUITIES, INC.  
Exact name of registrant as specified in its charter
5. Metro Manila  
Province, country or other jurisdiction of  
incorporation
6. \_\_\_\_\_ (SEC Use Only)  
Industry Classification Code
7. 2703 East Tower, Phil. Stock Exchange Centre  
Exchange Road, Ortigas Center, Pasig City  
Address of principal office
8. (632) 689-8090  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC

Title of Each Class

Number of Shares of Common Stock  
Outstanding and Amount of Debt Outstanding

Common

2,100,535,133 - Outstanding

11. Indicate the item numbers reported herein: Item 9

Please refer to the attached letter dated 5 October 2012.

### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VANTAGE EQUITIES, INC.**  
(Registrant)

Date: 05 October 2012

By:

  
**DARWIN S. OCAMPO**  
Assistant Corporate Secretary

5 October 2012

**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
Mandaluyong City, Metro Manila

Attention: **Chair Teresita J. Herbosa**

Thru: **Dir. Justina F. Callangan, Esq.**  
Acting Director, Corporation Finance Department


Re: **Compliance with SEC Memo Circular No. 4-2012**  
**Vantage Equities, Inc.**

Gentlemen:

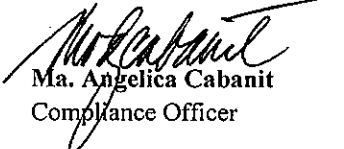
In compliance with the directive of the Securities and Exchange Commission in its Memorandum Circular No. 4, Series of 2012, we submit the Audit Charter of Vantage Equities, Inc. that was approved by its Board of Directors on 1 August 2012.

We trust that you will find our submission in order.

Very truly yours,

  
**Antonio R. Samson**  
Audit Committee Member

  
**Edmundo P. Bunyi, Jr.**  
Audit Committee Member

  
**Ma. Angelica Cabanit**  
Compliance Officer

**VANTAGE EQUITIES, INC.**  
**AUDIT CHARTER**

## **TERMS OF REFERENCE BOARD AUDIT COMMITTEE**

### **I. Constitution**

The Board Audit Committee (BAC) shall be established by the Board of Directors (BOD) of Vantage Equities, Inc (Vantage). It follows the rationale for the establishment of an audit committee as required and directed by the Bangko Sentral ng Pilipinas (BSP) Circular No. 499 series of 2005 which amended the Manual of Regulations of Non-Bank Financial Institutions and Revised Code of Corporate Governance (SEC Circular Memoranda No. 4 Series of 2012). As such, the BAC is an extension of the Vantage board.

The BAC shall have the authority to investigate any matter its terms of reference, full access to and cooperation by management and full discretion to invite any director, executive officer(s) and staff to attend its meetings. It shall be provided with adequate resources to enable it to effectively discharge its functions.

It shall also oversee the Company's compliance requisites as mandated by the appropriate regulatory bodies.

### **II. Objectives**

1. To provide oversight on Vantage financial reporting process, system of internal control, audit process and monitoring of compliance with applicable rules and regulation.
2. To ensure that a review of the effectiveness of the company's internal controls, including financial, operational and compliance controls and risk management is conducted annually.
3. To provide oversight functions over the Company's internal and external audit functions.

### **III. Duties and Responsibilities**

#### **1. Internal Audit Group**

- a. It shall be responsible for organizing the Internal Audit Group, and the appointment of the Internal Auditor who shall report directly to the Committee.
- b. It shall perform oversight function over the Internal Audit.
- c. Review the annual internal audit plan to ensure its conformity with objectives of the Company. The plan shall include audit scope, resources and budget necessary to implement it.
- d. Review the internal audit reports submitted and financial reports, prior to submission to the Board.

#### **2. External Audit**

- a. Recommend to the BOD the appointment, re-appointment and/or change of external auditor.
- b. Discuss with the external auditor prior to the commencement of the audit, the nature, scope and expenses of the audit.
- c. Review the management letter submitted and management's response to the external auditor's findings and Bangko Sentral's Report of Examination and recommendations and endorsing the same for BOD approval.
- d. Evaluate non-audit work if any of the external auditor and disallow if this will conflict with his duties as external auditor.

### **3. Operational and Financial Compliance**

- a. Review and approve the annual plan of the Compliance Office.
- b. Require submission of report on financial or administrative penalties incurred due to delayed/non-submission/erroneous submission of requisite regulatory reports.

### **4. Reporting Hierarchy**

- a. The BAC shall report to the Board after every audit committee meeting, in sufficient depth, to enable the supervisory board to fulfill its oversight responsibilities.
- b. The BAC's report shall reflect the committee's views of what happened in the meeting, not management's. Each supervisory board should decide whether that report should be provided in writing or orally, and whether the minutes and related documents shall be provided to all member.

## **IV. Authority**

1. The BAC shall ensure that the internal and external auditors act independently from each other and that both are given unrestricted access to all properties and personnel to enable them to perform their respective audit function.
2. The BAC shall review the company's process that allows the employees to raise concerns, in confidence, about possible issues in financial reporting and/or other matters.

## **VI. Meetings**

1. Frequency of Meetings – at least once a month with presence of at least one member. The meeting shall be able to cover all agenda items, undertake as full a discussion as may be required and enable all parties to ask questions or provide input.
2. Meeting Attendees – it is the BAC itself that shall decide who should attend any particular meeting (or part of a meeting). The BAC may choose to invite specific supervisory board members or members of another supervisory board committee or perhaps the COO./ CEO to attend committee meeting because of their knowledge, perspective on the issue being discussed and valuable insights.
3. Private Meeting – the BAC shall hold separate meetings with internal and/or external auditor. Such sessions may be held at the end of the scheduled audit committee meeting which executives are asked to leave.

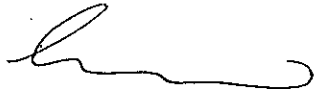
## **VII. Other Matters**

1. At least once a year, review its own performance, constitution and terms of reference to ensure that these are operating at maximum effectiveness and to recommend any changes it considers necessary to the BOD for approval.

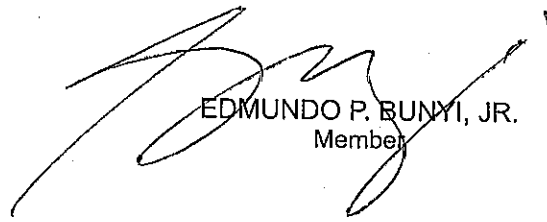


APPROVED BY THE BOARD AUDIT COMMITTEE  
VANTAGE EQUITIES, INC.  
(Date: \_\_\_\_\_, 2012)

GREGORIO U. KILAYKO  
Chairman



ANTONIO R. SAMSON  
Member



EDMUNDO P. BUNYI, JR.  
Member