



101052015002127



# SECURITIES AND EXCHANGE COMMISSION

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## Company Information

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Industry Classification Real Estate Activities  
Company Type Stock Corporation

## Document Information

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2014

# COVER SHEET

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S.E.C. Registration Number

F E D E R A L R E S O U R C E S I N V E S T M E N T

G R O U P I N C .

F O R M E R L Y :

F E D E R A L C H E M I C A L S , I N C .

(Company's Full Name)

N O . 3 5 S A N A N T O N I O S T . S A N

F R A N C I S C O D E L M O N T E Q U E Z O N C I T Y

JUANA LOURDES M. BUYSON

Contact Person

6 3 7 6 9 2 3

Company Telephone Number

**CONSOLIDATED CHANGES/UPDATES IN THE ACGR**

**FOR THE YEAR 2014**

1 2    3 1

Month    Day  
Fiscal Year

A C G R

FORM TYPE

Second Monday of June

Month    Day  
Annual Meeting

Secondary License Type, If Applicable

C G F D

Dept. Requiring this Doc.

Amended Articles Number/Section

4 8 6

as of November 30, 2014  
Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

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**CONSOLIDATED CHANGES/UPDATES  
IN THE  
ANNUAL CORPORATE GOVERNANCE REPORT (ACGR)  
FOR THE YEAR 2014**

**A. BOARD MATTERS**

**1) Board of Directors**

(a) Composition of the Board

Complete the table with information on the Board of Directors:

| 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) | Elected when (Annual /Special Meeting) | No. of years served as director As of <u>2014.12.31</u> |
|-------------------------|---|------------------------------------|---|--------------------|---|--|---|
| Tommy Kin Hing Tia      | ED/Chairman   | N/A                                | <u>Juana Lourdes M. Buyson</u>  | 08.13.07           | <u>06.09.14</u>   | Annual                                 | <u>7 years</u>  |
| Anna Mei Nga Tia        | ED/President & CEO  | N/A                                | <u>Juana Lourdes M. Buyson</u>  | 08.13.07           | <u>06.09.14</u>   | Annual                                 | <u>7 years</u>  |
| Emilio S. Teng          | ED/Corporate Secretary  | N/A                                | <u>Tommy Kin Hing Tia</u>   | 06.13.11           | <u>06.09.14</u>   | Annual                                 | <u>3 years</u>  |
| Albert Y. Yung          | ID  | N/A                                | <u>Maria Elena F. Alqueza/No Relationship</u>                                     | 06.10.13           | <u>06.09.14</u>   | Annual                                 | <u>1 year</u>   |
| John Edwin N. Co        | ID  | N/A                                | <u>Maria Elena F. Alqueza/No Relationship</u>                                     | 07.30.12           | <u>06.09.14</u>   | Annual                                 | <u>2 years</u>  |
| Juana Lourdes M. Buyson | ED/Treasurer  | N/A                                | <u>Tommy Kin Hing Tia</u>   | 06.13.11           | <u>06.09.14</u>   | Annual                                 | <u>3 years</u>  |
| Maria Elena F. Alqueza  | NED   | N/A                                | <u>Tommy Kin Hing Tia</u>   | 07.30.12           | <u>06.09.14</u>   | Annual                                 | <u>2 years</u>  |

Voting Result of the last Annual General Meeting (June 09, 2014)

| Name of Director        | Votes Received  |
|-------------------------|---|
| Tommy Kin Hing Tia      | There was no need for a vote as the election was uncontested. |
| Anna Mei Nga Tia        | -do-  |
| Emilo S. Teng           | -do-  |
| Albert Y. Yung          | -do-  |
| John Edwin N. Co        | -do-  |
| Juana Lourdes M. Buyson | -do-  |
| Maria Elena F. Alqueza  | -do-  |

## 6) Orientation and Education Program

(b) State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years:

| Name of Director/Officer | Date of Training  | Program   | Name of Training Institution   |
|--------------------------|---|---|--|
| Tommy Kin Hing Tia       | <u>March 28, 2014</u>   | <u>Corporate Governance Seminar</u>   | <u>ROAM, Inc.</u>  |
| Anna Mei Nga Tia         | <u>March 28, 2014</u>   | <u>Corporate Governance Seminar</u>   | <u>ROAM, Inc.</u>  |
| Emilio S. Teng           | <u>March 28, 2014</u><br>March 01, 2013<br>February 20, 2013  | <u>Corporate Governance Seminar</u><br>MCLE Compliance No. IV   | <u>ROAM, Inc.</u><br>Asian Center for Legal Excellence                         |
| Albert Y. Yung           | <u>October 21, 2014</u><br>May 17, 2013   | <u>SEC-PSE Corporate Governance Forum</u><br>Ethics & Good Governance   | <u>SEC-CGFD</u><br>PICPA   |
| John Edwin N. Co         | <u>March 28, 2014</u><br>May 17, 2013   | <u>Corporate Governance Seminar</u><br>Ethics & Good Governance   | <u>ROAM, Inc.</u><br>PICPA   |
| Juana Lourdes M. Buyson  | <u>November 26, 2014</u><br><u>October 21, 2014</u><br><u>September 23, 2014</u><br><u>March 28, 2014</u><br>November 29, 2013<br>November 29, 2012 | <u>Annual Listing &amp; Disclosure Rules Seminar</u><br><u>SEC-PSE Corporate Governance Forum</u><br><u>PSE EDGE Training</u><br><u>Corporate Governance Seminar</u><br>PSE EDGE Training<br>Annual Listing & Disclosure<br>Rules Seminar | <u>PSE</u><br><u>SEC-CGFD</u><br><u>PSE</u><br><u>ROAM, Inc.</u><br>PSE<br>PSE |
| Maria Elena F. Alqueza   | <u>November 26, 2014</u><br><u>September 23, 2014</u><br><u>March 28, 2014</u><br>November 29, 2013<br>May 27, 2013<br>November 29, 2012            | <u>Annual Listing &amp; Disclosure Rules Seminar</u><br><u>PSE EDGE Training</u><br><u>Corporate Governance Seminar</u><br>PSE EDGE Training<br>Ethics & Good Governance<br>Annual Listing & Disclosure<br>Rules Seminar                  | <u>PSE</u><br><u>PSE</u><br><u>ROAM, Inc.</u><br>PSE<br>PICPA<br>PSE           |

## C. BOARD MEETINGS & ATTENDANCE

### Attendance of Directors (for the Year 2014)

| Board         | Name                    | Date of Election | No. of Meetings Held during the year | No. of Meetings Attended | %           |
|---------------|-------------------------|------------------|--------------------------------------|--------------------------|-------------|
| Chairman      | Tommy Kin Hing Tia      | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |
| President/CEO | Anna Mei Nga Tia        | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |
| Member        | Emilio s. Teng          | <u>06.09.14</u>  | <u>4</u>                             | <u>3</u>                 | <u>75%</u>  |
| Independent   | Albert Y. Yung          | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |
| Independent   | John Edwin N. Co        | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |
| Member        | Juana Lourdes M. Buyson | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |
| Member        | Ma. Elena F. Alqueza *  | <u>06.09.14</u>  | <u>4</u>                             | <u>4</u>                 | <u>100%</u> |

## E. BOARD COMMITTEES

### Committee Members

#### (a) Audit Committee

| Office        | Name                 | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %           | Length of Service in the Committee |
|---------------|----------------------|---------------------|----------------------|--------------------------|-------------|------------------------------------|
| Chairman (ID) | John Edwin N. Co     | <u>06.09.14</u>     | <u>4</u>             | <u>4</u>                 | <u>100%</u> | <u>2 years</u>                     |
| Member (ID)   | Albert Y. Yung       | <u>06.09.14</u>     | <u>4</u>             | <u>4</u>                 | <u>100%</u> | <u>1 year</u>                      |
| Member (NED)  | Ma. Elena F. Alqueza | <u>06.09.14</u>     | <u>4</u>             | <u>4</u>                 | <u>100%</u> | <u>2 years</u>                     |

#### (b) Nomination Committee

| Office        | Name             | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %           | Length of Service in the Committee |
|---------------|------------------|---------------------|----------------------|--------------------------|-------------|------------------------------------|
| Chairman (ED) | Anna Mei Nga Tia | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>7 years</u>                     |
| Member (ED)   | Emilio E. Teng   | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>3 years</u>                     |
| Member (ID)   | John Edwin N. Co | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>2 years</u>                     |

#### (c) Remuneration Committee

| Office        | Name                    | Date of Appointment | No. of Meetings Held | No. of Meetings Attended | %           | Length of Service in the Committee |
|---------------|-------------------------|---------------------|----------------------|--------------------------|-------------|------------------------------------|
| Chairman (ED) | Tommy Kin Hing Tia      | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>7 years</u>                     |
| Member (ID)   | Albert Y. Yung          | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>1 year</u>                      |
| Member (EID)  | Juana Lourdes M. Buyson | <u>06.09.14</u>     | <u>1</u>             | <u>1</u>                 | <u>100%</u> | <u>3 years</u>                     |

### Amendment to Articles of Incorporation

Relative to the change of the Company's office address, the Board of Directors at the meeting held on April 24, 2014 approved the amendment of the Third Article of the Company's Articles of Incorporation to change the Company's principal office address from "Metro Manila" to "No. 35 San Antonio St., San Francisco Del Monte, Quezon City" (pursuant to SEC Memo Circular No. 6 Series 2014).

The Third Article as amended will read as follows:

"THIRD. - That the principal office address of the Corporation shall be at No. 35 San Antonio St., San Francisco Del Monte, Quezon City."

The amendment was approved by the shareholders at the Annual Stockholders' Meeting held on June 09, 2014. The SEC likewise approved the said amendment as per SEC Certificate of Filing of Amended Articles dated October 08, 2014.

### Revised Manual on Corporate Governance

In compliance with SEC Memorandum Circular No. 9, Series 2014 entitled "Amendment to the Revised Code of Corporate Governance," the Board approved on June 09, 2014 the Company's Revised Manual on Corporate Governance which was submitted to the SEC on July 31, 2014.

**Consolidated Changes/Updates in the Company's ACGR for the Years 2013 and 2014**

**In compliance with SEC Memorandum Circular No. 1, Series of 2014 - Guidelines for Changes and Updates in the ACGR and in accordance with the SEC Memorandum Circular No. 12, Series of 2014 – Clarification for Changes and Updates in the ACGR, the Board approved on December 15, 2014 the Corporation's Consolidated Changes in the Annual Corporate Governance Report (ACGR) for the Years 2013 and 2014.**

**Work Done and Issues Addressed**

Describe the work done by each committee and the significant issues addressed during the year.

| <b>Name of Committee</b> | <b>Work Done</b>  | <b>Issues Addressed</b> |
|--------------------------|---|-------------------------|
| Audit                    | <p>The Audit Committee performed their functions, duties and responsibilities as stated in the Audit Committee Charter, specifically in assisting the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations.</p> <p><b><u>The Audit Committee reviewed the Company's 2013 Audited Financial Statements prior to the approval by the Board, pursuant to the SEC's Code of Corporate Governance and in compliance with the Company's Manual of Corporate Governance.</u></b></p> <p><b><u>Also, in compliance with the SEC Memorandum Circular No. 4 Series of 2012, the Audit Committee conducted a Self Assessment on Performance for the Year 2013 which was submitted to the SEC on March 19, 2014.</u></b></p> | N/A                     |
| Nomination               | The Nomination Committee performed their functions in accordance with their duties and responsibilities as stated in the Company's RMCG specifically on the review and evaluation of the qualifications of the board nominees.  | N/A                     |
| Remuneration             | The Compensation and Remuneration Committee performed their functions in accordance with their duties and responsibilities as stated in the Company's RMCG.   | N/A                     |

**Committee Program**

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

| <b>Name of Committee</b> | <b>Planned Programs</b>   | <b>Issues to be Addressed</b> |
|--------------------------|---|-------------------------------|
| Audit                    | <b><u>Conduct an Annual Self Assessment on Performance for the year 2014.</u></b><br><b><u>Review the Company's RMCG for necessary updates.</u></b> | None                          |
| Nomination               | None  | N/A                           |
| Remuneration             | None  | N/A                           |

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

Holding 5% shareholding or more **(as of 2014.09.30)**

| Shareholder                                  | Number of Shares         | Percent               | Beneficial Owner               |
|--|--------------------------|-----------------------|--------------------------------|
| <b><u>PCD Nominee Corp. Filipino</u></b>     | <b><u>24,665,797</u></b> | <b><u>60.309%</u></b> | <b><u>PCD Participants</u></b> |
| <b><u>PCD Nominee Corp. Non-Filipino</u></b> | <b><u>10,492,900</u></b> | <b><u>25.656%</u></b> | <b><u>PCD Participants</u></b> |
| Tommy Kin Hing Tia (Chairman)                | 8,569,000                | 20.952%               | Direct Ownership               |

### 6) Company Website

Does the company have a website disclosing up-to-date information about the following?

|  |                    |
|--|--------------------|
| Business operations  | <b><u>Yes</u></b>  |
| Financial statements/reports (current and prior years)                             | <b><u>Yes</u></b>  |
| Materials provided in briefings to analysts and media                              | <b><u>None</u></b> |
| Shareholding structure   | <b><u>Yes</u></b>  |
| Group corporate structure  | <b><u>N/A</u></b>  |
| Downloadable annual report   | <b><u>Yes</u></b>  |
| Notice of AGM and/or EGM   | <b><u>Yes</u></b>  |
| Company's constitution (company's by-laws, memorandum and articles of association) | <b><u>Yes</u></b>  |



## J. RIGHTS OF STOCKHOLDERS

### Notice of Annual Stockholders' Meeting

Notices together with the Company's Annual Report are mailed to stockholders at least 15 trading days before the date of the annual stockholders' meeting. However, the Company's disclosure on the actual date, time and place of the annual stockholders' meeting is submitted to the PSE and SEC more than 21 business days before the annual meeting.

- a. Date of sending out notices: **May 19, 2014**
- b. Date of the Annual Stockholders' Meeting: **June 09, 2014**

### Result of Annual Stockholders' Meeting's Resolutions

| Resolution   | Approving   | Dissenting | Abstaining |
|--|---|------------|------------|
| <b><u>The 2014 Annual Stockholders' Meeting's resolutions include the following:</u></b><br><b><u>Approval of the Minutes of the Annual Meeting of Stockholders held on June 10, 2013;</u></b><br><b><u>Annual Report of the President;</u></b><br><b><u>Ratification of Acts and Proceedings of the Board of Directors and Management from June 10, 2013;</u></b><br><b><u>Election of Directors;</u></b><br><b><u>Election of External Auditor; and</u></b><br><b><u>Amendment of Articles of Incorporation to Change the Principal Office Address</u></b> | <b><u>Stockholders, present at the meeting, owning and controlling 29,419,698 shares of stock which is equivalent to 71.93% of the total issued and outstanding common shares as of May 12, 2014 of 40,899,000.</u></b> | N/A        | N/A        |

Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

**June 09, 2014 - PSE and SEC disclosure on the results of the Annual Stockholders' Meeting**

### Stockholders' Attendance

Details of Attendance in the Annual/Special Stockholders' Meeting Held:

| 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 |
|----------------------|---|------------------------|---|-----------------------------|-----------------------|--------------------------|
| <b><u>Annual</u></b> | <b><u>Board Members Present:</u></b><br><b><u>Tommy Kin Hing Tia</u></b><br><b><u>Anna Mei Nga Tia</u></b><br><b><u>Emilo S. Teng</u></b><br><b><u>Albert Y. Yung</u></b><br><b><u>John Edwin N. Co</u></b><br><b><u>Juana Lourdes M. Buyson</u></b><br><b><u>Maria Elena F. Alqueza</u></b><br><b><u>Officers Present:</u></b><br><b><u>Ma. Marry Janette M. Lescano</u></b> | <b><u>06.09.14</u></b> | <b><u>By poll</u></b>                           | <b><u>.054%</u></b>         | <b><u>71.878%</u></b> | <b><u>71.932%</u></b>    |

**Definitive Information Statements and Management Report**

|   |  |
|---|--|
| Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials  | All stockholders as of record date are entitled to receive Definitive Information Statements and Management Report and Other Materials |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners | <u>May 19, 2014</u>  |
| Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders                                  | <u>May 19, 2014</u>  |
| State whether CD format or hard copies were distributed   | Hard copies were distributed   |
| If yes, indicate whether requesting stockholders were provided hard copies  | N/A  |

Pursuant to the requirement of the Securities and Exchange Commission, this Consolidated Changes in the Annual Corporate Governance Report (ACGR) for the year 2014 is signed on behalf of the registrant by the undersigned thereunto duly authorized, in the City of \_\_\_\_\_ on \_\_\_\_\_, 20\_\_.

**SIGNATURES**

**FEDERAL RESOURCES INVESTMENT GROUP INC.**



JUANA LOURDES M. BUYSON  
(Signature over Printed Name)

\_\_\_\_\_  
Compliance Officer

Republic of the Philippines }  
}

**SECRETARY'S CERTIFICATE**

**QUEZON CITY**  
KNOW ALL MEN BY THESE PRESENTS:

I, **MARIA ELENA F. ALQUEZA**, of legal age, Filipino and with postal address at Suite 1109 East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City, do hereby certify:

That I am the duly elected and incumbent Assistant Corporate Secretary of **FEDERAL RESOURCES INVESTMENT GROUP INC.**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at No. 35 San Antonio St., San Francisco Del Monte, Quezon City, Philippines.

That as such Secretary, I am the custodian of the Minute Books of the said corporation and such books show that at the Meeting of the Board of Directors of the Corporation held on December 15, 2014, the following resolutions were adopted and approved:

**"RESOLVED**, that the Board of Directors of Federal Resources Investment Group Inc. hereby approves and adopts the Corporation's Consolidated Changes in the Annual Corporate Governance Report (ACGR) for the Years 2013 and 2014 in compliance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 1, Series of 2014 - Guidelines for Changes and Updates in the ACGR and in accordance with the SEC Memorandum Circular No. 12, Series of 2014 - Clarification for Changes and Updates in the ACGR;

**RESOLVED FURTHER**, that the authorized signatory for the Consolidated Changes in the ACGR for the Years 2013 and 2014 shall be Ms. Juana Lourdes M. Buyson, Compliance Officer of the Corporation."

IN WITNESS WHEREOF, I have hereunto signed this Certification this DEC 23 2014 day of \_\_\_\_\_, 2014 in QUEZON CITY Philippines.

*Maria Elena Alqueza*  
**MARIA ELENA F. ALQUEZA**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me in the City/Municipality of \_\_\_\_\_ this DEC 23 2014 day of \_\_\_\_\_ by \_\_\_\_\_, who has satisfactorily proven to me her identity through her SSS ID No. 33-0354485-9 and who personally signed and affirmed before me the foregoing Secretary's Certificate.

*Tomás F. Dulay Jr.*  
**ATTY. TOMAS F. DULAY JR.**  
NOTARY PUBLIC  
**NOTARY PUBLIC**  
ADM MATTER #. NP-061-2014-2015  
PTR# 904238301-02 /01-07-14 Q.C.  
FBP# 915073 CY-2014 Q.C.  
Roll No. 16583-03/13-61  
TIN# 410229316  
Add. 92 Legaspi St., Proj. 4 Q.C.  
MCLE EXEMPTED # 000838

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