101052015002127

SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.	AS93005277
Company Name	FEDERAL RESOURCES INVESTMENT GROUP INC.
Industry Classification	Real Estate Activities
Company Type	Stock Corporation

Document Information

Document ID	101052015002127
Document Type	LETTER/MISC
Document Code	LTR
Period Covered	December 23, 2014
No. of Days Late	0
Department	CED/CFD/CRMD/MRD/NTD
Remarks	ACGR

2014

COVER SHEET

A S 0 9 3 0 0 5 2 7 7
S.E.C. Registration Number

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G R O U P I N C .
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(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

Total Amount of Borrowings

4 8 6 as of November 30, 2014
Total No. of Stockholders

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 2014.12.31
Tommy Kin Hing Tia	ED/Chairman	N/A	**Juana Lourdes M. Buyson**	08.13.07	**06.09.14**	Annual	**7 years**
Anna Mei Nga Tia	ED/President & CEO	N/A	**Juana Lourdes M. Buyson**	08.13.07	**06.09.14**	Annual	**7 years**
Emilio S. Teng	ED/Corporate Secretary	N/A	**Tommy Kin Hing Tia**	06.13.11	**06.09.14**	Annual	**3 years**
Albert Y. Yung	ID	N/A	**Maria Elena F. Alqueza/No Relationship**	06.10.13	**06.09.14**	Annual	**1 year**
John Edwin N. Co	ID	N/A	**Maria Elena F. Alqueza/No Relationship**	07.30.12	**06.09.14**	Annual	**2 years**
Juana Lourdes M. Buyson	ED/Treasurer	N/A	**Tommy Kin Hing Tia**	06.13.11	**06.09.14**	Annual	**3 years**
Maria Elena F. Alqueza	NED	N/A	**Tommy Kin Hing Tia**	07.30.12	**06.09.14**	Annual	**2 years**

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	**March 28, 2014**	**Corporate Governance Seminar**	**ROAM, Inc.**
Anna Mei Nga Tia	**March 28, 2014**	**Corporate Governance Seminar**	**ROAM, Inc.**
Emilio S. Teng	**March 28, 2014** March 01, 2013 February 20, 2013	**Corporate Governance Seminar** MCLE Compliance No. IV	**ROAM, Inc.** Asian Center for Legal Excellence
Albert Y. Yung	**October 21, 2014** May 17, 2013	**SEC-PSE Corporate Governance Forum** Ethics & Good Governance	**SEC-CGFD** PICPA
John Edwin N. Co	**March 28, 2014** May 17, 2013	**Corporate Governance Seminar** Ethics & Good Governance	**ROAM, Inc.** PICPA
Juana Lourdes M. Buyson	**November 26, 2014** **October 21, 2014** **September 23, 2014** **March 28, 2014** November 29, 2013 November 29, 2012	**Annual Listing & Disclosure Rules Seminar** **SEC-PSE Corporate Governance Forum** **PSE EDGE Training** **Corporate Governance Seminar** PSE EDGE Training Annual Listing & Disclosure Rules Seminar	**PSE** **SEC-CGFD** **PSE** **ROAM, Inc.** PSE PSE
Maria Elena F. Alqueza	**November 26, 2014** **September 23, 2014** **March 28, 2014** November 29, 2013 May 27, 2013 November 29, 2012	**Annual Listing & Disclosure Rules Seminar** **PSE EDGE Training** **Corporate Governance Seminar** PSE EDGE Training Ethics & Good Governance Annual Listing & Disclosure Rules Seminar	**PSE** **PSE** **ROAM, Inc.** PSE PICPA 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	**06.09.14**	**4**	**4**	**100%**
President/CEO	Anna Mei Nga Tia	**06.09.14**	**4**	**4**	**100%**
Member	Emilio s. Teng	**06.09.14**	**4**	**3**	**75%**
Independent	Albert Y. Yung	**06.09.14**	**4**	**4**	**100%**
Independent	John Edwin N. Co	**06.09.14**	**4**	**4**	**100%**
Member	Juana Lourdes M. Buyson	**06.09.14**	**4**	**4**	**100%**
Member	Ma. Elena F. Alqueza *	**06.09.14**	**4**	**4**	**100%**

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	06.09.14	4	4	100%	2 years
Member (ID)	Albert Y. Yung	06.09.14	4	4	100%	1 year
Member (NED)	Ma. Elena F. Alqueza	06.09.14	4	4	100%	2 years

(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	06.09.14	1	1	100%	7 years
Member (ED)	Emilio E. Teng	06.09.14	1	1	100%	3 years
Member (ID)	John Edwin N. Co	06.09.14	1	1	100%	2 years

(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	06.09.14	1	1	100%	7 years
Member (ID)	Albert Y. Yung	06.09.14	1	1	100%	1 year
Member (EID)	Juana Lourdes M. Buyson	06.09.14	1	1	100%	3 years

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.

Name of Committee	Work Done	Issues Addressed
Audit	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. **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.** **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.**	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.

Name of Committee	Planned Programs	Issues to be Addressed
Audit	**Conduct an Annual Self Assessment on Performance for the year 2014.** **Review the Company's RMCG for necessary updates.**	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
PCD Nominee Corp. Filipino	**24,665,797**	**60.309%**	**PCD Participants**
PCD Nominee Corp. Non-Filipino	**10,492,900**	**25.656%**	**PCD Participants**
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	**Yes**
Financial statements/reports (current and prior years)	**Yes**
Materials provided in briefings to analysts and media	**None**
Shareholding structure	**Yes**
Group corporate structure	**N/A**
Downloadable annual report	**Yes**
Notice of AGM and/or EGM	**Yes**
Company's constitution (company's by-laws, memorandum and articles of association)	**Yes**

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
The 2014 Annual Stockholders' Meeting's resolutions include the following: **Approval of the Minutes of the Annual Meeting of Stockholders held on June 10, 2013;** **Annual Report of the President;** **Ratification of Acts and Proceedings of the Board of Directors and Management from June 10, 2013;** **Election of Directors;** **Election of External Auditor; and** **Amendment of Articles of Incorporation to Change the Principal Office Address**	**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.**	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
Annual	**Board Members Present:** **Tommy Kin Hing Tia** **Anna Mei Nga Tia** **Emilo S. Teng** **Albert Y. Yung** **John Edwin N. Co** **Juana Lourdes M. Buyson** **Maria Elena F. Alqueza** **Officers Present:** **Ma. Marry Janette M. Lescano**	**06.09.14**	**By poll**	**.054%**	**71.878%**	**71.932%**

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	**May 19, 2014**
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	**May 19, 2014**
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 2 3 2014 day of _____, 2014 in QUEZON CITY Philippines.

MARIA ELENA F. ALQUEZA
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me in the City/Municipality of _____ this _____ day of DEC 2 3 2014 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.

ATTY. TOMAS F. DULAY JR.
NOTARY PUBLIC
Until December 31, 2015
ADM MATTER #. NP-061-2014-2015
PTR# 904238301-02 /01-07-14 Q.C
IBP# 915073 CY-2014 Q.C.
Roll No. 16583 03/13-61
TIN# 410225316
Add. 92 Legaspi St. Proj. 4 Q.C.
MCLE EXEMPTED # 000838

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Series of 2014;