

COVER SHEET

									4	2	5	4	3
--	--	--	--	--	--	--	--	--	---	---	---	---	---

SEC Registration Number

A	S	I	A	B	E	S	T		G	R	O	U	P		I	N	T	E	R	N	A	T	I	O	N	A	L		I	N	C.
---	---	---	---	---	---	---	---	--	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	---	---	---	---	--	---	---	----

(Company's Full Name)

2	0	T	H		F	L	O	O	R		T	H	E		P	E	A	K		T	O	W	E	R		1	0	7		
---	---	---	---	--	---	---	---	---	---	--	---	---	---	--	---	---	---	---	--	---	---	---	---	---	--	---	---	---	--	--

L	P		L	E	V	I	S	T	E		S	T	R	E	E	T		S	A	L	C	E	D	O					
---	---	--	---	---	---	---	---	---	---	--	---	---	---	---	---	---	--	---	---	---	---	---	---	---	--	--	--	--	--

V	I	L	L	A	G	E		M	A	K	A	T	I		C	I	T	Y												
---	---	---	---	---	---	---	--	---	---	---	---	---	---	--	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

Venus L. Gregorio

(Contact Person)

928-9246

(Company Telephone Number)

1	2		3	1
----------	----------	--	----------	----------

Mont *h* Day
(Fiscal Year)

2	0	-	1	5
----------	----------	---	----------	----------

(Form Type)

--	--

Month

--	--

Day

(Annual Meeting)

--

(Secondary License Type, If Applicable)

--

Dept. Requiring this Doc.

--

Amended Articles
Number/Section

Total Amount of Borrowings

--

Total No. of Stockholders

--

Domestic

--

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

ASIABEST GROUP INTERNATIONAL INC.

20th Flr., The Peak Tower, 107 L.P. Leviste St.,
Legaspi Village, Makati City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of **ASIABEST GROUP INTERNATIONAL INC.** will be held at the **AIM Conference Center, JV del Rosario Bldg., Benavides cor. Trasierra Sts. Legaspi Village, Makati City** on **13 December 2012** at **3:00 p.m.** with the following:

A G E N D A

1. Call to Order
2. Secretary's Proof of Notice and Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on 7 October 2011.
4. Annual Report of the President
5. Adoption of the Audited Financial Statements for the Year Ended 31 December 2011
6. Election of Directors
7. Ratification of all acts of the Board of Directors and Management for the period covered from the last Annual Stockholders Meeting of the Corporation held on 7 October 2011 to the date of the Annual Stockholders Meeting
8. Delegation to the Board of Directors the power to appoint the Company's External Auditor
9. Other Matters
10. Adjournment

Only stockholders of record at the close of business on **20 November 2012** are entitled to notice of, and to vote at, this meeting.

Makati City, 31 October 2012.

FOR THE BOARD OF DIRECTORS


VENUS L. GREGORIO
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT of
ASIABEST GROUP INTERNATIONAL INC.
Pursuant to Section 20 of the Securities Regulation Code**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: ASIABEST GROUP INTERNATIONAL INC.

3. Province, country or other jurisdiction of incorporation or organization: MAKATI CITY, PHILIPPINES

4. SEC Identification Number: 42543

5. BIR Tax Identification Code: 000-196-724-000

**6. Address of principal office: 20TH Floor The Peak Tower Condominium
LP Leviste St., Salcedo Village
Makati City 1200**

7. Registrant's telephone number, including area code: c/o (632) 928-9246

8. Date, time and place of the meeting of security holders:

Date - 13 December 2012

Time - 3:00 P.M.

**Place - AIM Conference Center,
JV del Rosario Bldg.,
Benavides cor. Trasierra Sts.
Legaspi Village, Makati City**

9. Approximate date on which the Information Statement is first to be sent or given to security holders:

21 November 2012

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA:

a. Authorized Capital Stock	P200,000,000.00
Issued Shares	200,000,000
b. Number of Shares Outstanding as of 30 September 2012	200,000,000

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes No

As of 30 September 2012, there are 17,170,348 shares listed with the Philippine Stock Exchange.

INFORMATION REQUIRED IN INFORMATION STATEMENT

a. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

- | | |
|---------------------|---|
| a. Date | 13 December 2012 |
| Time | 3:00 P.M. |
| Place | AIM Conference Center, JV del Rosario Bldg.,
Benavides cor. Trasierra Sts. Legaspi Village,
Makati City
20TH Floor The Peak Tower Condominium |
| Principal
Office | LP Leviste St., Salcedo Village
Makati City 1200 |
- b. Approximate date when the Information Statement is first to be sent to security holders: **21 November 2012**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU
ARE REQUESTED NOT TO SEND US A PROXY**

Item 2. Dissenter's Right of Appraisal

Under the Corporation Code of the Philippines, a stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

- (a) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code;
- (c) In case of merger or consolidation; and
- (d) In case of investments in another corporation, business or purpose.

A dissenting stockholder may demand payment of the fair value of his shares by voting against the proposed corporate action and making a written demand on the Company within thirty (30) days after the date on which the vote was taken; otherwise, the failure to make the demand within the said period shall be deemed a waiver of the appraisal right of the dissenting stockholder. Within ten (10) days after demanding payment of his shares, the dissenting stockholder shall submit to the Company the certificate(s) of stock representing his shares for notation thereon that the shares are dissenting shares; otherwise his failure to do so shall, at the option of the Company, terminate his appraisal rights.

If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of the certificate(s) of stocks representing his shares,

the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. If within the period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third, by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after the award is made, provided that the Company has unrestricted retained earnings in its books to cover such payment and that upon payment by the Company of the agreed or awarded price, the stockholder shall immediately transfer his shares to the Company.

Any other right or action arising from the exercise of a dissenting stockholder of his appraisal rights shall be governed by and in accordance with Title X of the Corporation Code of the Philippines.

There are no matters or proposed corporate actions to be taken up during the Annual Meeting which may give rise to a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

a. Substantial interest of directors / officers of the Registrant in any matter to be acted upon other than election to office

Other than election to office, no director or executive officer, or associate of the foregoing persons, has any substantial interest in the matters to be acted upon by the stockholders at the Annual Meeting.

No director has informed the Company in writing of an intention to oppose any action to be taken by the Company at the meeting:

b. Control and Compensation Information

Item 4. Voting Securities and Principal Holders Thereof

a. Number of Shares Outstanding as of 30 September 2012:	200,000,000
Number of Votes Entitled:	one (1) vote per share

b. Stockholders Entitled to Vote

All stockholders of record as of 20 November 2012 are entitled to notice of and to vote at the Annual Stockholders' Meeting.

c. Manner of Voting

Article I, Section 6 of the Amended By-Laws of the Company provides:

“Section 6. Voting. Except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each

common share of the capital stock standing in his name on the stock books of the Company on the day fixed as the record date for such meeting, which vote may be given personally or by proxy duly appointed in writing by such stockholder or by his duly authorized attorney.

Proxies on file with the Corporation and executed not more than five (5) years before the date of the shareholders' meeting, shall be recognized and used unless specifically revoked or a new proxy is received by the Corporation. Proxies shall be filed with and received by the Corporate Secretary or the Transfer Agent not later than three (3) working days prior to the date of the stockholders' meeting. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code."

d. Security Ownership of Certain Record and Beneficial Owners and Management

i. Security Ownership of Certain Record and Beneficial Owners (of more than 5%) as of 30 September 2012.

The table below outlines the persons, as of 30 September 2012, who are known to the Corporation to be directly or indirectly the record and / or beneficial owner of more than 5 % of any class of the Corporation's voting securities:

<i>Title of Class</i>	Name of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Sunplaza Development Corporation Major Shareholder		Filipino	98,078,651	49%
Common	Antonio V.F. Gregorio III Director	Antonio V.F. Gregorio III	Filipino	16,320,001	8.16%
Common	Chi Ho Co Director	Chi Ho Co	Filipino	14,000,001	7%
Common	Garry Lincoln Taboso No relationship with Issuer	Garry Lincoln Taboso	Filipino	14,000,00	7%
Common	PCD Nominee Corporation	Various	Filipino	12,863,154	6.43%

Sunplaza Development Corporation is the major corporate investor of the Company following its re-organization. It is a 100% Filipino owned corporation organized primarily to carry on and engage in the realty business. It has an authorized capital stock of Ten Million Pesos (₱ 10,000,000.00), divided into Ten Million (10,000,000) shares with a par value of One (₱ 1.00) Peso per share. Subscribed capital stock and the amount of paid-up capital are as follows:

Name	Shares Subscribed			Amount Paid (₱)
	Number	Amount (₱)	% of Ownership	
Jerry C. Angping	1,500,000	1,500,000.00	60	375,000.00

Wilma C. Crisostomo	250,000	250,000.00	10%	62,500.00
Ma. Rhodora V. Angping	250,000	250,000.00	10%	62,500.00
Delfin S. Castro, Jr.	250,000	250,000.00	10%	62,500.00
Engracio L. Sagcal, Jr.	250,000	250,000.00	10%	62,500.00
TOTAL	2,500,000	2,500,000.00	100	625,000.00

Sunplaza Development Corporation's Board of Directors and Management / Key Officers, together with their brief backgrounds are provided as follows:

Board of Directors		
Name	Citizenship	Position/Designation
Jerry C. Angping	Filipino	Chairman
Wilma C. Crisostomo	Filipino	Member
Ma. Rhodora V. Angping	Filipino	Member
Delfin S. Castro, Jr.	Filipino	Member
Engracio L. Sagcal, Jr.	Filipino	Member
Key Officers		
Name	Citizenship	Position/Designation
Jerry C. Angping	Filipino	President
Wilma C. Crisostomo	Filipino	Treasurer
Delfin S. Castro, Jr.	Filipino	Corporate Secretary

Mr. Delfin S. Castro, Jr. is a Director both of Sunplaza Development Corporation and Asiabest Group International Inc. Mr. Jose M. Crisostomo, a Director of Asiabest Group International Inc. is married to Ms. Wilma Crisostomo, who is currently a Director also of Sunplaza Development Corporation.

ii. **Security Ownership of Directors and Management as of 30 September 2012**

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of All Class
Common	Antonio V.F. Gregorio III	16,320,001(Direct)	Filipino	8.16%
Common	Jose M. Crisostomo	4,320,000(Direct)	Filipino	2.16%
Common	Delfin S. Castro, Jr.	4,320,000(Direct)	Filipino	2.16%
Common	Chi Ho Co	14,000,001(Direct)	Filipino	7%
Common	Richard N. Palou	1(Direct)	Filipino	Nil
Common	Jose Francisco E. Miranda	4,320,001	Filipino	2.16%
Common	Vittorio Paulo P. Lim	1	Filipino	Nil
Common	Daniel C. Go	1	Filipino	Nil
Common	Ramon Miguel Osmeña	1,000	Filipino	Nil
Common	Venus L. Gregorio	16,320,001(Indirect) ¹	Filipino	
All Directors and Officers as a Group				21.64%

¹ The shares of Atty. Venus L. Gregorio are indirectly owned as they are in the name of her spouse Atty. Antonio V.F. Gregorio III as reported.

Some of the Directors and management own 2% or more of the outstanding capital stock of the Company as per above table.

iii. **Voting Trust Holders of 5% or More**

The Company knows of no person who holds more than 5% of a class under a voting trust or similar agreement.

iv. **Change in Control**

Management is not aware of any change in control or arrangement that may result in a change in control of the Registrant since the beginning of the calendar year.

Item 5. Directors and Executive Officers

Section I of Article II of the Company’s Amended By-Laws provides:

“Section 1. Number and Qualifications. The Board of Directors of the Company shall be nine (9) in number and they shall be stockholders in their own right, and elected in accordance with the Corporation Law at the annual meeting of the stockholders for at term of one (1) year until their successors are elected and qualified.

a. **Information required of Directors and Executive Officers**

i. The following table sets forth certain information as to Directors and executive officers of the Company as of 30 September 2012:

Name	Age	Nationality	Present Position
Antonio Victoriano F. Gregorio III	39	Filipino	Chairman of the Board
Delfin S. Castro, Jr.	46	Filipino	Director and Treasurer
Jose M. Crisostomo	61	Filipino	Director
Richard William N. Palou	63	Filipino	Director
Chi Ho Co	39	Filipino	Director
Jose Francisco E. Miranda	35	Filipino	Director
Vittorio Paulo P. Lim	28	Filipino	Director
Daniel C. Go	40	Filipino	Independent Director
Ramon Miguel V. Osmeña	28	Filipino	Independent Director

ANTONIO VICTORIANO F. GREGORIO III, 39 - Atty. Antonio Gregorio III graduated Second Honors, with a Juris Doctor from the Ateneo de Manila University in 1998 and passed the bar examinations of 1998. He also has a Bachelor of Science Major in Management Engineering and a Bachelor of Arts, Major in Economics-Honors, both from the Ateneo de Manila University, Magna Cum Laude. He was a valedictorian of his high school class in the Ateneo. Atty. Gregorio is a Partner at Gregorio Law Offices and sits as director and officer of various public and private companies, including NiHAO Mineral Resources International, Inc., (President from 2011 to present and Chairman since October 2012), Dizon Copper-Silver Mines (Treasurer/Director from 2012 to present), Abacus Consolidated Resources and Holdings, Inc.,(Director, 2009 to present), Lodestar Investment holdings Corporation (Chairman since October 2012 and Director and Corporate Secretary since 2008)

GNA Resources International Limited (2011 to present), Cuervo Far East, Inc.(Corporate Secretary/Director, 2005 to present), Alta Minera, Inc., Breccia Resources, Inc., and Millionaire's Offices and Properties, Inc. (Chairman, 2011 to present), Beaver Q Corporation (Corporate Secretary, 2002 to present), Big Herald Link International Corporation (Corporate Secretary/Treasurer/Director, 2004 to present), Tajima Yakiniku, Inc. (Director, 2005 to present), 4A9T Scholarship foundation, Inc. (Corporate Secretary/Trustee from 1999 to present) and World Wide Manpower Overseas, Inc. (President/Director, 2007 to present), and Director of Pride Star Development Bank (2009 to present). He was formerly the Corporate Secretary/Director of the following companies, Active Earnings, Inc. (2003 to 2011), Buddybuds, Inc. (2003 to 2011), Cangoc, Inc. (2002 to 2011), Carellan, Inc. (2003 to 2011), Cuisine Allurements, Inc. (2002 to 2011), Grand Pin Development Corporation (2004 to 2011), Hobbiton, Inc. (2003 to 2011), Pinecrest Realty Corporation (2003 to 2011); Treasurer/ Director of Carom, Inc. (2003 to 2011), Los Boldos, Inc. (2003 to 2011) and Onion and Chives, Inc. (2003 to 2011), Corporate Secretary of JMARR Realty, Inc. (2002 to 2011), PPARR Management and Holdings Corporation (2004 to 2010) , Cuervo Appraisers, Inc. (2007 to 2009) and RF Cuervo, Inc. (2003 to 2008); Asst. Corporate Secretary/Treasurer/Director of Weathertop, Inc. from 2004 to 2011 and former Director of Musx Corporation from 2007 to 2010 and Outsource Leverage Systems International, Inc. (Corporate Secretary/Director, 2004 to 2009).

Delfin S. Castro, Jr., Filipino, 46, has served as Director since 9 December 2010. He holds a Masters Degree in Business Administration and a Bachelor of Science Degree in Business Administration from the University of the Philippines. He is currently a Director/Treasurer/Corporate Information Officer of Geograce Resources Philippines Incorporated, Director and Corporate Secretary of Sunplaza Development Corporation and Treasurer of the Peak Condominium Corporation. From June 2000 to April 2001, he was the Global Portfolio Manager for Private Equities at United Resources Asset Management, Inc. He was formerly the Engagement Director of Palo Alto Consultants Asia, Inc, and a Senior Assistant Vice-President at Asiatrust Bank.

Jose C. Crisostomo, Filipino, 61, has served as Director since 9 December 2010. He holds a Masters of Business Administration from the California State University Hayward in Hayward, California, U.S.A. He is a member of Manila Southwoods Golf and Country Club, Inc. and Riviera Golf and Country Club, Inc.

Chi Ho Co, Filipino, 39, has served as Director since 4 February 2011. He currently serves as Director and Officer of various companies including Lodestar Investment Holdings, Corporation (2008-rpresent) Hightower, Inc., of which he is the President, Glomedic Philippines, Inc. Banquets in Style, Inc. where he serves as Chairman for both companies, Cavite, Apparel Corporation and Subic Bay Apparel Corporation, among other companies.

Richard William N. Palou, Filipino, 63, has served as Director since 4 August 2008. He is an MBA candidate and a graduate of Business Management at the Ateneo de Manila University. He is the Director for the University Athletics at the Ateneo de Manila University (2004 to present). He currently serves as Director of Lodestar Investment Holdings Corporation (2008 to present), DENAGA Pawnshop, Inc. (2007 to present), Vantage Investigation and Security Agency, Inc. (2007 to

present), and First Philippine Wind Corporation (1997 to present). He was the Finance Director of Philippine Basketball Association from 1999 to 2004.

Jose Francisco E. Miranda, 35 – Mr. Miranda is a graduate of the University of the Philippines, Diliman, Quezon City with a Bachelor of Science degree in Geodetic Engineering. He has been President of Geograce Resources Philippines, Inc. since 2011 and is also currently Chief Operating Officer and Director of Nihao Mineral Resources, Inc., Director of Dizon Copper-Silver Mines, Inc., and Chief Executive Officer of GNA Resources (HK) Limited).

Vittorio Paulo P. Lim – 28 Filipino is a graduate of Ateneo de Manila University with a Bachelor of Arts degree major in Interdisciplinary Studies Communications and Psychology Tracks. He is currently a Certified Securities Representative of Tower Securities, Inc. His past work experiences include Trader Trainee of The First Resources Management, Inc. (2009 – 2011) and Broker of Tradition Financial Services Philippines, Inc. (2008-2009).

Ramon Miguel V. Osmeña – 27, Filipino, is a graduate of the University of California Los Angeles with the Bachelor of Arts degree in Philosophy and of West Los Angeles College, with an Associate of Arts in Liberal Arts and Sciences. He is concurrently President of Certified MOA Ammunition Corporation and Informal Assistant to Congressman Tomas R. Osmena of the House of Representatives.

Daniel C. Go, Filipino, 40, has served as Director since 9 December 2010. He is currently the Chairman of Absolute Traders Consultancy Services Incorporated. He was also the Chief Finance Officer of Agrinurture Incorporated from 2008 to 2009; Chief Executive Officer of Absolute Traders Consultancy Services Incorporated (2003 to 2008); General Manager/Head Trader of La Pena Investment (2001 to 2003) and Market Technician/Certified Securities Representative of Angping and Associates Securities, Inc. (1999 to 2001).

b. Nominees for Directors and Independent Directors

The following have been nominated to the Board of Directors of the Company for the year 2012 to 2013:

Name	Age	Nationality	Period Served
Antonio V.F. Gregorio III	39	Filipino	Since 2008
Delfin S. Castro, Jr.	46	Filipino	Since 2010
Jose M. Crisostomo	61	Filipino	Since 2010
Cho Ho Co	39	Filipino	Since 2011
Richard William N. Palou	63	Filipino	Since 2008
Jose Francisco Miranda	35	Filipino	Since 2011
Manuel Acenas	67	Canadian	NA
Ramon Miguel V. Osmeña (Independent Director)	27	Filipino	Since 2011
Helen Tiu (independent Director)	52	Filipino	NA

The aforementioned nominees have been recommended for nomination by the Nomination Committee. There are no directors who declined to stand for re-election to the Board of Directors for any reason whatsoever.

The following are the professional experience of the nominees for directors who are not current directors of the Company:

Manuel G. Acenas, 67 – Mr. Acenas is a Philippine registered geologist currently working as a mineral exploration and geological consultant for various companies. He was a Senior Geologist for Eldore Mining Corp (Phil) from 2008 to 2011 and Eldore Mining Corp. Ltd (Australia) from 2005 to 2008. Mr. Acenas graduated with a Bachelor of Arts Major in Geology from the Adamson University in 1969.

Helen G. Tiu, 52 – Atty. Helen G. Tiu received a Bachelor of Science degree in Business Administration and Accountancy (cum laude) from the University of the Philippines, Diliman in 1981 ranking 5th in her graduating class and Bachelor of Laws degree, also from the University of the Philippines, Diliman in 1987 ranking 6th in her graduating class. She received her Masters degree in Laws from the Harvard University in 1991. She is a Certified Public Accountant and a member of the Philippine Bar. She is currently Managing Director, Treasurer and Corporate Secretary of Lazaro, Bernardo Tiu and Associates and owner and Manager of H.G. Tiu Kaw Offices. She is currently a Director of Stratpoint Technologies, Inc. (since 2011), Trustee of the Harvard Law School Alumni Association of the Philippines (since 2011), Corporate Secretary of Psi Technologies, Inc. (since 1999), Corporate Secretary of PSi Technologies, Inc. (since 1997), PSi Technologies Laguna, Inc., PSitech Realty Inc. and Pacsem Realty Inc (since 1999). She also currently serves as Corporate Secretary of Philstar.com Holdings, Inc., Philstar Global Corporation, Igloo Supply Chain Philippines, Inc. and Assistant Corporate Secretary of Philstar Daily Inc., Pilipino Star Ngayon, Inc. and Pilipino Star Printing Co., Inc.

The above named nominees are expected to attend the scheduled Annual Stockholders' Meeting.

c. Nomination and Election of Independent Directors

The Nomination Committee is composed of Mr. Jose M. Crisostomo as Chairman and Messrs. Antonio Victoriano F. Gregorio III and Daniel C. Go as Members. The Nomination Committee accepted and pre-screened nominees for independent directors conformably with the criteria prescribed under existing SEC rules and the Company's Code of Corporate Governance.

The following are the details of the nominations for Independent Director received and approved by the Nominations Committee:

Nominee for Independent Director	Person Submitting the Nomination	Relation of Nominee to the Nominator
Helen G. Tiu	Chi Ho Co	None
R. Miguel Osmeña	Chi Ho Co	None

Atty. Helen G. Tiu and Mr. R. Miguel Osmeña submitted their credentials to support their qualifications for the positions of Independent Directors. The Company has adopted the SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and compliance therewith has been made. The Company always

undertakes to abide by the existing SRC Rule 38 on the required number of independent directors subject to any revision that may be prescribed by the SEC.

All nominees were pre-screened and included in the final list of candidates for election to the Board of Directors. All nominees were found to possess all the qualifications and none of the disqualifications for election to the positions of regular and independent directors.

d. Significant Employees

The Company is still in its pre-operating stage. There are no individuals who are not executive officers who are expected by the Company to make a significant contribution to the Company's business. Neither is the business of the Company highly dependent on the services of certain key personnel.

e. Family Relationships

Attys. Antonio V.F. Gregorio III, Chairman of the Board of Directors and Venus L. Gregorio, Corporate Secretary, are spouses.

Aside from the above-mentioned, there are no family relationships up to the fourth civil degree either by consanguinity or affinity existing among the Company's Directors, executive officers or persons nominated or chosen by the Company to become directors or executive officers.

f. Involvement in Certain Legal Proceedings

Each of the director has certified that, during the past five years, they have not been involved in any insolvency or bankruptcy proceeding nor has any of them been convicted by final judgment in a criminal proceeding. Furthermore, none of the directors has been subject to any order permanently enjoining, barring, suspending or limiting their involvement in any type of business, securities, commodities or banking activities, nor have they been found by any court in a civil action to have violated any securities or commodities law or regulation.

To the best of the Company's knowledge, there is no event listed below that occurred during the last five years up to the latest date that are material to an evaluation of the ability or integrity of any director or nominee for election as director, executive officer or control person of the Company:

- (a) Bankruptcy petition filed by or against any business of which a director or executive officer of the Company was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time;
- (b) Conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or

otherwise limiting his involvement in any type of business, securities, commodities or bargaining activities; and ;

- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended or vacated.

g. Relationships and Related Transactions

As disclosed, in 2011, the Company has issued shares via private placements in which four (4) Directors have direct material interests. Thus, as disclosed to the SEC, PSE and the investing public, common shares stock of the Corporation were issued in favor of Messrs. Antonio Victoriano F. Gregorio III, Jose M. Crisostomo and Delfin S. Castro, Jr., all of whom are directors of the Corporation. Said directors and officers executed the pertinent Subscription Agreements with the Company on 16 May 2011.

On 17 June 2011, the Company issued One hundred thirty six million six hundred seventy eight thousand six hundred fifty one (136,678,651) shares of the Company to various Investors under private placements. Portions of said shares were issued to Messrs. Antonio V.F. Gregorio III and Chi Ho Co, both of whom are current directors of the Company.

In addition to the above directors, Sunplaza Development Corporation, the major investor of the Company, subscribed to a total of 98,078,651 which made Sunplaza Development Corporation the owner of 49% of the total outstanding capital of Asiabest Group International Inc.

h. Ownership Structure

As of 30 September 2012, the following are the top 20 holders of the common shares of the Company:

Stockholder's Name	No. of Common Shares Held	Percentage to Total
Sunplaza Development Corporation	98,078,651	49%
Antonio V.F. Gregorio III	16,320,001	8.16%
Chi Ho Co	14,000,001	7%
Garry Lincoln Taboso	14,000,000	7%
PCD Nominee Corporation (Filipino)	12,863,154	6.43%
Larry Angping	4,500,000	2.25%
Nellie Esparaz	4,500,000	2.25%
Jose Francisco Miranda	4,320,001	2.16%
Delfin Castro, Jr.	4,320,000	2.16%
Jose Crisostomo	4,320,000	2.16%
Ma. Teresa Vergara	4,320,000	2.16%
Trans-Philippines Investment Corporation	4,063,214	2.03%
Rafael B. Zialcita	4,000,000	2%
Job Adrian Ambrosio	3,000,000	1.5%
Fernando Macatbag	2,025,000	1.01%
Lawrence Tabije	1,993,500	1%
Joan Ang	1,981,500	.99%

PCD Nominee Corporation (Non-Filipino)	244,800	.12%
Rizal Commercial Banking Corporation (T/A No. 75234-7	175,600	.09%
Asiatrust Bank – Trust Banking Sector	155,686	.08%

i. Resignation of Directors

No director has resigned or declined to stand for re-election to the Board of Directors since the last annual meeting of the security holders due to any disagreement with the Company relative to the Company's operations, policies and practices.

Item 6. Compensation of Directors and Executive Officers

The following summarizes the compensation packages of the Directors and Executive Officers of the Registrant during the last two (2) fiscal years.

The following summarizes the compensation packages of the Directors and Executive Officers of the Registrant during the last three (3) fiscal years.

Name & Principal Position	Year	Salary	BONUS	PER DIEM
Directors	2010	₱ 0	₱ 0	₱ 0
	2011	0	0	325,000
	2012	0	0	

For 2012, the Directors get a per diem of ₱5,000.00 for attendance in a Regular or Special Board Meeting.

There are no other arrangements, including consulting contracts, pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, for any service provided as a director.

No action is to be taken with regard to any bonus, profit sharing, pension, retirement plan or the granting or extension of any option or warrant to directors and executive officers.

The Company has no officers categorized as highly paid executives.

a. Employment Contracts and Termination of Employment and Change-in-Control Arrangements

Pursuant to the Company's By-Laws, each Director has a term of office of one year from date of election or until his successor shall have been named, qualified and elected.

At present, there is no employment contract between the Company and a named executive officer as the Company has no employees.

Also, there is no compensatory plan or arrangement, including payments to be received from the Company, with respect to any such officer, if such plan or arrangement results or will result from the resignation or retirement or any other termination of such officer's employment with the Company or its subsidiary or from a change-in-control of the Company or a change in such officer's responsibilities following a change-in-control and the amount, including all periodic payments or installments, which exceeds ₱2,500,000.00.

b. Warrants and Options

There are no officers of the Company who are holding any warrants or options.

Item 7. Independent Public Accountants

- a. The external auditor of the Company is the accounting firm of SGV for the year ended 31 December 2011.
- b. Pursuant to the General Requirements of SRC Rule 68, Par. 3 (Qualifications and Reports of Independent Auditors), the Company has engaged SGV as external auditor of the Company. Mr. Renato Galve is the Partner In-Charge during the audit year 2011.
- c. During the Annual Stockholders' Meeting, approval is sought for the delegation of the power to appoint the Company's External Auditor to the Board of Directors.

d. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

The Company has engaged the services of SGV for the year ended 31 December 2011. There has been no event where SGV and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or accounting procedure.

e. Audit and Audit-Related Fees

As of 31 December 2011, 2010 and 2009, the Company accrued audit fees to its external auditor amounting to **₱240,000, ₱60,000, and ₱60,000, respectively.**

There have been no other assurance and related services performed by the external auditors as of 31 December 2011, 2010 and 2009.

f. Tax Fees

There have been no professional services rendered by the external auditors for tax accounting, compliance, advice, planning and any other form of tax services for the years ended 31 December 2011, 2010 and 2009.

g. All Other Fees

There have been no other services rendered by the external auditor for the last three fiscal years.

The Board of Directors approved the audit of the Company's financial statements as of and for the year ended 31 December 2011.

h. Audit Committee Approval Policies

Per the By-laws of the Company, the Audit Committee shall assist the Board in performing an oversight responsibility for the financial reporting process, supervise

the managements activities, monitor and evaluate the adequacy and effectiveness of the corporations internal control system, coordinate, monitor and facilitate compliance with laws rules and regulations and review the reports and financial statements before their submission to the Board. Among others, the Audit Committee has the following specific functions and thus adopts the following policies and procedures on the approval of the services provided by external auditors:

i. Provide oversight of the Corporation's internal and external auditors;

ii. Be responsible for the setting-up of an internal audit department and consider the appointment of internal auditor as well as an independent external auditor, the audit fee and any question of resignation or dismissal;

iii. Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy. The non-audit work should be disclosed in the annual report.

Item 8. Compensation Plans

There are no compensatory plans or arrangements granted to, or outstanding stock warrants or options held by, directors or corporate/ executive officers of the Company.

There will be no cash or non-cash compensation plans, or adjustments or amendments in stock warrants or options that will be taken up during the special stockholders' meeting.

c. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

There are no matters to be taken up for the authorization or issuance of securities other than for exchange.

Item 10. Modification or Exchange of Securities

There are no matters to be proposed to Shareholders under Modification or Exchange of Securities.

Item 11. Financial and Other Information

1. The audited financial statements as of 31 December 2011, Annual Report for 2011 and interim financial statements for the first and second quarters of 2012 are hereto attached as Annexes "A", "B" and "C" and "D" respectively.
2. Management's Discussion and Analysis, market Price of Shares and Dividends and other data related to the Company's financial information are discussed in a latter section.

3. The Company's Plan of Operation is discussed in a latter section.
4. There are no changes in and disagreements with accountants on accounting and financial disclosure; and
5. Representatives of the principal accountants for the current year and for the most recently completed fiscal year:
 - (i) are expected to be present at the security holders' meeting;
 - (ii) will have the opportunity to make a statement if they desire to do so; and
 - (iii) are expected to be available to respond to appropriate questions.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the meeting with respect to merger, consolidation, acquisition by, sale or liquidation of the Company.

Item 13. Acquisition or Disposition of Property

There are no matters to be taken up proposing the acquisition or disposition of property.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up in the meeting with respect to the restatement of any asset, capital or surplus account of the Company.

d. OTHER MATTERS

Item 15. Action with Respect to Reports

Stockholders approval and / or ratification is sought with respect to the following reports of the Board of Directors and Management from October 2011 until the interim period 1 January 2012 up to the date of the holding of the Annual Meeting of Shareholders for Calendar Year 2012:

Date	Report
7 October 2011	Results of the Annual Stockholders' Meeting held on 7 October 2011 on the following: <ul style="list-style-type: none"> - Approval of the minutes of the Annual Stockholders' Meeting held on 28 October 2008 - President's Report - Adoption of the Audited Financial Statement for the Years Ended 31 December 2008 to 2010 - Sale and issuance of 45,000,000 shares of the Company at One Peso (₱ 1.00) per share to various investors - Sale and issuance of 136,678,651 shares of the Company at One Peso (₱ 1.00) per share to various investors - Change of name of AGP Industrial Corporation to Asiabest Group International, Inc. - Creation of wholly-owned subsidiaries with the authority to engage in the businesses of real estate and mining development - Authorization upon the Company to study, explore, evaluate and consider various investments - Approval of the increase of the authorized capital stock of the company from Two hundred million Pesos to UP to Two Billion Pesos

	<ul style="list-style-type: none"> - Approval of all acts of the Board of Directors and Management from October 2008 to October 2011 - Approval and ratification of the Heads of Agreement with NiHao Mineral Resources International Inc. and Glencore International AG - Election of Directors
7 October 2011	<p>Results of the Organizational Meeting of the Board of Directors held on 7 October 2011 on the following:</p> <ul style="list-style-type: none"> - Appointment of Officers of the Company - Appointment of members to the various Committees
14 October 2011	<ul style="list-style-type: none"> - Execution of a Management Agreement with Option to Buy with Geogen Corporation
28 October 2011	<ul style="list-style-type: none"> - Execution of an Addendum to the Heads of Agreement with NiHao Mineral Resources International Inc and Glencore International AG
10 November 2011	<ul style="list-style-type: none"> - Approval for issuance of the quarterly report and quarterly financial statements for the 3rd quarter of 2011 - Board approval of the execution of the Management Agreement with Option to Buy with Geogen Corporation - Change of the corporate address of the company
10 January 2012	<p>Results of the meeting of the Board of Directors on the following:</p> <ul style="list-style-type: none"> - Appointment of SGV & Co as the corporation's external auditor for 2011 - Resignation of Mr. David M. dela Cruz as Chief Financial Officer and Director of the Corporation - Appointment of Mr. Delfin S. Castro, Jr. as the Chief Financial Officer of the Corporation
17 May 2012	<p>Results of the meeting of the Board of Directors postponing the annual stockholder's meeting of the Corporation</p>
16 October 2012	<p>Results of the meeting of the Board of Directors calling for an Annual Stockholders' Meeting at a day and venue to be determined by the Chairman</p>

Item 16. Matters not required to be Submitted

All matters or actions to be submitted in the meeting will require the vote of security holders.

Item 17. Amendment of Charter, By-Laws or Other Documents

There are no matters to be taken up or proposed regarding any amendment of charter, by-laws of other documents.

Item 18. Other Proposed Actions

There are no other proposed actions other than those discussed in the preceding sections.

Item 19. Voting Procedures

In all items for which stockholders' approval is sought as described in this Information Statement, each share of stock entitles its registered holder to one (1) vote.

All other matters subject to vote, except in cases where the law provides otherwise, shall be decided by the majority vote of stockholders present in person or by his proxy, if there be such proxy, and entitled to vote thereat, provided that a quorum is present.

In case of election of directors, each common stockholder may vote such number of shares for as many person as there are directors to be elected or he may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of directors to be elected.

a. **Method by which votes will be counted**

There is no manner of voting prescribed in the By-Laws of the Company. Hence, voting may be done by *viva voce*, raising of hands or by balloting.

The external auditor of the Company, SGV, will validate the ballots when voting is done by secret ballot. Likewise, SGV will count the number of hands raised when voting by show of hands is done.

Management Report and Plans of Operations

The company has been dormant for over a decade, has not gone into operations for about the same period of time and, therefore, has not realized any revenue. Following an Order of Revocation of ABG's Registration of Securities and Permit to Sell Securities issued by the SEC and trading ban issued by the PSE, and without any financial support from any sources, in the stockholders' meeting of ABG for 2003, the Board of Directors of ABG explored the possibility of looking for an investor who will provide a new business direction for ABG, infuse fresh capital and finance its commercial activities. Thus, the appropriate board and stockholders' resolutions were passed and approved by the stockholders for the Company to undergo quasi-reorganization to substantially reduce its deficit. The Board of Directors was likewise given the authority to look for new investors.

In 2008, the Company received a total of Fifteen Million Pesos (₱15,000,000.00) by way of deposit for future subscriptions from a group of investors represented by HDI Securities. This amount provided the seed capital to allow ABG to pay statutory fines and penalties imposed by the SEC and PSE. It likewise allowed the Company to hire professionals to work on the lifting of the SEC's revocation order and the PSE's trading ban. On 3 May 2011, the SEC issued an Order Lifting the Order of Revocation of ABG's Permit to Sell Securities.

On 3 May 2011, the Securities and Exchange Commission (SEC) approved the proposed quasi-reorganization and equity restructuring of the Company. The capital increase was undertaken using the Fifteen Million Pesos (₱15,000,000.00) deposited for future subscriptions by the Investors as partial payment for subscriptions to Forty Five Million (45,000,000) Shares at the price of One Peso (P1.00) per share, which was the reduced par value of the shares upon the approval by the SEC of its quasi-reorganization plan. Upon approval of the capital increase, the Company's issued and outstanding shares stood at Sixty two million one hundred seventy thousand two hundred ninety three (62,170,293). The corresponding Subscription Agreements with the subscribers were executed by the Company on 16 May 2011 and the balances on the subscription price from the individual investors were received by the Company on 23 June 2011.

On 17 June 2011, the Board of Directors approved the sale and issuance, via private placement, of 136,678,651 shares of the Company at ₱1 par value a share to various investors.

The Board of Directors also approved the creation of several subsidiaries via investment in various corporations where the Company will own 100% of the outstanding capital stock of the said subsidiaries.

On 22 June 2011, the Philippine Stock Exchange (PSE) lifted the trading suspension of the Company due its full compliance with the Exchange's requirements, submission of structured reports and payment of the Company's obligations. ABG shares are again trading in the Philippine Stock Market.

Considering the upward trend in real estate and BPO relevant real estate, the Company tapped into possible investments into the real estate sector as its maiden project. An opportunity presented itself for the Company to engage again in business and revive its status as a publicly listed company with an offer for investments from investors who shall provide the seed capital for the Company's projects. Thus, Sun Plaza Development Corporation, the Company's major investor has subscribed to 92,678,651 shares of the

company for a total investment of ₱92,678,651.00. In the immediate period, the Company, through a subsidiary, will acquire several office condominium units comprising approximately two floors of Sunplaza Centre, a commercial/office condominium building located along Shaw Blvd., Mandaluyong City. The office condominium units are tenanted.

After a long period of inactivity, ABG will immediately become operational and receive a regular and steady stream of income derived from the leasing of Sunplaza Centre condominium units. The units consist of approximately two floors of Sunplaza Centre with an approximate total area of 1,600 sqm. Current zonal valuation of Sunplaza Centre as a commercial/office building is ₱55,000.00 per square meter but ABG will acquire the units at ₱50,000.00 per square meter exclusive of appropriate taxes to be paid for the transaction.

With the objective of expanding the business operations of ABG, several subsidiaries were created with the authority to engage in the businesses of mining development, mining sub-contracting and equipment leasing, and agriculture / palm oil production and processing. The Company is currently studying, exploring, and evaluating various proposed actions to expand its business interests and operations. These expansion plans will be financed with the corporate funds raised from the private placement transactions to enable the Company to acquire businesses and interests in the fields of real estate, mining development, mining sub-contracting and equipment leasing, and agriculture / palm oil production and processing.

On 27 September 2011, the Company executed a Heads of Agreement with NiHao and Glencore to enter into a joint venture and technical partnership whereby each party shall utilize its expertise in the mining industry for purposes of investigating, identifying, acquiring, developing and operating mining claims of economically feasible nickel deposits in the Philippines for purposes of Direct Shipping / Selling Ore and other nickel mining businesses. On 28 October 2011, the Company signed an Addendum to the Heads of Agreement with Glencore International AG (Glencore). The Addendum provides that the Joint Venture Corporation to be formed in Hong Kong shall have an initial authorized share capital of One Hundred Thousand Hong Kong Dollars (HK\$100,000.00) with a par value of One Hong Kong Dollar (HK\$1.00) per share with issued and paid up capital of Ten Thousand Hong Kong Dollars (HK\$10,000.00) equivalent to Ten thousand shares of the JVC.

On 14 October 2011, the Company entered into a Management Agreement with Option to Buy with Geogen Corporation (GEOGEN). GEOGEN is a mining company and is registered holder of a valid and existing mining claim in Dinapigue, Isabela (the "Mining Area"). GEOGEN is in the process of undertaking exploration, development and mining operations in the said mining area and desires to retain the services of ABG for the management of the exploration, development and mining operations of the mining area. ABG thus undertakes to provide Management Services to GEOGEN including management control and property administration over the daily and medium term operations of the Mining Area for a period of five (5) years.

The Company's revenue (interest income earned on short-term investments) for the year ended December 31, 2011 totaled ₱1.086 million, an increase of ₱0.682 million when compared to the year ended December 31, 2010. The increase in revenue was due to increase of short term investments because of the payments of subscriptions receivable by stockholders.

Total expenses for 2011 totaled to about ₱8.235 million, an increase of about ₱4.818 million when compared to 2010. The increase was attributed mainly to the payment of accumulated

penalties imposed by the SEC, professional fees for various services incurred in the Company's quasi-reorganization and equity restructuring, taxes, licenses and directors' fees.

For the next year, Management expects that the acquisition of various interests in the mining sector will still be its main business concern. Still in line with the primary purpose of the Company as a holdings corporation, business outlook for 2012 is geared towards expansion. Thus, the Company may tap into various sources to look for opportunities in mining acquisition and development, contracting, equipment leasing and ore selling. Specifics of such future projects, if any, will be properly disclosed in accordance with the continuing disclosure requirements of the SEC and the PSE. Financing requirements for said projects will have to be first satisfied by the current cash flow of the Company consisting mainly of funds raised by the Company from its concluded private placement transactions. Additional funding will be further studied by the Board of Directors and may be subsidized by shareholders' advances, private placement share issuances, property or share for share swap, stock rights offering or a combination of any or all of said fund raising activities.

The Company will properly disclose additional information relating to any contracts, agreements, board approvals and actions involving any of the above matters. In the meantime and in the absence of any definitive act of management on the aforesaid matters, we cannot report any expected purchase of any plant and significant equipment, or any significant changes in the number of the Company's employees.

The Company cannot yet determine specific cash or funds requirements for the next 12 months pending definitive contracts or projects that the Company will enter into.

Financial Performance

Key Financial Indicator	Year 2011	Year 2010
Revenues / Interest Income	₱1,085,781	₱403,694
Cost and Expenses	8,235,583	3,417,300
Net Income (Loss)	(7,366,958)	(3,094,345)
Current Assets	66,766,179	10,871,237
Current Liabilities	2,883,833	4,607,987
Total Assets	66,780,125	10,871,237
Total Liabilities	2,883,833	4,607,987
Stockholders' Equity	63,896,292	6,263,250
Current Ratio	23.15	2.36
Current Assets / Current Liabilities	66,766,179 / 2,883,833	10,871,237 / 4,607,987
Debt to Equity Ratio	.045	.736
Total Liabilities / Stockholders' Equity	2,883,833 / 63,896,292	4,607,987 / 6,263,250
Return on Assets		
Net Income / Total Assets	NA	NA
Asset to Equity	1.045	1.736
Total Assets / Stockholders' Equity	66,780,125 / 63,896,292	10,871,237 / 6,263,250
Earnings (Loss) Per Share	(₱0.07)	(₱0.17)
Net Income (Loss) / Weighted Ave. Number of Shares	(7,366,958) / 109,090,731	(3,094,345) / 18,321,349

C. Market Price, Shareholders and Dividend Information

(1) Market Price Information

The shares of stock of ABG are traded in the Philippine Stock Exchange.

The table below summarizes performance of the stock of the Corporation in the market for each quarter for the past two calendar years prior to the date of the Annual Stockholders' Meeting (based on closing prices of the shares with the PSE):

Month	High	Low	Weighted Average
1 st Quarter 2010*	NA	NA	NA
2 nd Quarter 2010*	NA	NA	NA
3 rd Quarter 2010*	NA	NA	NA
4 th Quarter 2010*	NA	NA	NA
1 st Quarter 2011*	NA	NA	NA
2 nd quarter 2011*	₱ 17.00	₱ 10.00	₱ 15.219
3 rd Quarter 2011	₱ 50.5	₱ 15.08	₱ 29.87
4 th Quarter 2011	₱ 31.6	₱ 26.7	₱ 27.87
1 st Quarter 2012*	₱ 55.85	₱ 27.7	₱ 42.86
2 nd Quarter 2012	₱ 49.05	₱ 20.95	₱ 34.06
3 rd Quarter 2012	₱ 37.5	₱ 20.3	₱ 25.83

(*ABG shares were suspended from trading for these periods)

(**ABG shares started trading again in the PSE on 22 June 2011, hence this period only covers 22 June 2011 to 3rd quarter period 2012)

On 15 October 2012, the stock of the Corporation opened at ₱ 20.95 per share, had a high of ₱ 21.0 per share and a low of ₱ 20.1 per share. The stock closed at ₱ 20.7 per share with a volume of 21,500 shares traded in the market.

(2) Shareholders Information

The top shareholders (5% or more) of the Corporation as of 30 September 2012 are as follows:

Title of Class	Name of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Sunplaza Development Corporation Major Shareholder		Filipino	98,078,651	49%
Common	Antonio V.F. Gregorio III Director	Antonio V.F. Gregorio III	Filipino	16,320,001	8.16%
Common	Chi Ho Co Director	Chi Ho Co	Filipino	14,000,001	7%
Common	Garry Lincoln Taboso No relationship with Issuer	Garry Lincoln Taboso	Filipino	14,000,00	7%
Common	PCD Nominee Corporation	Various	Filipino	12,863,154	6.43%

No other shareholder as of said date owns more than five (5%) of the Corporation.

As of 30 September 2012, the Company's biggest shareholder is Sunplaza Development Corporation which holds 98,078,651 or 49% of the total issued and outstanding shares of the Company.

Please find below the top 20 stockholders of the Company, including beneficial ownership with the PCD Nominee Corporation, as of 30 September 2012:

Stockholder's Name	No. of Common Shares Held	Percentage to Total
Sunplaza Development Corporation	98,078,651	49%
Antonio V.F. Gregorio III	16,320,001	8.16%
Chi Ho Co	14,000,001	7%
Garry Lincoln Taboso	14,000,000	7%
PCD Nominee Corporation (Filipino)	12,863,154	6.43%
Larry Angping	4,500,000	2.25%
Nellie Esparaz	4,500,000	2.25%
Jose Francisco Miranda	4,320,001	2.16%
Delfin Castro, Jr.	4,320,000	2.16%
Jose Crisostomo	4,320,000	2.16%
Ma. Teresa Vergara	4,320,000	2.16%
Trans-Philippines Investment Corporation	4,063,214	2.03%
Rafael B. Zialcita	4,000,000	2%
Job Adrian Ambrosio	3,000,000	1.5%
Fernando Macatbag	2,025,000	1.01%
Lawrence Tabije	1,993,500	1%
Joan Ang	1,981,500	.99%
PCD Nominee Corporation (Non-Filipino)	244,800	.12%
Rizal Commercial Banking Corporation (T/A No. 75234-7	175,600	.09%
Asiatrust Bank – Trust Banking Sector	155,686	.08%

(3) Dividend Information

There are no dividends yet declared by the Corporation. Thus, for the last two (2) fiscal years, no dividends, whether cash or property, were declared by the Company. There are no provisions in the Articles of Incorporation nor is there any policy, board action or approval that restricts or provides any restriction on, or limit the payment of dividend on common shares.

(4) Recent Sales of Unregistered or Exempt Securities Including recent Issuance of Securities Constituting an Exempt Transaction

There have been no recent sale of unregistered securities or issuance of securities constituting an exempt transaction for the last calendar year.

D. Compliance with Leading Practices on Corporate Governance

The Company observes and complies with the mandate of the SEC on matters involving corporate governance. However, due to the non-operational status of the Company during the last decade, evaluation measures to determine the level of the Board of Directors' compliance with the Manual on Corporate Governance are still being prepared and reviewed with the intention of a full implementation in the immediate future.

In 2011, the By-laws of the Corporation were amended to provide for the creation of the Nomination Committee, Audit Committee and Remuneration Committee. Their powers, duties and responsibilities, as provided for in the By-laws, are compliant with and consistent with the policies formulated under SEC memorandum Circular No. 6 Series of 2009.

UNDERTAKING TO PROVIDE ANNUAL REPORT

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SECURITY HOLDERS WITHOUT CHARGE, AND UPON THEIR WRITTEN REQUEST, A COPY OF THE COMPANY'S ANNUAL REPORT (SEC FORM 17-A). COPIES OF OTHER EXHIBITS MAY BE PROVIDED UPON WRITTEN REQUEST AND UPON THE PAYMENT OF NOMINAL CHARGES TO DEFRAY ADMINISTRATIVE COSTS AND EXPENSES SUBJECT TO CONDITIONS AS THE BOARD OF DIRECTORS MAY PROMULGATE.

SUCH WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE DIRECTED TO THE OFFICE OF THE CORPORATE SECRETARY, **C/O 12 JAIME ST., CARMEL 1, BAHAY TORO, QUEZON CITY.**

ALL STOCKHOLDERS OF RECORD AND THOSE ACTING AS FIDUCIARIES, NOMINEES, TRUSTEES OR SIMILAR CAPACITIES IN BEHALF OF BENEFICIAL OWNERS WHO ARE NOT OF RECORD, MAY ALSO REQUEST IN WRITING TO THE PERSON AND AT THE ADDRESS PROVIDED ABOVE, AS MANY COPIES OF THIS INFORMATION STATEMENT AND/ OR SEC FORM 17-A FOR DISTRIBUTION TO SUCH BENEFICIAL OWNERS, AND UPON RECEIPT OF SUCH WRITTEN REQUEST, THE COMPANY UNDERTAKES TO SUPPLY THE REQUESTED MATERIALS IN A TIMELY MANNER.

SUBMISSION OR PROXIES

PLEASE NOTE THE FOLLOWING BY-LAWS PROVISION OF THE COMPANY ON SUBMISSION OF PROXIES

Proxies on file with the Corporation and executed not more than five (5) years before the date of the shareholders' meeting, shall be recognized and used unless specifically revoked or a new proxy is received by the Corporation. Proxies shall be filed with and received by the Corporate Secretary or the Transfer Agent not later than three (3) working days prior to the date of the stockholders' meeting. In the election of directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code. (Amended on June 21, 1984)

ADDRESS OF CORPORATE SECRETARY – 12 JAIME ST., CARMEL 1 BAHAY TORO, QUEZON CITY

ADDRESS OF STOCK TRANSFER AGENT - 34TH FLOOR, RUFINO PACIFIC TOWER, 6784 AYALA AVENUE, MAKATI CITY


PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this report is true, complete and correct.

This report is signed this 31 October 2012 in Quezon City.

BY:


ANTONIO V.F. GREGORIO III
Chairman of the Board of Directors


VENUS L. GREGORIO
Corporate Secretary