



## **SuperCity Realty Development Corporation**

*Service... Reliability... Development... Care...*

Date : May 31, 2012 File No. : PSE 2012-011  
To : Ms. Janet A. Encarnacion From : SRDC  
Head, Disclosure Department  
Subject : SEC Form 20-IS (Definitive)

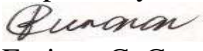
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Madam:

We hereby submit/upload our Information Statement (Definitive) filed using SEC Form 20-IS for the upcoming annual stockholders' meeting on June 27, 2012.

If you have further queries, please feel free to call the undersigned.

Thank you.

Prepared by:  Enrique C. Cunanan Officer-In-Charge	
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## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

NOTICE is hereby given that there will be an annual meeting of stockholders of Supercity Realty Development Corporation (SRDC) on **Wednesday, 27 June 2012, 3:00 p.m.**, at the **Palm Hall Function Room in Richmond Hotel** located at **No. 21 San Miguel Avenue, Ortigas Center, Pasig City**. The agenda will be as follows:

### AGENDA

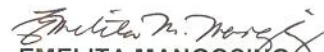
1. Call to Order
2. Proof of Notice of Meeting
3. Certification of Quorum
4. Approval of the Minutes of the Previous Meeting of Stockholders
5. Approval of 2010 Operations and Results
6. Ratification of all Acts of the Board of Directors and Officers
7. Election of Directors
8. Appointment of Punongbayan & Araullo as External Auditors
9. Other Matters
10. Adjournment

In accordance with the rules of the Philippine Stock Exchange (PSE), the close of business on **31 May 2012** has been fixed as the record date for the determination of the stockholders entitled to notice of and vote at said meeting and any adjournment thereof.

The time of registration for those who are personally attending the meeting will be announced shortly as soon as the physical arrangements have been finalized. All stockholders who will not, are unable, or do not expect to attend the meeting in person are requested to fill out, date, sign and send a proxy to the Corporation at Unit 1223 City & Land Mega Plaza, ADB Ave. Corner Garnet Rd. Ortigas Center, Pasig City, Metro Manila, Philippines. All proxies should be received by the Corporation **at least two (2) days** before the meeting, or on or before **25 June 2012**. Proxies submitted shall be validated by a Committee of Inspectors on **27 June 2012** at 9:00 o'clock in the morning at Unit 1223 City & Land Mega Plaza, ADB Ave. Corner Garnet Rd. Ortigas Center, Pasig City. For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

To avoid inconvenience in registering your attendance at the meeting, you or your proxy is requested to bring identification paper(s) containing a photograph and signature, e.g. passport, driver's license, or credit card.

City of Pasig, Metro Manila, 28 May 2012.

  
**EMELITA MANGOSING**  
Corporate Secretary

SEC Number  
File Number

**A200008385**

**SUPERCITY REALTY DEVELOPMENT  
CORPORATION**

(Company's Full Name)

**Unit 1223 City & Land Mega Plaza,  
ADB Avenue Corner Garnet Rd.  
Ortigas Center, Pasig City**

(Company Address)

**638-7779**

(Telephone Number)

**December 31**

(Calendar Year Ending – Month & Day)

**SEC Form 20-IS (Definitive)**

(Form Type)

Amendment Designation (If Applicable)

**For Annual Stockholders' Meeting  
dated June 27, 2012**

Period Ended Date

(Secondary License Type and File Number)

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 20-IS**

**INFORMATION STATEMENT 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  
**SUPERCITY REALTY DEVELOPMENT CORPORATION**
3. **METRO MANILA, PHILIPPINES**  
 Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **A200008385**
5. BIR Tax Identification Code **206-816-824**
6. **UNIT 1223 CITY & LAND MEGA PLAZA, ADB AVE.**  
**CORNER GARNET ROAD, ORTIGAS CENTER, PASIG CITY** **1605**  
 Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632)6387779**
8. **JUNE 27, 2012 / 3:00 p.m. / Palm Hall Function Room in Richmonde Hotel at No. 21 San Miguel Avenue, Ortigas Center, Pasig City**  
 Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders **JUNE 05, 2012**
10. **In case of Proxy Solicitations:**  
**Name of Person Filing the Statement/Solicitor: Emelita Mangosing on behalf of the Registrant**  
**Address and Telephone No.: UNIT 1223 CITY & LAND MEGA PLAZA, ADB AVE. CORNER GARNET ROAD, ORTIGAS CENTER, PASIG CITY / 638-7779**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding	
	No. of Shares	Amount
<b>COMMON SHARES – P 1 par value</b>		
Authorized	<b>155,000,000</b>	<b>155,000,000.00</b>
Issued	<b>110,000,000</b>	<b>110,000,000.00</b>
Subscribed	<b>110,000,000</b>	<b>110,000,000.00</b>

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

Yes ✓ No       

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**PHILIPPINE STOCK EXCHANGE      COMMON STOCK**

<b>PART I.</b>
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**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**GENERAL INFORMATION**

**Date, time and place of meeting of security holders**

- (a) The Annual Stockholders' Meeting of Supercity Realty Development Corporation (the "Company" or "SRDC") will be held on **Wednesday, June 27, 2012, 3:00 p.m.**, at the **Palm Hall Function Room in Richmond Hotel** located at **No. 21 San Miguel Avenue, Ortigas Center, Pasig City**. The Company's office and mailing address is at Unit 1223 City & Land Mega Plaza, ADB Ave. Corner Garnet Rd. Ortigas Center, Pasig City.
- (b) The Company's office and mailing address is at Unit 1223 City & Land Mega Plaza, ADB Ave. Corner Garnet Rd. Ortigas Center, Pasig City.
- (c) The approximate date on which information statement shall be sent or given to security holders is on June 05, 2012.

**Dissenters' Right of Appraisal**

The instances stated in Title X, Section 81, of the Corporation Code, namely, (1) amendment to the articles of incorporation that has the effect of changing or restricting the rights of shares or creating preferences in new shares superior to outstanding shares, (2) extension or shortening of corporate term, (3) sale, conveyance, mortgage, or other disposition of all or substantially all of the corporate property and assets and (4) corporate mergers or consolidations, are not among the matters to be acted upon during the Annual Stockholders' Meeting, with respect to which any dissenting stockholder may exercise his appraisal right.

Following Title X of the Corporation Code, the appraisal right of any stockholder is two-fold: (1) to dissent in certain corporate actions affecting his investment or corresponding rights thereto and (2) to demand payment of the fair value of the shares subsequent to his exercise of his right to dissent.

In order to perfect the stockholders' appraisal right, the following shall be exercised:

- (a) The stockholder voted against the proposed corporate action which can be any of the instances stated in Section 81 of the Corporation Code. Only under such cases can the stockholder exercise his appraisal right.
- (b) The dissenting stockholder shall make a written demand to the Company within thirty (30) days from the date the vote is taken on the corporate action dissented from. Failure to do so within the given period shall mean waiver of the stockholders' right to dissent.
- (c) If the proposed corporate action dissented by a stockholder is implemented, the Company shall pay such stockholder, upon surrender of the stock certificate representing his shares, at an amount agreed upon between the Company and the dissenting stockholder. If the settlement value cannot be agreed upon within sixty (60) days from the date the corporate action was approved, the amount shall be determined by three (3) disinterested persons chosen by the stockholder, the Company and the two thus chosen. The decision by the majority of the three (3) disinterested persons shall be final.
- (d) The payment shall be made only when the Company has unrestricted retained earnings to cover such payment.
- (e) Upon payment of the shares, the stockholder shall then transfer his shares to the Company.

There are no matters to be discussed in the Annual Stockholders' Meeting which will give rise to the exercise of the dissenter's right of appraisal

**Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

To the best knowledge of the Company, no director or officer of the Company, or nominee for election as a director of the Company or any associate of any of the foregoing persons, has any interest,

directly or indirectly, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

## **CONTROL AND COMPENSATION INFORMATION**

### **Voting Securities and Principal Holders Thereof**

- (a) As of May 25, 2012, the Company had 110,000,000 common shares outstanding and each share is entitled to one vote.
- (b) The record date with respect to the determination of the stockholders entitled to notice of and vote at the Annual Stockholders' Meeting is May 31, 2012.
- (c) With respect to the election of seven (7) directors, each stockholder may vote such number of shares for as many as seven (7) persons he may choose to be elected from the list of nominees, or he may cumulate said shares and give one candidate as many votes as the number of his shares multiplied by seven (7) shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by seven (7).
- (d) Security ownership of certain record and beneficial owners and management

### **Security Ownership of Certain Record and Beneficial Owners**

As of May 25, 2012, the following own of record or beneficially, approximately the following number of shares representing more than 5% of the Company's issued and outstanding capital stock:

Title Of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% Held
Common	Wilfredo Uy (1) 1634 Pampanga St. Sta. Cruz Manila	Wilfredo Uy (same person)	Filipino	18,000,000	16.36
Common	Mylene Lim (2) 21 Alvir St. Little Baguio San Juan M.M.	Mylene Lim (same person)	Filipino	10,850,000	9.86
Common	Nimfa Leonco (3) 54 Gregory St. Saint Charbel Village Mindanao Avenue Q.C.	Nimfa Leonco (same person)	Filipino	10,850,000	9.86
Common	Arthur Lim (4) 21 Alvir St. Little Baguio San Juan M.M.	Arthur Lim (same person)	Filipino	7,150,000	6.50
Common	Ferdinand Soliman (5) 14 Mapagbigay St. Diliman Q.C.	Ferdinand Soliman (same person)	Filipino	7,150,000	6.50

- (1) *Ferdinand Soliman is currently the Chairman/President of the Company.*
- (2) *Mylene Lim is currently a Managing Director and Treasurer of the Company.*
- (3) *Ninfa Leonco was previously a director of the Company*
- (4) *Arthur Lim was previously a director and Chairman/President of the Company*
- (5) *Wilfredo Uy was previously a director and Chairman/President of the Company.*

### **Security Ownership of Management**

As of May 25, 2012, the following Directors and key officers owned, of record or beneficially, approximately the following number of shares of the Company's issued and outstanding capital stock:

Title of Class	Name of Beneficial Owner	Amount & Nature of Beneficial Ownership		Citizenship	%
Common	Ferdinand Soliman	7,150,000	Direct	Filipino	6.50
Common	Mylene Lim	10,850,000	Direct	Filipino	9.86
Common	Noric Ng	3,000,000	Direct	Filipino	2.73
Common	Emelita Mangosing	10,000	Direct	Filipino	Nil
Common	Fernando Mamuyac	10,000	Direct	Filipino	Nil
Common	Enrique Cunanan	10,000	Direct	Filipino	Nil
Common	Maila Paredes	3,000	Direct	Filipino	Nil
Common	Jean Cestina	2,000	Direct	Filipino	Nil
Common	All directors and executive officers as a group	21,035,000			19.09

### **Voting Trust Holders of 5% or more**

There is no party known to the Company as holding any voting trust or any similar arrangement for 5% or more of the Company's voting securities.

(e) There is no arrangement which may result in a change in control of the Company.

### **Directors and Executive Officers**

### **Directors and Executive Officers**

The Directors of the Company are elected at the Annual Stockholders' Meeting to hold office until the next succeeding Annual Meeting or until their respective successors have been elected and qualified.

The names, ages, current position, citizenship, and periods of service of all the incumbent Directors and Executive Officers of the Company for the last five (5) are as follows:

### **Board of Directors**

The following are the incumbent members of the Board of Directors who are also nominated herein for election/re-election as members of the Board of Directors for 2012 – 2013 except for Myla Paredes and Jean Cestina who are no longer qualified to be elected as independent directors since they have served for five consecutive years:

**Ferdinand Z. Soliman, 48, Chairman and President.** Mr. Soliman is a Filipino citizen, and is a member of the board and has been its Corporate Secretary since the Company's incorporation. He became Managing Director in January 2002. In addition, he became a member of the Nomination Committee and of the Compensation and Remuneration Committee on May 12, 2004 and June 30, 2004, respectively. Mr. Soliman graduated from the Holy Angel University in 1985 with a Bachelor of Science degree in Civil Engineering. He also completed the Applied Business Economics Program from the University of Asia and the Pacific in 2002. He is a director of GPS Measurement. He was formerly affiliated with GP Construction & Development Corporation as CE Aide (1983 to 1984); Torre Planning & Design as Surveyor (1984 to 1985); Nico Construction as Project Engineer (1986 to 1988); White House Development Corporation as Section Head (1988 to 1993); Extraordinary Development Corporation as Project Manager (1994 to 1997); and Earth + Style Corporation as Department Head (1998 to 2001). He handles the Operations group of the Company.

**Emelita M. Mangosing, 48, Corporate Secretary.** Ms. Mangosing is a Filipino citizen, and is a member of the board since 2011 and became Corporate Secretary in June 2011. She graduated in 1985 from Central Luzon Polytechnic College presently known as Nueva Ecija University of Science and Technology with a Bachelor of Science degree in Civil Engineering. She is a licensed Civil Engineer with solid years of experience in construction industry. She served the Company for several



years as Project Manager bringing with her more than 20 years of experience in construction and real estate project management. She is affiliated with Extraordinary Development Corporation as Head of the Procurement Management Unit. Moreover, she gained years of experience in construction with Golden Bay Realty Development Corporation as Head of the Quality Control Department and at Supreme Housing Builders as Project Manager.

**Mylene T. Lim, 47, Managing Director and Assistant Corporate Secretary.** Ms. Lim is a Filipino citizen, and is a member of the board since the Company's incorporation and became Managing Director in January 2002 and Assistant Corporate Secretary during the June 30, 2004 Organizational Meeting of the Board of Directors. She graduated from the University of Mindanao in 1985 with a Bachelor of Science degree in Architecture. She completed her Masters in Business Administration at the Ateneo Graduate School in 2001. She was formerly affiliated with Extraordinary Development Corporation as Section Head – Purchasing Dept. (1987 to 1990), Department Head – Purchasing Dept. (1990 to 1998), Administrative and R&D Head – Construction Group (1998 to 2000), and AVP – Central Purchasing (2000 to 2001). She is in charge of the Finance and Administration group of the Company.

**Noric Terence T. Ng, 37, Independent Director.** Mr. Ng is a Filipino citizen, and is a director since January 23, 2002. He graduated from the Chiang Kai Shek College in 1997 with a Bachelor of Science degree in Computer Studies. He is currently an Assistant Plant Manager at Republic Biscuit Corporation.

**Maila M. Paredes, 42, Independent Director,** Ms. Paredes is a Filipino citizen. She was elected as a member of the Board during the June 2004 Annual Stockholders' Meeting. A Cum Laude graduate from the Polytechnic University of the Philippines with a Bachelor of Science degree in Accountancy, she currently works in the public practice. She passed the Certified Public Accountant Licensure Examination in 1991. She was formerly connected with Sycip Gorres Velayo & Co. as Auditor from 1991 to 1996 and with Extraordinary Development Corporation as Audit Manager from 1996 to 2002. With her accounting and audit experience, she was elected to become a member of the Nomination Committee during the June 29, 2005 Organizational Meeting of the BOD and to chair the Audit Committee. She held the position of Audit Chairperson since June 30, 2004.

**Jean Cestina, 41, Independent Director,** Ms. Cestina is a Filipino citizen. She was elected as an independent director during the June 2005 Annual Stockholders' Meeting. She graduated from the College of the Holy Spirit in 1991 with a Degree of Bachelor of Science in Commerce Major in Accounting. She gained her 15 years experience in the accounting profession through her work in various companies such as Legaspi Import & Export Inc., Saisho Denshi Inc. and Extraordinary Development Corporation. She currently works as Accounting Manager in Ong Ordoñez & Associates Inc, an accounting and auditing firm. Concurrently, she is a stockholder of Certrain Inc., a computer training company and Auguste Manufacturing Inc., a jewelry manufacturer.

**Fernando Mamuyac, 47, Acting Deputy General Manager-Operation,** Filipino, He was elected as a member of the Board during the June 2010 annual Stockholders' Meeting. Engr. Mamuyac served the Company since May 2001, bringing with him more than 20 years of experience in project management gained from the private construction and real estate companies. He graduated from the Technological Institute of the Philippines in 1989 with a Bachelor of Science degree in Civil Engineering. He had attended Executive Training Program and various seminars on leadership, accounting, computer, and other technical seminars from various institutions

The members of the board shall hold office until their successors are elected and qualified in their stead, or until they shall have resigned or shall have been removed. The annual stockholder's meeting shall be held on June 27, 2012.

### **Independent Directors**

**Ms. Liza S. Niedo**, 41, nominated as Independent Director. Ms. Niedo is a Filipino citizen. She graduated from Polytechnic University of the Philippines in April 1990 with a Degree of Bachelor in Accountancy. She took up post graduate studies and completed her Masters in Business Administration at Jose Rizal University in April 2010. She gained her 20 years of experience in the accounting profession through her work in various companies such as Prosperity Builders Resources Inc. as Finance Head, First Advance Development Corporation as IT-Consultant, and Extraordinary Development Corporation. She currently works as Treasury Head in Extraordinary Development Corporation, a real estate company.

**Ms. Ma. Ana Tensuan**, 42, nominated as Independent Director. Ms. Niedo is a Filipino citizen. She graduated from Technological Institute of the Philippines in October 1990. She took up MBA Standard Program at Ateneo Graduate School of Business in 2003-2005. She gained her 20 years of experience in project management from the private construction, real estate and banking companies such as Prosperity Builders Resources Inc. as Technical Services Department Head and Asia United Bank as Premises Manager. She is currently working as Bidding and Contract Manager in Prosperity Builders Resources Incorporated, a real estate company.

Ms. Liza Niedo and Ms. Ma. Ana Tensuan qualify as independent directors of the Company pursuant to SRC Rule 38, that is, they are independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors of the Company. SRC Rule 38 provides that the Company shall have at least two (2) independent directors, or at least twenty percent (20%) of its board size, whichever is lesser. Given a board size of seven (7), the Company may have at least one (1) independent director.

The Nomination Committee, composed of Mr. Ferdinand Soliman as Chairman, Ms. Emelita Mangosing and Ms. Maila Paredes as members, in a meeting held on May 23, 2012, indorsed the respective nominations in favor of Ms. Liza Niedo by Mr. Ferdinand Soliman and Ma. Ana Tensuan by Ms. Emelita Mangosing. Mr. Ferdinand Soliman and Ms. Emelita Mangosing are not related in any manner to the nominees.

### **Principal Officers**

The following are the principal officers of the Company and their respective areas of responsibility.

**Ferdinand Z. Soliman**, 48, **General Manager-Operations**, Filipino, heads the Operations Unit. Mr. Soliman is a Filipino citizen, and is a member of the board and has been its Corporate Secretary since the Company's incorporation. He became Managing Director in January 2002. In addition, he became a member of the Nomination Committee and of the Compensation and Remuneration Committee on May 12, 2004 and June 30, 2004, respectively. Mr. Soliman graduated from the Holy Angel University in 1985 with a Bachelor of Science degree in Civil Engineering. He also completed the Applied Business Economics Program from the University of Asia and the Pacific in 2002. He is a director of GPS Measurement. He was formerly affiliated with GP Construction & Development Corporation as CE Aide (1983 to 1984); Torre Planning & Design as Surveyor (1984 to 1985); Nico Construction as Project Engineer (1986 to 1988); White House Development Corporation as Section Head (1988 to 1993); Extraordinary Development Corporation as Project Manager (1994 to 1997); and Earth + Style Corporation as Department Head (1998 to 2001). He handles the Operations group of the Company.

**Enrique C. Cunanan**, 43, **Acting Deputy General Manager – Finance and Administration**, Filipino, heads the Finance Department. Mr. Cunanan has been with the Company since the start of its operation. He graduated from the Pampanga College in 1989 with a Bachelor of Science degree in Commerce and earned units in Masters of Science in Information Technology at the Ateneo Graduate School. He also had several training conducted by the Philippine Institute of Certified Public Accountants. He has been an Accountant since 1991 in several construction firms. He is the Company's Compliance Officer to the Securities and Exchange Commission (SEC) and Corporate Information Officer (CIO) to the PSE.

### **Significant Employees**

There are no employees expected by the Company to make significant contribution to the business.

### **Family Relationships**

There were no family relationship existed among the current directors and officers of the company

### **Involvement in Certain Legal Proceedings**

The Company is not involved in, nor is any of its properties subject to, any material legal proceedings that could potentially affect its operations and financial capabilities.

The Company is not aware of any of the following events wherein any of its directors, nominees for election as director, executive officers, underwriter or control person were involved during the past five (5) years:

- any bankruptcy petition filed by or against any business of which the incumbent Directors or senior management of the Company was a general partner or executive officer, either at the time of the bankruptcy or within two (5) years prior to that time;
- any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent Directors or senior management of the Company;
- 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 the involvement of any of the incumbent Directors or senior management of the Company in any type of business, securities, commodities or banking activities; and
- any finding by domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent Directors or senior management of the Company has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

### **Certain Relationships and Related Transactions**

The Company renders construction services for certain real estate projects of companies under common stockholders. The breakdown of the construction services rendered and the outstanding balances are as follows:

	<b>Amount of Transactions</b>		<b>Outstanding Balances</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Extraordinary Development Corp (EDC)			8,199,023	8,199,023
Acerhomes Development Corporation (ADC)	-	530,563	10,531,453	10,531,453
Earth + Style Corporation (ESC)			4,846,767	4,846,767
VerdantPoint Development Corp (VDC)	23,049,541	38,830,492	64,889,730	59,305,171
Earth Prosper Corporation (EPC)	-		1,330,131	1,330,131
Earth Aspire Corporation (EAC)	-		1,641,594	1,641,594
EDC – ESC	-		331,833	331,833
First Advance Development Corp (FADC)	-		773,152	773,152
<b>Total</b>	<b><u>23,049,541</u></b>	<b><u>39,361,055</u></b>	<b><u>92,543,683</u></b>	<b><u>86,959,124</u></b>
Less: Allowance for Impairment			40,268,729	27,873,800
<b>Ending Balances</b>			<b><u>52,274,954</u></b>	<b><u>59,085,324</u></b>

The outstanding balances are shown as Contracts receivable under Trade and Other Receivables account in the balance sheets.

The composition of the outstanding balances is as follows:

	2011			2010		
	Trade	Retention	Total	Trade	Retention	Total
	Receivables	Receivables		Receivables	Receivables	
EDC	7,340,485	858,538	8,199,023	7,340,554	858,538	8,199,023
ADC	9,069,553	1,461,900	10,531,453	9,069,554	1,461,900	10,531,454
VDC	57,663,549	7,226,181	64,889,730	53,122,789	6,182,382	59,305,171
ESC	137,897	4,708,870	4,846,767	137,897	4,708,870	4,846,767
EPC	599,055	731,076	1,330,131	599,055	731,076	1,330,131
KRDC						
OADC						
EAC	1,241,476	400,118	1,641,594	1,241,476	400,118	1,641,594
EDC-ESC	49,218	282,615	331,833	49,218	282,615	331,833
FADC	773,152	-	773,152	773,152	-	773,152
Total	<b>76,874,385</b>	<b>15,669,298</b>	<b>92,543,683</b>	<b>72,333,625</b>	<b>14,625,499</b>	<b>86,959,124</b>
Impairment	(28,035,753)	(12,232,976)	(40,268,729)	(19,517,132)	(8,356,668)	(27,873,800)
Ending Balance	<b>48,838,632</b>	<b>3,436,322</b>	<b>52,274,954</b>	<b>52,816,493</b>	<b>6,268,831</b>	<b>59,085,324</b>

Relative to the construction contracts, the related parties made certain advances to be applied to the progress billings of the Company. Outstanding liabilities to the related parties as of December 31, 2011 and 2010, shown as Advances from customers under the Trade and Other Payables account in the statements of financial position, amounted to P6.54M and P3.18M, respectively.

The Company grants non-interest-bearing advances to related parties other than officers and directors for working capital requirements and other purposes, as shown below:

	2011	2010
Advances to related parties under common stockholders:		
Balance at beginning of year	P 13,779,558	P 15,738,796
Additions	-	-
Write-off	-	-
Repayments	-	(1,959,238)
Balance at end of year, shown as Due from Related Parties	P 13,779,558	P 13,779,558
Allowance for impairment	(8,707,557)	(8,481,536)
Balance at year end	<u>P 5,072,001</u>	<u>P 5,298,022</u>
Advances from related parties under common stockholders	P 39,245	P 39,245
Additions	<u>5,072,001</u>	-
Balance end of the year	<u>P 5,111,246</u>	<u>P 39,245</u>

Due from Related Parties are shown as part of Trade and Other Receivables while the advances from related parties under common stockholders are recorded as part of Trade and Other Payables in the balance sheets under Miscellaneous Payables account.

Certain officers, directors and stockholders of these related parties purchased shares of stock of the Company through the Company's IPO. These shares were fully paid as of Record Date.

### **Disagreement with Directors**

No director has resigned or declined to stand for re-election to the board of directors since June 29, 2011, the date of the last annual meeting of stockholders, because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

### **Compensation of Directors and Executive Officers**

#### **Summary Compensation Table**

The following table shows the aggregate compensation received by the President, Chief Operating Officer, Acting Deputy General Manager-Finance/Admin, Acting Deputy General Manager-Operations, and the most highly compensated officer of the Company for the years 2006, 2007 and 2008 (estimate only).

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (P)</b>	<b>Bonus (P)</b>	<b>Others * (P)</b>
Enrique Cunanan, ADGM-Finance/Admin Engr. Fernando Mamuyac, ADGM-Operations Engr. Ferdinand Soliman, GM-Operations Engr. Emelita Mangosing – PMU-Head Arch. Mylene Lim – VP-Sales	2010 (actual)	1,143,271	Nil	14,000
	2011 (actual)	804,304	Nil	14,000
	2012 (estimate)	850,000	Nil	14,000
All Directors and Officers as a Group Unnamed	2010 (actual)	1,143,271	Nil	14,000
	2011 (actual)	804,304	Nil	14,000
	2012 (estimate)	850,000	Nil	14,000

\*includes per diem of directors.

### **Compensation of Directors**

Other than the compensation received by Ms. Mylene Lim and Mr. Ferdinand Soliman as Managing Directors, there are no other standard and other arrangements between the Company and the directors. However, the Company gives per diem to its directors in the amount of Php 2,000.00.

### **Employment Contracts and Termination of Employment and Change-in-Control Arrangements**

There are no compensatory plans or arrangements with respect to named executive officers that resulted or will result from the resignation, retirement or termination of such executive officer or from a change in control in the Company.

### **Warrants and Options Outstanding**

There are no outstanding warrants and options held by the Company's directors and officers.

### **Independent Public Accountants**

For the five (5) most recent fiscal years, the Company's independent public accountant has been Punongbayan & Araullo (P&A) and will be re-nominated for election as such for the current year. From 2001 to 2003, Mr. Benjamin P. Valdez was assigned as engagement partner. For 2004, the Company's account was assigned to Mr. Angel A. Aguilar Jr. For 2005, the account was assigned to Mr. Juan Carlos B. Robles and in 2006-2010, the account was assigned to Ms. Mailene Sigue-Bisnar. Starting the year 2011 the account has been assigned to Mr. Christopher M. Ferarez. Representatives of P&A are expected to be present at the Annual Stockholders' Meeting to respond to appropriate questions and will be given the opportunity to make a statement if they so desire.

The current handling partner of Punongbayan & Araullo has been engaged by the Company for the fiscal year 2011 and is expected to be rotated every five (5) years.

The members of the Audit Committee are Maila Paredes, an Independent Director, as Chairman, and Ferdinand Soliman and Mylene Lim as members.

### **External Audit Fees and Services**

	2011	2010
Audit and Audit-Related Fees	350,000	350,000
Tax Fees	- nil -	- nil -
All Other Fees	- nil -	- nil -

Following are the criteria used in the selection of an external auditor:

1. The auditor must be among the list of accredited external auditors by the SEC.
2. No partner of the auditing firm must be related by consanguinity or affinity to the president, manager or principal stockholders of the Company.
3. The auditor must not have engaged in any irregularities with respect to any audit engagement.

Following are the criteria for the approval of audit fees:

1. The fee must not be based on any tax savings nor should it be based on revenues or net income.
2. The fee must be of a reasonable amount.
3. Discussion with the auditor must be made before the fee is finalized.

### **Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There was no event where P&A and the Company had any disagreement with regard to any matter relating to accounting principles or practices, disclosure of financial statements or auditing scope or procedure.

### **FINANCIAL AND OTHER INFORMATION**

The Registrant incorporates by reference (SEC Form 17-A) the Annual Report containing the financial reports of the company as of December 31, 2011, and other related information. Also, incorporated by reference (SEC Form 17-Q) the Interim Financial Statements as of March 31, 2012 and other related information.

This will be mailed to stockholders together with this Information Statement and copies of the Minutes of the June 29, 2011 Annual Stockholders' Meeting

### **OTHER MATTERS**

#### **Action with Respect to Reports**

The following are included in the agenda of the Annual Stockholders' Meeting for the approval of the stockholders:

- Minutes of the Annual Meeting of the Stockholders held on June 29, 2011 covering the following matters: i) election of Members of the Board, including Independent Directors; ii) approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2010; iii) approval and ratification of the Acts of the Board of Directors and Management; and iv) confirmation of the appointment of Punongbayan and Araullo as the Company's external auditor.
- Annual Report and Audited Financial Statements of the Company for the year ended December 31, 2011;
- Acts/Resolutions of the Board of Directors  
The following are the acts/resolutions of the Board of Directors since the last annual meeting held on June 29, 2011:

Date/Type of Meeting	Resolutions/Matters Approved
June 29, 2011/Board of Directors' Meeting	a) Election of officers: Ferdinand Soliman, Mylene Lim and Emelita Mangosing as Chairman, Treasurer and Secretary, respectively.
	b) Appointment of members of the Audit Committee: Maila Paredes as Chairperson and Emelita Mangosing and Mylene Lim as Members
	c) Appointment of members of the Compensation and Remuneration committee: Jean Cestina, Ferdinand Soliman and Mylene Lim
	d) Appointment of members of the Nomination Committee: Mylene Lim, Ferdinand Soliman and Maila Paredes
July 27, 2011/Board of Directors' Meeting	Confirmation of the Second Quarter Financial Reports for the quarter ended June 30, 2011
Sept. 21, 2011/ Board of Directors' Meeting	Initial presentation of Annual Budget for 2012
Oct. 26, 2011/Board of Directors' Meeting	Confirmation of the Third Quarter Financial Reports for the quarter ended September 30, 2011
Dec. 14, 2011/Board of Directors' Meeting	Confirmation of 2012 annual budget
April 11, 2012/Board of Directors' Meeting	Authorize Ferdinand Soliman to issue the 2011 financial statements
	Setting May 31, 2011 as the Record Date for the Annual Meeting on June 27, 2012

#### **Matters Not Required to be Submitted**

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

#### **Other Proposed Action**

There are no matters or actions to be taken up in the meeting with respect to any other matter.

#### **Voting Procedures**

##### **1. Votes required**

Proposed Corporate Action	No. of Votes Required
Election of the members of the Board of Directors	Seven (7) candidates receiving the highest number of votes shall be declared elected
Approval of Financial Statements and Annual Report	Majority of the outstanding common shares
Ratification of all acts of Board and Management	
Appointment of Auditor	

##### **2. Method of counting**

Prior to the Annual Stockholders' Meeting, proxy forms are sent out together with the Notice of Annual Stockholders' Meeting with Agenda and are required to be submitted to the Corporate Secretary for validation and for authorization set forth on certain items included in the proxy form. During the registration and before the meeting starts, the attendees are required to sign up on a list where their respective shares are displayed so a determination can be made right away as to quorum purposes and what percentage of the total and outstanding shares was in favor or not with respect on a certain matter discussed. Votes of stockholders present are counted by identifying raised hands for yes or no for certain matters to be acted upon.

Counting of votes will be done by the Corporate Secretary or his authorized representative with the assistance of representatives of the stock transfer agent of the Company, Securities Transfer Services, Inc.

<b>PART II</b>
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**Identification**

The enclosed proxy is solicited by the Registrant for use in voting at the annual stockholders' meeting. The Chairman of the Board of Directors or, in his absence, the designated Chairman in the Meeting will vote the proxies at the annual stockholders' meeting on Wednesday, June 27, 2012.

The information statement and this proxy shall be sent through mail starting June 5, 2012. Duly executed proxies may be returned either by mail, fax or by hand at the company's mailing address. Proxies must be received on or before June 25, 2012 5:00 pm.

**Instructions**

This proxy must be dully accomplished by the stockholder of record as of May 31, 2011, the Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the corporate secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a corporate secretary's certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.

Duly accomplished proxies shall be submitted to the Corporate Secretary of the Company not later than Monday, June 25, 2012 at the following address:

Attention: Emelita Mangosing  
The Corporate Secretary  
Supercity Realty Development Corporation  
Unit 1223 City & Land Mega Plaza, ADB Ave. Corner Garnet Rd. Ortigas Center, Pasig City

In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy

The last day of the validation of proxies will be the day before the date of the annual stockholders' meeting. The validation shall be done by the Corporate Secretary and/or the Company's Stock Transfer Agent at the Company's registered office address. As part of the validation process, the proxy statement should have a valid control number which will be used to verify the authenticity of the proxy form, it must be properly dated, executed, signed and returned by the stockholder thru mail, fax or by hand at the Company's mailing address. Proxies must be received on or before June 27, 2011 5:00 pm. Furthermore, the manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20(11)(b).

Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the designated Chairman of the meeting, as his proxy in the annual stockholders' meeting to be held on June 27, 2012.

If the number of shares of stock is left blank, the proxy shall be deemed to have been issued for all the stockholder's shares of stock in the Corporation as of Record Date.

Every stockholder voting in the election of directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of shares held by such stockholder, or distribute the stockholder's votes on the same principle among as many candidates as the stockholder may select, provided that votes cannot be cast for more candidates than the number of directors to be elected. However, no stockholder shall be entitled to cumulate votes unless the candidate's name has been placed in the nomination prior to the



voting and the stockholder, or any other stockholder, has given notice at the meeting prior to the voting of the intention to cumulate the stockholder's votes. On all other matters, each share has one vote.

When proxy are properly dated, executed and returned, the shares they represent will be voted at the annual meeting in accordance with the instructions of the stockholder. If no specific instructions are given, the shares will be voted FOR the election of the nominees for directors and independent directors, FOR the Approval of the Minutes of the Previous Meeting of Stockholders, FOR the Approval of the Financial Statements and Annual Report, FOR the Ratification of All Acts of Board and Management, and FOR the Appointment of Punongbayan & Araullo as Auditor. In addition, if other matters come before the annual meeting, the persons named in the accompanying form of proxy will vote in accordance with their best judgment with respect to such matters.

### **Revocability of Proxy**

A stockholder who shall sign and return the proxy accompanying this form will have the power to revoke it before it is voted on the stockholder's meeting upon the written notice to the Corporate Secretary, Emelita Mangosing, and upon proper verification thereof.

### **Person Making the Solicitation**

The solicitation of proxies is made by the registrant company. No one among the directors intends to oppose any action intended to be taken by the registrant.

Solicitation shall be done through the use of mail and the cost is estimated to be in the amount of P12,000. The cost of solicitation will be for the account of the Registrant. Incidental solicitation in person or by telephone may also be made by directors, officers and employees of the Registrant for which they will receive no additional compensation.

### **Interest of Certain Persons in Matters to be Acted Upon**

The Registrant's directors, executive officers, nominees to such positions and their associates do not have any substantial interest, direct or indirect, in any matter to be acted upon, other than election to office.

PLEASE FILL UP AND SIGN THIS PROXY AND RETURN IMMEDIATELY TO THE CORPORATE SECRETARY. A RETURN ENVELOPE IS PROVIDED FOR YOUR CONVENIENCE.

Control No: 001

**SUPERCITY REALTY DEVELOPMENT CORPORATION**

**STOCKHOLDER PROXY**

The undersigned hereby appoints the Chairman of the Board or in his absence, the Chairman of the Meeting, with full power of substitution and delegation, as the proxy of the undersigned, to represent and vote all of the common shares of stock of the undersigned at the Annual Stockholders' Meeting of the Company to be held on **June 27 2012 (the "Annual Stockholders Meeting")** at the **Palm Hall Function Room in Richmond Hotel** located at **No. 21 San Miguel Avenue, Ortigas Center, Pasig City** and at any and all adjournments or postponements thereof, for the purpose of acting on the proposals enumerated below:

The proxy shall vote subject to the instructions indicated below and the proxy is authorized to vote in his discretion upon other business as may properly come before the Annual Stockholders' Meeting and any adjournments or postponements thereof.

**PROPOSALS AND VOTING INSTRUCTIONS**

**I. Election of Directors**

The nominees for election as directors are:

- |                             |                            |                            |
|-----------------------------|----------------------------|----------------------------|
| 1. <u>Ferdinand Soliman</u> | 4. <u>Fernando Mamuyac</u> | 7. <u>Ma. Ana Tensuan*</u> |
| 2. <u>Emelita Mangosing</u> | 5. <u>Noric Terence Ng</u> | 8. _____                   |
| 3. <u>Mylene Lim</u>        | 6. <u>Lisa Niedo*</u>      | 9. _____                   |

\* Independent Director

FOR ALL ☐

WITHHOLD FOR ALL ☐

EXCEPTIONS ☐

Exceptions: \_\_\_\_\_

- |          |          |          |
|----------|----------|----------|
| 1. _____ | 4. _____ | 6. _____ |
| 2. _____ | 5. _____ | 7. _____ |
| 3. _____ |          |          |

Instructions:

1. The holder of common shares of stock may withhold authority to vote for any or some nominee(s), by marking the exception box and writing the name(s) of such nominee(s) on the space provided above. If the stockholder designates exception(s), the number of shares to be distributed to each of the remaining nominees must be indicated on the spaces provided above.
2. The holder of common shares of stock can either (a) vote for all the nominees, in which case the stockholders' total votes will be split and cast equally among the nominee(s); (b) withhold his vote for all the nominees; or (c) vote only for some and not all of the nominees, in which case the stockholder's total votes will be distributed and cast as indicated by the stockholder in the spaces provided above. If the stockholder does not indicate the number of shares to be distributed to the remaining nominees who are not named on the space for Exceptions above, then the stockholder's total votes will be split and cast equally among the remaining nominees. The total number of votes which a stockholder may cast is equal to seven (7) times the number of common shares of stock held as of the Record Date.

**II. Approval of the Minutes of the Previous Meeting of Stockholders**

FOR ☐

AGAINST ☐

ABSTAIN ☐

**III. Approval of the Financial Statements and Annual Report**

FOR ☐

AGAINST ☐

ABSTAIN ☐

**IV. Ratification of All Acts of Board and Management**

FOR ☐

AGAINST ☐

ABSTAIN ☐

**V. Appointment of Punongbayan & Araullo as Auditor**

FOR ☐

AGAINST ☐

ABSTAIN ☐

\_\_\_\_\_  
(Signature Over Printed Name)

Date: \_\_\_\_\_

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE JUNE 25, 2012, THE DEADLINE FOR SUBMISSION OF PROXIES.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESS HIS INTENTION TO VOTE IN PERSON. THIS PROXY SHALL BE VALID AND REMAIN TO BE IN FULL FORCE AND EFFECT UNLESS REVOKED THROUGH NOTICE IN WRITING DELIVERED TO THE CORPORATE SECRETARY A DAY BEFORE THE SCHEDULED MEETING.

**The solicitation of proxies is made by the Registrant.** No one among the directors intends to oppose any action intended to be taken by the Registrant. The solicitation is not subject to paragraph 9 of SRC Rule 20. The Company will bear the cost of the printing and mailing this proxy statement and other materials furnished to the stockholders in connection with proxy solicitation which shall not exceed P12,000.00

Last day of validation will be the day before the annual stockholders' meeting. The Corporate Secretary and/or the Company's Stock Transfer Agent is in charge of the validation process. The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20(11)(b).

Also there is no substantial interest, directed or indirect, by security holdings or otherwise, of each of the following in any matter to be acted upon, other than election to office.

PART III.


SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 28 May 2012.

**SUPERCITY REALTY DEVELOPMENT CORPORATION**

Issuer

  
**ENGR. EMELITA MANGOSING**  
Corporate Secretary

  
**MR. ENRIQUE CUNANAN**  
Compliance-Information-Officer

May 28, 2012

**UNDERTAKING TO PROVIDE COPIES OF THE ANNUAL REPORT**

**UPON WRITTEN REQUEST OF ANY SHAREHOLDER OF RECORD ENTITLED TO NOTICE OF AND VOTE AT THE MEETING, THE COMPANY SHALL FURNISH SUCH SHAREHOLDER WITH A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A WITHOUT CHARGE. ANY SUCH WRITTEN REQUEST SHALL BE ADDRESSED TO:**

**EMELITA MANGOSING  
THE CORPORATE SECRETARY  
SUPERCITY REALTY DEVELOPMENT CORPORATION  
UNIT 1223 CITY & LAND MEGA PLAZA BUILDING  
CORNER GARNET RD. ADB AVE. ORTIGAS CTR. PASIG CITY**

## CERTIFICATION OF INDEPENDENT DIRECTORS

I, LIZA S. NIEDO, Filipino, of legal age and a resident of #253 San Francisco St. Poblacion, San Jose del Monte, Bulacan, after having been duly sworn to in accordance with law do hereby declare that:

1. I am nominated as independent director of Supercity Realty Development Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Extraordinary Dev. Corp.	Treasury Head	Nov. 2011 to present


3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Supercity Realty Development Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the corporate secretary of Supercity Realty Development Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this MAY 28 2012 day of CITY OF MANILA at, \_\_\_\_\_.

  
Affiant

SUBSCRIBED AND SWORN to before me this MAY 28 2012 day of \_\_\_\_\_ at CITY OF MANILA, affiant personally appeared before me and exhibited to me his/her Tax Identification No. 115-883-241

Doc. No. 346  
Page No. 77  
Book No. 277  
Series of N

  
**ATTY EDITHA P. TALABOC**  
Notary Public in the City of Manila  
Until December 31, 2013  
PTR No. 0326114/Jan. 02, 2012  
IBP No. 868467/Roll No. 43135  
Mezzanine Floor, Malate Adriatico  
Grand Residency Bldg. 1415 M. Adriatico St.  
Malate Manila



## CERTIFICATION OF INDEPENDENT DIRECTORS

I, Ma. Ana S. Tensuan, Filipino, of legal age and a resident of #359 F. Rosario Street, Pasay City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am nominated as independent director of Supercity Realty Development Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Prosperity Builders Resources, Inc.	Bidding and Contract Manager	October 2011 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Supercity Realty Development Corporation, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
5. I shall inform the corporate secretary of Supercity Realty Development Corporation of any changes in the abovementioned information within five days from its occurrence.


MAY 28 2012

Done, this \_\_\_\_\_ day of \_\_\_\_\_ at, CITY OF MANILA

  
\_\_\_\_\_  
Affiant

SUBSCRIBED AND SWORN to before me this MAY 28 2012 day of \_\_\_\_\_  
at CITY OF MANILA, affiant personally appeared  
before me and exhibited to me his/her Tax Identification No. 132-109-446

Doc. No. 347  
Page No. 71  
Book No. 221  
Series of N

  
**ATTY EDITHA P. TALABOC**  
Notary Public in the City of Manila  
Until December 31, 2013  
PTR No. 0326114/Jan. 02, 2012  
IBP No. 868467/Roll No. 43135  
Mezzanine Floor, Malate Adriaticco  
Grand Residency Bldg. 1415 M. Adriaticco St.  
Malate Manila

SEC Number  
File Number

**A200008385**

**SUPERCITY REALTY DEVELOPMENT  
CORPORATION**

(Company's Full Name)

**Unit 1223 City & Land Mega Plaza  
ADB Avenue Corner Garnet Road  
Ortigas Center Pasig City**

(Company Address)

**638-7779**

(Telephone Number)

**December 31**

(Calendar Year Ending – Month & Day)

**SEC Form 17-A**

(Form Type)

Amendment Designation (If Applicable)

**December 31, 2011**

Period Ended Date

(Secondary License Type and File Number)

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-A**

**ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended **DECEMBER 31, 2011**
2. SEC Identification Number **A200008385** 3. BIR Tax Identification No. **206-816-824**
4. Exact name of issuer as specified in its charter  
**SUPERCITY REALTY DEVELOPMENT CORPORATION**
5. **METRO MANILA, PHILIPPINES**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **UNIT 1223 CITY & LAND MEGA PLAZA, ADB AVE.  
CORNER GARNET ROAD, ORTIGAS CENTER, PASIG CITY** **1605**  
Address of principal office Postal Code
8. **(632)6387779**  
Issuer's telephone number, including area code
9. N/A  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
---------------------	--	--

COMMON SHARES – P 1 par value	No. of Shares	Amount
Authorized	155,000,000	155,000,000.00
Issued	110,000,000	110,000,000.00
Subscribed	110,000,000	110,000,000.00

11. Are any or all of these securities listed on a Stock Exchange.

Yes [X] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

**PHILIPPINE STOCK EXCHANGE** **COMMON STOCK**



12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [ **X** ]

No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [ **X** ]

No [ ]

13. The aggregate market value of the voting stock held by non-affiliates is computed as 110,000,000 shares x P **0.80/share = P 88,000,000.00**

14. Filing by issuers involved in insolvency/suspension of payments proceedings during the preceding five (5) years. **Not applicable**

15. Documents incorporated by reference. **None**

## **PART I - BUSINESS AND GENERAL INFORMATION**

### **Item 1. Business**

#### Company Background

Supercity Realty Development Corporation, hereinafter referred to as SRDC, was registered with the SEC on June 9, 2000 under SEC Registration No. A200008385. The Company's authorized capital is ₱155,000,000.00 consisting of 155,000,000 Common Shares, with a par value of ₱1.00 per share. As of December 31, 2009, the Company had 110,000,000 Shares issued and outstanding.

The Company is authorized to engage in the business of construction, and related services and activities. It is authorized to act as a contractor or subcontractor for the construction of houses, buildings, roads, bridges and other construction projects for the private sector or the Government anywhere in the Philippines. It is also authorized to; (i) purchase, lease, exchange or otherwise acquire real properties, (ii) manage, subdivide and develop the same, and (iii) sell, transfer, convey or otherwise alienate or dispose of any such real properties and any interest or right therein.

#### History

The Company traces its beginnings to the early part of 2000, when a group of Filipino professionals that were formerly connected with Extraordinary Development Corporation decided to organize a construction services company. They envisioned their new company to cater to real estate developers that were focused on acquiring, developing, marketing and selling real estate end products rather than undertaking their own construction work. The incorporators of the Company that have remained as shareholders include; (a) Ferdinand Soliman, an engineer with 25 years of experience in the field of construction, planning and design, (b) Mylene Lim, an architect who has more than twenty (20) years experience in the area of procurement of construction materials, (c) Wilfredo Uy, a certified public accountant (CPA) who gained expertise in the accountancy field through his 20 years practice as a CPA, and (d) Nimfa Leonco, who is currently connected with Asia Pacific Timber & Plywood Corporation.

Since the start of its commercial operations on October 1, 2000, the Company has completed a number of land development and housing projects. The Company's major completed and on-going projects are located in the following project sites: (a) Mabuhay City Subdivision in Cabuyao, Laguna, (b) Jubilation New Biñan Subdivision in Biñan, Laguna, (c) Eastwood Greenview Subdivision in San Isidro, Rodriguez, Rizal, (d) Eastwind Homes also in San Isidro, Rodriguez, Rizal, (e) Celebrity Place Walk-up Condominium in Quezon City, and (f) Centella Homes Subdivision in San Isidro, Rodriguez, Rizal.

#### Corporate Objectives

The Company's basic objectives are to provide a full range of construction services to real estate developers, and to provide them with technical assistance during the pre- and post-construction stages of their projects. It is usually engaged as a general contractor for land development and housing projects. The Company employs modern building system technology in its mass housing construction, and a management information system for its operations. It utilizes accredited labor subcontractors in order to maintain a relatively lean workforce.

In February 2008, the board has decided to wind down its construction business and re-focus the company's business into real estate development. However, as of December 31, 2011, the Company has not yet started any real development projects and thus the Company is still continuously engaged in the business of construction.

## Vision-Mission

### Mission Statement

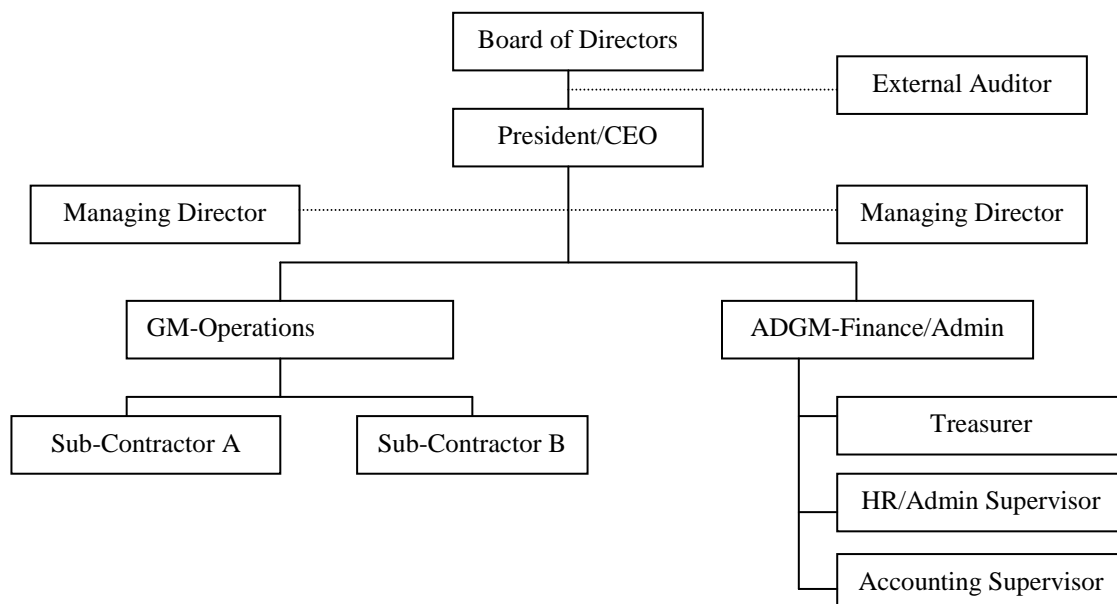
We are a leading construction company engaged in mass housing business providing total customer satisfaction using innovative and cost effective technology with the timely delivery of quality products and services.

### Vision Statement

We are the trademark for total customer satisfaction in the mass housing construction by sustaining our competitive advantage through innovative products and services.

## Organizational Structure

The following chart provides an overview of the organizational structure of the Company:



The Company's organization is relatively simple and flat. There are basically two major groups, namely: Operations, and Finance and Administration. However, there will be changes on the organizational structure when the Company's business re-focuses into real estate development.

### A. Operations Group

The General Manager–Operations oversees the Project Managers in their respective construction project assignments. Each project team is responsible for the following functions: project estimating, project bidding and awarding, project implementation, and turnover of project after completion to the client. The Project and Site Engineers oversee and relate directly to the subcontractors to ensure that the latter's work quality and completion schedules meet the established standards and timetables.

## B. Finance and Administration Group

The Acting Deputy General Manager-Finance/Administration, on the other hand, is in charge of overseeing the accounting, finance, human resource management, information management, and procurement functions within the Company.

### *Senior Management*

The President and the Directors of the Company are the key persons responsible for obtaining leads to new projects, and establishing rapport with clients. Senior management is also responsible for formulating key corporate strategies for the Company.

### *Ad Hoc Committees*

Ad hoc committees or groups are also formed among employees from different departments for the preparation of research studies, formulation of the Company's guidelines and procedures, systems evaluation and integration, and the like.

## Operations

The operations of the Company can be categorized into the following areas of activity: (a) Contract Bidding and Signing; (b) Project Implementation; (c) Collections; and (d) Accreditation of Subcontractors. The details of the various activities involved are presented below:

### A. Contract Bidding and Signing

To facilitate the preparation of project estimates to be used in contract bidding, the Company maintains a BQ Library for all the house models and construction works that it has already undertaken. Prices of construction materials and labor are then updated in the said database. The system allows for the fast preparation of project cost estimates. The major steps involved in contract bidding and signing are:

1. Preparation of estimates based on plans and specifications of the client
2. Submission of bid proposal to the client
3. Conduct of clarifications on bid proposal
4. Evaluation and awarding of bids by the client
5. Execution of contracts
6. Issuance of the "Notice To Proceed" by the client

### B. Project Implementation

A project implementation plan is first prepared, discussed with, and agreed upon with the developer in order to ensure the proper implementation of the project, and to avoid conflict or argument during and after the implementation. The project implementation plan is also discussed with the subcontractors to have a common understanding on implementation procedures. The implementation plan has the following information: (a) schedule of activities, (b) number of days, (c) manpower requirement and deployment, (d) materials delivery schedule, (e) percentage of accomplishment and/or milestone, and (f) actions to be taken when unforeseen events occur. The construction methodology in undertaking certain activity is also discussed and agreed upon.

The major steps in the actual project implementation are as follows:

1. Presentation and approval of implementation plan
2. Purchase of construction materials required
3. Engagement of the services of the accredited subcontractors (evaluation of subcontractors is done in advance)

4. Implementation based on plans and specifications
5. Conduct of ocular inspection to ensure quality and timely delivery of the project
6. Turnover of the project to the client upon completion

#### C. Collections

The Company maintains a database file for all project contracts obtained. This file is updated semi-monthly to reflect the corresponding project accomplishment and for setting up of receivables. For contracts or projects that allow for percentage of completion billings, the Company normally bills clients twice a month. For contracts based on progress billings, billings are only made when a certain project milestone is achieved.

The Company normally requires a 20% down payment on its contracts, and is billed upon contract signing. Clients, on the other hand, retain 10% of the contract price for a period of 60 days from the time the project is completed and turned over by the Company. The said retention amount is a normal industry practice and is meant to cover any costs and expenses for modifications, defects, or repairs on the project.

The major steps in collections are as follows:

1. Preparation of billing for down payment after the signing of contract
2. Preparation of periodic billings
3. Submission of billing to the client for approval
4. Follow up and collection of payment

#### D. Accreditation of Subcontractors

The Company employs accreditation procedures for all its subcontractors to ensure that its subcontractors have the capability to handle the projects awarded to them. The subcontractors are re-evaluated periodically to update their classification. Subcontractors that deliver quality services on time or ahead of time are usually compensated with better rates for their next project with the Company.

The Company has also established a subcontractor's code of conduct that must be observed at all times to ensure safety, cleanliness, and orderliness at the project site.

The major steps in the accreditation process of subcontractors are as follows:

1. Issuance of pre-qualification checklist to the applicant subcontractors
2. Evaluation and verification of information on the checklist
3. Conduct of ocular inspection of the subcontractor's completed and on-going projects
4. Final evaluation of the applicant subcontractor
5. Issuance of accreditation certificate and assignment of subcontractor ID

#### Products and Services

A list of the products and services offered by the Company is presented as follows:

##### 1. Construction of Houses

- 18-square meter Row House – CHB-load bearing
- 20-square meter Row House – CHB-load bearing
- 20-square meter Row House with Roofdeck – using steel wall form system
- 25-square meter Single-Attached/Single-Detached – using ordinary CHB
- 25-square meter Single-Attached/Single-Detached with Roofdeck – using steel wall forms
- Medium-scale and upscale houses
- 3-storey condominium

## 2. Land Development

- Earthworks
- Road concreting
- Waterline distribution system
- Box culverts
- Sewerline system
- Drainage system
- Perimeter fences

## 3. Specialty Works

- Elevated water tank
- Deep well
- Clubhouse
- Swimming pool
- Basketball court
- Entrance gate
- Guard house
- Parking lot

In addition to construction services, the Company provides facilitation services included as part of the contract for its end clients. These services include;

- Obtaining building permits composed of sanitary, plumbing, electrical, and occupancy permits,
- Obtaining water and fencing permits,
- Energizing a subdivision project's main power line,
- Arranging for individual meter and service deposit receipts for housing units

The contribution of the Company's various products and services to total revenues for the year 2011 are presented in the chart below.

<b>Services</b>	<b>Amount</b>	<b>%</b>
Housing	22,182,412	96%
Land Development	867,129	4%
Specialty/Miscellaneous Works	-	-
<b>Total</b>	<b>23,049,541</b>	<b>100%</b>

## Markets

The Company's primary markets are the real estate developers. As a matter of corporate strategy, the Company has positioned itself to serve institutional or corporate clients rather than individual homebuyers in order to leverage on economies of scale for its construction projects. The Company also focuses on the construction of horizontal residential house and land development works for residential subdivisions. At present, the Company is focused on real estate developers that cater to the mass-, low-cost and middle-scale housing markets. The Company's present areas of operation are in the CALABARZON and Quezon City area. The Company caters to the Philippine market only and has no plans of getting into the international market.

## Distribution Methods of Products and Services

The Company adopts a direct selling approach that involves establishing personal rapport in dealing with both existing and prospective clients. The Company also sends its corporate profiles to real estate

developers. The Company's senior officers then make subsequent marketing calls to the principals of the said real estate developers and discuss areas where they can work together.

#### Competition

The Company is a construction services company that competes in the Philippines' construction industry. It primarily competes with independent construction firms that serve real estate developers involved in horizontal property development in the mass-housing, low-cost, medium- and upper-scale subdivision and home development categories. The Company also competes with other firms that operate in the CALABARZON areas. The major competitors of the Company include: (a), CMO Construction (b), ARRCEA Construction (c) RMT Construction, (d) Annex Builders, (e) WFC Construction, (f) KEEJANG Builders and (g) Mile-Hi Construction. These competitors are similar to the Company in terms of their primary market and capabilities. The Company believes that it can effectively compete with other companies in its area of competition because it uses modern construction technology, like the steel wall form system and T-joist system, for mass housing production. This allows for faster construction time, higher durability and lower overhead cost. Also, the Company has a pool of more than twenty (15) accredited subcontractors for housing, land development, and specialty works. Finally, the Company has good working relationships with its existing major clients that are major real estate developers in the Philippines. Recently, price has been the prevailing criteria of the developers in selecting their contractors. With this, the Company will offer its services at the lowest amount with the required quality of service though it expects a stiff competition among its competitors.

#### Sources of Materials and Supplies

The Company utilizes all the usual construction supplies and materials sourced from local suppliers. The Company is not dependent upon one or a limited number of suppliers for essential raw materials and supplies. Following are some of the principal suppliers of the Company:

<b>Construction Materials</b>	<b>Major Supplier</b>
<b><i>For Housing Construction Projects</i></b>	
1. Cement	Solid Cement Corp.
2. Steel Bar	E.V.Y. Construction and Development Corp.
3. White Sand	Rodelros Enterprises
4. Gravel	Kidtrans Movers
5. CHB	Quality Star Concrete Products
6. Lumber	Glory Lumber Hardware
7. PVC Products	Tanay Industries, Inc.
8. Hardware	Goldrich Industrial Sales
9. Paints	Mirage Trading, Inc.
10. Electrical Wires and Accessories	Sycwin Coating & Wires, Inc.
11. Plumbing Fixtures	D-Square Plumbing Supply, Inc.
12. Roofing	Philmetal Products, Inc.
13. Steel Roof Framing	Rapid Forming Corporation
14. Steel Fabrication Works	Rapid Forming Corporation
<b><i>For Land Development Projects</i></b>	
1. Concrete Pipes	Allied Concrete Products
2. Lastillas and Boulders	Maeann Enterprise
3. Escombro	Express Network Aggregates, Inc.
4. Ready Mix Concrete	Precision Readymix Inc.
5. Water Main Pipes & Fittings	Atlanta Industries
6. Gabion & Accessories	Freyssi Marketing
7. C. I. Fittings	Philippine Valve Manufacturing Co.

At present, the Company has no existing major supply contract. It procures its supplies on a project-to-project basis. Moreover, it usually awards to sub-contractors on a straight-contract agreement where the chosen sub-contractors will also provide the needed materials.

#### Major Clients

It has been the thrust of the Company to be a business partner of Real Estate Developers and as such it concentrates on serving the needs of its major clients namely: Extraordinary Development Corporation, Acerhomes Development Corporation, Earth+Style Corporation, One Asia Development Corporation, Kaiser Realty Development Corporation, Earth Aspire Corporation, Earth Prosper Corporation, and Verdantpoint Development Corporation. These are the eight (8) major clients which account for the majority of the Company's revenues.

For the year 2011, the Company has been contracted to do the following construction works:

PROJECT NAME	LOCATION	AMOUNT
Eastwood Residences Phase 6	Montalban, Rizal	22,182,412
Eastwood Residences Phase 7	Montalban, Rizal	41,852,679
<b>Total</b>		64,035,091

#### Related Party Transactions

Please refer to Part III Item 12 of this report.

#### Subsidiaries and Affiliates

The Company does not have any subsidiaries or affiliates as of the date of filing.

#### Government Approvals

Under the Contractor's License Law (Republic Act No. 4566, as amended by Presidential Decree No. 1746), all construction companies intending to undertake construction activity in the Philippines must secure a contractor's accreditation from the Construction Industry Authority of the Philippines (CIAP). The Company filed an application for accreditation with the CIAP on October 27, 2003. License No. 31229, which was issued on January 30, 2004.

#### Applicable Laws and Regulations

Other than the regular business regulations common to all businesses, the Company is not aware of any existing or governmental regulations which could directly affect its business operations. Most of the regulations are imposed upon the developers, not on the construction companies.

Moreover, the Company is not aware of any environmental laws which will directly affect its business operations. The development and environmental permits issued by the DENR are generally required of developers of residential subdivisions and not of construction companies.

#### Research and Development

The Company does not engage third parties in its research and development activities. Such activities are conducted by the Company's in-house technical staff and officers. Thus, the amount spent in research and development activities is not substantial.



## Manpower Complement

The manpower complement of the Company can be classified into employees and subcontractors.

### A. Employees

As at December 31, 2011, the Company had a total of 5 full time employees. Among the Company's employees, 3 are regular employees while 2 are contractual. A summary of the different categories of the Company's employees is as follows.

Category	Number of Employees
Managerial	3
Supervisory	1
Rank and File	1
<b>Total</b>	<b>5</b>

None of the employees is subject to collective bargaining agreements (CBA). The employees did not stage any strike for the past three (3) years nor are they threatening to have one. Management and employee relationships have been cordial and complementary since the start of the Company's operations. The Company has no supplemental benefits or incentive arrangements as of the present, and has no plans to implement such in the future. However, with the plan to reorganize its organizational structure, the company had offered retrenchment program to its employees and had effected in the year 2008.

### B. Subcontractors

To provide the necessary manpower complement for land development, the construction of housing units, and specialty works, the Company engages the services of accredited independent subcontractors. The subcontractors are paid on a per contract basis. The number of the subcontractors utilized on any given contract or project will depend on the manpower requirement of the said contract or project.

The major subcontractors of SRDC include (a) JEP Construction and Manpower Services, (b) R.Q. Bandis Construction, (c) A.B. Canlas Builders, (d) Equilibrium Engineering, (e) Modern Innovation Construction, (f) TJTJ Construction and Supplies, (g) J.C. Rodriguez Construction Corp., (h) CSE Builders, (i) E. Bolivar Construction, (j) Gazam Trading, (k) W.C. Fuerte Construction, (l) Red Carmel Construction, (m) MMJF Builders and Trading, (n) F.T. Ortiz Builders, Inc., (o) Starclink Builders, (p) Val-dap Construction and (q) Arcea Builders.

## Technology

The Company utilizes modern construction technology for its mass housing construction process, and management information systems for its operations. The following discussion presents a description of the Company's use of the said technologies:

### A. Steel Wall Form System and T-joist System

The Company's steel wall form and T-joist systems for mass housing production represent an adaptation and innovation of existing Malaysian and American building technologies used in Asia, the United States, and Europe. The building systems were redesigned by the Company's engineers, and fabricated by local suppliers.

The steel wall form system combined with T-joist system has several advantages over the conventional CHB system in terms of construction time, cost, durability, aesthetic finish and overhead cost. The technology is designed for quick and easy assembly of housing units. It also utilizes relatively less

manpower to construct a house skeleton in around eight (8) hours. This cuts down on labor and materials expenses for low-cost and/or socialized housing intended for mass production. The systems also allow the Company to undertake land development and housing construction at the same time, thereby cutting down construction time. However, with the plan to go into real estate business, the Company has sold majority of its construction equipment and tools.

#### B. MegaSystem

The Company utilizes the *MegaSystem* computer software for its information management. This software is a windows-based system that was designed specifically for the information management system of a construction company. The system is intended for the Company's easy recording and retrieval of information.

The following modules of the software are fully integrated:

- Project estimating
- Purchasing and inventory management
- Accounts payable and receivable management
- Sub-contractors management
- General ledger

The system provides for the timely processing and preparation of project cost estimates, bid proposals, billings, processing of sub-contractors' billings, suppliers' deliveries and governmental reporting requirements.

#### Assessment and Management of Risk

One of the risks that the Company is faced with is the competition within the industry. The Company would bank on its strengths over its competitors, particularly on the use of modern technology, its large pool of accredited subcontractors and its good working relationship with its clients to at least keep its stance in the industry.

Another risk is the Company's lean manpower organization. With this, it is inevitable that the Company relies on few key personnel. To counter this risk, the Company conducts training to its personnel and encourages the transfer of technology within the organization. Moreover, with the plan to re-focus its business, the Company must acquire new employees and at the same time had to retrench redundant employees.

The Company's reliance on its few existing clients poses another risk since the loss of any of these clients could have a material adverse impact on the Company. In 2007, the Company has added two (1) new client.

Another risk that the Company is exposed to is its contractual arrangements with independent subcontractors. Any event that will adversely affect the ability of the subcontractors to meet the Company's performance standards could also affect the Company's operations. To counter this, the Company maintains and adheres to an accreditation process for its subcontractors to minimize the risk of the latter's inability to meet quality and cost standards of the Company. Also included in the accreditation process is the requirement for the subcontractor to post a bond. This would reduce the risk of the subcontractor not to finish a project and would lessen the financial impact on the Company should the subcontractor fail to finish the project. Moreover, there is the risk that the subcontractor can become a competitor. To avoid this, the contracts between the Company and the subcontractors included a provision which states that while the subcontractors have existing contracts with the Company, they cannot engage their services directly with the developers. Should they do so, even after the contracts between the Company and the subcontractors have been served, the subcontractor will be taken out of the list of accredited subcontractors.

The price volatility of construction materials and natural calamities are risks inherent in the construction business. At present, the Company enters into relatively short-term construction contracts (about 3 – 6 months only) and practices hedging techniques to lock in prices when the prices are low. Also, since the contracts are short-term, the risk of loss that natural calamities may bring about is lessened. For service companies like the Company, the longer the contract, the higher the chances of loss since a long-term contract would be subject to more uncontrollable events which could continue to incur costs for the same contract revenue. With short-term contracts, there is early realization of revenue.

## **Item 2. Properties**

The principal office of the Company is located at Unit 1223 City and Land Mega Plaza, ADB Ave. Corner Garnet Road, Ortigas Center, Pasig City. The Company currently leases the 30 square meter office space from Anchor Collection Service, Inc. for a monthly rental of ₱12,000.00. The lease is for a term of one (1) years, or until September 15, 2011, renewable under such terms and conditions agreed upon by both parties.

The Company purchased a 21,668 square meter property worth ₱1,800.00 per square meter in March 2002 with TCT No. T-330670. The property is in a commercial/residential zone located in Bacoor, Cavite. The tax clearance certificate, having been issued by the BIR, the transfer certificate of title was issued under TCT No. 1019508 by the Register of Deeds of Cavite. Title to the property reveals no liens or encumbrances. However, this property is sold in the year 2009.

SRDC also uses container vans measuring 2.4 meters x 2.4 meters. x 6.0 meters to serve as field offices, which can be moved to different locations and can accommodate up to four (4) office tables per van. The Company also utilizes collapsible barracks and stockyards to house the subcontractors' workers, and construction supplies and materials while on the project site.

The Company uses steel panel forms for its major housing construction needs. These wall forms/molds are used instead of plywood for the construction of row houses. It is estimated that these forms may be used for about 100 times. A portable tower light is being used by the Company to provide lighting in areas where electricity is not available.

The Company leases other major construction and land development equipment such as cement mixers, and the like, on a project-to-project basis.

With the plan to re-focus into real estate business, the Company had sold majority of its construction equipments and tools in the year 2008.

## **Item 3. Legal Proceedings**

The Company is not a party to nor is it involved in any litigation that materially affects or will materially affect its interests.

## **Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable

## PART II - OPERATIONAL AND FINANCIAL INFORMATION

### Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

#### Market Information

The Company's common equity is traded in the Philippine Stock Exchange (PSE). The shares of stock of the Company were initially traded on December 19, 2003. Following are the high and low sales prices for each quarter since December 31, 2008:

Quarter	High	Low
Jan – March 2008	1.32	1.32
Apr – June 2008	1.32	1.32
July – Sept 2008	1.32	1.32
Oct – Dec 2008	1.32	1.32
Jan – March 2009	1.32	1.32
Apr – June 2009	0.80	0.80
July – Sept 2009	0.80	0.80
Oct – Dec 2009	0.80	0.80
Jan – March 2010	0.80	0.80
Apr – June 2010	0.80	0.80
July – Sept 2010	0.80	0.80
Oct – Dec 2010	0.80	0.80
Jan - March 2011	0.80	0.80
Apr – June 2011	0.80	0.80
July – Sept 2011	0.80	0.80
Oct – Dec 2011	0.80	0.80
Jan – March 2012	0.80	0.80
Last practicable trading date April 16, 2012	0.80	0.80

#### Holders

There are three hundred sixty four (364) total stockholders and the top twenty (20) stockholders of the Company's issued and outstanding shares as of April 16, 2012 are as follows:

Name	Shares	%
1. Wilfredo Uy	18,000,000	16.36
2. Mylene Lim	10,850,000	9.86
3. Nimfa Leonco	10,850,000	9.86
4. Arthur Lim	7,150,000	6.50
5. Ferdinand Soliman	7,150,000	6.50
6. Robert Yulo	5,000,000	4.55
7. Anneli Ting	5,000,000	4.55
8. Mario Vicente Sy	5,000,000	4.55
9. Misael Adelaida Soliman	5,000,000	4.55
10. Mariano Mison	5,000,000	4.55
11. Victor Manarang	5,000,000	4.55
12. Marie Tes Lee	5,000,000	4.55
13. Abraham Go	5,000,000	4.55
14. Arnold Acero	5,000,000	4.55
15. Noric Ng	3,000,000	2.73

16. Neskie Ng	2,999,999	2.73
17. PCD Nominee Corporation	1,510,000	1.37
18. Aileen Gabrentina	20,000	0.02
19. Divinagracia Ayento	20,000	0.02
20. Dexter Aviles	20,000	0.02

#### Dividends

For the last two most recent fiscal years, the Company has not declared any cash dividends on its common equity. Future dividends will depend on the income, cashflow and financial condition of the Company particularly on the unrestricted retained earnings.

#### Recent Sales of Unregistered Securities

Within the past three (3) years, the Company has not sold any unregistered or exempt securities, nor did it issue securities constituting an exempt transaction.

### **Item 6. Management's Discussion and Analysis**

The following management's discussion and analysis of past performance should be read in conjunction with the financial statements included in Item 7 of this report.

#### Financial Highlights

<i>Amounts are in thousand pesos except per share figures</i>		
<b>Key Operating and Financial Indicators</b>	<b>Audited Figures</b>	
	<b>2011</b>	<b>2010</b>
<b>Income Statement Data</b>		
Revenues	23,050	39,361
Cost and Expenses	35,371	46,203
Income/(loss) From Operations	(12,321)	(6,842)
Net/(loss) Income	(12,349)	(6,503)
<b>Balance Sheet Data</b>		
Current Assets	82,708	85,078
Property and Equipment	2	5
Held-to-maturity Investment	-	2,007
Total Assets	82,738	85,181
Total Liabilities	30,175	20,270
Stockholders' Equity	52,562	64,911
<b>Per Share Data</b>		
Earnings (Loss) per Share*	(0.112)	(0.059)
Book Value per Share**	0.48	0.59

\* Based on Weighted Ave. No. of Outstanding Common Shares

\*\* Based on Outstanding Common Shares as of Year-end

In compliance with the pronouncements of the Accounting Standards Council (AS) and the regulations of the Securities and Exchange Commission (SEC), the Company has adopted all the relevant Philippine Financial Reporting Standards (PFRS) for the first time in its financial statements for the year ended December 31, 2005, with January 1, 2004 as its transition date. The transition from the previous generally accepted accounting principles (GAAP) in the Philippines to PFRSs has been made in accordance with PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards*.

The Company, also under PFRS, recognized its obligation under post-employment defined benefit plan computed by an actuary determined using the projected unit credit method. The adoption of the related

new standard resulted in the recognition of transitional liability amounting to P 965,022 as of January 1, 2004. This transitional liability was fully recognized retrospectively in the Company's opening PFRS balance sheet. This also resulted in the recognition of additional defined benefit expense in 2004 amounting to P 394,908. Correspondingly, the deferred tax expense recognized by the Company due to the temporary differences arising from full recognition of defined benefit obligation amounted to P 435,178 in December 2004 and P 308,807 in January 2004. As of December 31, 2011, the defined benefit obligation recognized in the books amounted to P486,138 as compared to the P452,899 balance as of December 31, 2010. The increase is due to the accrual of obligation pertaining to the year 2011.

For the year 2011, the following projects were accomplished by the Company:

PROJECT NAME	LOCATION	AMOUNT
Eastwood Residences	Montalban, Rizal	22,182,412
Green Breeze	Montalban, Rizal	867,129
<b>Total</b>		<b>23,049,541</b>

## **2011 Performance**

### *Revenues*

In 2011, the Company generated P23.05M contract revenues, 41.44% lower than previous year revenue of P39.36M. Ninety six percent (96%) of the total revenues came from housing projects and four percent (4%) came from land development projects. A large portion of the revenues came from the Eastwood Residences in Rodriguez, Rizal and Green Breeze project also in Rodriguez, Rizal. Total revenues generated from these projects amounted to P 23.05.

### *Gross Profit*

Gross profit from construction contracts amounted to P4.27M, 2.73% lower than the previous year's P4.39M. The gross profit ratio increased from 11.14% to 18.51%. This is due to the decrease of cost of outside services. However, due to stiff competition, the company generated lower revenue compared from previous year.

### *Cost and Expenses*

Costs and expenses decreased by 23.44% from P 46.20M in 2010 to P 35.37M in 2011. The decrease in cost, particularly for the cost of services that are variable in nature, was brought about by the decrease in the revenue in 2011. Administrative expenses increased from P 10.21M in 2010 to P 14.40M in 2011 due to the recognition of impairment loss on Company's financial assets.

Financing costs increased from P7.76M in 2010 to P 12.62M in 2011. These costs were caused by the recognition of impairment loss on Company's financial assets particularly on trade and other receivables accounts.

### *Income (Loss) from Operations*

Income (Loss) from operations amounted to (P6.84M) and (P12.32M) in 2010 and 2011, respectively. Operating margin (loss) likewise increased to (53.46%) in 2011 from (17.38%) in 2010. The losses in 2011 and 2010 can be attributed to the impairment loss recognized by the Company.

### *Net Income (Loss)*

As a result of the foregoing, the company incurred a net income (loss) of (P 12.35M) and (P 6.50M) in 2011 and 2010, respectively. Correspondingly, net income (loss) ratio is (53.57%) and (16.52%) in 2011 and 2010, respectively. Earnings (Losses) per share likewise increased from (P 0.059) in 2010 to (P0.112) in 2011.

### *Total Assets*

Total assets decreased by 0.65% from P 85.18M in 2010 to P 82.74M in 2011. The decrease was due to the impairment of some financial assets, collections of receivables and retirement of other assets. The total of other current assets also decreased particularly the advances to sub-contractors and suppliers due to recoupment thereof. However, the item Creditable Withholding Taxes account classified under other current assets increased as the Company was not able to apply thereof against income tax liability due net loss.

### *Liquidity*

Current ratio decreased from 4.29:1 in 2010 to 2.79:1 in 2011. This can be attributed to the decrease in the current assets accounts such as trade receivables and advances to contractors and suppliers. Moreover, trade and other payable accounts increased.

### *Leverage*

The Company posted a debt-to-equity ratio of 0.574:1 in 2011 and 0.312:1 leverage ratio in 2010. The slight increase can be attributed to the decrease in trade and other payables particularly on the advances to contractors account.

## **2010 Performance**

### *Revenues*

In 2010, the Company generated P39.36M contract revenues, 52.06% lower than previous year revenue of P82.11M. Eighty seven and 88/100 percent (87.88%) of the total revenues came from land development projects and 12.12% from housing projects. A large portion of the revenues came from the Eastwood Greenview project in Rodriguez, Rizal and Green Breeze project also in Rodriguez, Rizal. Total revenues generated from these projects amounted to P 35.12M or 89.23% of the total revenues, a combination of housing and land development projects. The Company generated additional revenue amounting to P4.24M (10.77) from Eastwood Residences housing projects.

### *Gross Profit*

Gross profit from construction contracts amounted to P4.39M, 45.89% lower than the previous year's P8.10M. The gross profit ratio increased from 9.87 to 11.14%. This is due to the decrease of cost of outside services. However, due to stiff competition, the company also generated lower revenue compared from previous year.

### *Cost and Expenses*

Costs and expenses decreased by 53.40% from P 83.19M in 2009 to P 38.77M in 2010. The decrease in cost, particularly for the materials, labor and overhead costs that are variable in nature, was brought about by only the decrease in the revenue in 2010. Administrative expenses decreased from P 5.39M in 2009 to P 2.45M in 2010 due to the decrease in manpower, decrease in repairs and maintenance, and in other accounts as a result of the decrease in revenue for the year 2010.

Financing costs decreased from P12.01M in 2009 to P 7.76M in 2010. These costs were caused by the recognition of impairment loss on Company's financial assets particularly on trade and other receivables accounts.

#### *Income (Loss) from Operations*

Income (Loss) from operations amounted to (P0.63M) and (P0.46M) in 2010 and 2009, respectively. Operating margin (loss) likewise increased to 1.60% in 2010 from (0.56%) in 2009. The losses in 2009 can be attributed to the payment of retirement benefits and separation pay given to employees as a result of trimming down the company's manpower. In 2010, The Company's administrative costs decreased due to decrease in manpower.

#### *Net Income (Loss)*

As a result of the foregoing, the company incurred a net income (loss) of (P 6.510M) and (P 25.36M) in 2010 and 2009, respectively. Correspondingly, net income (loss) ratio is (16.52%) and (30.88%) in 2010 and 2009, respectively. Earnings (Losses) per share likewise decreased from (P 0.231) in 2009 to (P0.059) in 2010.

#### *Total Assets*

Total assets decreased by 9.98% from P 94.62M in 2009 to P 88.18M in 2010. The decrease was due to the impairment of some financial assets, collections of receivables and retirement of other assets. The total of other current assets also decreased particularly the advances to sub-contractors and suppliers due to recoupment thereof. However, the item Creditable Withholding Taxes account classified under other current assets increased as the Company was not able to apply thereof against income tax liability due net loss.

#### *Liquidity*

Current ratio decreased from 4.20:1 in 2009 to 4.29:1 in 2010. This can be attributed to the decrease in the current assets accounts such as trade receivables and advances to contractors and suppliers.

#### *Leverage*

The Company posted a debt-to-equity ratio of 0.312:1 in 2010 and 0.325:1 leverage ratio in 2009. The slight increase can be attributed to the decrease in trade and other payables particularly on the advances to contractors account.

### **2009 Performance**

#### *Revenues*

In 2009, the Company generated P82.1M contract revenues, 7.83% lower than previous year revenue of P89.1M. Forty and 43/100 percent (40.43%) of the total revenues came from housing projects, 46.39% from land development works and 13.18% from specialty works. A large portion of the revenues came from the Eastwood Residences project in Rodriguez, Rizal and Green Breeze project also in Rodriguez, Rizal. Total revenues generated from these projects amounted to P 74.444M or 90.65% of the total revenues. The contribution of the other projects are as follow: P 3.42M (4.16%) from Eastwood Greenview in Rodriguez, Rizal; and P 4.26M (5.19%) from Centella Homes in Rodriguez, Rizal. All of these projects are combination of land development, housing and specialty construction contracts.

#### *Gross Profit*

Gross profit from construction contracts amounted to P8.10M, 24.20% lower than the previous year's P10.69M. Related to this, the gross profit ratio decreased from 12% to 10%. This is due to the increase



of cost of outside services. However, due to stiff competition, the company could not increase its contract price to offset such increase. In 2009, the company also generated lower revenue compared from previous year.

#### *Cost and Expenses*

Costs and expenses decreased by 7.64% from P 90.1M in 2008 to P 83.19.1M in 2009. The decrease in cost, particularly for the materials, labor and overhead costs that are variable in nature, was brought about by the decrease in the revenue in 2009. Administrative expenses decreased from P 8.91M in 2008 to P 5.39M in 2009 due to the decrease in manpower, decrease in repairs and maintenance, and in other accounts as a result of the decrease in revenue for the year 2009.

Financing costs increased from P5.46M in 2008 to P 12.01M in 2009. The increase was caused by the recognition of impairment loss on Company's financial assets particularly on trade and other receivables accounts.

#### *Other Gains - net*

Other Gains-net decreased from P2.87M in 2008 to none in 2009. The 2008 figure was derived from the gain on curtailment on retirement obligation and on the gain on sale of property and equipment.

#### *Income (Loss) from Operations*

Income (Loss) from operations amounted to (P0.46M) and (P0.85M) in 2009 and 2008, respectively. Operating margin (loss) likewise decreased to (0.56%) in 2009 from (0.95%) in 2007. These losses can be attributed to the payment of retirement benefits and separation pay given to employees as a result of trimming down the company's manpower.

#### *Net Income (Loss)*

As a result of the foregoing, the company incurred a net loss of P 25.36M in 2009 compared to a net loss of P17.58 in 2008. Correspondingly, net income (loss) ratio is (30.88%) and (19.73%) in 2009 and 2008, respectively. Earnings (Losses) per share likewise increased from (P 0.160) in 2008 to (P0.231) in 2009.

#### *Total Assets*

Total assets decreased by 38.37% from P 153.52M in 2008 to P 94.62M in 2009. The decrease was due to sale of land investment and the derecognition of deferred tax assets in 2009. Moreover, the decrease in volume of works and awarding to sub-contracts on a straight contract basis resulted to decrease in inventory. Also, there was a decrease in the net amount of Property and Equipment account due to sale and recognition of depreciation while there was no acquisition made during the year. However, there was an increase in other current assets account due to the increase in the amount of Creditable Withholding Taxes as the Company was not able to apply thereof due net loss. Also, trade and other receivables increased due to the increase in trade receivable accounts.

#### *Liquidity*

Current ratio increased from 2:10:1 in 2008 to 4.20:1 in 2009. This can be attributed to the decrease in the current liability account particularly the deposit from buyer account which was reversed due to recognition of sale of land investment.

#### *Leverage*

The Company posted a debt-to-equity ratio of 0.33:1 in 2009 and 0.59:1 leverage ratio in 2008. The decrease can be attributed to the decrease of retained earnings due to the net loss incurred in the given year.

## **Key Performance Indicators**

### *Return on Investment (ROI)*

The Company computes return on investment (ROI) by dividing net income for the period by the weighted average capital stock, wherein capital stock equals capital stock subscribed plus net additional paid-in capital. This is to determine how much stockholders have earned on their investment in the Company.

The Company set the hurdle rate for its ROI at 8%. The Board of Directors as well as the Management believe that an 8% hurdle rate for its ROI is reasonable given that the Company is still relatively young, it is barely eight (8) years in operation. The Company posted a 4.40% ROI in 2001, the Company's first full year in operations. In 2002, the Company has somehow made its mark in the industry as translated by a 289% increase in revenues and 240% increase in net income. With the marked increase in both revenue and net income, the Company posted a 10.59% ROI in 2002, a 141% increase from 2001. In 2003, the Company's operations has normalized and posted an 8.64% ROI, a slight decrease of 18% from the 2002 level. In 2004, revenue was maintained at the P 242M level, with a zero percent (0%) growth from 2003. However, as an effect of the decline in costs and expenses, as well as financing costs, of 2% and 56%, respectively, ROI increased by 5.32% resulting to a 9.1% ROI. However, due to the decrease in net income, the ROI decreased by 72.53% resulting to 2.53% ROI only in the year 2005. With the lower revenue and income for the year 2006, ROI decreased by 87.3% resulting to .32% ROI in the year 2006. In the year 2007, 2008 and 2009, due to net losses, negative ROI of 20.90%, 16.00% and 23.10% were incurred, respectively. Likewise in 2010 and 2011, negative ROI of 5.9% and 11.2%, respectively, were incurred.

### *Fixed Assets Turnover*

Fixed assets turnover is computed as sales for the period divided by the average fixed assets. A significant portion of the fixed assets (property and equipment, net of accumulated depreciation) is composed of construction and other site-based equipment. Since these equipments are major components in generating revenues, the fixed assets turnover is therefore deemed important. The higher the fixed assets turnover, the better it is for the Company. A high fixed assets turnover ratio would mean that the Company was able to make full use of its assets in generating revenues.

In determining the fixed assets turnover ratio and the succeeding performance indicators, the Board of Directors and the Management have decided to drop the 2001 figures in computing for the historical averages. Since the year 2001 is the Company's first full year in operations, it is not yet reflective of the normal business operations.

The fixed assets turnover rate for 2001 was 14.63 times. As mentioned earlier, this figure would be dropped in determining the historical average. The Company has decided to use the historical average of the fixed assets turnover rate for 2003 and 2002, which is, 33.56 times, as its benchmark. The fixed assets turnover rate of 32.51 times and 34.61 times, for 2003 and 2002, respectively, are at par with the set hurdle rate. This can be attributed to the high level of revenues generated during the said period. In addition, the Company has not acquired its construction equipments yet. From the start of operations up to 2003, the Company leased a majority of its construction equipments under an operating lease thereby resulting to a small asset base. In 2004, however, the Company's fixed assets turnover rate dropped to 12.30 times, 62% lower than the previous year rate. In 2005, the fixed assets turnover rate further dropped to 10.15 times, 17% lower than that of 2004. The decline was caused by the marked increase in fixed assets brought about by the acquisition of construction facilities, land development equipment, collapsible barracks, stockyards and container vans, and by the establishment of a batching plant. These were acquired in the first quarter of 2004 and the Company is still in its initial stages of recovering

the cost of acquiring the said assets. The assets turnover rate improved from 10.15 times in 2005 to 11.07 times in 2006 to 14.15 times in 2007 despite of diminishing sales revenue generated merely because of the decrease of the net carrying value of the company's fixed asset. Likewise in 2008, 2009, 2010, and 2011 it improved to 22.88, 220.6, 7,582, and 6,309 times, respectively, merely due to the decrease in the ending balance of the fixed asset account despite of the decrease in revenue.

#### *Inventory Turnover/Days in Inventory*

Inventory turnover is computed by dividing the cost of goods sold for the period by the average inventory while days in inventory is computed as 360 days divided by inventory turnover. The Board of Directors and the Management find these performance indicators relevant as they indicate how long the Company utilizes its inventory, composed of construction materials and other supplies, in land development, house construction and specialty/miscellaneous works. The higher the inventory turnover and the lower the days in inventory, the better it is for the Company. Fast turnover and short days in inventory would translate into faster conversion of investment in inventories into revenues and eventually cash inflow.

The Company established the benchmark at 41.97 inventory turnover rate and 10.65 days in inventory. The figures were based on the historical average for the years 2003 and 2002. As previously mentioned, the figures for 2001 was dropped in determining the hurdle rate as it is not reflective of normal operations. In fact, inventory turnover rate for 2001 was 332.61 times while days in inventory is 1.08 days. Since 2001 is the Company's first full year in operations, it was just starting to build up its inventory. This resulted to an extremely high inventory turnover rate and an improbable 1.08 days in inventory. In 2002, the Company has started building up its inventory and has likewise increased its cost of service. Inventory level went up from P 0.3M in the beginning of the year up to P 8.0M at the end of the year or an average of P 4.1M. Cost of service, on the other hand, increased from P 60.1M in 2001 to P 249.9M in 2002, a 316% increase. This resulted to a 60.49 times inventory turnover rate, an 82% decrease from 2001 figure, and 5.95 days in inventory, a 450% increase from 2001. Since the Company has experienced abrupt increases in the cost of materials, it started its practice of stocking up materials and supplies to counter the effect of these price increases and in anticipation of large volumes of construction contracts. This hedging technique resulted to a 23.45 inventory turnover rate in 2003, a 61% decline from 2002, and 15.35 days in inventory, a 158% increase from 2002. Still, in 2004, the Company continued stocking up its materials and supplies as it anticipated increases both in the price of materials and in the number of contracts. Unfortunately, however, the expected increase in projects did not materialize while its average inventory level doubled from the previous year. This resulted to an inventory turnover rate of 11.75 times, 50% lower than the 2003 rate, and 30.64 days in inventory, quite long when compared with the hurdle rate of 10.65 days. In 2005, the inventory turnover rate posted to 10.76 times, 8.4% lower than the previous year's and 33.46 days in inventory, still quite long compared with the hurdle rate of 10.65 days. In 2006, the inventory turnover rate posted to only 7.83 times, 27.26% lower than the previous year's and 45.98 days in inventory,. In 2007, the inventory turnover rate further decreased to 5.89 times or 61.07 days in inventory due to lower sale revenue. However in 2008 and 2009, the company generated an inventory turnover rate of 8.25 and 9.59 times or 43.64 and 37.54 days in inventory, respectively, merely due to the decrease in the ending balance of inventory. In 2010 and 2011, the Company did not maintain inventory due to the awarding of contracts to its sub-contractors on a straight basis where the latter provides also the materials.

#### *Current Ratio*

Current ratio is computed as current assets divided by current liabilities. The Board of Directors and the Management believe that this is an important measure of the liquidity of the Company as it reflects the capacity of the Company to pay for its short-term maturing obligations particularly trade payables, bank loan and advances from customers. The higher the current ratio, the better it is for the Company.

In 2001, the Company's operations resulted to a 0.72:1 current ratio. The Company was just on its first full year of operations in 2001 and was still building up its asset base. Thus, similar to the above performance indicators, the 2001 figure was not included in determining the historical average. The

historical average for 2003 and 2002 of 1.54:1 will be set as the hurdle rate. It was only in 2002 that the Company's current ratio of 1.29:1 fell below the benchmark. Although already 79% higher than the 2001 figure, it is still 16% short of the hurdle rate. In 2003, current ratio started to improve as a result of the initial public offering (IPO) in December. With the P 55M proceeds from the IPO, cash balance as of year-end 2003 totaled P 62.3M, a 651% increase from the 2002 figure. This resulted to a current ratio of 1.78:1, 38% higher than the previous year ratio. In 2004, however, current ratio slid by 3% from the previous year resulting to a current ratio of 1.74:1. This was the result of the acquisition of construction equipments and the settlement of P 15M bank loan in the early part of the year. In 2005, the current ratio further improved to 1.90:1, 9.2% higher than the previous year. In 2006, the current ratio has improved further by 12.84% from 1.90:1 in 2005 to 2.14:1 in 2006. However, in 2007 the current ratio posted at 1.91:1, the decrease can be attributed to the decrease in the current asset account particularly the trade receivables due to recognition of impairment thereof. In 2008, it posted at 2.10:1. The increase can be attributed to the payment of company's interest-bearing loan and in the increase of the ending balance of cash and cash equivalents. In 2009 and 2010, it posted at 4.20:1 and 4.29:1, respectively. This can be attributed to the decrease in the current assets accounts such as trade receivables and advances to contractors and suppliers. While in 2011, it posted at 2.79:1 due to the increase in trade and other payables accounts particularly for the advances from clients.

### *Debt to Equity Ratio*

Debt-to-equity ratio is computed by dividing the Company's liabilities by the total stockholders' equity as of the end of the year. The leverage ratio indicates how the Company's operations are financed, that is, either by debt or equity. A 1:1 debt equity ratio is the preferred ratio as it favors both the creditors and the stockholders.

The historical average debt-to-equity ratio for the years 2003 and 2002 was 0.96:1, very close to the ideal 1:1 ratio. The 2001 leverage ratio was dropped to be consistent with the other performance indicators which considered only the years 2003 and 2002 in computing the average. In 2001, debt-to-equity ratio reached a high of 3.02:1 because the Company had to borrow from the banks to support its operations. Capital stock was not yet fully paid as of that time. The following year, 2002, debt-to-equity ratio dropped by 62% and resulted to a leverage ratio of 1.14:1. The marked improvement in the debt-to-equity ratio was brought about by the settlement of P 21.5M bank loan. In addition, the unpaid subscriptions were paid by the stockholders in April 2002 and retained earnings increased by 293% from P 2.0M in 2001 to P 7.8M in 2002. The debt-to-equity ratio was further reduced by 31% to 0.79:1 in 2003. The reduction was due to the additional subscription and full payment through the IPO of P 50M capital stock. Also, the level of retained earnings almost doubled from P 7.8M in 2002 to P 13.3M in 2003. In 2004, P 15M bank loan was settled in the early part of the year while retained earnings increased by 70% from P 13.3M in 2003 to P 22.7M in 2004. This resulted to a debt-to-equity ratio of 0.68:1, a 14% drop from the previous year ratio. In 2005, the debt-to-equity ratio posted at 0.61:1, 10% drop from the previous year's due to lower liability particularly the trade payable account where the liquidation of advances to suppliers were made. In 2006, the debt-to-equity ratio posted at 0.55:1, a 12% drop from the previous year's due to lower liability account particularly the trade payables account. In 2007, 0.62:1 debt-to-equity ratio was posted. In 2008, 2009 and 2010, a 0.59:1, 0.325:1 and 0.312:1 debt-to-equity ratios were posted, respectively. In 2011, it posted at 0.574:1. With the most recent debt-to-equity ratio, creditors are still fully covered.

Item 6.1. Discussion and analysis of material event/s and uncertainties known to Management that would address the past and would have an impact on future operations of the following:

6.1.a. Any known trends, demands, commitments, events, uncertainties that will have a material impact on the issuer's liquidity

There are no material commitments that may affect the company's liquidity.

6.1.b. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures

There are no material commitments for capital expenditures.

6.1.c. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations

For the year 2011, the Company generated small revenue from construction activities due to completion of old project. The Management expects that Company will still continue to engage in construction until such time that its plan to engage into real estate business is pursued.

6.1.d. Any significant elements of income or loss that did not arise from the issuer's continuing operations

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

6.1.e. The causes of any material change/s (5% or more) from period to period in one or more line items of the issuer's financial statements (present in tabular form)

The causes of any material change/s (5% or more) from period to period in one or more line items of the issuer's financial statements (present in tabular form)

**Balance Sheets Items:**

Account Title	As Of		Inc/(Dec)		Remarks
	31-Dec-11	31-Dec-10	Amount	%	
Cash & cash equivalents	3,744,240	811,259	2,932,981	362%	The held-to-maturity investment was terminated and deposited to money market placement account.
Current Receivables-net	57,366,382	64,383,346	(7,016,964)	-11%	Decrease is due to the collection of retention receivables and recognition of impairment loss
Held-to-maturity investment	-	2,007,440	(2,007,440)	-100%	This was deposited to money market placement and now part of the cash and cash equivalent account
Other current assets	21,597,251	17,876,635	3,720,616	21%	Increase is due to the creditable withholding tax account and down payment made to subcontractors for newly awarded contracts
Non-current Receivables	28,000	96,918	(68,918)	-71%	Decrease is due to the collection of MDR/SDR deposits to meralco
Property and equipment - net	1,825	5,481	(3,656)	-67%	Due to recognition of depreciation, there were no fixed assets acquired this year
Trade and other payable	24,104,332	19,304,212	4,800,120	25%	Increase is due to the downpayment made by the client for newly awarded contract
Due to related parties	5,111,246	39,245	5,072,001	12924%	Increase is due to additional borrowings from related parties in 2011
Retirement Obligation	486,138	452,899	33,239	7%	Increase is due to recognition of retirement obligation for the year.

**Income Statement Items:**

Account Title	For the Year Ending		Inc/(Dec)		Remarks
	12.31.11	12.31.10	Amount	%	
Contract Revenues	23,049,541	39,361,055	(16,311,514)	-41%	The decrease can be attributed to completion of Green Breeze project. Also, the land development contract was put on hold in 2011.

Contract Cost	18,784,100	34,975,785	(16,191,685)	-46%	The decrease is caused by lower construction activities as reflected in the above revenue item since this item is variable in nature
Administrative Expenses	14,400,962	10,214,126	4,186,836	41%	Increase in 2011 is mainly due to the higher impairment loss recognized as compared to 2010
Other operating expenses	2,222,612	1,340,935	881,677	66%	Increase pertains to the miscellaneous expenses particularly on the service charges and representation expenses.
Other gains - net	36,517	327,891	(291,374)	-89%	This pertains to interest earned for the given quarters. The 2010 includes dividend income received by the company
Finance Income	73,642	438,455	(364,813)	-83%	This pertains to interest earned on HTM investment and bank deposits
Net Loss	12,348,741	6,502,841	5,845,900	90%	Higher net loss is incurred to due lower revenue generated in the year 2011. Moreover, impairment loss recognized in 2011 is higher than in 2010.

## Item 7. Financial Statements

Included in this report are the audited Comparative Financial Statements of the Company for the years ended December 31, 2009, 2010 and 2011.

## Item 8. Information on Independent Accountant and other Related Matters

### External Audit Fees and Services

	2011	2010
Audit and Audit-Related Fees	350,000	350,000
Tax Fees	- nil -	- nil -
All Other Fees	- nil -	- nil -

### Audit and Audit-Related Fees

The services rendered by the External Auditor for which the foregoing fees were paid include the audit of the Company's annual Financial Statements and such other services that are normally provided by the external auditor in connection with statutory and regulatory filing or engagements for those engagement years

### Tax Fees

Tax accounting, compliance, advice, planning and other form of tax services are not rendered by the appointed external auditor of the Company, but are secured from other entities when needed

### All Other Fees

The appointed External Auditor of the Company does not render and/or provide product or service to the Company other than those provided under the caption "Audit and Audit-Related Fees"

Following are the criteria used in the selection of an external auditor:

1. The auditor must be among the list of accredited external auditors by the SEC.
2. No partner of the auditing firm must be related by consanguinity or affinity to the president, manager or principal stockholders of the Company.
3. The auditor must not have engaged in any irregularities with respect to any audit engagement.

Following are the criteria for the approval of audit fees:

1. The fee must not be based on any tax savings nor should it be based on revenues or net income.
2. The fee must be of a reasonable amount.
3. Discussion with the auditor must be made before the fee is finalized.

#### Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The financial statements of the Company for the years ended December 31, 2011, 2010 and 2009, including the notes thereto, were audited by Punongbayan & Araullo. There were no disagreements with the auditing firm on accounting and financial disclosures.

### **PART III - CONTROL AND COMPENSATION INFORMATION**

#### **Item 9. Directors and Executive Officers of the Issuer**

##### Board of Directors

Following are the incumbent members of the Board of Directors of the Company:

**Ferdinand Z. Soliman, 48, Chairman and President.** Mr. Soliman is a Filipino citizen, and is a member of the board and has been its Corporate Secretary since the Company's incorporation. He became Managing Director in January 2002. In addition, he became a member of the Nomination Committee and of the Compensation and Remuneration Committee on May 12, 2004 and June 30, 2004, respectively. Mr. Soliman graduated from the Holy Angel University in 1985 with a Bachelor of Science degree in Civil Engineering. He also completed the Applied Business Economics Program from the University of Asia and the Pacific in 2002. He is a director of GPS Measurement. He was formerly affiliated with GP Construction & Development Corporation as CE Aide (1983 to 1984); Torre Planning & Design as Surveyor (1984 to 1985); Nico Construction as Project Engineer (1986 to 1988); White House Development Corporation as Section Head (1988 to 1993); Extraordinary Development Corporation as Project Manager (1994 to 1997); and Earth + Style Corporation as Department Head (1998 to 2001). He handles the Operations group of the Company.

**Emelita M. Mangosing, 48, Corporate Secretary.** Ms. Mangosing is a Filipino citizen, and is a member of the board since 2011 and became Corporate Secretary in June 2011. She graduated in 1985 from Central Polytechnic College presently known as Nueva Ecija University of Science and Technology with a Bachelor of Science degree in Civil Engineering. She is a licensed Civil Engineer with solid years of experience in construction industry. She served the Company for several years as Project Manager bringing with her more than 20 years of experience in construction and real estate project management. She is affiliated with Extraordinary Development Corporation as Head of the Procurement Management Unit. Moreover, she gained years of experience in construction with Golden Bay Realty Development Corporation as Head of the Quality Control Department and at Supreme Housing Builders as Project Manager.

**Mylene T. Lim, 47, Managing Director and Assistant Corporate Secretary.** Ms. Lim is a Filipino citizen, and is a member of the board since the Company's incorporation and became Managing Director in January 2002 and Assistant Corporate Secretary during the June 30, 2004 Organizational Meeting of the Board of Directors. She graduated from the University of Mindanao in 1985 with a Bachelor of Science degree in Architecture. She completed her Masters in Business Administration at the Ateneo Graduate School in 2001. She was formerly affiliated with Extraordinary Development Corporation as Section Head – Purchasing Dept. (1987 to 1990), Department Head – Purchasing Dept. (1990 to 1998), Administrative and R&D Head – Construction Group (1998 to 2000), and AVP – Central Purchasing (2000 to 2001). She is in charge of the Finance and Administration group of the Company.

**Noric Terence T. Ng, 37, Independent Director.** Mr. Ng is a Filipino citizen, and is a director since January 23, 2002. He graduated from the Chiang Kai Shek College in 1997 with a Bachelor of Science degree in Computer Studies. He is currently an Assistant Plant Manager at Republic Biscuit Corporation.

**Maila M. Paredes, 42, Independent Director**, Ms. Paredes is a Filipino citizen. She was elected as a member of the Board during the June 2004 Annual Stockholders' Meeting. A Cum Laude graduate from the Polytechnic University of the Philippines with a Bachelor of Science degree in Accountancy, she currently works in the public practice. She passed the Certified Public Accountant Licensure Examination in 1991. She was formerly connected with Sycip Gorres Velayo & Co. as Auditor from 1991 to 1996 and with Extraordinary Development Corporation as Audit Manager from 1996 to 2002. With her accounting and audit experience, she was elected to become a member of the Nomination Committee during the June 29, 2005 Organizational Meeting of the BOD and to chair the Audit Committee. She held the position of Audit Chairperson since June 30, 2004.

**Jean Cestina, 41, Independent Director**, Ms. Cestina is a Filipino citizen. She was elected as an independent director during the June 2005 Annual Stockholders' Meeting. She graduated from the College of the Holy Spirit in 1991 with a Degree of Bachelor of Science in Commerce Major in Accounting. She gained her 15 years experience in the accounting profession through her work in various companies such as Legaspi Import & Export Inc., Saisho Denshi Inc. and Extraordinary Development Corporation. She currently works as Accounting Manager in Ong Ordoñez & Associates Inc, an accounting and auditing firm. Concurrently, she is a stockholder of Certrain Inc., a computer training company and Auguste Manufacturing Inc., a jewelry manufacturer.

**Fernando Mamuyac, 47, Acting Deputy General Manager-Operation**, Filipino, He was elected as a member of the Board during the June 2010 annual Stockholders' Meeting. Engr. Mamuyac served the Company since May 2001, bringing with him more than 15 years of experience in project management gained from the private construction and real estate companies. He graduated from the Technological Institute of the Philippines in 1989 with a Bachelor of Science degree in Civil Engineering. He had attended Executive Training Program and various seminars on leadership, accounting, computer, and other technical seminars from various institutions

The members of the board shall hold office until their successors are elected and qualified in their stead, or until they shall have resigned or shall have been removed. The next annual stockholder's meeting shall be held on June 29 2012.

#### Principal Officers

The following are the principal officers of the Company and their respective areas of responsibility.

**Ferdinand Z. Soliman, 48, General Manager-Operations**, heads the Operations unit. Mr. Soliman is a member of the board and has been its Corporate Secretary since the Company's incorporation. He became Managing Director in January 2002. In addition, he became a member of the Nomination Committee and of the Compensation and Remuneration Committee on May 12, 2004 and June 30, 2004, respectively. Mr. Soliman graduated from the Holy Angel University in 1985 with a Bachelor of Science degree in Civil Engineering. He also completed the Applied Business Economics Program from the University of Asia and the Pacific in 2002. He is a director of GPS Measurement. He was formerly affiliated with GP Construction & Development Corporation as CE Aide (1983 to 1984); Torre Planning & Design as Surveyor (1984 to 1985); Nico Construction as Project Engineer (1986 to 1988); White House Development Corporation as Section Head (1988 to 1993); Extraordinary Development Corporation as Project Manager (1994 to 1997); and Earth + Style Corporation as Department Head (1998 to 2001). He handles the Operations group of the Company.

**Enrique C. Cunanan, 42, Acting Deputy General Manger-Finance and Administration**, Filipino, heads the Finance Department. Mr. Cunanan has been with the Company since the start of its operation. He graduated from the Pampanga College in 1989 with a Bachelor of Science degree in Commerce and earned units in Masters of Science in Information Technology at the Ateneo Graduate School. He also had several training conducted by the Philippine Institute of Certified Public Accountants. He has been an Accountant since 1991 in several construction firms. He is the Company's Compliance Officer to the Securities and Exchange Commission (SEC) and Corporate Information Officer (CIO) to the PSE.



### Family Relationships

There were no family relationship existed among the current directors and officers of the company

### Involvement in Certain Legal Proceedings

At present, the Company is not aware of:

- any bankruptcy petition filed by or against any business of which the incumbent Directors or senior management of the Company was a general partner or executive officer, either at the time of the bankruptcy or within five (5) years prior to that time;
- any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent Directors or senior management of the Company;
- 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 the involvement of any of the incumbent Directors or senior management of the Company in any type of business, securities, commodities or banking activities; and
- any finding by domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent Directors or senior management of the Company has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

### **Item 10. Executive Compensation**

The following table shows the aggregate compensation received by the President, Chief Operating Officer, Acting Deputy General Manager-Finance/Admin, Acting Deputy General Manager-Operations, and the most highly compensated officer of the Company for the years 2010, 2011 and 2012 (estimate only).

Summary Compensation Table:

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (P)</b>	<b>Bonus (P)</b>
Enrique Cunanan, ADGM-Finance/Admin Engr. Fernando Mamuyac, ADGM-Operations Engr. Ferdinand Soliman, GM-Operations	2010 (actual)	1,143,271	Nil
	2011 (actual)	804,304	Nil
	2012 (estimate)	850,000	Nil
All Directors and Officers as a Group Unnamed	2010 (actual)	1,143,271	Nil
	2011 (actual)	804,304	Nil
	2012 (estimate)	850,000	Nil

### Compensation of Directors

Other than the compensation received by Ms. Mylene Lim and Mr. Ferdinand Soliman as Managing Directors, there are no other standard and other arrangements between the Company and the directors. However, the Company gives per diem to its directors.

### Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no compensatory plans or arrangements with respect to named executive officers that resulted or will result from the resignation, retirement or termination of such executive officer or from a change in control in the Company.

#### Warrants and Options Outstanding

There are no outstanding warrants and options held by the Company's directors and officers.

### **Item 11. Security Ownership of Certain Beneficial Owners and Management**

#### Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2011, the following own of record or beneficially, approximately the following number of shares representing more than 5% of the Company's issued and outstanding capital stock:

Title Of Class	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% Held
Common	Wilfredo Uy (1) 1634 Pampanga St. Sta. Cruz Manila	Wilfredo Uy	Filipino	18,000,000	16.36
Common	Mylene Lim (2) 21 Alvir St. Little Baguio San Juan M.M.	Mylene Lim	Filipino	10,850,000	9.86
Common	Nimfa Leonco (3) 54 Gregory St. Saint Charbel Village Mindanao Avenue Q.C.	Nimfa Leonco	Filipino	10,850,000	9.86
Common	Arthur Lim (4) 21 Alvir St. Little Baguio San Juan M.M.	Arthur Lim	Filipino	7,150,000	6.50
Common	Ferdinand Soliman (5) 14 Mapagbigay St. Diliman Q.C.	Ferdinand Soliman	Filipino	7,150,000	6.50

(1) Wilfredo Uy was once the Chairman and President of the Company.

(2) Mylene Lim is a Managing Director and Treasurer of the Company.

(3) Nimfa Leonco is a mere stockholder of the Company

(4) Arthur Lim was once the Chairman and President of the Company.

(5) Ferdinand Soliman is the current Chairman and President of the Company.

#### Security Ownership of Management

As of December 31, 2011 the following Directors and key officers owned, of record or beneficially, approximately the following number of shares of the Company's issued and outstanding capital stock:

Title of Class	Name of Beneficial Owner	Amount & Nature of Beneficial Ownership		Citizenship	%
Common	Ferdinand Soliman	7,150,000	Direct	Filipino	6.50
Common	Mylene Lim	10,850,000	Direct	Filipino	9.86
Common	Emelita Mangosing	10,000	Direct	Filipino	Nil
Common	Noric Ng	3,000,000	Direct	Filipino	2.73
Common	Enrique Cunanan	10,000	Direct	Filipino	Nil
Common	Luisito Pascual	10,000	Direct	Filipino	Nil
Common	Fernando Mamuyac	10,000	Direct	Filipino	Nil
Common	Maila Paredes	3,000	Direct	Filipino	Nil

Common	Jean Cestina	2,000	Direct	Filipino	Nil
Common	All directors and executive officers as a group	21,045,000			19.09

#### Voting Trust Holders of 5% or more

There is no party known to the Company as holding any voting trust or any similar arrangement for 5% or more of the Company's voting securities.

#### Changes in Control

There is no arrangement which may result in a change in control of the Company.

### **Item 12. Certain Relationships and Related Transactions**

The significant transactions of the Company in the normal course of business with related parties are described below:

The Company renders construction services for certain real estate projects of companies under common stockholders. The breakdown of the construction services rendered and the outstanding balances are as follows:

	<b>Amount of Transactions</b>		<b>Outstanding Balances</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Extraordinary Development Corp (EDC)			8,199,023	8,199,023
Acerhomes Development Corporation (ADC)	-	530,563	10,531,453	10,531,453
Earth + Style Corporation (ESC)			4,846,767	4,846,767
VerdantPoint Development Corp (VDC)	23,049,541	38,830,492	64,889,730	59,305,171
Earth Prosper Corporation (EPC)	-		1,330,131	1,330,131
Earth Aspire Corporation (EAC)	-		1,641,594	1,641,594
EDC – ESC	-		331,833	331,833
First Advance Development Corp (FADC)	-		773,152	773,152
<b>Total</b>	<b><u>23,049,541</u></b>	<b><u>39,361,055</u></b>	<b><u>92,543,683</u></b>	<b><u>86,959,124</u></b>
Less: Allowance for Impairment			<u>40,268,729</u>	<u>27,873,800</u>
<b>Ending Balances</b>			<b><u>52,274,954</u></b>	<b><u>59,085,324</u></b>

The outstanding balances are shown as Contracts receivable under Trade and Other Receivables account in the statement of financial position.

The composition of the outstanding balances is as follows:

	2011			2010		
	Trade Receivables	Retention Receivables	Total	Trade Receivables	Retention Receivables	Total
EDC	7,340,485	858,538	8,199,023	7,340,554	858,538	8,199,023
ADC	9,069,553	1,461,900	10,531,453	9,069,554	1,461,900	10,531,454
VDC	57,663,549	7,226,181	64,889,730	53,122,789	6,182,382	59,305,171
ESC	137,897	4,708,870	4,846,767	137,897	4,708,870	4,846,767
EPC	599,055	731,076	1,330,131	599,055	731,076	1,330,131
KRDC						
OADC						
EAC	1,241,476	400,118	1,641,594	1,241,476	400,118	1,641,594
EDC-ESC	49,218	282,615	331,833	49,218	282,615	331,833
FADC	773,152	-	773,152	773,152	-	773,152
Total	<b>76,874,385</b>	<b>15,669,298</b>	<b>92,543,683</b>	<b>72,333,625</b>	<b>14,625,499</b>	<b>86,959,124</b>
Impairment	(28,035,753)	(12,232,976)	(40,268,729)	(19,517,132)	(8,356,668)	(27,873,800)
Ending Balance	<b>48,838,632</b>	<b>3,436,322</b>	<b>52,274,954</b>	<b>52,816,493</b>	<b>6,268,831</b>	<b>59,085,324</b>

Relative to the construction contracts, the related parties made certain advances to be applied to the progress billings of the Company. Outstanding liabilities to the related parties as of December 31, 2011 and 2010, shown as Advances from customers under the Trade and Other Payables account in the statements of financial position, amounted to P6.54M and P3.18M, respectively.

The Company grants non-interest-bearing advances to related parties other than officers and directors for working capital requirements and other purposes, as shown below:

	2011	2010
Advances to related parties under common stockholders:		
Balance at beginning of year	P 13,779,558	P 15,738,796
Additions	-	-
Write-off	-	-
Repayments	-	(1,959,238)
Balance at end of year, shown as Due from Related Parties	P 13,779,558	P 13,779,558
Allowance for impairment	(8,707,557)	(8,481,536)
Balance at year end	<u>P 5,072,001</u>	<u>P 5,298,022</u>
Advances from related parties under common stockholders	P 39,245	P 39,245
Additions	5,072,001	-
Balance end of the year	<u>P 5,111,246</u>	<u>P 39,245</u>

Due from Related Parties are shown as part of Trade and Other Receivables while the advances from related parties under common stockholders are recorded as part of Trade and Other Payables in the balance sheets under Miscellaneous Payables account.

## **PART IV – CORPORATE GOVERNANCE**

### **Compliance with the Manual of Corporate Governance**

(A) The Company aims to adopt the systems and practices of good corporate governance to enhance the value of the Company to its shareholders. In compliance with Securities and Exchange Commission (SEC) Memorandum Circular No. 2 Series of 2002, the Company submitted to the SEC its Manual on Corporate Governance (the “Manual”) last December 19, 2003, the listing date of the Company’s shares. On May 12, 2004, the Board of Directors appointed a Corporate Governance Compliance Officer whose duties include the monitoring of compliance by the Company, its directors, officers and employees with the Company’s Manual on Corporate Governance and adherence to sound corporate governance principles and best practices.

(B) The Compliance Officer, in coordination with other officers of the Company, measures or determines the level of compliance by the Company, its directors, officers and employees with the provisions of the Manual and other laws, rules and regulations regarding corporate governance.

(C) The Company is not aware of any non-compliance with its Manual of Corporate Governance, by any of its officers or employees.

(D) The Company shall continuously update the Manual in the form of Supplements to incorporate additional governance-related provisions required under the implementing rules and regulations that are released, from time to time, by the Security Exchange Commission and the Philippine Stock Exchange. Moreover, the Compliance Officer shall always take note of any improvements that need to be made in its Manual.

## **PART V - EXHIBITS AND SCHEDULES**

### **Item 13. Exhibits and Reports on SEC Form 17-C**

#### **(a) Exhibits**

##### Financial Statements

1. Statement of Management's Responsibility for Financial Statements
2. Report of Independent Auditors
3. Statements of Financial Position as of December 31, 2011, 2010, and 2009
4. Statements of Comprehensive Income for the Years Ended December 31, 2011, 2010, and 2009
5. Statements of Changes in Equity for the Years Ended December 31, 2011, 2010 and 2009
6. Statements of Cash Flows for the Years Ended December 31, 2011, 2010 and 2009
7. Notes to Financial Statements

##### Supplementary Schedules

1. Supplementary Schedules Table of Contents
2. Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
3. Schedule D. Indebtedness to Unconsolidated Subsidiaries and Related Parties
4. Schedule I. Capital Stock
5. Reconciliation of Company Retained Earnings for Dividend Declaration

#### **(b) Reports on SEC Form 17-C**


None

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasig on April 25, 2012.

By:

  
**FERDINAND Z. SOLIMAN**  
Principal Executive Officer

  
**ENRIQUE C. CUNANAN**  
Principal Accounting Officer

  
**MYLENE T. LIM**  
Treasurer

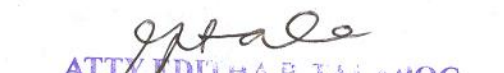
  
**EMELITA MANGOSING**  
Corporate Secretary

30 APR 2012

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2012affiant(s)  
exhibiting to me his/their Residence Certificates/TIN, as follows:

NAMES	TIN
Ferdinand Soliman	106-835-141
Mylene Lim	106-835-915
Emelita	106-962-707
Enrique Cunanan	116-426-195

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PAGE NO. 9  
BOOK NO. 223  
SERIES OF n

  
**ATTY EDITHA P. TALABOC**  
Notary Public in the City of Manila  
Until December 31, 2013  
PTR No. 0326114/Jan. 02, 2012  
IBP No. 868467/Roll No. 43135  
Mezzanine Floor, Malate Adriatico  
Grand Residency Bldg. 1415 M. Adriatico St.  
Malate Manila



## **SuperCity Realty Development Corporation**

*Service... Reliability... Development... Care...*

### STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Supercity Realty Development Corp.** (the Company), is responsible for the preparation and fair presentation of the financial statements for the years ended December 31, 2011 and 2010, in accordance with Philippine Financial Reporting Standards (PFRS), including the following additional supplemental information filed separately from the basic financial statements:

- a. Supplementary Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68
- b. Reconciliation of Retained Earnings Available for Dividend Declaration
- c. Schedule of PFRS Effective as of December 31, 2011
- d. Schedule of Financial Indicators for December 31, 2011 and 2010
- e. Map Showing the Relationship Between and Among the Company and its Related Entities
- f. Schedule of Proceeds and Expenditures for the Recent Public Offering
- g. Details of Transactions with DOSRI

Management responsibility on the financial statements includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

The Board of Directors reviews and approves the financial statements, and the additional supplementary information, and submits the same to the stockholders.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has examined the financial statements of the Company in accordance with Philippine Standards on Auditing and, and in its report to the Board of Directors and stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.

A handwritten signature in black ink, appearing to read "Ferdinand Soliman".

FERDINAND SOLIMAN

Chairman of the Board

A handwritten signature in black ink, appearing to read "Ferdinand Soliman".

FERDINAND SOLIMAN

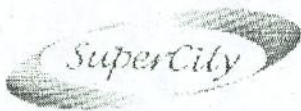
Chief Executive Officer/President

A handwritten signature in black ink, appearing to read "Ernique Cunanan".

ERNIQUE CUNANAN

Chief Financial Officer





# SuperCity Realty Development Corporation

Service... Reliability... Development... Care...

SUBSCRIBED AND SWORN to before me this 30 APR 2012 day of 2012 affiant(s) exhibiting to me his/their Residence Certificates/TIN, as follows:

NAMES	TIN
Ferdinand Soliman	106-835-141
Enrique Cunanan	116-426-195

Doc. No. 152  
Page No. 32  
Book No. 223  
Series of h

*Atty. Editha P. Talaboc*  
ATTY. EDITHA P. TALABOC  
Notary Public in the City of Manila  
Until December 31, 2013  
PTT No. 42611/Exp. 02, 2012  
IBP No. 128157/Rel. No. 43135  
Mezzanine Floor, Malate Adriatico  
Grand Residency Bldg. 1415 M. Adriatico St.  
Malate Manila

## Report of Independent Auditors

20th Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 886 5511  
F +63 2 886 5506; +63 2 886 5507  
[www.punongbayan-araullo.com](http://www.punongbayan-araullo.com)

**The Board of Directors and Stockholders**  
**Supercity Realty Development Corporation**  
Unit 1223 12/F City & Land Mega Plaza  
ADB Avenue corner Garnet Road  
Ortigas Center, Pasig City

### Report on the Financial Statements

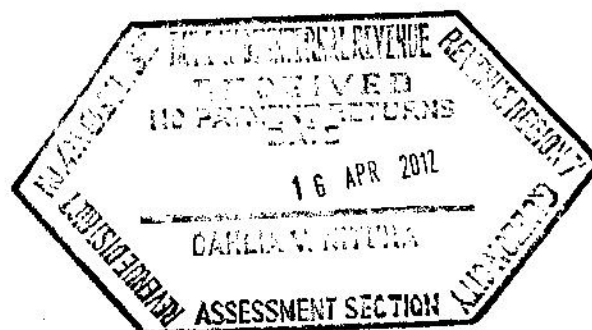
We have audited the accompanying financial statements of Supercity Realty Development Corporation, which comprise the statements of financial position as at December 31, 2011, 2010 and 2009, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

#### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



**Certified Public Accountants**  
P&A is a member firm within Grant Thornton International Ltd  
Offices in Cebu, Davao, Cavite  
BOA/PRC Cert. of Reg. No. 0002  
SEC Group A Accreditation No. 0002-FR-3

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

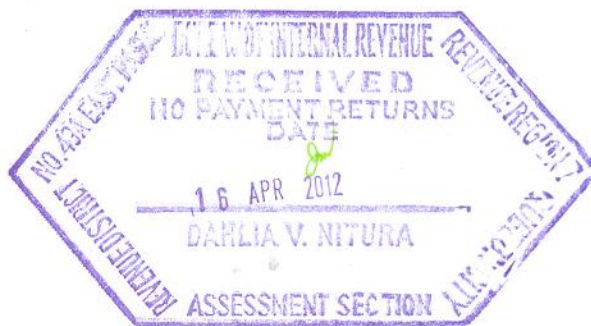
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of Supercity Realty Development Corporation as at December 31, 2011, 2010 and 2009 and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards.

#### *Emphasis of Matter*

Without qualifying our opinion, we draw attention to Note 1 to the financial statements which discusses the status of operations of the Company. As discussed therein, the Company has been incurring significant losses from its operations resulting in a deficit of P58.9 million, P46.6 million and P40.1 million as of December 31, 2011, 2010 and 2009, respectively. This condition indicates the existence of an uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In response to this matter, the Company's management has committed to ensure the continuity of its construction projects through close coordination with its related parties. The management believes that this will translate to profitability and financial stability of the Company while its transition to real estate development is still being finalized and carefully planned. Management will also improve its collection of the Company's outstanding receivables that it could use in moving its projects forward. Accordingly, the accompanying financial statements have been prepared assuming that the Company will continue as going concern. The financial statements do not include any adjustments to reflect possible future effects on the recoverability and classification of assets or the amount and classification of liabilities that might result from the outcome of this uncertainty.



### **Report on Other Legal and Regulatory Requirements**

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2011 required by the Bureau of Internal Revenue as disclosed in Note 22 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

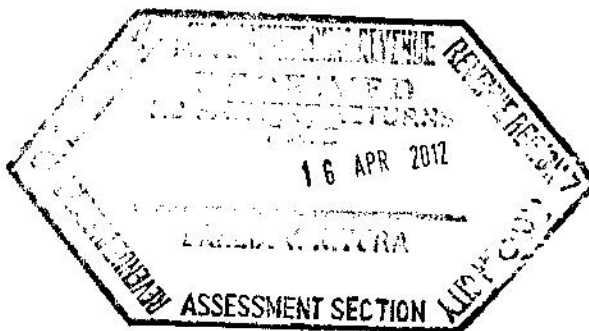
### **PUNONGBAYAN & ARAULLO**



**By: Christopher M. Ferarezza**  
Partner

CPA Reg. No. 0097462  
TIN 184-595-975  
PTR No. 3174792, January 2, 2012, Makati City  
SEC Group A Accreditation  
Partner - No. 1185-A (until Jan. 18, 2015)  
Firm - No. 0002-FR-3 (until Jan. 18, 2015)  
BIR AN 08-002511-34-2011 (until Sept. 21, 2014)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2012)

April 11, 2012





**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2011, 2010 AND 2009**  
*(Amounts in Philippine Pesos)*

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
<b><u>A S S E T S</u></b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	4	P 3,744,240	P 811,259	P 2,875,110
Receivables - net	5	57,366,382	64,383,346	71,415,000
Held-to-maturity investment	6	-	2,007,440	-
Other current assets	7	<u>21,597,251</u>	<u>17,876,635</u>	<u>20,230,127</u>
Total Current Assets		<u>82,707,873</u>	<u>85,078,680</u>	<u>94,520,237</u>
<b>NON-CURRENT ASSETS</b>				
Receivables	5	28,000	96,918	96,918
Property and equipment - net	8	<u>1,825</u>	<u>5,481</u>	<u>4,902</u>
Total Non-current Assets		<u>29,825</u>	<u>102,399</u>	<u>101,820</u>
<b>TOTAL ASSETS</b>		<b><u>P 82,737,698</u></b>	<b><u>P 85,181,079</u></b>	<b><u>P 94,622,057</u></b>
<b><u>LIABILITIES AND EQUITY</u></b>				
<b>CURRENT LIABILITIES</b>				
Trade and other payables	9	P 24,104,332	P 19,304,212	P 21,605,418
Due to related parties	10	5,111,246	39,245	39,245
Provisions for repairs	3	<u>473,678</u>	<u>473,678</u>	<u>821,111</u>
Total Current Liabilities		29,689,256	19,817,135	22,465,774
<b>NON-CURRENT LIABILITY</b>				
Retirement benefit obligation	14	<u>486,138</u>	<u>452,899</u>	<u>742,397</u>
Total Liabilities		<u>30,175,394</u>	<u>20,270,034</u>	<u>23,208,171</u>
<b>EQUITY</b>				
Capital stock	17	110,000,000	110,000,000	110,000,000
Additional paid-in capital		1,509,641	1,509,641	1,509,641
Deficit		( 58,947,337 )	( 46,598,596 )	( 40,095,755 )
Total Equity		<u>52,562,304</u>	<u>64,911,045</u>	<u>71,413,886</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b><u>P 82,737,698</u></b>	<b><u>P 85,181,079</u></b>	<b><u>P 94,622,057</u></b>

*See Notes to Financial Statements.*

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 AND 2009**  
*(Amounts in Philippine Pesos)*

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
<b>CONTRACT REVENUES</b>	16	<b>P 23,049,541</b>	P 39,361,055	P 82,111,052
<b>CONTRACT COSTS</b>	11	<u><b>18,784,100</b></u>	<u>34,975,785</u>	<u>74,006,934</u>
<b>GROSS PROFIT</b>		<u><b>4,265,441</b></u>	<u>4,385,270</u>	<u>8,104,118</u>
<b>OPERATING EXPENSES (INCOME)</b>				
Administrative expenses	13	<b>14,400,962</b>	10,214,126	17,364,977
Other operating expenses	13	<b>2,222,612</b>	1,340,935	5,200,107
Other operating income	12	<b>( 36,517 )</b>	<b>( 327,891 )</b>	<b>( 615,296 )</b>
		<u><b>16,587,057</b></u>	<u>11,227,170</u>	<u>21,949,788</u>
<b>OPERATING LOSS</b>		<b>12,321,616</b>	6,841,900	13,845,670
<b>FINANCE INCOME</b>	4, 6	<u><b>73,642</b></u>	<u>438,455</u>	<u>261,107</u>
<b>LOSS BEFORE TAX</b>		<b>12,247,974</b>	6,403,445	13,584,563
<b>TAX EXPENSE</b>	15	<u><b>100,767</b></u>	<u>99,396</u>	<u>11,771,923</u>
<b>NET LOSS</b>		<b>12,348,741</b>	6,502,841	25,356,486
<b>OTHER COMPREHENSIVE INCOME</b>		<u><b>-</b></u>	<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE LOSS</b>		<u><b>P 12,348,741</b></u>	<u>P 6,502,841</u>	<u>P 25,356,486</u>
<b>Loss Per Share</b>		<u><b>P 0.112</b></u>	<u>P 0.059</u>	<u>P 0.231</u>

*See Notes to Financial Statements.*

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 AND 2009**  
*(Amounts in Philippine Pesos)*

	<u>Capital Stock</u>	<u>Additional Paid-in Capital</u>	<u>Deficit</u>	<u>Total</u>
Balance at January 1, 2011	P 110,000,000	P 1,509,641	( 46,598,596 )	64,911,045
Net loss for the year	<u>-</u>	<u>-</u>	( <u>12,348,741</u> )	( <u>12,348,741</u> )
Balance at December 31, 2011	<b><u>P 110,000,000</u></b>	<b><u>P 1,509,641</u></b>	<b><u>( 58,947,337 )</u></b>	<b><u>52,562,304</u></b>
Balance at January 1, 2010	P 110,000,000	P 1,509,641	( 40,095,755 )	71,413,886
Net loss for the year	<u>-</u>	<u>-</u>	( <u>6,502,841</u> )	( <u>6,502,841</u> )
Balance at December 31, 2010	<u>P 110,000,000</u>	<u>P 1,509,641</u>	<u>( 46,598,596 )</u>	<u>64,911,045</u>
Balance at January 1, 2009	P 110,000,000	P 1,509,641	( 14,739,269 )	96,770,372
Net loss for the year	<u>-</u>	<u>-</u>	( <u>25,356,486</u> )	( <u>25,356,486</u> )
Balance at December 31, 2009	<u>P 110,000,000</u>	<u>P 1,509,641</u>	<u>( 40,095,755 )</u>	<u>71,413,886</u>

*See Notes to Financial Statements.*

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 AND 2009**  
*(Amounts in Philippine Pesos)*

	Notes	2011	2010	2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Loss before tax		( 12,247,974 )	( 6,403,445 )	( 13,584,563 )
Adjustments for:				
Interest income	4	( 73,642 )	( 89,354 )	( 261,107 )
Depreciation and amortization	8	3,656	5,224	268,049
Dividend income		-	( 349,101 )	-
Loss on sale of construction materials		-	-	1,243,582
Loss on sale of property and equipment		-	-	127,307
Write-off of advances to related parties		-	-	40,203
Operating loss before working capital changes		( 12,317,960 )	( 6,836,676 )	( 12,166,529 )
Decrease (increase) in receivables		7,085,882	6,058,289	( 3,805,343 )
Decrease in construction materials		-	-	13,987,818
Decrease (increase) in other current assets		( 3,720,616 )	2,353,492	( 4,696,052 )
Increase (decrease) in trade and other payables		4,800,120	( 1,327,841 )	( 7,338,115 )
Increase in due to related parties		5,072,001	-	-
Decrease in provision for repairs		-	( 347,433 )	( 96,160 )
Increase (decrease) in retirement benefit obligation		33,239	( 289,498 )	186,760
Cash generated from (used in) operations		952,666	( 389,667 )	( 13,927,621 )
Cash paid for income taxes		( 100,767 )	( 99,396 )	( 52,222 )
Net Cash From (Used in) Operating Activities		851,899	( 489,063 )	( 13,979,843 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from maturity of held-to-maturity investments	6	2,007,440	-	-
Interest received	4	73,642	89,354	261,107
Acquisition of held-to-maturity investment	6	-	( 2,007,440 )	-
Dividend received		-	349,101	-
Acquisitions of property and equipment	8	-	( 5,803 )	-
Proceeds from sale of property and equipment	8	-	-	339,286
Net Cash From (Used in) Investing Activities		2,081,082	( 1,574,788 )	600,393
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>				
		2,932,981	( 2,063,851 )	( 13,379,450 )
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>				
		811,259	2,875,110	16,254,560
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>				
		3,744,240	811,259	2,875,110

*See Notes to Financial Statements.*



**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2011, 2010 AND 2009**  
*(Amounts in Philippine Pesos)*

**1. CORPORATE INFORMATION AND STATUS OF OPERATIONS**

***1.1 Corporate Information***

Supercity Realty Development Corporation (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on June 9, 2000 to engage in the business of construction and related activities, either as contractor or subcontractor, for the construction of residential units, buildings, roads, bridges and other construction projects. The Company is a domestic corporation whose shares of stock are listed for trading in the Philippine Stock Exchange (PSE). The Company's construction projects are concentrated on the projects of its related parties (see Note 16.1).

On February 29, 2008, the Company's Board of Directors (BOD) approved the change in the Company's core business operations from construction activities to real estate development. Consequently, the Company has retrenched all of its project-based employees effective September 2008 and sold all of its construction equipment.

However, as of December 31, 2011, the Company has not yet started any real estate development projects. Currently, the Company is continuously engaged in the business of construction, its sole business activity where it utilizes the services of subcontractors. Hence, no segment information and disclosures are presented in the Company's financial statements.

The Company's registered address, which is also its principal place of business, is located at Unit 1223 12/F City & Land Mega Plaza, ADB Avenue corner Garnet Road, Ortigas Center, Pasig City.

The financial statements of the Company for the year ended December 31, 2011 (including the comparatives for the years ended December 31, 2010 and 2009) were authorized for issue by the Company's Chairman and President on April 11, 2012.

## ***1.2 Status of Operations***

The Company incurred net losses from operations of P12.3 million in 2011, P6.5 million in 2010 and P25.4 million in 2009 and as a result, reported a deficit of P58.9 million, P46.6 million and P40.1 million as of December 31, 2011, 2010 and 2009, respectively. This condition indicates the existence of an uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In response to this condition, the Company's management has committed to ensure the continuity of its construction projects through coordination with its related parties. The management believes this will translate to profitability and financial stability of the Company while its transition to real estate development is still being finalized and carefully planned. Management will also improve collection of the Company's outstanding receivables that it could use in moving its projects forward. Accordingly, the financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization and the satisfaction of liabilities in the normal course of business.

The financial statements do not include any adjustments to reflect possible future effects on the recoverability and classification of assets or the amount and classification of liabilities that might result from the outcome of this uncertainty.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies that have been used in the preparation of these financial statements are summarized below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### ***2.1 Basis of Preparation of Financial Statements***

#### ***(a) Statement of Compliance with Philippine Financial Reporting Standards***

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board.

The financial statements have been prepared using the measurement bases specified by PFRS for each type of assets, liabilities, income and expenses. The measurement bases are more fully described in the accounting policies that follow.

#### ***(b) Presentation of Financial Statements***

The financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Company presents all items of income and expenses in a single statement of comprehensive income. Two comparative periods are presented for the statement of financial position when the Company applies an accounting policy retrospectively, makes a retrospective restatement of items in its financial statements, or reclassifies items in the financial statements.

In 2011, the Company made a detailed review of its contract receivables and advances from customers. As a result of such review, the Company noted that certain receivables must be presented net of the related advances due to the recoupment arrangement relating to the construction contracts. Accordingly, the Company also changed the presentation and classification of these accounts in prior years. Such change has no impact in the Company's deficit in prior years but a third statement of financial position presented to comply with the requirement of the standard.

(c) *Functional and Presentation Currency*

These financial statements are presented in Philippine pesos, the Company's functional and presentation currency and all values represent absolute amounts, except when otherwise indicated.

Items included in the financial statements of the Company are measured using its functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

## **2.2 Adoption of New and Amended PFRS**

(a) *Effective in 2011 that are Relevant to the Company*

In 2011, the Company adopted the following amendment, interpretation and annual improvements to PFRS that are relevant to the Company and effective for financial statements for the annual period beginning on or after July 1, 2010 or January 1, 2011:

PAS 24 (Amendment)	:	Related Party Disclosure
Philippine Interpretations		
International Financial		
Reporting Interpretations		
Committee (IFRIC) 19	:	Extinguishing Financial Liabilities with Equity Instruments
Various Standards	:	2010 Annual Improvements to PFRS

Discussed below are relevant information about these interpretation, amended standards and annual improvements.

- (i) PAS 24 (Amendment), *Related Party Disclosures* (effective from January 1, 2011). The amendment simplifies and clarifies the definition of a related party by eliminating inconsistencies in determining related party relationships. The amendment also provides partial exemption from the disclosure requirements for government-related entities to disclose details of all transactions with the government and other government-related entities. The adoption of this amendment did not result in any significant change on the Company's disclosures of related parties in its financial statements.

(ii) Philippine Interpretation IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments* (effective from July 1, 2010). This interpretation clarifies the accounting when an entity renegotiates the terms of a financial liability through issuance of equity instruments to extinguish all or part of the financial liability. These transactions are sometimes referred to as “debt for equity” exchanges or swaps. The interpretation requires the debtor to account for a financial liability which is extinguished by equity instruments as follows:

- the issue of equity instruments to a creditor to extinguish all or part of a financial liability is consideration paid in accordance with PAS 39, *Financial Instruments: Recognition and Measurement*;
- the entity measures the equity instruments issued at fair value, unless this cannot be reliably measured;
- if the fair value of the equity instruments cannot be reliably measured, then the fair value of the financial liability extinguished is used; and,
- the difference between the carrying amount of the financial liability extinguished and the consideration paid is recognized in profit or loss.

The adoption of the interpretation did not have a material effect on the Company’s financial statements as it did not extinguish financial liabilities through equity swap during the year.

(iii) 2010 Annual Improvements to PFRS. Most of these amendments became effective for annual periods beginning on or after July 1, 2010 or January 1, 2011. Among those improvements, only the following amendments were identified to be relevant to the Company’s financial statements but which did not have any material impact on its financial statements:

- PAS 1 (Amendment), *Presentation of Financial Statements: Clarification of Statement of Changes in Equity* (effective from July 1, 2010). The amendment clarifies that, for each component of equity, an entity may present an analysis of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. The Company does not have any other comprehensive income, thus, this amendment has no significant impact on the Company’s financial statements.
- PFRS 7 (Amendment), *Financial Instruments: Clarification of Disclosures* (effective from January 1, 2011). The amendment clarifies the disclosure requirements which emphasize the interaction between quantitative and qualitative disclosures about the nature and extent of risks arising from financial instruments. It also amends the required disclosure of financial assets including the financial effect of collateral held as security. This amendment has no significant effect on the financial statements since the Company already provides adequate information in its financial statements in compliance with the disclosure requirements.

(b) *Effective in 2011 that are not Relevant to the Company*

The following amendments and improvements to PFRS are mandatory for accounting periods beginning on or after January 1, 2011 but are not relevant to the Company's financial statements:

PAS 32 (Amendment)	:	Financial Instruments: Presentation – Classification of Rights Issues
PFRS 1 (Amendments)	:	First-time Adoption of PFRS – Limited Exemption from PFRS 7 Comparative Disclosures
2010 Annual Improvements		
PAS 21 (Amendment)	:	The Effects of Changes in Foreign Exchange Rates
PAS 28 (Amendment)	:	Investment in Associates
PAS 31 (Amendment)	:	Interests in Joint Ventures
PAS 34 (Amendment)	:	Interim Financial Reporting – Significant Events and Transactions
PFRS 3 (Amendment)	:	Business Combinations
PFRS 7 (Amendment)	:	Financial Instruments: Disclosures – Clarification of Disclosures
IFRIC 13 (Amendment)	:	Customer Loyalty Programmes – Fair Value Award Credits

(c) *Effective Subsequent to 2011 but not Adopted Early*

There are new and amended PFRS that are effective for periods subsequent to 2011. Management has initially determined the following pronouncements, which the Company will apply in accordance with their transitional provisions, to be relevant to its financial statements:

- (i) PFRS 7 (Amendment), *Financial Instruments: Disclosures – Transfers of Financial Assets* (effective from July 1, 2011). The amendment requires additional disclosures that will allow users of financial statements to understand the relationship between transferred financial assets that are not derecognized in their entirety and the associated liabilities; and, to evaluate the nature of, and risk associated with any continuing involvement of the reporting entity in financial assets that are derecognized in their entirety. The Company does not usually enter into this type of arrangement with regard to transfer of financial asset; hence, the amendment may not significantly change the Company's disclosures in its financial statements.
- (ii) PAS 1 (Amendment), *Financial Statements Presentation – Presentation of Items of Other Comprehensive Income* (effective from July 1, 2012). The amendment requires an entity to group items presented in other comprehensive income into those that, in accordance with other PFRS: (a) will not be reclassified subsequently to profit or loss; and, (b) will be reclassified subsequently to profit or loss when specific conditions are met. The Company's management does not expect this amendment to have a material impact on the financial statements since the Company has no other comprehensive income items.

- (iii) PFRS 13, *Fair Value Measurement* (effective from January 1, 2013). This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across PFRS. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards. The Company is yet to assess the impact of this new standard.
- (iv) PFRS 9, *Financial Instruments: Classification and Measurement* (effective from January 1, 2015). This is the first part of a new standard on classification and measurement of financial assets and financial liabilities that will replace PAS 39 in its entirety. This chapter deals with two measurement categories for financial assets: amortized cost and fair value. All equity instruments will be measured at fair value while debt instruments will be measured at amortized cost only if the entity is holding it to collect contractual cash flows which represent payment of principal and interest. The accounting for embedded derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangement, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized-cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The main change is that, in case where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than in profit or loss, unless this creates an accounting mismatch.

To date, other chapters of PFRS 9 dealing with impairment methodology and hedge accounting are still being finalized.

The Company does not expect to implement and adopt PFRS 9 until its effective date or until all chapters of this new standard have been published. In addition, management is currently assessing the impact of PFRS 9 on the financial statements of the Company and is committed to conduct a comprehensive study of the potential impact of this standard to assess the impact of all changes.

### ***2.3 Financial Assets***

Financial assets are recognized when the Company becomes a party to the contractual terms of the financial instrument. Financial assets other than those designated and effective as hedging instruments are classified into the following categories: financial assets at fair value through profit or loss (FVTPL), loans and receivables, available-for-sale financial assets (AFS) and held-to-maturity (HTM) investments. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired.

Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at FVTPL are initially recognized at fair value plus any directly attributable transaction costs.

The Company's financial assets are categorized as loans and receivables and HTM investments. A more detailed description of these categories is as follows:

#### *(a) Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period which are classified as non-current assets.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment loss, if any. Impairment loss is provided when there is objective evidence that the Company will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated cash flows.

The Company's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents and Receivables in the statement of financial position. Cash and cash equivalents are defined as cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

#### *(b) HTM Investments*

This category includes non-derivative financial assets with fixed or determinable payments and a fixed date of maturity that the Company has the positive intention and ability to hold to maturity. Investments intended to be held for an undefined period are not included in this classification. HTM investments are included in current assets in the statement of financial position.

Subsequent to initial recognition, the investments are measured at amortized cost using the effective interest method, less impairment losses, if any. Impairment loss, which is the difference between the carrying value and the present value of estimated cash flows of the investment, is recognized when there is objective evidence that the investment has been impaired. Any changes to the carrying

amount of the investment, including impairment loss, are recognized in profit or loss.

All income and expenses, including impairment losses, relating to financial assets that are recognized in profit or loss are presented as part of Finance Costs or Finance Income in the statement of comprehensive income.

Non-compounding interest income and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of financial assets is measured.

Derecognition of financial assets occurs when the rights to receive cash flows from the financial instruments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

## ***2.4 Property and Equipment***

Property and equipment are carried at acquisition cost less accumulated depreciation, amortization and any impairment losses. The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense as incurred.

Depreciation is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Construction equipment	5-10 years
Furniture and fixtures	3 years

Leasehold improvements are amortized over three years or the term of the lease, whichever is shorter.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.10).

The residual values and estimated useful lives of property and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property and equipment, including the related accumulated depreciation, amortization and any impairment losses, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year the item is derecognized.

## ***2.5 Financial Liabilities***

Financial liabilities, which include the Company's trade and other payables (except tax-related payables and advances from customers) and due to related parties, are recognized initially at their fair value and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payment.



Financial liabilities are recognized when the Company becomes a party to the contractual terms of the instrument. All interest-related charges are recognized as an expense in profit or loss under the caption Finance Costs in the statement of comprehensive income.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the reporting period (or in the normal operating cycle of the business, if longer), or the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration.

## ***2.6 Provisions and Contingencies***

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation. The increase in provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

## ***2.7 Revenue and Cost Recognition***

Revenue comprises revenue from the sale of goods and the rendering of services measured by reference to the fair value of consideration received or receivable by the Company for goods sold and services rendered, excluding value-added tax (VAT) and discounts.

Revenue is recognized to the extent that the revenue can be reliably measured; it is probable that the economic benefits will flow to the Company; and the costs incurred or to be incurred can be measured reliably. In addition, the following specific recognition criteria must also be met before revenue is recognized:

- (a) *Contract revenues and costs* – Revenue is recognized based on the actual work done which is consistent with the percentage-of-completion method. Under this method, revenues are recognized in proportion to the actual cost incurred as a percentage of total estimated costs for each contract as determined and certified by project engineers. Costs are recognized based on actual costs incurred (see Note 2.8).
- (b) *Forfeiture income* – Revenue is recognized when the performance of contractually agreed tasks is not completed by the subcontractors within the specified time as agreed in the contract. Forfeiture income is presented as part of Other Operating Income in the statements of comprehensive income.
- (c) *Interest* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset. Interest income is presented as part of Finance Income in the statements of comprehensive income.

Cost and expenses are recognized in profit or loss upon utilization of goods or services or at the date they are incurred. Expenditure for warranties is recognized and charged against the associated provision when the related revenue is recognized.

## **2.8 Construction Contracts**

Contract costs are recognized when incurred.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recovered.

When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognized over the period of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

Adjustments in the contract price or the estimated costs are recorded prospectively when they become known.

The Company uses the percentage-of-completion method to determine the appropriate amount to recognize as revenue in a given period. The stage of completion is measured with reference to actual stage of completion of the project as a percentage of total estimated costs for each contract as determined and certified by project engineers.

Costs incurred during the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as part of other current assets.

The gross amount due from customers for contract work for all contracts in progress for which costs incurred plus recognized profits (less recognized losses) exceed progress billings are presented as Unbilled Contracts Receivable which is part of Contracts Receivable under the Trade and Other Receivables account. Progress billings not yet paid by customers and retention are presented as Billed Receivable and Retention Receivable, respectively, and both accounts are part of Contracts Receivable under the Trade and Other Receivables account.

The Company presents as a liability (under Trade and Other Payables) the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognized profits (less recognized losses).

## ***2.9 Leases – Company as Lessee***

Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in profit or loss on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

The Company determines whether an arrangement is, or contains a lease based on the substance of the arrangement. It makes an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

## ***2.10 Impairment of Non-financial Assets***

The Company's property and equipment and other non-financial assets are subject to impairment testing. All individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use, based on an internal evaluation of discounted cash flow.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist and the carrying amount of the asset is adjusted to the recoverable amount resulting in the reversal of the impairment loss.

## ***2.11 Employee Benefits***

### ***(a) Post-employment Defined Benefit Plan***

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Company, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Company's defined benefit post-employment plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by a trustee.

In 2009, the liability recognized in the statement of financial position for defined benefit post-employment plans is the present value of the defined benefit obligation (DBO) at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The DBO is calculated annually by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability.

Actuarial gains and losses are not recognized as an income or expense unless the total unrecognized gain or loss exceeds 10% of the greater of the obligation and related plan assets. The amount exceeding this 10% corridor is charged or credited to profit or loss over the employees' expected average remaining working lives. Actuarial gains and losses within the 10% corridor are disclosed separately. Past-service costs are recognized immediately in profit or loss, unless the changes to the post-employment plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortized on a straight-line basis over the vesting period.

In 2011 and 2010, as the Company had only one qualified and regular employee left at end of year, the estimated cost of post-employment benefit was computed based on Republic Act (R.A.) No. 7641, *The Retirement Pay Law*, discounted using the relevant Philippine Dealing and Exchange Corporation (PDEX) rate. R.A. No. 7641 is also a form of defined benefit plan.

*(b) Termination Benefits*

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits when it is demonstrably committed to either: (i) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (ii) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting period are discounted to their present value.

## **2.12 Income Taxes**

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the reporting period. They are calculated using the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is provided, using the liability method, on temporary differences at the end of the reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss. Only changes in deferred tax assets or liabilities that relate to items recognized in other comprehensive income or directly in equity are recognized in other comprehensive income or directly in equity.

### ***2.13 Related Party Transactions***

Related party transactions are transfers of resources, services or obligations between the Company and its related parties, regardless whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party making financial and operating decisions. These include (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company, (b) associates; and, (c) individuals owning directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

### ***2.14 Equity***

Capital stock represents the nominal value of shares that have been issued.

Additional paid-in capital represents premium received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Deficit includes all current and prior period results of operations as reported in the profit or loss section of the statement of comprehensive income.

### ***2.15 Loss Per Share***

Loss per share is computed by dividing the net loss by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current year.

Diluted loss per share is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares.

### ***2.16 Events After the Reporting Period***

Any post-year-end event that provides additional information about the Company's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

## **3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS**

The Company's financial statements prepared in accordance with PFRS require management to make judgments and estimates that affect amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

### ***3.1 Critical Management Judgments in Applying Accounting Policies***

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements:

#### ***(a) HTM Investments***

In classifying non-derivative financial assets with fixed or determinable payments and fixed maturity as HTM investments, the Company evaluates its intention and ability to hold such investments up to maturity. Management has confirmed its intention and determined its ability to hold the investments up to maturity. If the Company fails to keep these investments to maturity other than for specific circumstances as allowed under the standards, it will be required to reclassify the whole class as AFS financial assets. In such a case, the investments would therefore be measured at fair value, not at amortized cost.

#### ***(b) Operating and Finance Leases***

The Company has entered into a lease agreement. Critical judgment was exercised by management to distinguish the lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. Based on management's judgment, such lease was determined to be an operating lease.

#### ***(c) Provisions and Contingencies***

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provisions and contingencies are discussed in Note 2.6 and relevant disclosures are presented in Note 19.

### ***3.2 Key Sources of Estimation Uncertainty***

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### *a) Allowance for Impairment of Receivables*

Adequate amount of allowance is made for specific and groups of accounts, where objective evidence of impairment exists. The Company evaluates these accounts based on available facts and circumstances, including, but not limited to, the length of the Company's relationship with the customers, average age of accounts, collection experience and historical loss experience.

The carrying value of receivables and the analysis of allowance for impairment on such financial assets are shown in Note 5.

#### *b) Useful Lives of Furniture and Fixtures*

The Company estimates the useful lives of furniture and fixtures based on the period over which the assets are expected to be available for use. The estimated useful lives of furniture and fixtures are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. The carrying amounts of furniture and fixtures are analyzed in Note 8. Based on management's assessment as of December 31, 2011, 2010 and 2009, there is no change in estimated useful lives of furniture and fixtures during those years. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above.

#### *c) Recoverability of Deferred Tax Assets*

The Company reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. In 2011, 2010 and 2009, the management believes based on its recent evaluation that the Company may not realize the tax benefit of the temporary differences, hence, did not recognized any deferred tax assets (see Note 15).

*d) Impairment of Non-financial Assets*

The Company's policy on estimating the impairment of non-financial assets is discussed in detail in Note 2.10. Though management believes that the assumptions used in the estimation of fair values are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

No additional impairment loss must be recognized in 2011, 2010 and 2009 based on management's assessment.

*e) Post-employment Benefit*

The determination of the Company's obligation and cost of post-employment benefit in 2009 is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 14.2 and include, among others, discount rates, salary increase rate and employee turnover. In accordance with PFRS, actual results that differ from the assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

In 2011 and 2010, since the Company has only one qualified regular employee (see Note 1.1), the Company's obligation and cost of post-employment benefit was computed based on the provisions of R.A. No. 7641 discounted using relevant PDEX rate. Management believes that the difference between the alternative estimation done by management of the Company's retirement benefit obligation and that of projected unit credit method prescribed by PAS 19 will not have any significant effect on the financial statements.

The estimated retirement benefit obligation amounts to P0.5 million as of December 31, 2011 and 2010 and 0.7 million as of December 31, 2009 (see Note 14.2).

*f) Provision for Repairs*

The Company offers warranties for its construction projects for a period of one year from date of completion. Management estimates the related provision for future repairs based on historical repair information, as well as recent trends that might suggest that past cost information may differ from future claims. The Company recognized additional provision for repairs amounting to P10,050 in 2010 and P1.0 million in 2009, which is presented as part of Repairs and Maintenance account under Other Operating Expenses (see Note 13). No additional provision for repair was recognized in 2011 based on management's assessment.



*g) Provision for Contract Losses*

Losses on contracts are accrued when the amount of loss can be reasonably estimated. At the end of each reporting period, the estimated contract costs are reviewed to determine its reasonableness and accuracy. The actual cost is analyzed to validate the original estimate. Any difference between the estimate and actual cost is a change in estimate and therefore treated prospectively.

No provision for contract losses was recognized in 2011, 2010 and 2009 based on management's assessment.

*h) Revenue Recognition Using the Percentage-of-Completion*

The Company uses the percentage-of-completion method in accounting for its revenue. Use of percentage-of-completion requires the Company to estimate the portion completed as of the reporting period as a proportion of the total estimated cost as determined and certified by the project engineers.

Based on management's assessment, the estimate of percentage-of-completion will not materially differ from the actual percentage-of-completion based on the progress and status of construction projects as of the reporting period. Accordingly, management believes that no adjustment is necessary on the recorded contract revenue and contract costs.

#### **4. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include the following components as of December 31:

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Cash on hand and in banks		<b>P 1,683,843</b>	P 811,259	P 919,758
Short-term placements	6	<u><b>2,060,397</b></u>	<u>-</u>	<u>1,955,352</u>
		<u><b>P 3,744,240</b></u>	<u>P 811,259</u>	<u>P 2,875,110</u>

Cash in banks generally earn interest at rates based on daily bank deposit rates. Short-term placements are made for a period of 90 days and earn effective interest rates of 1.75% to 3.25% in 2011, 2.75% to 3.50% in 2010 and 2.75% to 5.00% in 2009. Interest income is presented as part of Finance Income in the statements of comprehensive income.

## 5. RECEIVABLES

This account is composed of the following:

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Current:				
Contracts receivable	16.1	<b>P 92,543,683</b>	P 86,959,124	P 83,508,089
Advances to:				
Related parties	16.2	<b>13,779,558</b>	13,779,558	15,738,796
Officers and employees		-	-	29,023
Others		<u>19,427</u>	<u>-</u>	<u>732,528</u>
		<b>106,342,668</b>	100,738,682	100,008,436
Allowance for impairment	16.2	<b>( 48,976,286)</b>	( 36,355,336)	( 28,593,436)
		<b>57,366,382</b>	64,383,346	71,415,000
Other non-current receivables		<u>28,000</u>	<u>96,918</u>	<u>96,918</u>
		<b>P 57,394,382</b>	P 64,480,264	P 71,511,918

Contracts receivable is broken down as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Billed	<b>P 76,874,385</b>	P 72,333,625	P 55,054,201
Unbilled	<u>-</u>	<u>-</u>	<u>13,318,306</u>
	<b>76,874,385</b>	72,333,625	68,372,507
Retention	<u>15,669,298</u>	<u>14,625,499</u>	<u>15,135,582</u>
	<b>P 92,543,683</b>	P 86,959,124	P 83,508,089

All of the Company's trade and other receivables have been reviewed for indicators of impairment. Certain receivables were identified to be impaired, hence, adequate amount of allowance for impairment have been recognized. The impaired receivables pertain to long outstanding contract receivables and advances to related parties.

A reconciliation of the allowance for impairment at the beginning and end of 2011, 2010 and 2009 is shown below.

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Balance at beginning of year		<b>P 36,355,336</b>	P 28,593,436	P 16,621,546
Impairment loss during the year	13.1	<u>12,620,950</u>	<u>7,761,900</u>	<u>11,971,890</u>
Balance at end of year		<b>P 48,976,286</b>	P 36,355,336	P 28,593,436

Management considers the net carrying amount of the current receivables to be a reasonable approximation of fair value because of the short duration of the accounts.

## 6. HTM INVESTMENT

The HTM investment pertains to investment in government securities which was acquired on November 22, 2010. The total investment amounted to P2.0 million with a yield to maturity rate of 4.19%. This investment matured on January 24, 2011.

The Company recognized income amounting to P9,300 HTM investment and is presented as part of Finance Income in the 2010 statement of comprehensive income.

The investment in government securities was reverted to short-term investment after its maturity in 2011. This is presented as part of Cash and Cash Equivalents in the statements of financial position (see Note 4).

## 7. OTHER CURRENT ASSETS

This account consists of:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Creditable withholding tax	P 18,141,727	P 17,769,391	P 16,938,959
Advances to contractors and suppliers	3,409,631	61,351	3,144,644
Others	<u>45,893</u>	<u>45,893</u>	<u>146,524</u>
	<u>P 21,597,251</u>	<u>P 17,876,635</u>	<u>P 20,230,127</u>

## 8. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of property and equipment and impairment at the beginning and end of 2011, 2010 and 2009 are shown below.

	<u>Furniture and Fixtures</u>	<u>Leasehold Improvements</u>	<u>Construction Equipment</u>	<u>Total</u>
December 31, 2011				
Cost	P 9,699,714	P -	P -	P 9,699,714
Accumulated depreciation	( 9,520,773)	-	-	( 9,520,773)
Accumulated impairment	( 177,116)	-	-	( 177,116)
Net carrying amount	<u>P 1,825</u>	<u>P -</u>	<u>P -</u>	<u>P 1,825</u>
December 31, 2010				
Cost	P 9,699,714	P -	P -	P 9,699,714
Accumulated depreciation	( 9,517,117)	-	-	( 9,517,117)
Accumulated impairment	( 177,116)	-	-	( 177,116)
Net carrying amount	<u>P 5,481</u>	<u>P -</u>	<u>P -</u>	<u>P 5,481</u>
December 31, 2009				
Cost	P 9,693,911	P -	P -	P 9,693,911
Accumulated depreciation	( 9,511,893)	-	-	( 9,511,893)
Accumulated impairment	( 177,116)	-	-	( 177,116)
Net carrying amount	<u>P 4,902</u>	<u>P -</u>	<u>P -</u>	<u>P 4,902</u>

	<b>Furniture</b>	<b>Leasehold</b>	<b>Construction</b>	
January 1, 2009				
Cost	P 9,693,911	P 1,098,630	P 5,391,364	P 16,183,905
Accumulated depreciation and amortization	( 9,491,242)	( 1,098,630)	( 4,178,596)	( 14,768,468)
Accumulated impairment	( <u>177,116</u> )	( <u>-</u> )	( <u>498,777</u> )	( <u>675,893</u> )
Net carrying amount	<u>P 25,553</u>	<u>P -</u>	<u>P 713,991</u>	<u>P 739,544</u>

A reconciliation of the carrying amounts of property and equipment at the beginning and end of 2011, 2010 and 2009 is shown below.

	<b><u>Furniture and Fixtures</u></b>	<b><u>Leasehold Improvements</u></b>	<b><u>Construction Equipment</u></b>	<b><u>Total</u></b>
Balance at January 1, 2011, net of accumulated depreciation and impairment	P 5,481	P -	P -	P 5,481
Depreciation charges for the year	( <u>3,656</u> )	( <u>-</u> )	( <u>-</u> )	( <u>3,656</u> )
Balance at December 31, 2011, net of accumulated depreciation and impairment	<u>P 1,825</u>	<u>P -</u>	<u>P -</u>	<u>P 1,825</u>
Balance at January 1, 2010, net of accumulated depreciation and impairment	P 4,902	P -	P -	P 4,902
Additions	5,803	-	-	5,803
Depreciation charges for the year	( <u>5,224</u> )	( <u>-</u> )	( <u>-</u> )	( <u>5,224</u> )
Balance at December 31, 2010, net of accumulated depreciation and impairment	<u>P 5,481</u>	<u>P -</u>	<u>P -</u>	<u>P 5,481</u>
Balance at January 1, 2009, net of accumulated depreciation, amortization and impairment	P 25,553	P -	P 713,991	P 739,544
Disposals	-	-	( 466,593)	( 466,593)
Depreciation charges for the year	( <u>20,651</u> )	( <u>-</u> )	( <u>247,398</u> )	( <u>268,049</u> )
Balance at December 31, 2009, net of accumulated depreciation, amortization and impairment	<u>P 4,902</u>	<u>P -</u>	<u>P -</u>	<u>P 4,902</u>

The amount of depreciation and amortization is allocated as follows:

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Contract costs	11	<b>P -</b>	P -	P 247,398
Administrative expenses		<u><b>3,656</b></u>	<u>5,224</u>	<u>20,651</u>
	13	<b><u>P 3,656</u></b>	<b><u>P 5,224</u></b>	<b><u>P 268,049</u></b>

The Company sold certain property and equipment with total net book value of P0.5 million in 2009. Loss on sale amounted to P0.1 million in 2009 and is shown as part of Other Losses in the 2009 statement of comprehensive income. No disposal of property and equipment was made in 2011 and 2010.

As of December 31, 2011, 2010 and 2009, fully depreciated assets with total cost of P9.7 million are still in use.

## 9. TRADE AND OTHER PAYABLES

This account consists of:

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Deferred output VAT	22.1(a)	<b>P 11,251,119</b>	P 10,807,237	P 10,268,503
Advances from customers		<b>6,544,397</b>	3,176,655	4,370,686
Retention fees		<b>2,680,908</b>	2,340,905	2,958,895
Trade payables		<b>2,436,765</b>	2,436,764	2,758,079
Output VAT	22.1(a)	<b>118,178</b>	87,779	-
Accrued subcontractors' fees		<b>19,148</b>	21,754	531,468
Other payables and accrued expenses		<u><b>1,053,817</b></u>	<u>433,118</u>	<u>717,787</u>
		<b><u>P 24,104,332</u></b>	<b><u>P 19,304,212</u></b>	<b><u>P 21,605,418</u></b>

Due to short duration, the carrying amounts of trade and other payables recognized in the statements of financial position are considered by the management to be a reasonable approximation of their fair values.

## 10. DUE TO RELATED PARTIES

The Company's outstanding balances due to related parties are shown below (see Note 16.2).

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Extraordinary Development Corporation	<b>P 5,072,001</b>	P -	P -
Prosperity Builders Resources, Inc.	<u><b>39,245</b></u>	<u>39,245</u>	<u>39,245</u>
	<b><u>P 5,111,246</u></b>	<b><u>P 39,245</u></b>	<b><u>P 39,245</u></b>

## 11. CONTRACT COSTS

The details of this account are shown below (see Note 13).

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Subcontractors' fee		<b>P 18,493,879</b>	P 34,656,499	P 57,560,299
Construction materials used		-	-	12,639,846
Construction overhead:				
Taxes and licenses	22.1(f)	<b>290,221</b>	319,286	127,112
Repairs and maintenance		-	-	2,576,010
Indirect labor		-	-	589,746
Depreciation and amortization	8	-	-	247,398
Utilities and communication		-	-	12,817
Miscellaneous		-	-	253,706
		<b><u>P 18,784,100</u></b>	<b><u>P 34,975,785</u></b>	<b><u>P 74,006,934</u></b>

## 12. OTHER OPERATING INCOME

Presented below are the details of other operating income.

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Gain on curtailment	14.2	<b>P -</b>	P 289,498	P -
Forfeiture income		-	-	594,225
Miscellaneous		<b><u>36,517</u></b>	<u>38,393</u>	<u>21,071</u>
		<b><u>P 36,517</u></b>	<b><u>P 327,891</u></b>	<b><u>P 615,296</u></b>

## 13. OPERATING EXPENSES BY NATURE

The details of operating expenses by nature are shown below.

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Outside services		<b>P 18,493,879</b>	P 34,656,499	P 57,560,299
Impairment loss on receivables	5	<b>12,620,950</b>	7,761,900	11,971,890
Salaries and employee benefits	14.1	<b>804,304</b>	1,143,271	4,120,792
Taxes and licenses	22.1(f)	<b>677,023</b>	1,061,517	1,329,924
Professional fees		<b>441,250</b>	417,500	487,000
Rental		<b>144,000</b>	144,000	151,579
Utilities and communication		<b>100,389</b>	108,690	209,757
Depreciation and amortization	8	<b>3,656</b>	5,224	268,049
Repairs and maintenance		-	10,050	3,597,244
Construction materials used		-	-	12,639,846
Miscellaneous		<b><u>2,122,223</u></b>	<u>1,222,195</u>	<u>4,235,638</u>
		<b><u>P 35,407,674</u></b>	<b><u>P 46,530,846</u></b>	<b><u>P 96,572,018</u></b>

These expenses are classified in the statements of comprehensive income as follows:

	<u>Note</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Contract costs	11	<b>P 18,784,100</b>	P 34,975,785	P 74,006,934
Administrative expenses		<b>14,400,962</b>	10,214,126	17,364,977
Other operating expenses		<u><b>2,222,612</b></u>	<u>1,340,935</u>	<u>5,200,107</u>
		<u><b>P 35,407,674</b></u>	<u>P 46,530,846</u>	<u>P 96,572,018</u>

#### 14. EMPLOYEE BENEFITS

##### *14.1 Salaries and Employee Benefits Expense*

Expenses recognized for salaries and employee benefits (see Note 13) are presented below.

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Short-term employee benefits	<b>P 771,066</b>	P 1,143,271	P 3,344,286
Post-employment benefit	<b>33,238</b>	-	186,760
Termination benefits	<u>-</u>	<u>-</u>	<u>589,746</u>
	<u><b>P 804,304</b></u>	<u>P 1,143,271</u>	<u>P 4,120,792</u>

The Company retrenched project-employees in 2008 in line with the plan of shifting its core business operations from construction to real estate development. In 2009, two administrative employees were retrenched. Total termination benefits amounted to P0.6 million. No employees were terminated in 2011 and 2010. As of December 31, 2011 and 2010, the Company has only one employee administering managerial function to the Company.

##### *14.2 Post-employment Benefit*

The Company maintains an unfunded, noncontributory post-employment defined benefit plan covering all regular full-time employees. Brought by the retrenchment of project-based employees in 2008, the Company no longer obtained updated actuarial valuation report. The projected cost for the 2009 post-employment benefit cost of the remaining administrative employees is based on projections of the 2008 valuation.

The retirement benefit obligation of the Company to its only employee as of December 31, 2011 and 2010, were computed using the provisions of R.A. No. 7641, discounted using the PDEX rate of 5.59% and 8.1%, respectively.

Retirement benefit obligation amounted to P0.5 million, P0.5 million and P0.7 million as of December 31, 2011, 2010 and 2009, respectively. The decrease in retirement benefit obligation in 2010 amounting to P0.3 million, is presented under Other income in the 2010 statement of comprehensive income (see Note 12).

The amount of retirement benefit obligation recognized in the 2009 statement of financial position is determined as follows:

Present value of the obligation	P 748,820
Unrecognized actuarial losses	( <u>6,423</u> )
Retirement benefit obligation	<u>P 742,397</u>

The movements in the present value of retirement benefit obligation recognized in the 2009 books are as follows:

Balance at beginning of year	P 562,060
Current service costs and interest costs	<u>186,760</u>
Balance at end of year	<u>P 748,820</u>

The amounts of post-employment benefit expense recognized in the 2009 statement of comprehensive income were as follows:

Current service costs	P 127,687
Interest costs	<u>59,073</u>
Post-employment benefit expense	<u>P 186,760</u>

The historical information of the present value of the defined benefit obligation and deficit in the plan (in thousands) are shown below.

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Present value of the obligation	<b>P 486</b>	P 453	P 749	P 562	P 3,104
Fair value of plan assets	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Deficit in the plan	<b><u>P 486</u></b>	<u>P 453</u>	<u>P 749</u>	<u>P 562</u>	<u>P3,104</u>

In determining the retirement benefit obligation as of December 31, 2009, the following actuarial assumptions were used:

Discount rates	11%
Expected rate of salary increases	8%

Assumptions regarding future mortality are based on published statistics and mortality tables. The average expected remaining working life of employees retiring at the age of 60 is 19 years for males and females.



## 15. TAXES

The major components of tax expense reported in the profit or loss are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Current tax expense:			
Minimum corporate income tax (MCIT) at 2%	<b>P 86,039</b>	P 81,525	P 145,524
Final tax at 20%	<u><b>14,728</b></u>	<u>17,871</u>	<u>52,222</u>
	<b>100,767</b>	99,396	197,746
Deferred tax expense resulting from derecognition of deferred tax assets	<u>-</u>	<u>-</u>	<u>11,574,177</u>
	<u><b>P 100,767</b></u>	<u>P 99,396</u>	<u>P 11,771,923</u>

The reconciliation of tax on pretax loss computed at the applicable statutory rates to tax expense reported in profit or loss is as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Tax on pretax loss at 30%	<b>(P 3,674,392)</b>	(P 1,921,034)	(P 4,075,369)
Adjustment for income subjected to lower income tax rate	<b>( 7,364)</b>	( 8,935)	( 26,111)
Tax effects of:			
Unrecognized deferred tax assets	<b>3,158,570</b>	2,219,016	( 2,473,960)
Expired net operating loss carry-over (NOLCO)	<b>535,018</b>	-	-
Application of previously unrecognized NOLCO	<b>( 384,965)</b>	( 102,068)	-
Non-deductible expenses	<b>285,193</b>	17,147	425,337
Expired MCIT	<b>188,407</b>		
Non-taxable income	-	( 104,730)	-
Derecognized deferred tax assets	<u>-</u>	<u>-</u>	<u>17,922,026</u>
Tax expense	<u><b>P 100,767</b></u>	<u>P 99,396</u>	<u>P 11,771,923</u>

In 2009, the remaining recognized deferred tax assets as of December 31, 2008 arising from deductible temporary differences were derecognized as management believes that the related tax benefit may no longer be realized.

The details of unrecognized deferred tax assets as of December 31, 2011, 2010 and 2009 are as follows:

	2011		2010		2009	
	Amount	Tax	Amount	Tax	Amount	Tax
Impairment of trade and other receivables	P 48,976,286	P 14,692,886	P 36,355,336	P 10,906,601	P 28,593,436	P 8,578,031
NOLCO	20,674,416	6,202,325	23,742,027	7,122,608	35,887,388	10,766,216
Retirement benefit obligation	486,137	145,841	452,899	135,870	742,397	222,719
Provision for repairs	473,678	142,103	473,678	142,103	821,111	246,333
MCIT	313,088	313,088	415,456	415,456	644,099	644,099
Impairment of property and equipment	177,116	53,135	177,116	53,135	177,116	53,135
	<u>P 71,100,721</u>	<u>P 21,549,378</u>	<u>P 61,616,512</u>	<u>P 18,775,773</u>	<u>P 66,865,547</u>	<u>P 20,510,533</u>

The Company is subject to the MCIT which is computed at 2% of gross income, as defined under the tax regulations. The Company is liable to pay MCIT in 2011, 2010 and 2009 as it was higher than RCIT.

The breakdown of NOLCO, which can be claimed as deduction from future taxable income within three years from the year the taxable loss was incurred, is shown below.

Year Incurred	Amount	Applied Balance	Expired Balance	Remaining Balance	Valid Until
2009	P 20,674,416	P -	P -	P 20,674,416	2012
2008	3,067,611	1,283,217	1,784,394	-	2011
	<u>P 23,742,027</u>	<u>P 1,283,217</u>	<u>P 1,784,394</u>	<u>P 20,674,416</u>	

In 2011, the Company claimed as deduction from its taxable income portion of its available NOLCO incurred in 2008 amounting to P1.3 million. The remaining NOLCO incurred in 2008 amounting to P1.8 million expired during the year.

The details of MCIT, which the Company can claim against future RCIT, are shown below.

Year Incurred	Amount	Expired MCIT	Remaining Balance	Valid Until
2011	P 86,039	P -	P 86,039	2014
2010	81,525	-	81,525	2013
2009	145,524	-	145,524	2012
2008	188,407	188,407	-	2011
	<u>P 501,495</u>	<u>P 188,407</u>	<u>P 313,088</u>	

In 2011, 2010 and 2009, the Company opted to continue claiming itemized deductions.

## 16. RELATED PARTY TRANSACTIONS

The Company's related parties include entities under common ownership or control, and the Company's key management for the years ended December 31, 2011, 2010 and 2009. The following are the significant transactions of the Company with related parties:

### 16.1 Rendering of Services

The Company renders construction services for certain real estate projects of related parties under common ownership.

The breakdown of the construction services rendered to related parties under common ownership are as follows. These are presented as Contract Revenues in the statements of comprehensive income.

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Verdant Point Development Corporation (VDC)	<b>P 23,049,541</b>	P 38,830,492	P 78,694,680
Acerhomes Development Corporation (ADC)	<u>-</u>	<u>530,563</u>	<u>3,416,372</u>
	<b><u>P 23,049,541</u></b>	<b><u>P 39,361,055</u></b>	<b><u>P 82,111,052</u></b>

The related outstanding balances on construction services rendered to related parties under common ownership as of December 31, 2011, 2010 and 2009 are as follows (see Note 5):

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Verdant Point Development Corporation (VDC)	<b>P 64,889,730</b>	P 59,305,171	P 52,456,289
Acerhomes Development Corporation (ADC)	<b>10,531,453</b>	10,531,453	11,186,595
Extraordinary Development Corporation (EDC)	<b>8,199,023</b>	8,199,023	10,757,210
Earth + Style Corporation (ESC)	<b>4,846,767</b>	4,846,767	4,708,870
Earth Aspire Corporation (EAC)	<b>1,641,594</b>	1,641,594	1,641,594
Earth Prosper Corporation (EPC)	<b>1,330,131</b>	1,330,131	1,329,983
First Advance Development Corporation (FADC)	<b>773,152</b>	773,152	892,016
EDC – ESC	<b><u>331,833</u></b>	<b><u>331,833</u></b>	<b><u>535,532</u></b>
	<b>92,543,683</b>	86,959,124	83,508,089
Allowance for impairment	<b>( 40,268,729 )</b>	<b>( 27,873,800 )</b>	<b>( 23,056,884 )</b>
	<b><u>P 52,274,954</u></b>	<b><u>P 59,085,324</u></b>	<b><u>P 60,451,205</u></b>

The outstanding balances are shown as Contracts Receivable under the Trade and Other Receivables account in the statements of financial position (see Note 5). The composition of the outstanding balances of Contracts Receivable are as follows:

2011				
	Trade Receivables	Retention Receivables	Total	
VDC	P 57,663,549	P 7,226,181	P	64,889,730
ADC	9,069,553	1,461,900		10,531,453
EDC	7,340,485	858,538		8,199,023
ESC	137,897	4,708,870		4,846,767
EAC	1,241,476	400,118		1,641,594
EPC	599,055	731,076		1,330,131
FADC	773,152	-		773,152
EDC – ESC	<u>49,218</u>	<u>282,615</u>		<u>331,833</u>
	76,874,385	15,669,298		92,543,683
Allowance for impairment	( <u>28,035,753</u> )	( <u>12,232,976</u> )	(	<u>40,268,729</u> )
	<b><u>P 48,838,632</u></b>	<b><u>P 3,436,322</u></b>	<b><u>P</u></b>	<b><u>52,274,954</u></b>
2010				
	Trade Receivables	Retention Receivables	Total	
VDC	P 53,122,789	P 6,182,382	P	59,305,171
ADC	9,069,554	1,461,900		10,531,454
EDC	7,340,484	858,538		8,199,023
EPC	599,055	731,076		1,330,131
ESC	137,897	4,708,870		4,846,767
FADC	773,152	-		773,152
EAC	1,241,476	400,118		1,641,594
EDC – ESC	<u>49,218</u>	<u>282,615</u>		<u>331,833</u>
	72,333,625	14,625,499		86,959,124
Allowance for impairment	( <u>19,517,132</u> )	( <u>8,356,668</u> )	(	<u>27,873,800</u> )
	<b><u>P 52,816,493</u></b>	<b><u>P 6,268,831</u></b>	<b><u>P</u></b>	<b><u>59,085,324</u></b>
2009				
	Trade Receivables	Retention Receivables	Total	
VDC	P 45,944,937	P 6,511,352	P	52,456,289
ADC	9,543,582	1,643,013		11,186,595
EDC	9,898,672	858,538		10,757,210
EPC	598,907	731,076		1,329,983
ESC	-	4,708,870		4,708,870
FADC	892,016	-		892,016
EAC	1,241,476	400,118		1,641,594
EDC – ESC	<u>252,917</u>	<u>282,615</u>		<u>535,532</u>
	68,372,507	15,135,582		83,508,089
Allowance for impairment	( <u>15,641,381</u> )	( <u>7,415,503</u> )	(	<u>23,056,884</u> )
	<b><u>P 52,731,126</u></b>	<b><u>P 7,720,079</u></b>	<b><u>P</u></b>	<b><u>60,451,205</u></b>

## 16.2 Advances to/from Related Parties

The Company grants and obtains unsecured, noninterest-bearing cash advances to and from related parties other than officers and directors for working capital requirements. The details of advances to/from related parties are shown below.

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Advances to related parties				
under common ownership:				
Balance at beginning of year		<b>P 13,779,558</b>	P 15,738,796	P 13,580,311
Additions		-	-	2,248,688
Write-off		-	-	( 40,203)
Repayments		-	( 1,959,238)	( 50,000)
	5	<b>13,779,558</b>	13,779,558	15,738,796
Allowance for impairment	5	( <b>8,707,557</b> )	( 8,481,536)	( 5,536,552)
Balance at end of year		<b><u>P 5,072,001</u></b>	<u>P 5,298,022</u>	<u>P 10,202,244</u>
Advances from related parties				
under common ownership:				
Balance at beginning of year		<b>P 39,245</b>	P 39,245	P 39,245
Additions		<b>5,072,001</b>	-	-
Balance at end of year	10	<b><u>P 5,111,246</u></b>	<u>P 39,245</u>	<u>P 39,245</u>

The outstanding balance of advances to related parties shown as Advances to Related Parties under Trade and Other Receivables (see Note 5) are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
City and Life Property, Inc.	<b>P 5,883,858</b>	P 5,883,858	P 5,883,858
Prosperity Builders Resources, Inc.	<b>5,478,194</b>	5,478,194	5,478,194
Supreme Housing Builders, Inc.	<b>2,417,506</b>	2,417,506	1,959,239
EDC	-	-	2,417,505
	<b><u>P 13,779,558</u></b>	<u>P 13,779,558</u>	<u>P 15,738,796</u>

Management considers the carrying amounts of advances to/from related parties to be a reasonable approximation of their fair values due to their short duration as these advances are payable in cash upon demand.

## 16.3 Key Management Personnel Compensations

The compensation of key management personnel is broken down as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Short-term employment benefits	<b>P 771,066</b>	P 1,143,271	P 2,008,833
Post-employment benefit	<b>33,238</b>	-	597,756
	<b><u>P 804,304</u></b>	<u>P 1,143,271</u>	<u>P 2,606,589</u>

## 17. CAPITAL STOCK

As of December 31, 2011, 2010 and 2009, the Company has a total authorized capital stock of 155,000,000 common shares with P1.00 par value per share. As of those dates, it has a total issued and outstanding shares amounting to P110.0 million equivalent to 110,000,000 shares.

On December 19, 2003, the SEC approved the listing of the Company's shares totaling 50,000,000. The shares were initially issued at an offer price of P1.10 per share. Such listed shares closed at P0.80 per shares as of May 11, 2009. No further trading of its shares has occurred since May 11, 2009.

## 18. LOSS PER SHARE

The basic and diluted loss per share were computed as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Net loss	<b>P 12,348,741</b>	P 6,502,841	P 25,356,486
Divided by the weighted average number of outstanding common shares	<u><b>110,000,000</b></u>	<u>110,000,000</u>	<u>110,000,000</u>
Basic and diluted loss per share	<u><b>P 0.112</b></u>	<u>P 0.059</u>	<u>P 0.231</u>

The Company has no dilutive potential common shares as of December 31, 2011, 2010 and 2009; hence, diluted loss per share is equals the basic loss per share.

## 19. COMMITMENTS AND CONTINGENCIES

### *19.1 Operating Lease Commitments – Company as Lessee*

The Company is a lessee under a non-cancellable operating lease agreement covering office space. The lease has a term of one year and with renewable options. Total rental of this operating lease amounted to P0.1 million in 2011, P0.1million in 2010, and P0.2 million in 2009.

### *19.2 Others*

There are commitments, guarantees, and contingent liabilities relating to construction projects entered into by the Company that arise in the normal course of operations which are not reflected in the financial statements. As of December 31, 2011, management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Company's financial statements.

## 20. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to certain financial risks in relation to financial instruments. The Company's risk management is coordinated with the board of directors, and focuses on actively securing the Company's short- to medium-term cash flows by minimizing the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed to are described below.

### ***20.1 Market Risk***

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks which result from both its operating and investing activities.

#### *(a) Foreign Currency Risk*

The Company has no significant exposure to foreign currency risks as most transactions are denominated in Philippine peso, its functional currency.

#### *(b) Interest Rate Risk*

As at December 31, 2011, 2010 and 2009, the Company is exposed to changes in market interest rates through its cash and cash equivalents, which are subject to variable interest rates (see Note 4). All other financial assets and liabilities are not subject to interest rates.

The subsequent paragraph illustrates sensitivity of the loss before tax for the year to a reasonably possible change in interest rates of +/- 0.91% in 2011, +/-1.19% in 2010 and +/-4.97% in 2009 with effect from the beginning of the year. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant.

All other variables held constant, if the interest rates increased by 0.91%, 1.19% and 4.97% in 2011, 2010 and 2009, loss before tax would have decreased by P108,692, P23,442 and 99,977, respectively. Conversely, if the interest rate decreased by same percentage, loss before tax would have been higher by the same amount.

### ***20.2 Credit Risk***

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers and other counter parties and by placing deposits.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties. In addition, advance payments representing portion of the total contract price are received from customers to mitigate credit risk.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the statements of financial position (or in the detailed analysis provided in the notes to the financial statements), as summarized below.

	<u>Notes</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Cash and cash equivalents	4	<b>P 3,744,240</b>	P 811,259	P 2,875,110
Receivables – net	5	<b>57,394,382</b>	64,480,264	71,511,918
HTM investment	6	<u>-</u>	<u>2,007,440</u>	<u>-</u>
		<b><u>P 61,138,622</u></b>	<b><u>P 67,298,963</u></b>	<b><u>P 74,387,028</u></b>

The carrying amount of these financial assets is a reasonable approximation of their fair value due to short-term duration.

None of the Company's financial assets are secured by collateral or other credit enhancements. The management considers that all the above financial assets that are not impaired or past due for each reporting dates are of good credit quality.

*(a) Cash and Cash Equivalents*

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Cash in banks which are secured by a maximum coverage of P0.5 million for every depositor per banking institution, as provided for under Republic Act (RA) No. 9576, *Amendment to Charter of Philippine Deposit Insurance Corporation*, are also subjected to credit risk.

*(b) Receivables*

In respect of receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Contract receivables are due from its related parties as the Company's construction projects are concentrated on the projects provided by its related parties. Based on historical information about customer default rates management considers the credit quality of trade receivables that are not past due or impaired to be good.

Some of the unimpaired receivables are past due as at the end of the reporting period. No other financial assets are past due at the end of the reporting period. Receivables past due but not impaired are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Not more than three months	<b>P -</b>	P 7,958,842	P 20,961,056
More than three months but not more than six months	-	8,926,505	382,377
More than six months but not more than one year	<b>4,031,242</b>	665,334	-
More than one year	<b><u>42,963,121</u></b>	<u>17,141,488</u>	<u>4,092,831</u>
	<b><u>P 46,794,363</u></b>	<b><u>P 34,692,169</u></b>	<b><u>P 25,436,264</u></b>



### ***20.3 Liquidity Risk***

The Company manages its liquidity needs by carefully monitoring scheduled payments for its financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection.

The Company maintains cash to meet its liquidity requirements for up to 60-day periods.

As at December 31, 2011, 2010 and 2009, the Company's financial liabilities amounting to P11.3 million, P5.3 million and P7.0 million, respectively, have contractual maturities within six months to one year from reporting date. The contractual maturities reflect the gross cash flows which approximates the carrying values of the liabilities at the end of the reporting periods.

## **21. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES**

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern (as discussed in Note 1.2) and to provide an adequate return to shareholders by pricing services commensurately with the level of risk.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the pay-off of existing debts.

The Company monitors capital on the basis of the carrying amount of equity as presented on the face of the statements of financial position. Capital for the reporting periods under review is summarized as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Total liabilities	<b>P 30,175,394</b>	P 20,270,034	P 23,208,171
Total equity	<u><b>52,562,304</b></u>	<u>64,911,045</u>	<u>71,413,886</u>
Debt-to-equity ratio	<u><b>0.57 : 1</b></u>	<u>0.38 : 1</u>	<u>0.35 : 1</u>

## 22. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

Presented below is the supplementary information which is required by the Bureau of Internal Revenue (BIR) under its existing revenue regulations to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS.

### 22.1 Requirements under Revenue Regulations (RR) 15-2010

#### (a) Output VAT

In 2011, the Company declared output VAT as follows:

	<u>Tax Base</u>	<u>Output VAT</u>
Contract revenues	P 21,418,605	P 2,570,233
Other operating income	<u>38,393</u>	<u>4,607</u>
	<u>P 21,456,998</u>	<u>P 2,574,840</u>

The tax bases of contract revenues and other operating income are based on the Company's gross receipts for the year, hence, may not be the same with the amounts presented in the 2011 statement of comprehensive income.

The outstanding output VAT payable amounting to P118,178 as of December 31, 2011 is presented as Output VAT under the Trade and Other Payables account in the 2011 statement of financial position (see Note 9).

The outstanding deferred output VAT payable of P11,251,119 arising from the uncollected receivables as of December 31, 2011 is presented as Deferred output VAT under the Trade and Other Payables account in the 2011 statement of financial position (see Note 9).

The Company did not have VAT zero-rated and VAT exempt transaction in 2011.

#### (b) Input VAT

The movements in input VAT in 2011 is summarized below.

Balance at beginning of year	P -
Services lodged under cost of goods sold	2,349,218
Services lodged under other accounts	87,993
Input VAT applied against output VAT	( <u>2,437,211</u> )
Balance at end of year	<u>P -</u>

#### (c) Taxes on Importation

The Company has not paid or accrued any customs' duties and tariff fees as it has no importations for the year ended December 31, 2011.

(d) *Excise Tax*

The Company did not have any transactions in 2011 which are subject to excise tax.

(e) *Documentary Stamp Tax (DST)*

In 2011, the Company did not incur any DST since it did not have any transactions in 2011 which are subject to DST.

(f) *Taxes and Licenses*

The details of taxes and licenses (see Notes 13) are broken down as follows:

Business tax	P	639,543
Municipal license and permits		36,980
Annual VAT registration		<u>500</u>
	P	<u>677,023</u>

The amounts of taxes and licenses are allocated as follows:

	<u>Notes</u>		
Contract costs	11	P	290,221
Operating expenses			<u>386,802</u>
	13	P	<u>677,023</u>

(g) *Withholding Taxes*

The details of withholding taxes in 2011 are shown below.

Compensation and benefits	P	19,194
Expanded		<u>5,781</u>
	P	<u>24,975</u>

The Company has no transactions in 2011 which are subject to final tax.

(h) *Deficiency Tax Assessments and Tax Cases*

As of December 31, 2011, the Company does not have any final deficiency tax assessments with the BIR or tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open years.

## ***22.2 Requirements Under RR 19-2011***

On December 9, 2011, the BIR issued RR 19-2011 which prescribes the new form that will be used for income tax filing covering and starting with periods ending December 31, 2011 and onwards. This recent RR requires schedules of taxable revenues and other non-operating income, costs of sales and services, and itemized deductions, to be disclosed in the notes to financial statements.

The amounts of taxable revenues and income, and deductible costs and expenses presented below are based on relevant tax regulations issued by the BIR, hence, may not be the same as the amounts reflected in the 2011 statement of comprehensive income.

### *(a) Taxable Revenues*

The Company's taxable revenues from rendering of services, which is subject to regular rate, amounted to P23,049,541 for the year ended December 31, 2011.

### *(b) Deductible Cost of Services*

Deductible costs of services for the year ended December 31, 2011, which is subject to regular tax rate, comprises the following:

Cost of construction	P 18,493,879
Taxes, permits and licenses	<u>290,221</u>
	<u>P 18,784,100</u>

### *(c) Taxable Non-operating and Other Income*

The Company's taxable non-operating other income which is subject to regular rate amounting to P36,517.

### *(d) Itemized Deductions*

The Company's itemized deductions for the year ended December 31, 2011 is as follows:

Salaries and employee benefits	P 771,066
Outside services	585,021
Professional fees	441,250
Taxes and licenses	386,802
Subscriptions	278,403
Rental	144,000
Transportation and travel	107,278
Utilities	100,389
Office supplies	19,568
Seminar, training and meetings	13,850
Depreciation and amortization	3,656
Miscellaneous	<u>167,458</u>
Total itemized deductions	P 3,018,741
NOLCO	<u>1,283,217</u>
Total deductions	<u>P 4,301,958</u>

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**INDEX TO SUPPLEMENTARY SCHEDULES**  
**DECEMBER 31, 2011**

UNAPPROPRIATED DEFICIT, AVAILABLE

**Statement of Management's Responsibility for the Financial Statements**

**Independent Auditors' Report on the SEC Supplementary Schedules**  
**Filed Separately from the Basic Financial Statements**

**Supplementary Schedules to Financial Statements**  
**(Form 17-A, Item 7)**

	<u>Page No.</u>
A. Marketable Securities - (Current Marketable Equity Securities and Other Short-term Cash Investments)	<u>N/A</u>
B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Affiliates)	<u>1</u>
C. Noncurrent Marketable Equity Securities, Other Long-term Investments in Stocks and Other Investments	<u>N/A</u>
D. Indebtedness to Unconsolidated Subsidiaries and Related Parties	<u>2</u>
E. Other Assets	<u>N/A</u>
F. Long-term Debt	<u>N/A</u>
G. Indebtedness to Related Parties (Long-term Loans from Related Companies)	<u>N/A</u>
H. Guarantees of Securities of Other Issuers	<u>N/A</u>
I. Capital Stock	<u>3</u>

**Supplementary Schedule to Financial Statements**  
**(SEC Circular 11)**

Reconciliation of Company Retained Earnings for Dividend Declaration	<u>4</u>
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Supercity Realty Development Corporation  
Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders  
As of December 31, 2011

Name and Designation of Debtor	Position	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Written off	Current	Non Current	Balance at End of Period
<b>Related Parties</b>								
City and Life Property, Inc.		5,883,858	-	-	-	5,883,858	-	5,883,858
Prosperity Builders Resources, Inc.		5,478,194	-	-	-	5,478,194	-	5,478,194
Extraordinary Development Corporation		-	-	-	-	-	-	-
Supreme Housing Builders, Inc.		2,417,505	-	-	-	2,417,505	-	2,417,505
Total Receivable from Related Parties		13,779,557	-	-	-	13,779,557	-	13,779,557

Supercity Realty Development Corporation  
Schedule D. Indebtedness to Unconsolidated Subsidiaries and Related Parties  
As of December 31, 2011

Name and Designation of Debtor	Position	Balance at Beginning of Period	Additions	Amounts Collected	Amounts Written off	Current	Non Current	Balance at End of Period
<b>Related Parties</b>								
City and Life Property, Inc.		-	-	-	-	-	-	-
Prosperity Builders Resources, Inc.		39,245	-	-	-	39,245	-	39,245
Extraordinary Development Corporation		-	5,072,001	-	-	5,072,001	-	5,072,001
Supreme Housing Builders, Inc.		-	-	-	-	-	-	-
Total Receivable from Related Parties		39,245	5,072,001	-	-	5,111,246	-	5,111,246

Supercity Realty Development Corporation  
Schedule I - Capital Stock  
December 31, 2011

<i>Title of Issue</i>	<i>Number of shares authorized</i>	<i>Number of shares issued and outstanding as shown under the related balance sheet caption</i>	<i>Number of shares reserved for options, warrants, conversion and other rights</i>	<i>Number of shares held by</i>		
				<i>Related parties</i>	<i>Directors, officers and employees</i>	<i>Others</i>
Common shares - P1 par value						
Authorized - P155,000,000 shares						
Issued and outstanding - 110,000,000 shares in 2010 and 2009	155,000,000	110,000,000	-	12,160,000	44,035,000	53,805,000



**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
Unit 1223 12/F City & Land Mega Plaza ADB Avenue corner Garnet Road, Ortigas Center, Pasig City

**Reconciliation of Retained Earnings Available for Dividend Declaration**  
**December 31, 2011**

<b>DEFICIT AT BEGINNING OF YEAR</b>	( P 46,598,596 )
<b>Net Loss Realized during the Year</b>	
Net loss per audited financial statements	( <u>12,348,741</u> )
<b>DEFICIT AT END OF YEAR</b>	( <u><u>P 58,947,337</u></u> )

Supercity Realty Development Corp.  
Summary of Financial Soundness Indicators  
As of December 31, 2011 and 2010

Financial Soundness Indicators	Formula	2011	2010
<b>Liquidity:</b>			
Current Ratio	Current Assets/Current Liability	2.79 : 1	4.29 : 1
<b>Solvency:</b>			
Debt-to-equity Ratio	Total Liabilities/Total Equity	0.57 : 1	0.31 : 1
<b>Asset-to-equity:</b>			
Asset-to-equity ratio	Total Assets/Total Equity	1.57 : 1	1.31 : 1
<b>Interest-rate-coverage:</b>			
*Interest-rate-coverage ratio	Profit Before Tax/Finance Costs	n/a	n/a
<b>Profitability:</b>			
Return-on-investment	Net Income/Average Capital Stock	-11.20%	-5.90%

\*The Company has no existing interest-bearing loans as of the given period.



12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes ☒ No ☐

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes ☒ No ☐

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**Statements of Financial Position**  
**As of March 31, 2012 and December 31, 2011**

	<b>31-Mar-12</b>	<i>*Based on Audited FS 31-Dec-11</i>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash & cash equivalents	3,246,346	3,744,240
Trade & other receivables (Note 1)	54,698,124	57,366,382
Prepayments and other current assets (Note 2)	20,987,426	21,597,251
<b>Total current assets</b>	<b>78,931,896</b>	<b>82,707,873</b>
<b>NON-CURRENT ASSETS</b>		
Other receivables (Note 3)	28,000	28,000
Property and equipment - net (Note 4)	1,369	1,825
<b>Total non-current assets</b>	<b>29,369</b>	<b>29,825</b>
<b>TOTAL ASSETS</b>	<b>78,961,265</b>	<b>82,737,698</b>
<b>LIABILITIES AND EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables (Note 5)	23,923,918	24,104,332
Due to related parties (Schedule D)	756,170	5,111,246
Provision for repairs	473,678	473,678
<b>Total current liabilities</b>	<b>25,153,766</b>	<b>29,689,256</b>
<b>NON-CURRENT LIABILITIES</b>		
Retirement benefit obligation	499,888	486,138
<b>Total Liabilities</b>	<b>25,653,654</b>	<b>30,175,394</b>
<b>EQUITY</b>		
Capital stock	110,000,000	110,000,000
Additional paid-in capital	1,509,641	1,509,641
Retained earnings	(58,202,030)	(58,947,337)
<b>Total equity</b>	<b>53,307,611</b>	<b>52,562,304</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>78,961,265</b>	<b>82,737,698</b>

\* December 31, 2011 figures were audited by Punongbayan & Araullo.

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**Statements of Comprehensive Income**  
**For the 3-month periods ended March 31, 2012 and 2011**

<b>Account Title</b>	<b>Jan - Mar 2012</b>	<b>Jan - Mar 2011</b>
<b>REVENUES</b>	8,885,100	816,508
<b>CONTRACT COSTS</b>	<u>7,089,276</u>	<u>655,227</u>
<b>GROSS PROFIT</b>	<u>1,795,824</u>	<u>161,281</u>
<b>OPERATING EXPENSES</b>		
Administrative expenses (Note 6)	562,794	705,225
Other operating expenses (Note 7)	<u>180,854</u>	<u>188,592</u>
	<u>743,648</u>	<u>893,817</u>
<b>OPERATING PROFIT</b>	<u>1,052,176</u>	<u>(732,536)</u>
<b>OTHER INCOME (CHARGES)</b>		
Interest Income	<u>12,548</u>	<u>10,350</u>
	<u>12,548</u>	<u>10,350</u>
<b>INCOME BEFORE TAX</b>	1,064,724	(722,186)
<b>TAX EXPENSE</b>	<u>319,417</u>	<u>(216,656)</u>
<b>NET INCOME</b>	<u><u>745,307</u></u>	<u><u>(505,530)</u></u>
<b>Earnings (Loss) Per Share</b>		
Net Income	745,307	(505,530)
Shares Outstanding	<u>110,000,000</u>	<u>110,000,000</u>
<b>Earnings (Loss) per share</b>	<u><u>0.0068</u></u>	<u><u>(0.0046)</u></u>

**Note 1**

	<b>As Of</b>	
<b>Trade &amp; other receivables</b>	<b>03/31/2012</b>	<b>12/31/2011</b>
Current:		
Contract receivable (net of impairment)	54,678,697	52,274,954
Due from related parties (net of impairment)	-	5,072,001
Others	19,427	19,427
	<u>54,698,124</u>	<u>57,366,382</u>

**Note 2**

	<b>As Of</b>	
<b>Prepayments and other current assets</b>	<b>03/31/2011</b>	<b>12/31/2011</b>
Creditable Withholding tax	18,319,402	18,141,727
Advances to suppliers and subcontractors	2,622,131	3,409,631
Prepaid Expenses	45,893	45,893
	<u>20,987,426</u>	<u>21,597,251</u>

**Note 3**

	<b>As Of</b>	
<b>Non-current:</b>	<b>03/31/2011</b>	<b>12/31/2011</b>
Security Deposits	24,000	24,000
Others	4,000	4,000
	<u>28,000</u>	<u>28,000</u>

**Note 4**

	<b>Furniture and Fixtures</b>	<b>Transportation Equipment</b>	<b>Construction Equipment</b>	<b>Total</b>
<b>Property and equipment - net</b>				
Balance at January 1, 2012 net of				
accumulated depreciation & amortization	1,825	-	-	1,825
Additions	-			-
Disposals	-			-
Depreciation & amortization charges for				-
the quarter	(456)	-	-	(456)
Balance at March 31, 2012 net of				
accumulated depreciation and amortization	1,369	-	-	1,369

**Note 5**

	<b>As Of</b>	
<b>Trade and other payables</b>	<b>03/31/2012</b>	<b>12/31/2012</b>
Deferred output valued-added taxes	12,015,678	11,251,119
Advances from customers	5,338,142	6,544,397
Retention fees	3,468,408	2,680,908
Trade payables	1,923,368	2,436,765
Output VAT	-	118,178
Accrued subcontractors' fees	19,148	19,148
Other payables and accrued expenses	1,159,174	1,053,817
Total	<u>23,923,918</u>	<u>24,104,332</u>

**Note 6**

	<b>For the Quarter Ending</b>	
	<b>03/31/2012</b>	<b>03/31/2011</b>
<b>Administrative Expenses:</b>		
Salaries and employee benefits	174,269	175,022
Taxes and licenses	335,174	371,394
Depreciation and amortization	456	914
Professional fees	15,000	120,000
Rent	37,895	37,895
	<u>562,794</u>	<u>705,225</u>

**Note 7**

	<b>For the Quarter Ending</b>	
	<b>03/31/2012</b>	<b>03/31/2011</b>
<b>Other Operating Expenses:</b>		
Subscription	5,041	5,109
Contractual and service fees	135,005	135,005
Light and water	12,338	17,244
Stationery and supplies	183	1,960
Communications	4,910	6,599
Miscellaneous	23,377	22,676
	<u>180,854</u>	<u>188,592</u>



**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**Statements of Changes in Equity**  
**For the 3-month periods ended March 31, 2012 and 2011**

	Authorized Shares	Issued and Outstanding Shares	Capital Stock	Additional Paid-in Capital	Retained Earnings(Deficit)	Total
Balance at January 1, 2012	115,000,000	110,000,000	P 110,000,000	P 1,509,641	(P 58,947,337)	P 52,562,304
Net Income for the quarter	-	-	-	-	745,307	745,307
<b>Balance at March 31, 2012</b>	<b>115,000,000</b>	<b>110,000,000</b>	<b>P 110,000,000</b>	<b>P 1,509,641</b>	<b>(P58,202,030)</b>	<b>P 53,307,611</b>
Balance at January 1, 2011	115,000,000	110,000,000	P 110,000,000	P 1,509,641	(P 46,598,596)	P 64,911,045
Net Income for the quarter	-	-	-	-	(505,530)	(505,530)
Balance at March 31, 2011	115,000,000	110,000,000	P 110,000,000	P 1,509,641	(P47,104,126)	P 64,405,515

**SUPERCITY REALTY DEVELOPMENT CORPORATION**  
**Statements of Cash Flows**  
**For the 3-month periods ended March 31, 2012 and 2011**

	<b>Jan - Mar 2012</b>	<b>Jan - Mar 2011</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	1,064,724	(722,185)
Adjustments for:		
Depreciation and amortization	456	914
Interest income	(12,548)	(10,350)
Operating income before working capital changes	1,052,632	(731,621)
Decrease (Increase) in trade and other receivables	2,668,258	(321,530)
Decrease (Increase) in held to maturity investment	-	2,007,440
Decrease (Increase) in prepayments and other current assets	609,825	(67,423)
Decrease (Increase) in other non-current assets	-	-
Increase (Decrease) in trade payables and other payables	(180,414)	1,050,892
Increase retirement benefit obligation	13,750	13,750
Cash Generated from (used in) Operations	4,164,051	1,951,508
Income tax expense (Cash paid for income taxes)	(319,417)	216,656
<b>Net Cash From (Used in) Operating Activities</b>	<b>3,844,634</b>	<b>2,168,164</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	12,548	10,350
<b>Net Cash From (Used in) Investing Activities</b>	<b>12,548</b>	<b>10,350</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payments for Non-Interest-Bearing Loans	(4,355,076)	-
<b>Net Cash From (Used in) Financing Activities</b>	<b>(4,355,076)</b>	<b>-</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(497,894)</b>	<b>2,178,514</b>
<b>CASH AT BEGINNING OF YEAR</b>	<b>3,744,240</b>	<b>811,259</b>
<b>CASH AT END OF PERIOD</b>	<b>3,246,346</b>	<b>2,989,773</b>

SUPERCITY REALTY DEVELOPMENT CORPORATION  
Schedule of Aging of Accounts Receivable Trade - Net  
As of March 31, 2012

Client	Current	1 - 30 days	31 - 60 days	61 - 90 days	Overdue	Total
Verdant Point (VPC)	2,403,743		5,480,591		46,794,363	54,678,697
Total	2,403,743	-	5,480,591	-	46,794,363	54,678,697

Item 1.5. Earnings Per Share

The Company's earnings per share is presented on the face of the Income Statements on page 5 of this report. Said earnings per share is computed by dividing net income by the number of outstanding common shares.

Item 1.6. Disclosure that the issuer's interim financial report is in compliance with the accordance with generally accepted accounting principles in the Philippines as set forth in PFRSs

The interim financial report of the Company is in compliance with accordance with generally accepted accounting principles in the Philippines as set forth in PFRSs

Item 1.7. Notes to Financial Statements

Item 1.7.a. Accounting Policies and Methods

The same accounting policies and methods of computation are followed in the interim financial statements as compared with the most recent annual financial statements. The principal accounting policies adopted in preparing the financial statements of the Company are as follows:

1. The financial statements have been prepared in accordance with generally accepted accounting principles in the Philippines as set forth in PFRSs.

**New Interpretations, Revisions and Amendments to PFRS**

**(a) Effective in 2011 that are Relevant to the Company**

In 2011, the Company adopted the following amendment, interpretation and annual improvements to PFRS that are relevant to the Company and effective for financial statements for the annual period beginning on or after July 1, 2010 or January 1, 2011:

PAS 24 (Amendment)	:	Related Party Disclosure
Philippine Interpretations		
International Financial		
Reporting Interpretations		
Committee (IFRIC) 19	:	Extinguishing Financial Liabilities with Equity Instruments
Various Standards	:	2010 Annual Improvements to PFRS

Discussed below are relevant information about these interpretation, amended standards and annual improvements.

- (i) PAS 24 (Amendment), *Related Party Disclosures* (effective from January 1, 2011). The amendment simplifies and clarifies the definition of a related party by eliminating inconsistencies in determining related party relationships. The amendment also provides partial exemption from the disclosure requirements for government-related entities to disclose details of all transactions with the government and other government-related entities. The adoption of this amendment did not result in any significant change on the Company's disclosures of related parties in its financial statements.
- (ii) Philippine Interpretation IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments* (effective from July 1, 2010). This interpretation clarifies the accounting when an entity renegotiates the terms of a financial liability through issuance of equity instruments to extinguish all or part of the financial liability. These transactions are sometimes referred to as "debt for equity" exchanges or swaps. The interpretation requires the debtor to account for a financial liability which is extinguished by equity instruments as follows:
  - the issue of equity instruments to a creditor to extinguish all or part of a financial liability is consideration paid in accordance with PAS 39, *Financial Instruments: Recognition and Measurement*;
  - the entity measures the equity instruments issued at fair value, unless this cannot be reliably measured;
  - if the fair value of the equity instruments cannot be reliably measured, then the fair value of the financial liability extinguished is used; and,
  - the difference between the carrying amount of the financial liability extinguished and the consideration paid is recognized in profit or loss.

The adoption of the interpretation did not have a material effect on the Company's financial statements as it did not extinguish financial liabilities through equity swap during the year.

- (iii) 2010 Annual Improvements to PFRS. Most of these amendments became effective for annual periods beginning on or after July 1, 2010 or January 1, 2011. Among those improvements, only the following amendments were identified to be relevant to the Company's financial statements but which did not have any material impact on its financial statements:
  - PAS 1 (Amendment), *Presentation of Financial Statements: Clarification of Statement of Changes in Equity* (effective from July 1, 2010). The amendment clarifies that, for each component of equity, an entity may present an analysis of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. The Company does not have any other comprehensive income, thus, this amendment has no significant impact on the Company's financial statements.
  - PFRS 7 (Amendment), *Financial Instruments: Clarification of Disclosures* (effective from January 1, 2011). The amendment clarifies the disclosure requirements which emphasize the interaction between quantitative and qualitative disclosures about the nature and extent of risks arising from financial instruments. It also amends the required disclosure of financial assets including the financial effect of collateral held as security. This amendment has no significant effect on the financial statements since the Company already provides adequate information in its financial statements in compliance with the disclosure requirements.

**(b) Effective in 2011 that are not Relevant to the Company**

The following amendments and improvements to PFRS are mandatory for accounting periods beginning on or after January 1, 2011 but are not relevant to the Company's financial statements:

PAS 32 (Amendment)	:	Financial Instruments: Presentation – Classification of Rights Issues
PFRS 1 (Amendments)	:	First-time Adoption of PFRS – Limited Exemption from PFRS 7 Comparative Disclosures
2010 Annual Improvements		
PAS 21 (Amendment)	:	The Effects of Changes in Foreign Exchange Rates
PAS 28 (Amendment)	:	Investment in Associates
PAS 31 (Amendment)	:	Interests in Joint Ventures
PAS 34 (Amendment)	:	Interim Financial Reporting – Significant Events and Transactions
PFRS 3 (Amendment)	:	Business Combinations
PFRS 7 (Amendment)	:	Financial Instruments: Disclosures – Clarification of Disclosures
IFRIC 13 (Amendment)	:	Customer Loyalty Programmes – Fair Value Award Credits

**(c) *Effective Subsequent to 2011 but not Adopted Early***

There are new and amended PFRS that are effective for periods subsequent to 2011. Management has initially determined the following pronouncements, which the Company will apply in accordance with their transitional provisions, to be relevant to its financial statements:

- (i) PFRS 7 (Amendment), *Financial Instruments: Disclosures – Transfers of Financial Assets* (effective from July 1, 2011). The amendment requires additional disclosures that will allow users of financial statements to understand the relationship between transferred financial assets that are not derecognized in their entirety and the associated liabilities; and, to evaluate the nature of, and risk associated with any continuing involvement of the reporting entity in financial assets that are derecognized in their entirety. The Company does not usually enter into this type of arrangement with regard to transfer of financial asset; hence, the amendment may not significantly change the Company's disclosures in its financial statements.
- (ii) PAS 1 (Amendment), *Financial Statements Presentation – Presentation of Items of Other Comprehensive Income* (effective from July 1, 2012). The amendment requires an entity to group items presented in other comprehensive income into those that, in accordance with other PFRS: (a) will not be reclassified subsequently to profit or loss; and, (b) will be reclassified subsequently to profit or loss when specific conditions are met. The Company's management does not expect this amendment to have a material impact on the financial statements since the Company has no other comprehensive income items.
- (iii) PFRS 13, *Fair Value Measurement* (effective from January 1, 2013). This standard aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across PFRS. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards. The Company is yet to assess the impact of this new standard.
- (iv) PFRS 9, *Financial Instruments: Classification and Measurement* (effective from January 1, 2015). This is the first part of a new standard on classification and measurement of financial assets and financial liabilities that will replace PAS 39 in its entirety. This chapter deals with two measurement categories for financial assets: amortized cost and fair value. All equity instruments will be measured at fair value while debt instruments will be measured at amortized cost only if the entity is holding it to collect contractual cash flows which represent payment of principal and interest. The accounting for embedded

derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangement, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized-cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The main change is that, in case where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than in profit or loss, unless this creates an accounting mismatch.

To date, other chapters of PFRS 9 dealing with impairment methodology and hedge accounting are still being finalized.

The Company does not expect to implement and adopt PFRS 9 until its effective date or until all chapters of this new standard have been published. In addition, management is currently assessing the impact of PFRS 9 on the financial statements of the Company and is committed to conduct a comprehensive study of the potential impact of this standard to assess the impact of all changes.

2. The financial statements have been prepared on a historical cost basis. The measurement bases are more fully described in the accounting policies below.
3. The financial statements are presented in Philippine pesos, the Company's functional currency, and all values represent absolute amounts except when otherwise indicated.
4. Financial assets are classified into financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The Company's financial assets, which consist mainly of cash and trade receivables, are recognized on their trade date and are initially recognized at fair value, plus transaction costs.
5. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets.  
Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment losses. Any change in their value is recognized in profit or loss. Loans and receivables are presented as Trade and Other Receivables in the balance sheets.  
Impairment loss is provided when there is objective evidence that the Company will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the asset's carrying amount and the present value of estimated cash flows.
6. Derecognition of financial assets occurs when the rights to receive cash flows from the financial instruments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.
7. Construction materials are valued at the lower of cost and net realizable value. Cost of construction materials is based on purchase cost on a moving average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.
8. Property and equipment are stated at cost less accumulated depreciation, amortization and impairment in value, if any. The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use.  
Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense as incurred. When assets are sold, retired or

otherwise disposed of, their cost and related accumulated depreciation and impairment losses are removed from the accounts and any resulting gain or loss is reflected in income for the period.

9. Depreciation is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Construction equipment	5-10 years
Transportation equipment	5 years
Furniture and fixtures	3 years

Leasehold improvements are amortized over 3 years or the term of the lease, whichever is shorter.

The residual values and estimated useful lives of property and equipment are reviewed, and adjusted if appropriate, at each balance sheet date.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of income in the year the item is derecognized.

The Company's property and equipment are subject to impairment testing whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value in use, based on an internal discounted cash flow evaluation. Impairment loss is charged pro rata to the other assets in the cash generating unit.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist and the carrying amount of the asset is adjusted to the recoverable amount resulting in the reversal of the impairment loss.

10. Investment property is stated at cost less any impairment in value. The cost of investment property comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized; expenditures for maintenance are charged to expense as incurred. When investment property are sold, retired or otherwise disposed of, their cost and impairment losses, if any, are removed from the accounts and any resulting gain or loss is reflected in income for the period.

The carrying amount of investment property is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The Company determined whether a property qualifies as investment property. In making its judgment, the Company considers whether the property generated cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the production or supply process.

11. Non-Current Asset Classified as Held-for-sale include investment property that the Company intends to sell within one year from the date of classification as held-for-sale.

Non-current asset classified as held-for-sale is measured at the lower of its carrying amount, immediately prior to the classification as held-for-sale, and its fair value less costs to sell. The profit or loss arising from the sale or revaluation of held-for-sale assets is recognized in the income statement.

12. Financial liabilities include bank loans and trade and other payables. Financial liabilities are recognized when the Company becomes a party to the contractual agreements of the instrument. All interest related charges are recognized as an expense in the statement of income under the caption Finance Costs.

Trade payables are recognized initially at their nominal value and subsequently measured at amortized cost less settlement payments.

*Financial liabilities are derecognized from the balance sheet only when the obligations are extinguished either through discharge, cancellation or expiration.*

13. Revenue and Cost Recognition. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific revenue recognition criteria must also be met before revenue is recognized:

- Revenues and costs from contracts – Revenue is recognized based on actual work done which is consistent with the percentage-of-completion method. Under this method, revenues are recognized in proportion to the actual stage of completion of the project as a percentage of total estimated costs for each contract as determined and certified by project engineers. Costs are recognized based on actual costs incurred. Adjustments in the contract price or the estimated costs are recorded prospectively when they become known while anticipated losses on the contracts are recorded in full when determined.
- Rental income – Revenue is recognized when the amount of the agreed rent is billed and earned.
- Scrap sales – Revenue is recognized when the title of the scrap construction materials passes to the buyer.
- Forfeiture income – When the performance of contractually agreed tasks is not completed by the subcontractors at the specified time in the contract, a portion of the retention fees payable is forfeited and recognized as income.

Cost and expenses are recognized in the statement of income upon utilization of the service or at the date they are incurred. Finance costs are reported on an accrual basis.

14. Leases. Company as lessee – Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in the statement of income on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred. Company as lessor – Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized as income in the statement of income on a straight-line basis over the lease term. Indirect costs incurred by the lessor in negotiating and arranging for an operating lease is added to the carrying amount of the leased asset and recognized as expense over the lease term.

15. *Retirement Benefit Obligations*

The Company has not established a formal retirement plan. However, it recognizes the estimated defined benefit obligations (under Republic Act No. 7641, the “Retirement Act”) using the Projected Unit Credit Method as computed by an actuary.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of pension plan remains with the Company, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Company’s defined benefit pension plan covers all regular full-time employees.

The liability recognized in the balance sheet for defined benefit pension plans is the present value of the defined benefit obligation (DBO) at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The DBO is calculated annually by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses are not recognized as an expense unless the total unrecognized gain or loss exceeds 10% of the greater of the obligation and related plan assets. The amount exceeding this 10% corridor is charged or credited to profit or loss over the employees’ expected average remaining working lives. Actuarial gains and losses within the 10% corridor are disclosed



separately. Past-service costs are recognized immediately in the statement of income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortized on a straight-line basis over the vesting period.

16. **Income Taxes.** Current income tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in the statement of income.

Deferred tax is provided, using the balance sheet liability method on temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets can be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the statement of income. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity

17. **Equity.** Capital stock is determined using the nominal value of shares that have been issued. Additional paid-in capital includes any premiums received on the initial issuing of capital stock. Any transaction costs associated with the issuing of shares are deducted from additional paid-in capital, net of any related income tax benefits. Retained earnings include all current and prior period results as disclosed in the statements of income

**Item 1.7.b. Comments about the seasonality or cyclicity of interim operations**

For the past few years, the Company's construction activities are sluggish during the first (1<sup>st</sup>) quarter. It peaks starting on the summer months, that is, during the second (2<sup>nd</sup>) to the third (3<sup>rd</sup>) quarter of the year. There are instances, however, when the Company is still active in its construction projects during the last quarter of the year especially when the Developers accumulate their inventory in time for the influx of buyers in December. However, for the first (1<sup>st</sup>) quarter of the current year, the Company generated higher revenue since the land development contract awarded last year is on its full blast operation. For the 2<sup>nd</sup> quarter, the Company's revenue will continue to increase for this land development project.

**Item 1.7.c. Nature and amount of items affecting assets, liabilities, equity, net income or cash flows that are unusual because of their nature, size or incidents**

See Item 2.2.e

**Item 1.7.d. Nature and amount of changes in estimates of amounts reported in prior interim periods of the current financial year or changes in estimates of amounts reported in prior financial years, if those changes have material effects in the current interim period**

There were no changes in estimates reported in prior periods which could materially affect the current interim period.

**Item 1.7.e. Issuances, repurchases and repayments of debt and equity securities**

For the 1st quarter of this year, there were neither payments nor availments of interest-bearing loans. Likewise, there were no issuances, repurchases or repayments of equity securities.

Item 1.7.f. Payment of dividend

There were no dividends paid during the first quarter of the year.

Item 1.7.g. Segment revenue and segment result for business segments or geographical segments, whichever is the issuer's primary basis of segment reporting

As of March 31, 2012, the Company has not yet started any real estate development projects. Currently, the Company is continuously engaged in the business of construction, its sole business activity where it utilizes the services of subcontractors. Hence, no segment information and disclosures are presented in the Company's financial statements.

Item 1.7.h. Material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period

There are no material events subsequent to March 31, 2012 that have not been reflected in the financial statements for the three (3)-month period covered January to March 31, 2012.

Item 1.7.i. Effect of changes in the composition of the issuer during the interim period, including business combinations, acquisition, or disposal of subsidiaries and long-term investments, restructurings, and discontinuing operations

There were no changes in the composition of the Company during the interim period.

Item 1.7.j. Changes in contingent liabilities or contingent assets since the last annual balance sheet date

There were no changes in contingent liabilities or contingent assets since December 31, 2011.

Item 1.7.k. Existence of material contingencies and any other events or transactions that are material to an understanding of the current interim period

There are commitments, guarantees and contingent liabilities relating to construction projects entered into by the Company that arise in the normal course of business which are not reflected in the interim financial statements. Management believes, however, that any loss that could arise from these commitments and contingencies will not have a material effect on the Company's financial statements as of and for the three-month period ending March 31, 2012.

Following are the Schedules required under SRC Rule 68.1-M:

*Schedule A – Marketable Securities*

The Company has no marketable securities. Thus, the schedule is omitted.

Schedule B – Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)

Supercity Realty Development Corporation

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders

As of March 31, 2012

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Amounts Collected (2)	Current	Not Current	Balance at End Of Period
Related Parties:						
City and Life Property, Inc.	2,941,929	-	2,941,929	-	-	-
Prosperity Builders Resources	437,818	-	437,818	-	-	-
Supreme Housing Builders	1,692,254	-	1,692,254	-	-	-
Total	5,072,001	-	5,072,001	-	-	-

Schedule C – Non-Current Marketable Equity Securities, Other Long-Term Investments in Stocks, and Other Investments

The Company has no Non-Current Marketable Equity Securities, Other Long-Term Investments in Stocks, and Other Investments. Thus, the schedule is omitted.

Schedule D – Indebtedness to Unconsolidated Subsidiaries and Related Parties

SUPERCITY REALTY DEVELOPMENT CORPORATION  
Schedule D. Indebtedness to Unconsolidated Subsidiary and Related Parties  
As of December March 31, 2012

Name of Designation of Debtor	Balance Beginning of Period	Additions	Amounts Collected (2)	Amounts Written off (3)	Current	Not Current	Balance at End Of Period
Extraordinary Dev. Corp.	5,072,001	756,170	5,072,001		756,170		756,170
Prosperity Builders Realty	39,245	-	39,245		-		-
Total	5,111,246	756,170	5,111,246	-	756,170	-	756,170

Schedule E – Intangible Assets – Other Assets

The Company has no intangible assets. Thus, the schedule is omitted.

Schedule F – Long-Term Debt

The Company has no long-term debt. Thus, the schedule is omitted.

*Schedule G – Indebtedness to Related Parties*

The Company has no indebtedness to related parties. Thus, the schedule is omitted.

*Schedule H – Guarantees of Securities of Other Issuers*

The Company has no guarantees of securities of other issuers. Thus, the schedule is omitted.

*Schedule I – Capital Stock*

As of March 31, 2012

Title of Issue	No. of shares authorized	No. of shares issued and outstanding	No. of shares reserved for options, warrants, conversion and other rights	No. of shares held by		
				Related parties	Directors, officers and employees	Others
Common	155,000,000	110,000,000		12,160,000	44,035,000	53,805,000

Note: Certain officers, directors and stockholders of these related parties purchased shares of stock in the Company's initial public offering.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Item 2.1. Comparable discussion that will enable the reader to assess material changes in financial condition and results of operation since the end of the last fiscal year and for the comparable interim period in the preceding financial year

### Financial Condition

#### *Total Assets*

The Company's total assets amounted P 78.96M as of March 31, 2012, 4.56% lower than the December 31, 2011 figure of P 82.74M. There was a minimal change on the total assets of the company since it has no unusual business transactions. The decrease was brought about by the decrease in cash balance and trade receivables accounts. Other accounts almost the same.

#### *Property and Equipment*

Property and equipment as of December 31, 2011 amounted to P 1.83K. It dropped to P1.37K as of March 31, 2012, a 25% decrease. The decrease was due to provision for regular monthly depreciation and amortization of the company's property and equipment and other assets. Moreover, the Company employs subcontractors that can provide the necessary equipment.

#### *Total Liabilities*

The Company's total liabilities as of March 31, 2012 amounted to P 25.65M, a 14.98% decrease as compared to the December 31, 2011 balance of P 30.18M. The decrease was primarily brought by the decrease in due to related parties account for the payment thereof. However, there was a decrease in retention fees due to collection thereof.

#### *Liquidity*

The Company posted a current ratio of 3.59:1 as of March 31, 2012 lower than the 2.79:1 current ratio as of December 31, 2011. The slight decrease can be attributed to the recoupment of advances from customers taken from the company's collections from its clients.

#### *Leverage*

Debt-to-equity ratio as of March 31, 2012 was determined to be 0.48:1 lower than the 0.57:1 ratio as of December 31, 2011. The decrease was brought about by the decrease on the due to related parties account. However, the equity portion increased by the net income earned for the given period.

### Results of Operation

#### *Revenues*

Revenues from contracts for 2012Q1 amounted to P 8.89M, 988.18% higher than the P 0.82M in 2011Q1. The increase can be attributed to the full blast operation for the land development project awarded to the Company last year. Moreover, contract revenues for the 2012Q1 were generated from the Eastwood Residences Phases 6 and 7 projects in Montalban, Rizal.

#### *Gross Profit*

Gross profit from construction contracts increased by 1,013.48% from P 0.16M in 2011Q1 to P1.80M in 2012Q1. On the other hand, gross profit ratio remains the same at 20.00%. Thus, the increase on the contract revenue for 2012Q1 resulted to higher gross profit.

### *Cost and Expenses*

Costs and expenses for 2012Q1 amounted to P 7.83M, 405.66% higher than the P 1.55M in 2011Q1. Cost of services for 2012Q1 comprised 90.51% of the total costs and expenses. Cost of services increased by 981.96% from P 0.66M in 2011Q1 to P 7.09M in 2012Q1. The increase was primarily brought about by the increase in revenue generated in 2012Q1 since most of these costs are variable in nature.

For the total operating expenses, 2012Q1 amounted to 0.74M, 16.80% lower than the 2011Q1 of 0.89M. The decrease was primarily brought about by the lower taxes and professional fees incurred for the given quarter in 2012.

### *Operating Profit (Loss)*

As a result of the foregoing, operating profit (loss) in 2012Q1 amounted to P 1.05M from (P 0.73M) in 2011Q1. Correspondingly, operating margin (loss) ratio increased from (89.72%) in 2011Q1 to 11.84% in 2012Q1. The increase can be attributed to the higher revenue generated by the Company in 2012Q1 as discussed under revenue above.

### *Other Income / Charges*

No financing costs incurred in 2011Q1 and in 2012Q1 since there was no interest-bearing loans for the given quarter.

Other gains for the interest income increased from P 10.35K in 2011Q1 to P 12.55K in 2012Q1, the increase can be attributed to the higher interest earned in the 2012Q1.

### *Net Income (Loss)*

As a result of the lower revenue this 2011Q1, net income increased from (P 0.51K) in 2011Q1 to P 745K in 2012Q1. This likewise resulted to the increase of net income (loss) ratio of (61.91%) in 2011Q1 to 8.39% in 2012Q1. Finally, this translated into earnings (loss) per share of P0.0068 in 2012Q1 from (P0.0046) in 2011Q1.

## **Key Performance Indicators**

### *Return on Investment (ROI)*

The Company computes return on investment (ROI) by dividing net income for the period by the weighted average capital stock, wherein capital stock equals capital stock subscribed plus net additional paid-in capital. This is to determine how much stockholders have earned on their investment in the Company.

For 2012Q1, the Company posted an ROI of 0.68% compared to the 2011Q1 ROI of (0.0046%). The increase in ROI can be attributed to the higher revenue and net income generated for the given period.

### *Fixed Assets Turnover*

Fixed assets turnover is computed as sales for the period divided by the average fixed assets. A significant portion of the fixed assets (property and equipment, net of accumulated depreciation) is composed of construction and other site-based equipments. Since these equipments are major components in generating revenues, the fixed assets turnover is therefore deemed important. The higher the fixed assets turnover, the better it is for the Company. A high fixed assets turnover ratio would mean that the Company was able to make full use of its assets in generating revenues.

The Company posted a fixed assets turnover rate of 5,563 times in 2012Q1 higher than the 162 times in the same period of the year 2011Q1. The increase in the fixed assets turnover rate can be attributed to the higher revenue earned for 2012Q1.

### *Current Ratio*

Current ratio is computed as current assets divided by current liabilities. The Board of Directors and the Management believe that this is an important measure of the liquidity of the Company as it reflects the capacity of the Company to pay for its short-term maturing obligations particularly trade payables, bank loan and advances from customers. The higher the current ratio, the better it is for the Company.

Current ratio as of March 31, 2012 was computed at 3.14:1 lower than the 2.79:1 ratio at the beginning of the year. The slight decrease can be attributed to the increase in the other payables and accrued expenses..

### *Debt to Equity Ratio*

Debt-to-equity ratio is computed by dividing the Company's liabilities by the total stockholders' equity as of the end of the year. The leverage ratio indicates how the Company's operations are financed, that is, either by debt or equity. A 1:1 debt equity ratio is the preferred ratio as it favors both the creditors and the stockholders.

Debt-to-equity ratio as of March 31, 2012 was determined to be 0.48:1 slightly lower than the 0.57:1 times as of December 31, 2011. The decrease was brought about by the decrease on the due to related parties and trade and other payables accounts. Likewise, the equity portion increased due to net income generated by the Company in 2012Q1.

Item 2.2. Discussion and analysis of material event/s and uncertainties known to Management that would address the past and would have an impact on future operations of the following:

2.2.a. Any known trends, demands, commitments, events, uncertainties that will have a material impact on the issuer's liquidity

There are no material commitments that may affect the company's liquidity.

2.2.b. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures

There are no material commitments for capital expenditures.

2.2.c. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations

The 1<sup>st</sup> quarter of the year 2012, the Company generated its revenue from construction activities. The Management expects that Company will still continue to engage in construction until such time that its plan to engage into real estate business is pursued.

2.2.d. Any significant elements of income or loss that did not arise from the issuer's continuing operations

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

2.2.e. The causes of any material change/s (5% or more) from period to period in one or more line items of the issuer's financial statements (present in tabular form)

**Balance Sheets Items:**

<b>Account Title</b>	<b>As Of</b>		<b>Inc/(Dec)</b>		<b>Remarks</b>
	<b>31-Mar-12</b>	<b>31-Dec-11</b>	<b>Amount</b>	<b>%</b>	
Cash	3,246,346	3,744,240	(497,894)	-13%	Decrease due to payment for trade payables and of due to related parties accounts
Trade & other receivables	54,698,124	57,366,382	(2,668,258)	-5%	Decrease is attributed for the payment received on due from related parties
Property & equipment	1,369	1,825	(456)	-25%	Decrease pertains to the monthly depreciation expenses/
Total current assets	78,931,896	82,707,873	(3,775,977)	-5%	Decrease attributes for the payment received on due to related parties

**Income Statement Items:**

<b>Account Title</b>	<b>For the Quarter Ending</b>		<b>Inc/(Dec)</b>		<b>Remarks</b>
	<b>03.31.12</b>	<b>03.31.11</b>	<b>Amount</b>	<b>%</b>	
Revenues	8,885,100	816,508	8,068,592	988%	Full blast of operation for the land development contract during the 2012Q1
Contract Cost	7,089,276	655,227	6,434,049	982%	The increase is caused by higher construction activities as reflected in the above revenue item since this item is variable in nature
Gross profit	1,795,824	161,281	1,634,543	1013%	Increase due to increase in revenue as described above
Administrative Expenses	562,794	705,225	(142,431)	-20%	The decrease was due to the lower taxes and professional fees incurred in 2012Q1
Operating Profit/(Loss)	1,052,176	(732,536)	(1,784,712)	244%	Increase due to increase in revenue as described above
Interest income	12,548	10,350	2,198	21%	Higher interest earned for 2012Q1 due to higher interest rate as compared to previous quarter
Income before tax	1,064,724	(722,186)	1,786,910	-247%	Incurred net income in 2012Q1 due to higher revenue as described above
Tax Expense	319,417	(216,656)	(536,073)	247%	Incurred positive tax expense due to net income incurred in 2012Q1
Net Income	745,307	(505,530)	1,250,837	-247%	Incurred net income in 2012Q1 due to higher revenue as described above

2.2.f. Any seasonal aspects that had a material effect on the financial condition or results of operations

There are no seasonal aspects that had a material effect on the financial condition or results of operations



**PART II--OTHER INFORMATION**

**NONE**


**SIGNATURES**

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

Issuer **SUPERCITY REALTY DEVELOPMENT CORPORATION**

Date.....

Principal Financial/Accounting Officer/Controller

Signature and Title \_\_\_\_\_ /  **MR. ENRIQUE C. CUNANAN**  
**ADGM-Finance & Admin**

Date .....May 14, 2012