

SEC Number 12397
File Number _____

PHINMA CORPORATION

12th Floor, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City

Telephone No.: 870-0100

Company's Calendar Year Ending: December 31

DEFINITIVE INFORMATION STATEMENT
(SEC FORM 20 - IS)

Amendment Designation (If Applicable)

December 31, 2014
Period-Ended Date

Secondary License Type and File No.

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:

PHINMA CORPORATION

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

Manila, Philippines

4. SEC Identification Number: 12397

5. BIR Tax Identification Code: 321-000-107-026

6. Address of principal office:

12/F Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City 1210

7. Registrant's telephone number, including area code: (632) 8700-100

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

April 14, 2015 at 4:00 p.m. Palm Grove, Rockwell Club, 23 Amorsolo Drive, Rockwell Center, Makati City

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

March 19, 2015

10. Securities registered pursuant to 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	No. of shares of Common Stock Outstanding or Amount of Debt Outstanding
Common shares	260,440,808 shares

Agnes P. Felix
4:55 PM

11. Are any or all registrant's securities listed on the Philippine Stock Exchange?

Yes

No

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

Philippine Stock Exchange - common shares

PHINMA CORPORATION Information Statement

This Information Statement is dated as of February 28, 2015 and is being furnished to stockholders of record of PHINMA CORPORATION, (the "Company" or "PHN") as of March 18, 2015 in connection with its Annual Stockholders Meeting.

WE ARE NOT SOLICITING YOUR PROXY.

A. GENERAL INFORMATION

1. Date, Time and Place of Meeting of Security Holders

Date	:	April 14, 2015
Time	:	4:00 p.m.
Place	:	Palm Grove, Rockwell Club 23 Amorsolo Drive, Rockwell Center, Makati City
Principal Office	:	12 th Floor, Phinma Plaza, 39 Plaza Drive, Rockwell Center Makati City, Philippines 1210

This Information Statement will be first sent or given to security holders on March 19, 2015.

2. Dissenters' Right of Appraisal

The stockholders of the Company may not exercise the right of appraisal with respect to the actions to be taken up at the meeting pursuant to Title X on the Section governing the exercise of the Appraisal Right under the Corporation Code of the Philippines which states that:

Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case of any amendment to the articles of incorporation that has the effect of changing or restricting the rights of any stockholders or class of shares or of authorizing preferences in any respect superior to those of outstanding shares of any class or of extending or shortening the terms of corporate existence.
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code ; and
3. In case of merger or consolidation.

An appraisal right is also available to dissenting shareholders in case the corporation decides to invest its funds in another corporation or business as provided for in Section 42 of the Corporation Code.

There is no matter to be taken up in the meeting that may give rise to the exercise of the right of appraisal.

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

There is no substantial interest, direct or indirect, by security holdings or otherwise, of any director or officer of the Company, any nominee or associate thereof, in any matter to be acted upon, other than election to office.

The Board of Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

B. CONTROL AND COMPENSATION INFORMATION

4. Voting Securities and Principal Holders Thereof

As of February 28, 2015 there are 260,440,808 shares of the Company's common stock that are outstanding and entitled to vote at the Annual Meeting. Only holders of the Company's stock of record at the close of business on March 18, 2015 acting in person or by proxy on the day of the meeting are entitled to the notice of and to vote in the Annual Meeting to be held on April 14, 2015.

Cumulative voting is allowed for election of the members of the Board of Directors. Each stockholder may vote the number of shares of stock standing in his own name as of the record date of the meeting for as many persons as there are directors to be elected or he may accumulate the said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many 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 as shown in the books of the corporation multiplied by the whole number of directors to be elected and provided, however, that no delinquent stock shall be used to vote.

a) Security Ownership of Certain Record and Beneficial Owners

The table below shows persons or groups known to PHN as of February 28, 2015 to be directly or indirectly the record or beneficial owners of more than 5% of the company's voting securities:

Table 1 - Owners of Voting Securities

Title of Class	Name & Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner And Relationship with Record Owner	Citizenship	# of Shares Held	%
Common	Philippine Depository and Trust Corporation ² MSE Bldg. Ayala Avenue Makati City Stockholder	Various	Foreign . 31.24% Filipino . 19.20%	131,349,731	50.43%
Common	Phil. Investment Mgmt.(PHINMA), Inc. ¹ Level 12, Phinma Plaza, No. 39 Plaza Drive Rockwell Center Makati City Stockholder	Phil. Investment Mgmt. (PHINMA), Inc. which is also record owner. Mr. Oscar J. Hilado, Chairman of the Board, is the person appointed to exercise voting Power.	Filipino	93,117,023	35.75%

¹Phinma Inc.'s principal stockholders are : 1) EMAR Corporation (44.28%), a Filipino company principally owned by the immediate family of the late Amb. Ramon V. del Rosario, Sr. 2) Mariposa Properties, Inc., (28.62%), which is owned by Mr. Oscar J. Hilado and the members of his immediate family and 3) Dr. Magdaleno B. Albarracin, Jr. who owns 13.61% of Phinma Inc.

outstanding shares. The Del Rosario and Hilado Families are expected to direct the voting of the shares held by EMAR Corp. and Mariposa Properties, Inc.

² Philippine Depository and Trust Corporation (%DTC+) is a wholly-owned subsidiary of Philippine Central Depository, Inc., (%CD+) which acts as trustee-nominee for all shares lodged in the PCD system. It was formerly known as PCD Nominee Corporation. The beneficial owners of such shares are PCD participants who hold the shares on their behalf or in behalf of their clients.

Citibank N.A. . CITIFAOPHILAM is the only PCD Nominee which holds more than 5% of the Company's securities. The beneficial owner of these shares is Philamlife and General Insurance Company for 25,671,164 shares. Mr. Eric S. Lustre, First Vice President & Head of Corporate Finance Department of the Investment Division of The Philippine American Life and General Insurance Company is the person appointed to exercise voting power.

b. Security Ownership of Management

The table below shows the securities beneficially owned by all directors, nominees and executive officers of PHN as of February 28, 2015 :

Table 2 - Security Ownership of Management

Title of Class	Name of Beneficial Owner	Amount	Nature of Beneficial Ownership	Citizenship	% of Ownership
Common	Oscar J. Hilado	1,000,000	Direct	Filipino	.038%
		4,498,270	Indirect		.173%
Common	Magdaleno B. Albarracin, Jr.	85,361,580	Direct	Filipino	3.278%
Common	Victor J. del Rosario	9,720,410	Direct	Filipino	.373%
		6,491,960	Indirect	Filipino	.249%
Common	Ramon R. del Rosario, Jr.	8,277,960	Direct	Filipino	.318%
		30,574,700	Indirect	Filipino	1.174%
		6,491,960	Indirect	Filipino	.249%
Common	Roberto M. Laviña	6,685,520	Direct	Filipino	.257%
Common	Jose L. Cuisia, Jr.	99,340	Direct	Filipino	.004%
Common	Guillermo D. Luchangco	10	Direct	Filipino	.000%
Common	Roberto F. de Ocampo	10	Direct	Filipino	.000%
Common	Francisco L. Viray	200,010	Direct	Filipino	.008%
		100,000	Indirect	Filipino	.004%
Common	Filomeno G. Francisco	10	Direct	Filipino	.000%
Common	Eric S. Lustre	10	Direct	Filipino	.000%
Common	Pythagoras L. Brion	2,915,880	Direct	Filipino	.112%
Common	Regina B. Alvarez	4,023,380	Direct	Filipino	.154%
Common	Cecille B. Arenillo	9,330	Direct	Filipino	.000%
Common	Rizalina P. Andrada	2,860	Direct	Filipino	.000%
Common	Nanette P. Villalobos	195,000	Direct	Filipino	.007%
Common	Rolando Soliven	-		Filipino	.000%
Common	Juan J. Diaz	-		Filipino	.000%
Directors and Officers as a Group		166,648,200			6.399%

c. Voting Trust Holders of 5% or more

None of the Directors and Officers own 5% or more of the outstanding capital stock of the Company. Also, the Company is not aware of any person holding more than 5% of the Company's outstanding shares.

d. Changes in Control

There are no arrangements that may result in a change in control of the registrant, nor has there been any change in control since the beginning of the last calendar year.

5. Directors and Executive Officers

a) Board of Directors

The Company's Board of Directors is responsible for the overall management and direction of the Company. The Board meets quarterly or as often as required, to review and monitor the Company's financial position and operations.

The directors of the Company are elected at the Annual Stockholders Meeting to hold office for one year and until their respective successors have been elected and qualified. The Board of Directors has no reason to believe that any of the aforesaid nominees will be unwilling or unable to serve if elected as a director.

The officers are likewise elected annually by the Board of Directors and serve for one year and until their respective successors have been elected and qualified.

Except for Dr. Magdaleno B. Albarracin, Jr., a member of the Board of Directors who directly owns 3.28% of PHN shares, none of the members of the Board of Directors and Officers directly own more than 2% of PHN shares.

Listed are the incumbent directors of the Company with their qualifications which include their ages, citizenship, current and past positions held and business experience for the past five years.

Table 3 - Board of Directors

Directors	Citizenship	Age	Position
Oscar J. Hilado	Filipino	77	Director and Chairman of the Board
Ramon R. del Rosario, Jr.	Filipino	70	Director, Vice Chairman and President
Roberto M.Laviña	Filipino	64	Director, Sr. Exec. Vice President & COO
Magdaleno B. Albarracin, Jr.	Filipino	78	Director
Victor J. del Rosario	Filipino	66	Director, Exec. Vice Pres. and CFO
Jose L. Cuisia, Jr.	Filipino	70	Director
Filomeno G. Francisco	Filipino	63	Director
Francisco L. Viray	Filipino	66	Director
Eris S. Lustre	Filipino	52	Director
Guillermo D. Luchangco	Filipino	75	Independent Director
Roberto F. de Ocampo	Filipino	69	Independent Director

Oscar J. Hilado has been the Chairman of the Board of the Company since 2003. He is also Chairman of the Board of Phinma, Inc., Trans Asia Oil and Energy Development Corporation; Phinma Property Holdings Corporation and Union Galvasteel Corporation. Mr. Hilado is also a Director and Chairman of the Audit Committee of A. Soriano Corporation; First Philippine Holdings Corporation; Philex Mining Corporation; Smart Communications, Inc. and Seven Seas Resort and Leisure, Inc. He is also a Director of Digital Telecommunications Philippines, Inc. (DIGITEL); Manila Cordage Company; Beacon Property Ventures, Inc., Pueblo de Oro Development Corporation and United Pulp and Paper Co., Inc.. He has been a Director of the Company since 1969 and is also the Chairman of the Executive Committee and Nomination

Committee of the Company. He attended The Business Continuity Management Training on June 20, 2013 and completed the seminar on Corporate Governance on July 28, 2014 both facilitated by SGV and Co. Mr. Hilado is a Certified Public Accountant with a Bachelor of Science degree in Commerce from the De La Salle College in Bacolod and a Master's degree in Business Administration from Harvard Business School.

Ramon R. del Rosario, Jr. is President and Chief Executive Officer, and Vice Chairman of the Board of the Company. He is also the President and Chief Executive Officer of PHINMA, Inc., Chairman of Araullo University, Cagayan de Oro College, University of Iloilo, and University of Pangasinan, educational institutions under the Phinma Education Network. He is Chairman of Trans-Asia Power Generation Corp., Trans-Asia Renewable Energy Corp., Trans-Asia Petroleum Corp., CIP II Power Corp., Microtel Inns and Suites (Pilipinas), Inc., Microtel Development Corp., United Pulp and Paper., Inc., Fuld & Co., Inc. and Fuld & Co. (Philippines), Inc. and a member of the Board of Directors of South Luzon Thermal Energy Corp. He is Vice Chairman of Trans-Asia Oil and Energy Development Corp., PHINMA Property Holdings Corp. and PHINMA Foundation. He is also an independent Director of Ayala Corp., chairman of its Nomination and Compensation Committees and a member of the Audit and Risk Management Committees. Mr. del Rosario is Chairman of the Makati Business Club, The National Museum of the Philippines, Philippine Business for Education, the Philippines-US Business Council, and the Integrity Initiative. He is Vice Chairman of Caritas Manila and of the Ramon Magsaysay Award Foundation and is a Trustee of De La Salle University. He served as Philippine Secretary of Finance in 1992-1993. He is the brother of Victor J. del Rosario. He has been a Director of the Company since 1979 and became President and Vice-Chairman of the Board on December 12, 2003. He attended the Ayala Group Corporate Governance Seminar in February 2014. Mr. Del Rosario graduated from De La Salle College-Manila with a degree in BSC-Accounting and AB-Social Sciences (*Magna cum Laude*) in 1967 and obtained his Masters in Business Administration at Harvard Business School in 1969.

Magdaleno B. Albarracin, Jr. is the Vice-Chairman of Phinma, Inc. He was a former director of Holcim Philippines, Inc. and holds directorates in various Phinma companies. Dr. Albarracin is a member of the Board of Regents of UP as well as Board of Trustees of U.P. Engineering Research and Development Foundation, Inc. (UPERDF). He is the Chairman of the Board of Trustees of the University of San Carlos, Cebu City. He served as Dean of the University of the Philippines College of Business Administration and as President of the Asean Federation of Cement Manufacturers. Dr. Albarracin has a Bachelor of Science degree in Electrical Engineering from the University of the Philippines and a Master of Science degree in Electrical Engineering from the University of Michigan. He obtained his Master in Business Administration degree from the University of the Philippines and his Doctorate in Business Administration from Harvard University. He has been a Director of the Company since 1980.

Roberto M. Laviña was appointed Senior Executive Vice President and Chief Operating Officer on July 27, 2012. Mr. Laviña is also the Senior Executive Vice President and Chief Operating Officer/ Phinma Group Chief Financial Officer of PHINMA, Inc. and Senior Executive Vice President / Treasurer of Trans-Asia Oil and Energy Development Corporation. He also occupies various executive posts in PHINMA-managed companies and is a Member of the Board of all the companies in the Phinma Group which include companies in power generation, education, hotels, steel roofing, property development, oil exploration, strategic consulting and insurance brokers. For the years 2013 and 2014, he attended various trainings as follows: a) Business Continuity Management Training conducted by SGV on June 20, 2013, b) Phinma Group Audit Committee Forum on Audit Committee Roles on September 19, 2013, c) Corporate Governance Seminar by SGV last July 28, 2014 and d) Crisis Communication Forum by Prof. Jose Avellana on September 2014. He holds a Bachelor of Arts degree in Economics from Ateneo de Manila University and obtained his Masters degree in Business Management from the Asian Institute of Management. He became a Director of the Company on May 20, 2004.

Victor J. del Rosario has been the Executive Vice President / Chief Financial Officer of the company since 1995. He is also the Vice-Chairman of Union Galvasteel Corporation and the Chief Strategy Officer of PHINMA, Inc. He is also a member of the Board of Directors of PHINMA, Inc. and various PHINMA-managed companies. Mr. del Rosario is an Economics and Accounting graduate of the De La Salle University and holds a Master of Business Administration degree from Columbia University. He is the brother of Mr. Ramon R. del Rosario, Jr. He has been a Director of the Company since 1987.

Jose L. Cuisia, Jr. is the Ambassador Extraordinary and Plenipotentiary to the United States of America and is the Vice-Chairman of The Philippine American Life and General Insurance Company. He is also the Chairman of the Board for The Covenant Car Company, Inc. (TCI) and the Vice-Chairman of the Board of SM Prime Holdings (SMPHI). He holds directorates in PHINMA Corporation, Holcim Philippines, Inc., Manila Water Company, Inc., (all of which are publicly listed companies), Phinma, Inc., BPI-Philam Life Assurance Co. (BPLAC) and AIG Shared Services, Inc.. Ambassador Cuisia previously served the Philippine Government as Governor of the Philippine Central Bank and Chairman of its Monetary Board from 1990-1993. He was also appointed Commissioner, representative of the Employers' Group, for the Social Security System (SSS) last September-December 2010. The Ambassador was also Governor for the Philippines to the International Monetary Fund (IMF) and Alternate Governor to the World Bank. Prior to service in the Central Bank, he was also Administrator and CEO of the Philippine Social Security System from 1986- 1990. He received his Bachelor Science degree in Commerce from De La Salle University and holds a Master's degree in Business Administration from the Wharton School of Business. Ambassador Cuisia has been a Director of the Company since 1994.

Guillermo D. Luchangco is Chairman and Chief Executive Officer of various companies of The ICCP Group, including Investment & Capital Corporation of the Philippines, Science Park of the Philippines, Inc., Pueblo de Oro Development Corp., Cebu Light Industrial Park, Inc., Regatta Properties, Inc., RFM-Science Park of the Philippines, Inc., ICCP Venture Partners, Inc. and Manila Exposition Complex, Inc.; Chairman and President of Beacon Property Ventures, Inc. He is an independent director of Globe Telecom, Inc., Trans-Asia Oil & Energy Development Corp., and Roxas & Company, Inc., and a regular director of Ionics, Inc., Ionics EMS, Inc. and Fuld and Company. He was the Vice-Chairman and President of Republic Glass Corporation in 1987 and Managing Director of SGV & Co. from 1969 to 1980. Mr. Luchangco received his Bachelor of Science degree in Chemical Engineering (magna cum laude) from De La Salle University, and holds a Master's degree in Business Administration from the Harvard Business School. He became an Independent Director of the Company on April 11, 2005.

Roberto F. de Ocampo previously served as Secretary of Finance and was the former Chairman and Chief Executive Officer of the Development Bank of the Philippines as well as former President of the Asian Institute of Management. He is currently Chairman of Philam Asset Management Inc. and independent director of Alaska Milk Corp., Robinson's Land Corporation and EEI Corporation, among others. He is a graduate of both De La Salle and the Ateneo Universities, has a Master's degree in Business Administration from the University of Michigan, and a post-graduate diploma from the London School of Economics. He has been conferred Doctorates (Honoris Causa) by San Beda College, De La Salle University, Philippine Women's University and University of Angeles City and was conferred the Ordre of the British Empire (OBE) by Queen Elizabeth and Chevalier of the Legion d'Honneur by France. He became an Independent Director of the Company on April 2, 2009.

Filomeno G. Francisco was formerly President and Chief Operating Officer of AB Capital and Investment Corporation (ABCIC). He is currently a Director of PHINMA Property Holdings Corporation and Ginory Holdings Corporation. Mr. Francisco served on the Boards of trade organizations, Investment House Association of the Philippines, Philippine Stock Exchange, PSE Foundation and Manila Stock Exchange. Mr. Francisco also held directorates in ABCIC, Cebu Holdings, Inc, Philippines Long-Term Equity Fund, Hi Cement Corporation, and United Pulp and

Paper Co., Inc. He has a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. He attended the Phinma Group Audit Committee Forum in September 2013 and SGV Seminar on Corporation Governance in July 2014.

Francisco L. Viray is currently the President and Chief Executive officer of Trans-Asia Oil and Energy Development Corporation. He is concurrently the President and Chief Executive Officer of Trans-Asia Power Generation Corporation, Trans-Asia Renewable Energy Corporation and Vice Chairman and Chief Executive Officer of CIP II Power Corporation. He is also at present a member of the Board of Directors of Trans-Asia Oil and Development Corporation, Araullo University, Cagayan de Oro College and University of Pangasinan of the Phinma Education Network (PEN), and Chairman, Pangasinan Medical Center, Inc. He obtained his Bachelor of Science and Masters in Electrical Engineering degrees from the University of the Philippines and his Doctorate in Engineering degree from West Virginia University. He joined the PHINMA Group in 1999, a year after he served as Secretary of the Department of Energy from 1994 to 1998. Earlier, he was President of the National Power Corporation beginning May 1993. Dr. Viray served on the Board of Directors of Meralco, Petron, Union Cement Corporation (now Holcim Philippines, Inc.) and United Pulp and Paper Company, Inc. He became a Director of the Company in April 2013.

Eric S. Lustre is the Head of Corporate Finance Department of the Investment Division and the Country Credit Officer of The Philippine American Life and General Insurance Company. He is also responsible for the real estate investment portfolio of the Company and is the Chief Executive Officer of Philam Properties Corporation. Mr. Lustre is a member of the Board of Directors of Philam-Equitable Life Assurance Company, ICCP Holdings, Inc., Science Park of the Philippines, Inc., Regatta Properties, Inc., Beacon Property Ventures, Inc. Pueblo de Oro Development Corporation, Cebu Light Industrial Park, Inc., and RFM-Science Park of the Philippines, Inc. He is also the President of the Tower Club, Inc. He has a Bachelor of Science in Business Management from Ateneo de Manila University and holds a Master's degree in Business Management major in Finance from Asian Institute of Management. Mr. Lustre was elected as director of Phinma Corporation's Board of Directors on November 6, 2013.

b) Executive Officers

Table 4 – Executive Officers

Name	Citizenship	Age	Position
Ramon R. del Rosario, Jr	Filipino	70	President & CEO
Roberto M. Laviña	Filipino	64	Senior Exec. Vice President & COO
Victor J. del Rosario	Filipino	66	Executive Vice President and CFO
Pythagoras L. Brion	Filipino	62	Senior Vice President and Treasurer
Regina B. Alvarez	Filipino	48	Senior Vice President . Finance
Cecille B. Arenillo	Filipino	57	Vice President - Treasury and Compliance Officer
Rizalina P. Andrada	Filipino	55	Vice President . Finance
Nanette P. Villalobos	Filipino	42	Assistant Vice President - Treasury
Rolando Soliven	Filipino	40	Assistant Vice President . Internal Audit
Juan J. Diaz	Filipino	84	Corporate Secretary

Ramon R. del Rosario, Jr, is President and Chief Executive Officer, and Vice Chairman of the Board of the Company. He is also the President and Chief Executive Officer of PHINMA, Inc., Chairman of Araullo University, Cagayan de Oro College, University of Iloilo, and University of

Pangasinan, educational institutions under the Phinma Education Network. He is Chairman of Trans-Asia Power Generation Corp., Trans-Asia Renewable Energy Corp., Trans-Asia Petroleum Corp., CIP II Power Corp., Microtel Inns and Suites (Pilipinas), Inc., Microtel Development Corp., United Pulp and Paper., Inc., Fuld & Co., Inc. and Fuld & Co. (Philippines), Inc. and a member of the Board of Directors of South Luzon Thermal Energy Corp. He is Vice Chairman of Trans-Asia Oil and Energy Development Corp., PHINMA Property Holdings Corp. and PHINMA Foundation. He is also an independent Director of Ayala Corp., chairman of its Nomination and Compensation Committees and a member of the Audit and Risk Management Committees. Mr. del Rosario is Chairman of the Makati Business Club, The National Museum of the Philippines, Philippine Business for Education, the Philippines-US Business Council, and the Integrity Initiative. He is Vice Chairman of Caritas Manila and of the Ramon Magsaysay Award Foundation and is a Trustee of De La Salle University. He served as Philippine Secretary of Finance in 1992-1993. He is the brother of Victor J. del Rosario. He has been a Director of the Company since 1979 and became President and Vice-Chairman of the Board on December 12, 2003. He attended the Ayala Group Corporate Governance Seminar in February 2014. Mr. Del Rosario graduated from De La Salle College-Manila with a degree in BSC-Accounting and AB-Social Sciences (*Magna cum Laude*) in 1967 and obtained his Masters in Business Administration at Harvard Business School in 1969.

Roberto M. Laviña was appointed Senior Executive Vice President and Chief Operating Officer on July 27, 2012. Mr. Laviña is also the Senior Executive Vice President and Chief Operating Officer/ Phinma Group Chief Financial Officer of PHINMA, Inc. and Senior Executive Vice President / Treasurer of Trans-Asia Oil and Energy Development Corporation. He also occupies various executive posts in PHINMA-managed companies and is a Member of the Board of all the companies in the Phinma Group which include companies in power generation, education, hotels, steel roofing, property development, oil exploration, strategic consulting and insurance brokers. For the years 2013 and 2014, he attended various trainings as follows: a) Business Continuity Management Training conducted by SGV on June 20, 2013, b) Phinma Group Audit Committee Forum on Audit Committee Roles on September 19, 2013, c) Corporate Governance Seminar by SGV last July 28, 2014 and d) Crisis Communication Forum by Prof. Jose Avellana on September 2014. He holds a Bachelor of Arts degree in Economics from Ateneo de Manila University and obtained his Masters degree in Business Management from the Asian Institute of Management. He became a Director of the Company on May 20, 2004

Victor J. del Rosario has been the Executive Vice President / Chief Financial Officer of the company since 1995. He is also the Vice-Chairman of Union Galvasteel Corporation and the Chief Strategy Officer of PHINMA, Inc. He is also a member of the Board of Directors of PHINMA and various PHINMA-managed companies. Mr. del Rosario is an Economics and Accounting graduate of the De La Salle University and holds a Master of Business Administration degree from Columbia University. He is the brother of Mr. Ramon R. del Rosario, Jr. He has been a Director of the Company since 1987.

Pythagoras L. Brion, Jr. was appointed as Senior Vice President and Treasurer of the Company on July 27, 2012. He is Executive Vice President/ Chief Finance Officer of Phinma Property Holdings, Corporation and Senior Vice President/Treasurer of Phinma, Inc. He was elected Senior Vice president and Chief Financial Officer of Trans-Asia Oil & Energy Development Corporation on March 20, 2012. He received his Bachelor of Science in Management Engineering degree from Ateneo de Manila University and holds a Master in Business Administration degree from the University of the Philippines.

Regina B. Alvarez has been the Senior Vice President-Finance since April 2005. She holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines and a Masters degree in Business Administration from the Wharton School of Business. Ms. Alvarez is also a Certified Public Accountant and is also a Senior Vice President of PHINMA, Inc.

Cecille B. Arenillo was appointed Vice President - Treasury in May 2007. She holds a Bachelor of Science in Commerce degree major in Accounting from the University of Santo Tomas and is a Certified Public Accountant. She was elected as the Company's Compliance Officer effective August 1, 2009.

Rizalina P. Andrada was appointed Vice President- Finance in March 2012. She is a Certified Public Accountant with a Bachelor of Science in Commerce degree major in Accounting from the Polytechnic University of the Philippines. She attended the Management Development Program at the Asian Institute of Management in 2014.

Nanette P. Villalobos was elected Assistant Vice President . Treasury in January 2014. She holds a Bachelor of Science degree major in Accounting from the University of the East. She attended the Basic Management Program at the Asian Institute of Management in 2008.

Rolando Soliven was elected Assistant Vice President . Internal Audit in March 2012. He holds a Bachelor of Science degree in Accountancy from San Beda College. He is a Certified Public Accountant (CPA), Certified Internal Auditor (CIA) and Certified Fraud Examiner (CFE).

Juan J. Diaz is a member of the Philippine Bar and has a Master of Laws degree from Harvard Law School. He is also the Corporate Secretary of Philippine Investment-Management Inc., (PHINMA), Trans-Asia Oil and Energy Development Corporation, Phinma Property Holdings Corporation and other Phinma managed companies. He has been the Corporate Secretary of the Company since 1993.

c) Family Relationship

Ramon R. del Rosario, Jr. is the brother of Victor J. del Rosario. There is no other member of the Board of Directors nor any Executive Officer of the Company related by affinity or consanguinity other than the ones disclosed.

d) Significant Employees

Other than the afore-named Directors and Executive Officers identified in the item on Directors and Executive Officers in this Information Statement, there are no other employees of the Company who may have significant influence in the Company's major and/or strategic planning and decision-making.

e) Involvement in Certain Legal Proceedings

To the knowledge and/or information of the Company, the nominees for election as Directors of the Company, the present members of the Board of Directors or the Executive Officers of the Company and its subsidiaries, are not presently or during the last five (5) years up to February 28, 2015, involved or have been involved in criminal, bankruptcy or insolvency investigations or proceedings affecting / involving themselves and/or their property. To the knowledge and/or information of the Company, the said persons have not been convicted by final judgment of any offense punishable by the laws of the Republic of the Philippines or of the laws of any other nation/country or being subjected to any order, judgment or decree or violation of a Securities Commodities Law.

f) Warrants and Options Outstanding

There are no warrants or options granted by the Company to any of its Directors or Executive Officers.

g) Relationships and Related Transactions

During the last two years, the Company was not a party in any transaction in which a Director or Executive Officer of the Company, any nominee for election as a director, any security holder owning more than 10% of the Company's issued and outstanding shares and/or any member of his immediate family had a material interest thereon, except as disclosed below.

The Company has a management contract with Philippine Investment-Management (PHINMA), Inc. up to June 30, 2019, renewable thereafter upon mutual agreement. Under this contract, PHINMA has a general management authority with the corresponding responsibility over all operations and personnel of the Company including planning, direction, and supervision of finance and other business activities of the Company. PHINMA owns 92,869,823 shares, which represent 35.66% of total outstanding shares of stock of the Company.

h) Election of Directors

The Directors of the Company are elected at the Annual Stockholders Meeting to hold office for one year and until their respective successors have been elected and qualified. The Board of Directors has no reason to believe that any of the aforesaid nominees will be unwilling or unable to serve if re-elected as a director.

The incumbent directors of the Company are the nominees to the Board of Directors, as submitted to and pre-screened by the Nominations Committee of the Company.

The members of the Nomination Committee are the following:

Mr. Oscar J. Hilado	-	Chairman
Mr. Ramon R. del Rosario, Jr.	-	Member
Guillermo D. Luchangco.	-	Member

i) Independent Directors

On June 30, 2004, the SEC approved the Amended By-Laws with regard to incorporation of the guidelines on the nomination and election of independent directors in compliance with SRC Rule 38.

The following are the nominees for independent directors, as submitted to and pre-screened by the Nomination Committee of the Company using the aforementioned guidelines, pertinent provisions of the Company's Manual on Good Corporate Governance and its Amended By-Laws. They are neither officers nor substantial shareholders of PHN. Mr. Ramon R. Del Rosario, Jr. nominated the candidates for independent directors. Mr. Del Rosario, Jr. is not related to the independent director-nominees by consanguinity or affinity.

- a. Mr. Guillermo D. Luchangco
- b. Dr. Roberto de Ocampo

All the independent directors possess the qualifications and none of the disqualifications under Securities Regulation Code or the Company's Manual of Corporate Governance.

6. Compensation of Directors and Executive Officers

The Directors are paid a bonus based on the net income of the Company for each calendar year. The compensation received by the officers who are not included in the Board of Directors of the Company represents salaries and bonuses.

For the calendar years ended December 2014 and 2013, the total salaries, allowances and bonuses paid by the Company to the directors and executive officers as well as estimated compensation of directors and executive officers for CY 2015 are as follows :

TABLE 5 - COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Name and Principal Position	Year	Salary	Bonus	Others
Chairman and Top 4				
Oscar J. Hilado Chairman				
Ramon R. del Rosario, Jr. President				
Magdaleno B. Albarracin, Jr. Sr. Exec. Vice President				
Victor J. del Rosario Exec. Vice President & CFO				
Roberto M. Laviña Sr. Vice President . Treasurer				
TOTAL	2015*	11,613,601	6,561,373	850,000
	2014	10,991,287	19,491,780	850,000
	2013	10,408,350	11,647,935	960,000
All other Directors and Officers as a group unnamed	2015*	13,604,273	5,182,373	1,480,000
	2014	12,983,106	5,934,953	1,040,000
	2013	10,462,894	3,302,325	1,070,000

**Estimated compensation of directors and executive officers for the year .*

a) Compensation of Directors

The Directors receive allowances, per diem of P10,000.00 for each Board Meeting, and bonus based on a percentage of the net income of the Company for each calendar year.

There are no other existing arrangements/agreements to which said directors are to be compensated during the last completed calendar year and the ensuing year.

b) Employment Contracts and Termination of Employment and Change-in Control Arrangements

There is no existing contract between the Company, the executive officers or any significant employee.

Under Article VI, Section 1 of the Company's By-Laws, the officers of the Corporation shall hold office for one year and until their successors are chosen and qualified in their stead. Any officer elected or appointed by the majority of the Board of Directors may be removed by the affirmative vote of the Board of Directors.

c) Compensatory Plan or Arrangement

The compensation received by officers who are not members of the Board of Directors of the Company represents salaries, bonuses and other benefits.

d) Compensation Committee

The members of the Compensation Committee are as follows :

Amb. Jose L. Cuisia, Jr.	-	Chairman
Mr. Oscar J. Hilado	-	Member
Mr. Ramon R. del Rosario, Jr.	-	Member
Mr. Roberto F. de Ocampo	-	Member

7. Appointment of External Auditors

As of December 31, 2014, Sycip, Gorres, Velayo and Company (SGV) has been the Company's Independent Public Accountant for the last five (5) years. The same auditing firm has been endorsed by the Audit Committee to the Board. The Board, in turn, approved the endorsement and will nominate the appointment of the said auditing firm for the stockholders' approval at the scheduled Annual Meeting of Stockholders. The said auditing firm has accepted the Company's invitation to stand for re-election this year.

Audit services of SGV for the calendar year ended December 31, 2014 included the examination of the parent and consolidated financial statements of the Company, preparation of final income tax returns and other services related to filing of reports made with the Securities and Exchange Commission and Philippine Stock Exchange, Inc.

For the last five (5) years, there have been no disagreements with the independent accountants on any matter pertaining to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

The Company is in compliance with SRC Rule 68, paragraph 3(b) (iv) requiring the rotation of external auditors or engagement partners who have been engaged by the Company for a period of five (5) consecutive years and the mandatory two-year cooling-off period for the re-engagement of the same signing partner or individual auditor. The engagement partner who conducted the audit for Calendar Year 2014 is Mr. Johnny F. Ang, an SEC accredited auditing partner of SGV. This is the second year of Mr. Ang as audit partner of the company.

The members of the Audit Committee are the following :

1.	Mr. Roberto F. de Ocampo	-	Chairman
2.	Mr. Filomeno G. Francisco	-	Vice Chairman
3.	Dr. Magdaleno B. Albarracin, Jr.	-	Member
3.	Mr. Victor J. del Rosario	-	Member

The external auditors for the current year and for the most recently completed calendar year are expected to be present at the shareholders' meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

The Audit Committee recommended SGV as the Independent Public Accountant for Calendar Year 2015.

8. External Audit Fees and Related Services

Audit and Audit-Related Fees

The Company paid or accrued the following fees for professional services rendered by SGV and Co. for the past two years:

Year	Audit Fees	Tax Fees	Other Fees
2014	3,700,000.00	-	-
2013	3,700,000.00	-	-

The above audit fees are for the audit of the Company's annual financial statements or services normally provided in connection with statutory and regulatory filings or engagements for CY 2014 and 2013. There were no fees for other services.

The Audit Committee discusses with the external auditor before the audit commences, the nature and scope of the audit. The Committee also approves audit plans, audit fees, scope and frequency before the conduct of the external audit. It evaluates and determines non-audit work by the external auditor and reviews the non-audit fees paid to the external auditor, both in relation to their significance to the audit and in relation to the Company's total expenditure on consultancy.

The Audit Committee, the Board of Directors and the stockholders of Phinma Corporation approved the engagement of SGV as the Company's external auditor.

9. Financial and Other Information

The Company's financial statements for the year ended December 31, 2014 and Management's Discussion and Analysis or Plan of Operation are attached hereto as **Annexes "B" and "C"** respectively.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF THE ANNUAL REPORT ON SEC FORM 17-A, FREE OF CHARGE. SUCH WRITTEN REQUEST SHOULD BE DIRECTED TO THE CORPORATE SECRETARY, 11/F, PHINMA PLAZA, 39 PLAZA DRIVE, ROCKWELL CENTER, MAKATI CITY 1210.

10. Dividends

There is no restriction on payment of dividends other than the availability of retained earnings following the SEC rule on calculation of available retained earnings for dividend declaration.

The Company declares cash or stock dividends to its common shareholders on a regular basis, in amounts determined by the Board, taking into consideration the Company's results of operations, cash position, investment and capital expenditures requirements, and unrestricted retained earnings. The Company may also declare special cash dividends where appropriate.

Dividends declared and paid in 2010 up to 2014 are as follows :

Date of Declaration	Dividend			Payment Date
	Type	Rate	Record Date	
March 3, 2010	Cash	P0.40 per share	March 29, 2010	April 23, 2010
March 3, 2011	Cash	P0.40 per share	March 29, 2011	April 26, 2011
March 22, 2012	Cash	P0.40 per share	April 11, 2012	April 26, 2012
March 6, 2013	Cash	P0.40 per share	March 22, 2013	April 17, 2013
March 4, 2014	Cash	P0.40 per share	March 20, 2014	April 15, 2014

No stock dividend was declared for the calendar years 2009 up to 2014.

On October 5, 2005, the BOD of PHN appropriated P1.0 billion of retained earnings for future investments.

As of December 31, 2014, Phinma Corporation retained earnings amounted to P3.7 billion, of which P345.5 million were equity in net earnings of investee companies that are not available for dividend declaration. The accumulated equity in net earnings of the subsidiaries and associates is not available for dividend distribution until such time that the Parent Company receives the dividend from the subsidiaries and associates.

11. Actions with Respect to Minutes of Previous Meeting

At the last Annual Stockholders Meeting held on April 11, 2014, the President and CEO reported to the stockholders the Company and its subsidiaries operational performance in 2013 while the CFO reported on the Company's financial performance. The following matters were presented and approved by the stockholders at such meeting:

- a) Minutes of the 2013 Annual Stockholders Meeting;
- b) Ratification of all resolutions of the Board of Directors and acts of Management in 2013 done in the ordinary course of the Company's business;
- c) CY 2013 Audited Financial Statements;
- d) Election of eleven (11) Directors, including two (2) independent Directors for 2014;
- e) Renewal of Management Contract for five (5) years ; and
- f) Appointment of SGV as independent external auditors.

For the Annual Stockholders Meeting scheduled on April 14, 2015, the President will report on the operational performance of the Company and its subsidiaries in 2014 while the CFO will report on the financial performance. The following matters will also be presented for consideration by the stockholders at such meeting:

- a) Minutes of the 2014 Annual Stockholders Meeting (Annex D) ;
- b) Ratification of all resolutions of the Board of Directors and acts of Management in 2014 done in the ordinary course of the Company's business (Annex E);
- c) 2014 Audited Financial Statements (Annex B);
- d) Election of eleven (11) Directors, including two (2) independent Directors for 2015;
- e) Appointment of independent external auditor ; and
- f) Amendment of Articles of Incorporation and By-Laws (Specify Corporate Address.)

The approval of the Minutes, Report for the year ended December 31, 2014, and ratification of all acts, proceedings and resolutions of the Board of Directors and the acts of the officers and management from the date of the last annual meeting require the affirmative vote of a majority of the votes cast at the Annual Stockholders Meeting by the stockholders entitled to vote thereon.

12. Compliance with the Company's Manual on Good Corporate Governance

A discussion of the Company's compliance with its Manual on Good Corporate Governance is contained in the latter portion of Management's Discussion and Analysis or Plan of Operations attached hereto as "Annex A".

13. Other Proposed Actions

On May 28, 2014, the Board of Directors of Pinma Corporation approved the amendment of the Third Article of the Articles of Incorporation and the First Article of By-laws of the Company to state specifically the principal office address of the Company presently stated as "Province of Rizal, Municipality of Makati, Philippines" to "Pinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City," in compliance with Securities and Exchange Commission Memorandum Circular No. 6, Series of 2014. The stockholders will consider the amendment at their meeting.

As proposed to be amended, the Third Article of the Articles of Incorporation of the Company will read as follows :

%HIRD. . That the place where the principal office of the corporation is to be established or located is at the Pinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Metro Manila, Philippines. The corporation may establish and maintain branch offices or agencies elsewhere in the Philippines or in foreign countries whenever warranted by the exigencies of its business.+

The First Article of the By-Laws of the Company will read as follows:

%The principal office of the corporation shall be located at the Pinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City, Metro Manila, Philippines. The corporation may have such other branch offices, either within or outside the Philippines as the Board of Directors may designate or as the business of the Corporation may, from time to time, require.+

14. Voting Procedures

The aforementioned motions will require the affirmative vote of a majority of the shares of the Company's common stock present, represented and entitled to vote at the Annual Meeting. Because abstentions with respect to any matter are treated as shares present and represented and entitled to vote for the purposes of determining whether that matter has been approved by the stockholders, abstentions have the same effect as negative votes. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not deemed to be present or represented for purposes of determining whether stockholder approval of that matter has been obtained.

Items requiring the vote of stockholders will be presented for approval of the stockholders at the meeting. If stockholders or proxies of stockholders owning majority of the outstanding capital stock are present and identified in the meeting, voting shall be by raising of hands or *viva voce*;

otherwise, voting shall be done in writing by secret ballot and counted thereafter in the presence of SGV to be able to validate the counting.

14. Other Matters

At the date hereof, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting.

SIGNATURE

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 Makati on March 19, 2015.

PHINMA CORPORATION
Issuer

JUAN J. DIAZ
Corporate Secretary

March 19, 2015

