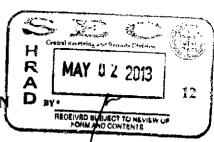
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SECURITIES AND EXCHANGE COMMISSION SEC FORM 17 -Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE

- 1. For quarterly period ended March 31, 2013
- SEC Identification Number AS093-009289
- 3. BIR Tax Identification No. 003-457-827
- 4. Exact name of registrant as specified in its charter: SINOPHIL CORPORATION
- 5. Province, Country or other jurisdiction of incorporation/organization: Philippines
- 6. (SEC Use Only)
- 7. Address of Principal Office:

5th Floor, Tower A, Two E-Com Center, Palm Coast Avenue,

Mall of Asia Complex, CBP-1A, Pasay City

- 8. Registrant's telephone number, including area code: (632) 662-8888
- 9. Former name, former address, and former fiscal year, if changed since last report.

 Not applicable
- 10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class

Number of Shares of Common Stock

Outstanding

Common Stock, P1.001 par value

7,927,310,000

On June 3, 1997, the Securities and Exchange Commission (SEC) approved the Company's application for an increase in authorized capital stock from P2 billion, divided into 200 billion shares at P0.01 par value a share, to P20 billion, divided into 14 billion common shares and 6 billion preferred shares both with par value of P1.

Subscriptions receivable on the 7,927,310,000 outstanding shares amounted to P4,962,580,586.

11. Are any or all of these securities listed on the Philippine Stock Exchange (PSE).

Yes [x] No []

Out of a total of 7,927,310,000 outstanding shares, only 4,410,416,085 shares are listed on the PSE. With the exception of shares initially offered to the public in August 1995, only fully paid shares were allowed to be listed in the PSE under PSE Circular No. 562 dated November 27, 1995.

New par value of P1.00 was implemented in the Philippine Stock Exchange on December 8, 1997.

12. Check whether the issuer:

a) has filed all reports required to be filed by Section 17 of the Securities Regulation Code and under Section 26 and 141 of the Corporation Code of the Philippines during the preceding 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 90 days.

Yes [x] No []

PART 1- FINANCIAL INFORMATION

Item 1. Financial Statements

The following unaudited financial statements are submitted as part of this report:

- a.) Consolidated Statements of Financial Position as of March 31, 2013 and December 31, 2012;
- b.) Consolidated Statements of Comprehensive Income for the Nine Months ended March 31, 2013 and March 31, 2012;
- c.) Consolidated Statements of Changes in Equity for the Nine Months Ended March 31, 2013 and March 31, 2012;
- d.) Consolidated Statements of Cash Flows for the Nine Months Ended March 31, 2013 and March 31, 2012.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

Amounts in Pesos, except percentages)	Three Months E	nded March 31	Horizontal A	Analysis	Vertical Analysis		
	Ī		Increase (D	ecrease)	Ĭ		
	2013	2012	Amount	%	2013	2012	
INTEREST INCOME	408	191	217	113.65%	100.00%	100.00%	
GENERAL AND ADMINISTRATIVE EXPENSES	(1,489,947)	(1,533,704)	(43,757)	-2.85%	-365111.48%	-802986.39%	
NET LOSS	(1,489,539)	(1,533,513)	(43,974)	-2.87%	-365011.48%	-802886,39%	
OTHER COMPREHENSIVE INCOME							
Unrealized gains arising from changes in market value of available-for-sale investments during the quarter	78,379,684	4,345,186	74,034,498	1703.83%	19206940.71%	2274966.49%	
	78,379,684	4,345,186	74,034,498	1703.83%	19206940.71%	2274966.49%	
TOTAL COMPREHENSIVE INCOME FOR THE QUARTER	76,890,145	2,811,673	74.078.472	2634.68%	18841929.23%	1472080.10%	

The consolidated net loss of Sinophil Corporation ("Sinophil" or the "Company,") amounted to \$\text{P}\$1.49 million for the three months ended March 31, 2013, which is lower (by \$\text{P}\$44 thousand) compared to a consolidated net loss of \$\text{P}\$1.53 million for the three months ended March 31, 2012. The lower net loss in 2013 was accounted for by a decrease in general and administrative expenses of \$\text{P}\$44 thousand (3%), to \$\text{P}\$1.49 million in 2013 from \$\text{P}\$1.43 million for 2012. The decrease in operating expenses was mainly due to lower taxes & licenses and professional fees incurred during the period. Sinophil's total comprehensive income for the three months ended March 31, 2013 of \$\text{P}\$76.9 million was significantly above its total comprehensive income for the three months ended March 31, 2012 of \$\text{P}\$4.3 million, due to unrealized mark-to-market gains in available-for-sale investments, primarily its \$5.7 million common shares of Belle Corporation ("Belle"). As of the end of March 2013, the price of Belle common shares was \$\text{P}\$5.70/share, compared to \$\text{P}\$4.86/share as of the end of December 2012, which accounted for most of the Company's \$\text{P}\$78.4 million in unrealized mark-to-market gains. In contrast, Belle shares as of the end of March 2012 closed at \$\text{P}\$5.05/share compared to \$\text{P}\$5.08/share as of the end of December 2011, as the Company recognized only \$\text{P}\$4.3 million in unrealized mark-to-market gains in the first quarter of 2012. Aside from

what has been mentioned in the foregoing, there were no significant elements that arose from continuing operations, nor were there any seasonal events that had a material effect on the results of operations of Sinophil during the three months ended March 31, 2013.

	March	December	Horizontal A	nalysis	Vertical A	nalysis
			Increase (De	crease)		
	2013	2012	Amount %		2013	2012
ASSETS						
Cash	1,236,341	789,884	446,457	56.52%	0.06%	0.04%
Receivables and others	36,281,138	30,036,723	6,244,415	20.79%	1.67%	1.48%
Inventory	65,501,280	-	65,501,280	0.00%	3.01%	0.00%
Available-for-sale						
Investments	1,680,001,219	1,601,621,537	78,379,682	4.89%	77.16%	79.03%
Investment Property	394,210,452	394,210,452	(0)	0.00%	18.11%	19.45%
Total Assets	2,177,230,431	2,026,658,596	150,571,835	7.43%	100.00%	100.00%
LIABILITIES AND EQUITY						
Liabilities						
Accrued expenses and						
other current liabilities	53,612,327	53,367,070	245,257	0.46%	2.46%	2.63%
Income tax payable	2,854,689	2,854,689	,	0.00%	0.13%	0.149
Due to Belle	179,011,579	105,650,145	73.361.434	69,44%	8.22%	5.21%
Total Liabilities	235,478,595	161,871,904	73,606,691	45.47%	10.82%	7.99%
Equity						
Capital stock	7,927,310,000	7,927,310,000	(0)	100.00%	364.10%	391.15%
Additional paid-in capital	2,039,727,799	2,039,727,799	(0)	100.00%	93.68%	100.649
Subscription receivable	(4,962,580,586)	(4,962,655,586)	75,000	0.00%	-227.93%	-244.879
Parent Company shares	, , , , ,	, , , , , ,	·			
held by a subsidiary	(512,594,197)	(512,594,197)	-	100.00%	-23.54%	-25.29%
Other reserves	415,132,186	336,752,502	78,379,684	23.28%	19.07%	16.629
Deficit	(2,965,243,365)	(2,963,753,826)	(1,489,539)	0.05%	-136.19%	-146.249
Net Equity	1,941,751,836	1,864,786,692	76,965,144	4.13%	89.18%	92.01%
Total Liabilities and Equity	2,177,230,431	2,026,658,596	150.571.835	7.43%	100.00%	100.009

Sinophil's total assets amounted to P2.177 billion as of March 31, 2013, which is higher by P0.15 billion (7.43%) compared to P2.027 billion as of December 31, 2012. The Company's total liabilities were also increased at P235.48 million as of March 31, 2013, compared to P161.87 million as of December 31, 2012 due to the acquisition from Belle Corporation of 17 lots in Belle's Parks at Saratoga Development Hills totaling approximately 7,990 square meters in area and a valuation of approximately P73.4 million excluding documentary stamp taxes and registration and transfer costs as of the end of March 2013. The Company's equity increased by P77.0 million (4.13%), to P1.94 billion as of March 31, 2013 from P1.86 billion as of December 31, 2012 The increases in total assets and stockholders' equity were primarily due to P78.4 million in unrealized mark-to-market gains on Available-for-Sale investments during the three months ended March 31, 2013. There were no issuances of additional shares of stock, nor payment or declaration of dividends made, during the first quarter of 2013.

On August 23, 2001, with respect to Sinophil's investment in 40% of the equity of Legend International Resorts (HK) Limited ("LIR"), a Memorandum of Agreement was entered into by and among the Company, Belle, Metroplex and LIR rescinding the Swap Agreement entered into by them in 1997, canceling all obligations stated therein, reversing all the relevant transactions, and canceling or returning all the shares of Sinophil and LIR exchanged thereby (the "LIR Unwinding Agreement"). To effect the cancellation of Metroplex's investment under the LIR Unwinding Agreement, Sinophil's shareholders, during their meeting on February 18, 2002, approved the reduction of its capital stock to the extent of 3.87 billion shares held by the former. However, due to Metroplex's failure to fully comply with the LIR Unwinding Agreement in the delivery for cancellation of stock certificates covering 2.0 billion shares of their total shareholdings at that time, Sinophil again presented to its shareholders, during its meeting on June 3, 2005, a reduction in its authorized capital stock to the extent of 1.87 billion shares (the "Partial LIR Unwinding"). On March 28, 2006, the SEC formally approved the Partial LIR Unwinding and the 1.87 billion cancelled Sinophil shares were then delisted with the Philippine Stock Exchange. The one billion Sinophil shares used as collateral by LIR for their loan from Union Bank of the Philippines ("Union Bank")

were delivered by Union Bank to the Company in 2007, and formal approval by the SEC for cancellation thereof was obtained on June 24, 2008. As of March 31, 2013, one billion Sinophil shares still remained outstanding from Metroplex, under the terms of the LIR Unwinding Agreement.

On August 28, 2009, a Memorandum of Agreement (MOA) was executed between Belle and the Company relative to the proposed settlement of the 1 billion Belle Preferred shares held by Sinophil and dividends receivable therefrom. The MOA, as amended, provides for, among other things, the following: (i) the transfer by Belle to Sinophil of 220 shares of Tagaytay Midlands Golf Club, Inc. "TMGC") in 2009 at prevailing market rates; (ii) in consideration of the TMGC shares, Sinophil renounced all past, present and future dividends on Belle preferred shares held by it; (iii) the transfer by Belle to Sinophil of 17 lots in The Parks at Saratoga Hills at prevailing market rates; (iv) the undertaking by Belle to title in Sinophil's name approximately 36 hectares of Sinophil's land currently still under tax declarations in Tanauan, Batangas; (v) the transfer by Belle to Sinophil by August 2019 of saleable lots in a future real estate project in Tanauan, Batangas having an aggregate value of approximately P794 million at prevailing market rates (the "Lots"); and (vi) the eventual cancellation of the Belle preferred shares held by the Company upon receipt by it of the Lots, which are to be completed by Belle by August 2019.

Below are the comparative key performance indicators of the Company and its subsidiaries:

1	Manner by which the	March 31, 2013	March 31, 2012	December 31, 2012
	Company calculates the key performance indicators	(unaudited)	(unaudited)	(audited)
Current ratio	Current assets over current liabilities	0.66:1.00	1,64:1.00	0.55:1.00
Return on assets	Annualized net loss over average total assets during the period	(0.15%)	(0.20%)	(56.78%)
Return on equity	Annualized net loss over average stockholders' equity during the period	(0.15%)	(0.21%)	(60.28%)
Asset-to-equity ratio	Total assets over total equity	1.05:1.00	1.05:1.00	1.09:1.00
Debt to equity ratio	Total debt over total equity	Not applicable	Not applicable	Not applicable
Interest rate coverage ratio	Earnings before interest and taxes over interest expense	Not applicable	Not applicable	Not applicable

The Company does not foresee any liquidity problem over the next 12 months. The key performance indicators of the Company have not changed materially as compared to the same period last year.

As of March 31, 2013, except for what has been noted in the preceding, there were no material events or uncertainties known to management that had a material impact on past performance, or that would have a material impact on the future operations, in respect of the following:

- Known trends, demands, commitments, events or uncertainties that would have a material impact on the Company;
- Material commitments for capital expenditures that are reasonably expected to have a material impact on the Company's short-term or long-term liquidity;
- 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;
- Significant elements of income or loss that did not arise from the Company's continuing operations;
- Seasonal aspects that had a material impact on the Company's results of operations; and

• Material changes in the financial statements of the Company for the periods ended December 31, 2012 and March 31, 2013, except those mentioned above.

PART II - OTHER INFORMATION

Financial Risk Management

The Company's principal financial instruments comprise cash and AFS investments. The main purpose of these financial instruments is to help finance the Company's operations. The Company has other financial assets and liabilities such as receivables and accrued expenses and other current liabilities, which arise directly from its operations.

The main risks arising from the Company's financial instruments are credit risk, liquidity risk and equity price risk. The Company is not exposed to any other type of market risk as the Company has no outstanding foreign currency-denominated accounts and interest-bearing loans and borrowings as of March 31, 2013 and December 31, 2012.

The Board of Directors reviews and approves the policies for managing credit, liquidity and equity price risks and they are summarized below:

Credit Risk. Credit risk arises from the Company's financial assets which are composed of cash, receivables and AFS investments. It is the Company's policy that all credit terms are subject to credit verification and/or approval procedures. The Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. The Company's credit risk is primarily with Belle, a major stockholder, of which outstanding balance covers at least 75% and 96% of the Company's total receivables as of March 31, 2013 and December 31, 2012, respectively.

Liquidity Risk. Liquidity risk arises from the possibility that the Company may encounter difficulties in meeting obligations associated with its accrued expenses and other current liabilities.

The Company seeks to manage its liquidity profile to be able to finance its investments and pay its outstanding liabilities. To cover its financing requirements, the Company uses internally generated funds.

The Company's accrued expenses and other current liabilities are payable on demand.

Fair Value of Financial Instruments

Set out below is a comparison by category of carrying values and fair values of all the Company's financial instruments.

	March 3	31, 2013	December 31, 2012		
-	Carrying		Carrying		
	Value	Fair Value	Value	Fair Value	
Loans and Receivables					
Cash	₽1,236,341	₽1,236,341	₽ 789,884	₽789,884	
Receivables and others:					
Advances to related parties	28,033,247	28,033,247	29,700,412	29,700,412	
Nontrade and others	23,255	23,255	23,255	23,255	
	₽29,292,843	₽29,292,843	₱30,513,551	₱30,513,551	
AFS Investments					
Unquoted shares	₽ 1,000,011,099	₽1,000,011,099	₱1,000,011,100	₱1,000,011,100	
Quoted shares	679,990,121	679,990,121	601,610,437	601,610,437	
	1,680,001,219	1,680,001,219	1,601,621,537	1,601,621,537	
	P1,709,294,062	P1,709,294,062	₱1,632,135,088	₱1,632,135,088	

	March 31	, 2013	December 31, 2012		
	Carrying		Carrying		
	Value	Fair Value	Value	Fair Value	
Loans and Borrowings					
Accrued expenses and other					
current liabilities*	P53,564,000	P53,564,000	₱53,322,786	₱53,322,786	

^{*}Excluding statutory payables amounting to P48,327 and P44,284 as at March 31, 2013 and December 31, 2012, respectively.

Fair value is defined as the amount at which the financial instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's-length transaction, other than in a forced liquidation or sale. Fair values are obtained from quoted market prices, discounted cash flow models and option pricing models, as appropriate.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets of liabilities;
- Level 2: other techniques for which all inputs which have significant effect on the recorded fair value are observable, either directly or indirectly; and
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts of cash, receivables and others and accrued expenses and other current liabilities approximate their fair values due to the short-term nature of the transactions.

The fair values of AFS investments in quoted equity shares are based on quoted prices in the Philippine Stock Exchange as of reporting date. There are no quoted market prices for the unlisted shares of stock and there are no other reliable sources of their fair values, therefore, these are carried at cost, net of any impairment loss.

Other Required Disclosures

- A.) The attached interim financial reports were prepared in accordance with accounting standards generally accepted in the Philippines. The accounting policies and methods of computation followed in these interim financial statements are the same compared with the audited financial statements for the period ended December 31, 2012. The adoption of PFRS 9, Financial Instruments: Classification and Measurement, will have an effect on the classification and measurement of financial assets and liabilities. The Company will quantify the effect in conjunction with the other phases when issued, to present a comprehensive picture. As of March 31, 2013, the Company has decided not to early adopt PFRS 9 on its consolidated financial statements.
- B.) Except as reported in the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A), there were no unusual items affecting assets, liabilities, equity, net income or cash flows for the interim period.
- C.) There were no material changes in estimates of amounts reported in prior periods that have material effects in the current interim period.
- D.) Except as disclosed in the MD&A, there were no other issuance, repurchases and repayments of debt and equity securities.
- E.) There were no material events that occurred subsequent to March 31, 2013 and up to the date of this report that need disclosure herein.
- F.) There were no changes in the composition of the Company during the interim period such as business combinations, acquisitions or disposals of subsidiaries and long-term investments, restructuring, and discontinued operations.
- G.) There were no changes in contingent liabilities or contingent assets since December 31, 2012.
- H.) There exist no material contingencies and other material events or transactions affecting the current interim period.

SIGNATURE

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: Sinophil Corporation

Chairman of the Board Date: April 30, 2013

Manuel A. Gand President and Chief Operating Officer Date: April 30, 2013

Jackson T Ongsip Comptroller Date: April 30, 2013

SINOPHIL CORPORATION AND SUBSIDIARIES Consolidated Statements of Financial Position

	March 31, 2013			December 31, 2012		
		(Unaudited)	(Audited)			
ASSETS						
Current Assets						
Cash	Ρ	1,236,341	Р	789,884		
Receivables and others		36,281,138		30,036,723		
Inventory		65,501,280		_		
Total Current Assets		103,018,760		30,826,607		
Noncurrent Assets						
Available-for-Sale investments		1,680,001,219		1,601,621,537		
Investment property		394,210,452		394,210,452		
Total Noncurrent Assets		2,074,211,671		1,995,831,989		
	P	2,177,230,431	Р	2,026,658,596		
Accrued expenses and other current liabilities Income tax payable	P	53,612,327 2,854,689	P	53,367,070 2,854,689		
		56,467,016		56,221,759		
Noncurrent Liability						
Due to Belle		179,011,579		105,650,145		
Total Liabilities	Р	235,478,595	Р	161,871,904		
Equity						
Capital Stock		7,927,310,000		7,927,310,000		
Additional paid-in capital		2,039,727,799		2,039,727,799		
Subscription receivable		(4,962,580,586)		(4,962,655,586		
Cost of Parent company shares held by a subsidiary		(512,594,197)		(512,594,197		
Other reserves		415,132,186		336,752,502		
Deficit		(2,965,243,365)		(2,963,753,826		
Net Equity		1,941,751,836		1,864,786,692		
	Р	2,177,230,431	Р	2,026,658,596		

SINOPHIL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended March 31				
	(1	2013 Jnaudited)	(1	2012 Unaudited)	
INTEREST INCOME	P	408	Р	191	
GENERAL AND ADMINISTRATIVE EXPENSES		(1,489,947)		(1,533,704)	
NET LOSS		(1,489,539)		(1,533,513)	
OTHER COMPREHENSIVE INCOME Unrealized gains arising from changes in market value of available for sale investments during the quarter		78,379,684		4,345,186	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	Р	76,890,145	P	2,811,673	

Basic Loss Per Common Share	Three Months Ended March 31					
	(Unaudited)		(Unaudited)			
Net Loss Weighted average common shares	(1,489,539) 7,770,780,000	Р	(1,533,513) 7,770,780,000			
Basic Loss Per Common Share	(0.00019)	P	(0.00020)			

SINOPHIL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Three Months Ended March 31				
	2013	2012			
	(Unaudited)	(Unaudited)			
CARITAL OTOCK D4 convolue					
CAPITAL STOCK - P1 par value					
Authorized:					
Preferred - 6,000,000,000 shares					
Common - 11,130,000,000 shares					
Issued: Balance at beginning of year	P 3,096,890,78	35 P 3,096,440,785			
	100,00				
Issuances Balance at end of period	3,096,990,78				
Subscribed:	0,000,000,7	0,000,110,700			
	4,830,419,21	4,830,869,215			
Balance at beginning of year	(100,00				
Issuances	4,830,319,2				
Balance at end of period	4,000,010,2	10 4,000,000,210			
Subscription receivable:	(4,962,655,58	(4,962,993,086)			
Balance at beginning of year	75,00				
Collections	(4,962,580,58				
Balance at end of period	2,964,729,4				
	2,504,725,4	2,001,010,011			
ADDITIONAL PAID-IN CAPITAL	2,039,727,79	99 2,039,727,799			
	, , , , , , , , , , , , , , , , , , ,				
Other Reserves					
Balance at beginning of year	395,071,49	90 300,238,030			
Net Unrealized Mark-to-Market Gain on Available-					
for-Sale Investments	78,379,6				
Balance at the end of period	473,451,1	74 304,583,216			
SHARE IN CUMULATIVE TRANSLATION					
ADJUSTMENTS OF AN ASSOCIATE	(58,318,9	88) (58,318,988)			
		(510 501 107)			
PARENT COMPANY SHARES HELD BY A SUBSIDIARY	(512,594,1	97) (512,594,197)			
DEFICIT					
Balance at beginning of year	(2,963,753,8	26) (1,395,700,478)			
Net loss	(1,489,5	, , , , , , ,			
Balance at end of period	(2,965,243,3				
Datance at end of period	(2,000,210,0	X-1			
	P 1,941,751,8	36 P 3,340,480,753			

SINOPHIL CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS

		Three Months Ended March 31				
		2013		2012		
	(l	Jnaudited)	(1	Unaudited)		
CASH FLOWS FROM OPERATING ACTIVITIES						
Net Loss	P	(1,489,539)	Р	(1,533,513)		
Adjustments for:						
Provisions for impairment of receivables and others		67,657		62,629		
Interest income		(408)		(191)		
Loss before working capital changes		(1,422,290)		(1,471,075)		
Deacrease in receivables and others		1,548,082		1,498,439		
Increase (decrease) in accrued expenses and other current liabilities		245,257		(71,950)		
Interest received		408		191		
Net cash provided by (used in) operating activities		371,457		(44,395)		
CASH FLOW FROM A FINANCING ACTIVITY						
Collection of subscription receivable		75,000				
NET INCREASE (DECREASE) IN CASH		446,457		(44,395)		
CASH AT BEGINNING OF PERIOD		789,884		418,612		
CASH AT END OF PERIOD	Р	1,236,341	Р	374,217		

SINOPHIL CORPORATION SCHEDULE OF RECEIVABLES, ADVANCES AND OTHER ASSETS March 31, 2013

NAME	AMOUNT
Advances to Affiliates	28,033,247
Belle Corporation	27,266,363
Parallax Resources, Inc.	766,884
Total	28,033,247
Others	18,255
Total Receivables	28,051,503
Other Current Assets	8,229,635
Total Receivables and Other Assets	36,281,138