



CIRCULAR

The Philippine Stock Exchange, Inc.

<input checked="" type="checkbox"/> Disclosures	<input type="checkbox"/> Stockholders' Meeting	Others: <u>Trading Halt</u>
<input type="checkbox"/> Dividend Notice	<input type="checkbox"/> SEC / Gov't Issuance	<input type="checkbox"/>
<input type="checkbox"/> Stock Rights Notice	<input type="checkbox"/> Transfer Agent's Notice	<input type="checkbox"/>

To : **THE INVESTING PUBLIC AND TRADING PARTICIPANTS**

Company : **SINOPHIL CORPORATION**
Trading Halt

Date : **May 16, 2013**

This is with reference to Circular No. 3835-2013 dated May 10, 2013 pertaining to the approval by the Board of Directors of Sinophil Corporation ("SINO" or the "Corporation") of the reduction in the par value of SINO's common and preferred shares from One Peso (₱1.00) per share to Twenty-Five Centavos (₱0.25) per share.

In relation thereto, the Corporation submitted to the Exchange the attached disclosure dated May 16, 2013 containing additional information regarding the above-mentioned matter. In the said disclosure, the Corporation stated, among others, that:

....

1. Rationale for the proposed Par Value Reduction.

... the proposed Par Value Reduction will transfer Seventy-Five Centavos (₱0.75) out of every One Peso (₱1.00) in paid capital from the Capital Stock account to Additional Paid-In Capital. The resulting increased Additional Paid-In Capital balance may then be subsequently applied towards the reduction or elimination of the Corporation's Deficit via a quasi-reorganization.

....

Pursuant to the Rules on Quasi-Reorganization, the Exchange will implement a trading halt on SINO shares tomorrow, May 17, 2013, which will commence at 9:00 a.m. and will be lifted at 10:00 a.m. The Exchange will inform the Trading Participants and the investing public of further developments on the matter.

For your information and guidance.

(Original Signed)
JANET A. ENCARNACION
Head, Disclosure Department

Noted by:

(Original Signed)
MARSHA M. RESURRECCION
Head, Issuer Regulation Division

Controllership / Treasury	Market Regulation Division	Issuer Regulation Division	Information Technology Division	Capital Markets Dev't Division	COO / OGC
Tel. No. 688-7561/688-7508	Tel. No. 688-7541	Tel. No. 688-7510	Tel. No. 688-7480	Tel. No. 688-7534	Tel. No. 688-7411

16 May 2013

THE PHILIPPINE STOCK EXCHANGE, INC.

Listing and Disclosure Group
3rd Floor, PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City

Attention: **Ms. Janet A. Encarnacion**
Head - Disclosure Department

Ms. France Alexandra M. Du
Asst. Manager, Disclosure Department

Re: Amendment of Articles of Incorporation
Reduction of Par Value from ₱1.00 to ₱0.25

Gentlemen:

We respond to your letter dated 14 May 2013 and furnish you herewith the following information, which you have requested in connection with the approval by the Corporation's Board of Directors of the proposal to reduce the par value of the Corporation's Common and Preferred Shares from One Peso (₱1.00) per share to Twenty-Five Centavos (₱0.25) per share (the "Par Value Reduction").

1. Rationale for the proposed Par Value Reduction.

As previously advised, the proposed Par Value Reduction will transfer Seventy-Five Centavos (₱0.75) out of every One Peso (₱1.00) in paid capital from the Capital Stock account to Additional Paid-In Capital. The resulting increased Additional Paid-In Capital balance may then be subsequently applied towards the reduction or elimination of the Corporation's Deficit via a quasi-reorganization.

Sinophil's Deficit at the Parent level was approximately ₱3.5 Billion as per its unaudited financial statements as of March 31, 2013. After the approval and implementation of the Par Value Reduction, the Corporation's resulting Additional Paid-In Capital net of subscriptions receivable is estimated to be approximately ₱3.9 Billion. It is thus expected that the Deficit may be completely eliminated after the subsequent approval by the Securities and Exchange Commission of a quasi-reorganization that will transfer the resulting Additional Paid-In Capital to Retained Earnings.

2. Estimated effects of the Par Value Reduction on the Capital Stock.

	BEFORE	AFTER
Par Value (per Share)		
Common	₱1.00	₱0.25
Preferred	₱1.00	₱0.25
Authorized Capital Stock (No. of Shares)		
Common	10,130,000,000	10,130,000,000
Preferred	6,000,000,000	6,000,000,000
Authorized Capital Stock (in Pesos)		
Common	₱ 10,130,000,000	₱ 2,532,500,000
Preferred	₱ 6,000,000,000	₱ 1,500,000,000
Issued Shares (No. of Shares)		
Common	3,096,890,785	3,096,890,785
Preferred	nil	nil
Outstanding Shares (No. of Shares)		
Common	7,927,310,000	7,927,310,000
Preferred	nil	nil
Treasury Shares (No. of Shares)		
Common	nil	nil
Preferred	nil	nil
Listed Shares (No. of Shares)		
Common	3,410,416,085	3,410,416,085
Preferred	nil	nil

3. Proposed Timetable.

- a. Expected Date of Stockholders' Approval: During the next meeting of the Corporation's shareholders scheduled on 18 June 2013
- b. Expected Date of filing the Amendments to the Articles of Incorporation with the SEC: Within three (3) business days from the date of shareholders' approval (or by 21 June 2013)
- c. Estimated Date of SEC approval of the Amended Articles of Incorporation: Within forty-five (45) days from the date of filing of the Amended Articles of Incorporation with the SEC.

4. Procedures for updating of Stock Certificates.

- a. Details of stock transfer agent:

BDO Securities Corporation

Attention: Ms. Janet Amora, Assistant Vice President
 20th Floor, South Tower, BDO Corporate Center
 7899 Makati Avenue, Makati City 0726
 Telephone: (02) 840-7000

b. Estimated dates when old stock certificates can be replaced:

In compliance with existing rules, the Corporation will be procuring new stock certificates to reflect the new authorized capital stock and new par value of its shares.

The old stock certificates will be replaced as soon as the new certificates become available. The Stock Transfer Agent is estimated to take approximately three (3) business days to process requests for reissuance of stock certificates reckoned from the date of submission of ALL required documents, as provided below.

c. Documents to be presented by shareholders:

1. The shareholders will be required to surrender their old stock certificates for cancellation.

2. Additional documents for individual stockholders:

- i. photocopies of at least two (2) valid government-issued identification documents bearing the shareholder's photograph and signature (e.g. driver's license, passport, SSS/GSIS card, TIN card, etc.);
- ii. updated specimen signature cards; and
- iii. authorization letter from stockholders who cannot personally claim their stock certificates.

3. Additional documents for corporate stockholders:

- i. authorization letter from the authorized signatory/ies of the corporate stockholder;
- ii. Secretary's Certificate as to authorized signatories;
- iii. updated specimen signature cards;
- iv. photocopies of the corporate stockholder's latest Articles of Incorporation and By-Laws; and
- v. photocopy of latest General Information Sheet, as filed with the SEC.

d. Estimated date of availability of new stock certificates:

The new stock certificates will be processed in accordance with the procedure stated above, and will likewise be dependent on the actual signing of the new stock certificates by the Corporate Secretary and the President.

e. Procedures in case of lost stock certificates:

Shareholders with lost stock certificates will be required to comply with legal requirements under Section 73 of the Corporation Code, as set forth below:

- An Affidavit of Loss is to be filed in triplicate with the Corporation by the registered owner or legal representative, stating the circumstances of loss, the serial numbers of the lost certificates and the number of shares represented by each certificate. The shareholder may also submit other information or evidence may be deemed necessary.
- The Corporation will publish a Notice of Loss for three (3) consecutive weeks in a newspaper of general circulation in the place of the Corporation's principal office. The notice shall contain the following information:
 - i. Name of the Corporation
 - ii. Name of registered owner
 - iii. Serial numbers of share certificates and the number of Shares represented by the certificates
 - iv. A statement that, after one (1) year from the date of the last publication, lost certificates will be cancelled and new certificates will be issued in lieu thereof, if there is no contest. Contest will then be barred thereafter.
- If there is no contest, new certificates may be issued before expiry of one (1) year, if a bond or other security is filed by the registered owner.
- If contest is presented to the Corporation, or if an action is pending in court, issuance of new certificates is suspended until the final court decision.

5. Other Information.

The proposed Par Value Reduction will not affect the amounts of the Corporation's Subscriptions Receivable and Net Equity, and will reduce or eliminate the Corporation's Deficit only upon subsequent approval by the SEC of a quasi-reorganization.

We trust that the foregoing sufficiently complies with the Exchange's requirements.

Thank you for your kind attention.

Very truly yours,


MANUEL A. GANA
President