

COVER SHEET

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S.E.C Registration Number

G L O B A L F E R R O N I C K E L
H O L D I N G S , I N C .
(F o r m e r l y S O U T H E A S T A S I A
C E M E N T H O L D I N G S , I N C .)

(Company's Full Name)

7 T H F L O O R C O R P O R A T E
B U S I N E S S C T R . 1 5 1 P A S E O
D E R O X A S C O R . A R N A I Z S T .
M A K A T I C I T Y

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

ATTY. NOEL B. LAZARO
Contact Person

519-7888
Company Telephone Number

Month Day
FISCAL YEAR

AMENDED
1 7 - A
FORM TYPE

Month Day
ANNUAL MEETING

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION
AMENDED 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, 2014**
2. SEC Identification Number **ASO94-003992**
3. BIR Tax Identification No. **003-871-592**
4. Exact name of issuer as specified in its charter



GLOBAL FERRONICKEL HOLDINGS, INC. (formerly known as SOUTHEAST ASIA CEMENT HOLDINGS, INC.)

5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6.  (SEC Use Only)
Industry Classification Code:
7. **7th Floor Corporate Business Centre, 151 Paseo de Roxas corner Arnaiz Street, Makati City, Metro Manila, Philippines**
Address of principal office **1228**
Postal Code
8. **(02) 5197888**
Issuer's telephone number, including area code
9. **Former Address: Unit 1104 Liberty Center Building, 104 H.V. De La Costa corner Leviste Streets, Salcedo Village, Makati City, Metro Manila Philippines**

Former Fiscal Year: June 30

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 or Amount of Debt Outstanding
Common Shares	17,467,007,052

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

Yes [☒] No [☐]

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

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 [☒] No [☐]

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

Yes [☒] No [☐]

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant.

The aggregate market value of the voting stock held by non-affiliates of the registrant (i.e., excluding shareholders having at least 10% of the issued capital of the Company and officers, directors and affiliates of the Company), consisting of 2,842,616,088 shares as of December 31, 2014, is PhP7,788,768,081.10, computed by reference to the closing price on December 29, 2014 of PhP2.74 per share.



Global Ferronickel Holdings, Inc.

GLOBAL FERRONICKEL HOLDINGS, INC.
AMENDED 17-A ANNUAL REPORT 2014

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

Prior to PGM entry

Global Ferronickel Holdings, Inc. (formerly known as Southeast Asia Cement Holdings, Inc.) (the "Company" or "Corporation") was established on May 3, 1994 as a holding company.

In December 2003, the Company subscribed to 1,548,614,753 common shares of Republic Cement Corporation (now Lafarge Republic, Inc. pursuant to a change in corporate name effective on June 26, 2012, "Republic" or "LRI"). As payment for said subscription, Seacem exchanged its (a) 19,960,995 common shares in FR Cement Corporation ("FRCC") and (b) 10,000,000 common shares in Lloyds Richfield Industrial Corporation ("LRIC"). As a result, FRCC and LRIC ceased to be subsidiaries of the Company.

The Securities and Exchange Commission ("SEC") approved on October 9, 2007 the merger of Seacem's subsidiaries - Seacem Silos, Inc. ("SSI") and Seacem Trading Corporation ("STC"); SSI's subsidiary Agrodynamics Philippines, Inc. ("API"), and STC's subsidiary Hopkins Holdings, Inc. ("HHI"), with SSI as the surviving corporation. SSI became the sole subsidiary of Seacem.

On December 29, 2009, the SEC approved the following corporate actions:

- The decrease in the authorized capital stock of the Corporation from PhP7,300,000,000 divided into 7,300,000,000 shares with par value of PhP1.00 each to PhP2,555,000,000 divided into 7,300,000,000 shares with par value of PhP0.35 each;
- The amendment of the Seventh Article of the Articles of Incorporation of the Company decreasing the authorized capital stock from PhP7,300,000,000 to PhP2,555,000,000 and the par value of the shares from PhP1.00 to PhP0.35 each; and
- The equity restructuring to wipe out the entire deficit of the Corporation as of December 31, 2008 amounting to PhP5,469,225,264 against the additional paid in capital of PhP1,403,947,155 and part of the reduction surplus amounting to PhP4,192,448,610.35, subject to the condition that the remaining reduction surplus of PhP127,170,501.35 shall not be used to wipe out losses that may be incurred in the future without prior approval of the SEC.

On September 3, 2012, the Company sold 136 million of its LRI shares to various institutional investors.

During the period between October and November 2012, the Company conducted a voluntary tender offer to buy back up to 989,338,284 of its shares of stock held by its public shareholders, in exchange for the Company's shares of stock in LRI, at a ratio of 3.73 of the Company's public shares for every one LRI share and an additional cash amount of PhP0.0277 per share of the Company to cover customary charges. The voluntary tender offer resulted in 930,730,108 treasury shares of the Company, in exchange for which the Company sold 249,525,417 of its LRI shares to the tendering shareholders. The Company's total outstanding shares and its public ownership were thereby reduced to 5,519,190,831 shares and to 133,074,499 shares (or 2.4% of its total outstanding shares), respectively. As of December 31, 2012, the Company owned 19.97% of LRI.

On December 27, 2012, the Company's board of directors approved the declaration of property dividends consisting of the treasury shares, in the amount of one treasury stock per 5.93

outstanding common shares, to stockholders of record as of January 9, 2013, payable on January 23, 2013 or 5 days after SEC approval of the property dividend and any required Bureau of Internal Revenue ("BIR") clearance, whichever is later. Following SEC approval of the property dividends on March 15, 2013 and BIR clearance on May 20, 2013, the distribution and payment date of the property dividends and cash dividends respectively was on May 27, 2013.

As a result of the Company's non-compliance with the 10% minimum public ownership requirement as of December 31, 2012, the Philippine Stock Exchange ("PSE" or the "Exchange") suspended trading of the Company's shares on the Exchange, effective January 1, 2013. Under the rules, if the Company still fails to meet the 10% minimum public ownership requirement by June 30, 2013, it will be automatically delisted from the Exchange on July 1, 2013. As of December 31, 2012, the Company's public float was of 2.4%.

On June 6, 2013, the Company issued 277,000,000 common shares at a subscription price equivalent to the par value of the shares, which is PhP0.35 per share, each to two individual subscribers, or a total of 554,000,000 shares from the authorized and unissued capital stock of the Company. The appropriate notices of exemption from the registration requirement of the Securities Regulation Code were filed with the SEC.

The 554,000,000 shares were equivalent to 7.9% of the total outstanding capital stock of the Company. This resulted in an increase in the public ownership of the Company to 10.1%. By virtue of the increase, the PSE lifted the trading suspension imposed on the Company, effective June 13, 2013.

Prior to the lifting of the trading suspension on the Company, on June 7, 2013, the Company's shareholders, Calumboyen Holdings, Inc. ("CHI"), Lafarge Holdings (Philippines), Inc. ("LHPI"), and SSI signed a Sale and Purchase Agreement with IHoldings, Inc., Januarius Resources Realty Corp., and Kwantlen Development Corp. (collectively "IHoldings Group") for the sale of CHI's, LHPI's, and SSI's respective shares of stock representing 89.87% of the Company to the IHoldings Group. Under the terms of the Sale and Purchase Agreement, IHoldings, Inc. shall purchase shares equivalent to 74.8%, Januarius Resources Realty Corp. 4.9%, and Kwantlen Development Corp. 10.17% of the outstanding capital stock of the Company. Furthermore, the IHoldings Group shall purchase the shares of CHI, LHPI, and SSI from a single selling shareholder.

Thus, on June 27, 2013, LHPI and SSI sold their respective shares of stock in the Company to CHI at PhP0.4083 per share.

On June 28, 2013, CHI sold all its shares of stock in the Company to the IHoldings Group at PhP0.4083 per share. Thus, as of June 30, 2013, the IHoldings Group is the new principal shareholder of the Company.

Before the change in majority shareholdings of the Company, the Company had engaged in several material transactions.

From February until March 2013, the Company sold 50 million of its shares in LRI, or 4.3% of the Company's total LRI shares, to the public consisting mostly of institutional investors. The shares were sold through the PSE, in several tranches of varying volumes over the period until March 6, 2013, at an average price of PhP10.90 per share.

On April 1, 2013, upon prior shareholder approval, the Company sold its remaining 1,113,089,336 shares of stock in LRI to CHI, and to South Western Cement Ventures, Inc. ("SWCVI"), which is a related party of its other major shareholder, LHPI. This was executed through a block sale at the Philippine Stock Exchange. Of the 1,113,089,336 LRI shares, 951,207,837 shares were sold to

CHI, and 161,881,499 shares were sold to SWCVI. Thus, the Company ceased to be a shareholder in LRI.

On June 6, 2013, the Company also sold all its 25,000,000 shares in SSI to the extent of 60% to CHI, and to the extent of 40% to LHPI. After negotiations between the parties, the agreed price paid to the Company for the said SSI shares is PhP730 million. Thus, SSI ceased to be a subsidiary of the Company.

On May 22, 2013, the Company's Board of Directors approved the declaration and payment of cash dividends in the amount of PhP1.656 per outstanding common share to stockholders of record as of June 5, 2013, and payable on June 12, 2013, based on 6,449,913,681 outstanding common shares of the Company.

On May 10, 2013, through a Certificate of Filing of Amended By-Laws, the SEC approved the amendment of the By-Laws of the Company, changing its fiscal year from January 1 to December 31, to July 1 to June 30 of each year. On May 27, 2013, through a Certificate Granting the Change in Accounting Period, the BIR also approved the change in the Company's fiscal year.

As of June 30, 2014, the Company is 74.80%, 10.17% and 4.85% owned by IHoldings, Inc., Kwantlen Development Corp., and Januarius Resources Realty Corp (collectively, the IHoldings Group), respectively.

PGMC entry

On July 9, 2014, IHoldings Group entered into a Share Purchase Agreement, as amended on September 4, 2014, with Huatai Investment Holdings Pty. Ltd., Regulus Best Nickel Holdings, Inc., Bellatrix Star, Inc., Alpha Centauri Fortune Group, Inc., Antares Nickel Capital, Inc., Blue Eagle Elite Ventures, Inc., Ultimate Horizon Capital, Inc., Sohoton Energy, Inc., Great South Group Ventures, Inc., Red Lion Fortune Group, Inc., Wei Ting, Dante R. Bravo and Seng Gay Chan (collectively, the "Thirteen Stockholders") pursuant to which IHoldings Group will sell to the Thirteen Stockholders 6,291,132,047 common shares of the Company (the "Subject Shares") comprising the entirety of their respective shareholdings and representing 89.82% of the total issued and outstanding capital stock of the Company.

On September 5, 2014, as a requirement under the Securities Regulation Code (SRC), the Thirteen Stockholders have launched a mandatory tender offer to acquire the shares of the minority stockholders holding 712,781,634 common shares of the Company and filed a Tender Offer Report with the SEC and PSE. The Tender Offer period lapsed October 10, 2014 where 204,264 common shares (the "Tendered Shares") were tendered to the Thirteen Stockholders. After the lapse of the tender offer period, the Thirteen Stockholders completed the purchase of the Subject Shares in accordance with the Share Purchase Agreement. The Subject and Tendered Shares were crossed through the PSE on October 15, 2014.

On September 10, 2014 and October 22, 2014, the Board of Directors and the stockholders of the Company, respectively, approved the following amendments to the Articles of Incorporation and By-laws:

- Change in the Company's name from Southeast Asia Cement Holdings, Inc. to Global Ferronickel Holdings, Inc.;
- Change in the registered and principal address from Room 1104, Liberty Center Buildings, 104 H.V. dela Costa corner Leviste Streets, Salcedo Billage, Makati City to 7th Floor, Corporate Business Centre, 151 Paseo de Roxas corner Arnaiz Street, Makati City;
- Increase in the number of directors from nine (9) to ten (10) members;
- Increase in the authorized capital stock of the Company from P2,555,000,000.00 divided into 7,300,000,000 common shares with par value of P0.35 per share to

₱12,555,000,000.20 divided into 35,871,428,572 common shares with a par value of ₱0.35 per share; and

- Change of fiscal year from June 30 to December 31.

The Board and the stockholders of the Company also approved the issuance of 10,463,093,371 new common shares of the Company resulting from the increase in the authorized capital stock to the Thirteen Shareholders who are also the stockholders of Platinum Group Metals Corporation (“PGMC”) in exchange for the sale and transfer to the Company of 99.85% of the outstanding capital stock of PGMC under a Deed of Exchange dated October 23, 2014; and the follow-on offering and listing of shares with the PSE which includes the 10,463,093,371 common shares issued to the stockholders of PGMC.

On October 23, 2014, the Company executed a Deed of Exchange for a share-for-share swap (Share Swap) with the Thirteen Stockholders of PGMC. The Company will issue 10,463,093,371 common shares to the Thirteen Stockholders in exchange for the 99.85% outstanding shares of PGMC and cancel the receivables of the Company assumed by the Thirteen Stockholders from the IHoldings Group pursuant to the Share Purchase Agreement dated July 9, 2014, as amended on September 4, 2014. The total par value of the 10, 463,093,371 common shares to be issued by the Company to the Thirteen Stockholders.

On November 27, 2014, the Company entered into two (2) MOAs with the following:

- GHGC Metallic Ore Resources, Inc. and eight (8) individuals for the purchase of 126,500,000 common shares or one hundred percent (100%) interest of Ferrochrome Resources, Inc. (FRI; formerly Golden Harvest Global Corporation) for \$30.0 million or its Philippine Peso equivalent.
- Giantlead Prestige, Inc., Alpha Centauri Fortune Group, Inc., Antares Nickel Capital, Inc., Huatai Investment Holding Pty. Ltd. And Wei Ting for the purchase of 500,000 common shares and 6,250,000,000 preferred shares or one hundred percent (100%) interest of Southeast Palawan Nickel Ventures, Inc. (SPNVI) for \$50.0 million or its Philippine peso equivalent.

On December 1, 2014, the Company filed a Notice of Exempt Transaction under Section 10.1 (e) and (i) of the Securities Regulation Code, or pursuant to the sale of capital stock of a corporation to its own stockholders exclusively, where no commission or other remuneration is paid or given directly or indirectly in connection with the sale of such capital stock and pursuant to the subscription for shares of the capital stock of a corporation prior to the incorporation thereof or in pursuance of an increase in its authorized capital stock under the Philippine Corporation Code, when no expense is incurred, or no commission, compensation or remuneration is paid or given in connection with the sale or disposition of such securities, and only when the purpose for soliciting, giving or taking of such subscriptions is to comply with the requirements of such law as to the percentage of the capital stock of a corporation which should be subscribed before it can be registered and duly incorporated, or its authorized capital increased, with the SEC for the issuance of the aforementioned 10,463,093,371 new common shares. An amended Notice of Exempt Transaction for the same issue was filed on February 18, 2015.

On December 22, 2014, the Philippine SEC approved the Company’s application to increase in the authorized capital stock of the Company to ₱12,555,000,000.20 divided into 35,871,428,572 common shares with a par value of ₱0.35 per share, and the issuance of 10,463,093,371 to the stockholders of PGMC who transferred their shares in PGMC to the Company, as well as the amendment of its articles of incorporation and by-laws to reflect the change in the corporate name, principal address, number of directors and fiscal year.

On February 26, 2015, the Company's stockholders representing 71.64% of the total outstanding shares unanimously approved and ratified the above planned acquisitions.

On March 16, 2015, the Board of Directors of the Company approved the termination of the Memorandum of Agreement for the Acquisition of 100% of the Ferrochrome Resources, Inc.

The Company, its' Subsidiaries and Affiliates, to be referred hereafter as the "Group", have no record of any bankruptcy, receivership or similar proceedings during the past three (3) years. Neither has the Group made any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business during the past three (3) years of 2011 to December 31, 2014, except as disclosed and mentioned herein, and in the Company and Subsidiaries' audited financial statements.

As of December 31, 2014, the Company has no operation other than the acquisition of PGMC which was approved by the SEC on 22 December 2014.

A copy of the Company's Comprehensive Corporate Disclosure relating to its subsidiaries' business is attached hereto as Annex "A" and incorporated herein by reference.

The Subsidiaries/Affiliates

PGMC

PGMC was registered with the SEC on February 10, 1983. PGMC's primary purpose is "to prospect, explore, locate, acquire, hold, work, develop, lease, operate and exploit mineral lands for chromite, copper, manganese, magnesite, silver, gold, and other precious and non-precious minerals; to acquire and dispose of mining claims and rights, and to conduct and carry on the business of preparing, milling, concentrating, smelting, treating or preparing for market; and to market, sell, exchange or otherwise deal in chromite, copper, manganese, magnesite, silver, gold and other mineral products". Pursuant to this purpose, PGMC acquired control and currently operates the mining tenement containing nickel ore located in Surigao del Norte. PGMC was registered with the BOI as a new producer of beneficiated nickel ore on a non-pioneer status on its Surigao registered nickel project on November 16, 2007 with fiscal incentive among others, Income Tax Holiday for a period of six (6) years from November 2007 and another two (2) years bonus.

PGMC is the third largest nickel producer in the Philippines by volume of nickel shipped, and one of the largest global suppliers of nickel ore, accounting for 10.0% of the country's nickel ore production in 2014. It currently operates two open pit deposit sites known as CAGA 2 and CAGA 4 within our lateritic nickel mine in Cagdianao, Claver, Surigao del Norte, Philippines, herein thereafter referred to as the "Cagdianao Mine". Five additional identified deposit sites at Cagdianao have yet to be exploited and developed. PGMC sells nearly all of the low, medium and high grade ore that are mine in the Asia-Pacific region for the production of stainless steel products, NPI and nickel cathodes.

Surigao Integrated Resources Corporation (SIRC)

SIRC is a one hundred percent (100%)-owned subsidiary of PGMC and was organized in July 1999 and duly registered with the SEC on July 16, 1999. Its primary purposes are to engage in the exploration and processing of minerals, petroleum and other mineral oils, to enter into financial and technical assistance agreements for the large scale exploration, development and utilization of mineral resources or otherwise engage in mining activities or enter into agreements as may be allowed by law.

SIRC is the holder of rights to mining tenements located in the Surigao provinces, Mineral Production Sharing Agreement (MPSA) No. 007-92-X for a period of twenty-five (25) years. On September 15, 2006, PGMC entered into an Operating Agreement with SIRC, that grants PGMC the exclusive privilege and right to occupy, explore, develop, utilize, mine, mill, beneficiate and undertake activities within the areas covered by MPSA.

PGMC-CNEP Shipping Services Corp. (CNEP)

On June 4, 2013, PGMC incorporated CNEP, its wholly owned subsidiary. It was registered with the SEC, primarily to conduct and carry on the business of inter-island shipping, including chartering, hiring, leasing, or otherwise acquiring tug and barge, self-propelled barges or landing craft transport or other ships or vessels, together with equipment, appurtenances and furniture therefor; and to employ the same in the conveyance and carriage of ores, minerals, goods, wares and merchandise of every kind and description.

Employees / Collective Bargaining Agreements

The Group has one hundred twenty-seven (127) regular employees, seventeen (17) employees on probationary and fifty (50) employees on a fixed term as at December 3, 2014.

There are no labor unions within the Company and its subsidiaries.

Transactions with Related Parties

Please refer to Note 29 of the audited financial statements as of December 31, 2014 of the Group.

Major Business Risks

The Group's activities expose it to a variety of financial risks: credit risk, interest rate risk, foreign currency and liquidity risk. The Group's overall risk management program seeks to minimize potential adverse effects on the financial performance of the Company and its subsidiaries.

The Group mitigates credit risk by limiting its exposure to cash and cash equivalents where the credit quality is determined to be high grade. The Group's exposure to the risk for the changes in interest rate relates primarily to its loan with banks with floating interest rate, and to manage this risk, the Group regularly monitors interest rate movements to assess exposure impact. With regard to liquidity risk, the Company manages this risk by maintaining adequate highly liquid assets and sufficient credit facilities.

The Company also recognizes operational risk or risk of loss arising from causes associated with the Company's processes and technology and from external factors such as legal and regulatory requirements. Management aims to manage operational risk by seeking the avoidance of financial losses and damages to the Company's reputation while considering overall cost effectiveness and appropriate control procedures which do not unduly restrict initiative and creativity.

Standards for management of risk and internal controls have been put in place, and compliance is supported by a program of periodic internal audit.

Item 2. Property

Cagdianao Mine

The Cagdianao Mine is located in Sitio Kinalablaban, Barangay Cagdianao, Municipality of Claver, in the province of Surigao del Norte in the northeast corner of Mindanao island. The Cagdianao mine is located within an area known as the Surigao Laterite Geological Domain, characterized by substantial deposits of both limonite and saprolite. It is accessible via domestic

flights from Manila, Cebu and other domestic locations, which can land either in Surigao City or Butuan City

The Cagdianao Mine has a total area of 4,376 hectares and is currently operating deposits CAGA 2 and 4. Our rights to the property are governed by the MPSA and the ECC allows PGMC to produce 5.0 million DMT or 7.7 million WMT of ore each year. The current outlook of the mine's life, based on current probable reserves and current production levels, is expected to last approximately five years from 2015, with possible extension after further exploration of CAGA 6 and 7. Exploration plans through core drilling are focused on the upgrading of inferred resources to measured resources, peripheral extensions on the CAGA 1 to 5 deposit areas as well as in new areas, CAGA 6 and 7. Proposed exploration at these sites covering approximately 700 hectares could potentially delineate additional mineral resources.

Mineral resources at the Cagdianao Nickel Project as estimated by RPM as of February 20, 2015 are shown in the table below.

Statement of Mineral Resources as at February 20, 2015

Deposit	Material Type	JORC Classification	Dry Quantity Million DMT	Wet Quantity Million WMT	Ni %	Fe %	Co %	Dry Bulk Density (t/cu.m)	Wet Bulk Density (t/cu.m)	Moisture Content
CAGA 4	Ni ≥ 0.5% < 1.4%, Fe ≥ 25%	Indicated	5.9	9.3	1.1	47.7	0.13	1.2	1.9	37
	Ni ≥ 1.4%, Fe ≥ 25%		1.1	1.8	1.5	42.7	0.15	1.2	1.9	38
	Ni ≥ 0.8% < 1.4%, Fe < 25%		4.1	5.5	1.2	10.8	0.03	1.6	2.1	26
	Ni ≥ 1.4%, Fe < 25%		7.0	9.7	1.6	12.7	0.03	1.5	2.0	28
		Subtotal	18.0	26.1	1.4	25.5	0.07	1.4	2.0	31
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25%	Inferred	9.1	13.9	0.9	47.0	0.09	1.4	2.0	34
	Ni ≥ 1.4%, Fe ≥ 25%		0.1	0.1	1.5	41.3	0.15	1.3	1.9	36
	Ni ≥ 0.8% < 1.4%, Fe < 25%		2.5	3.3	1.2	11.4	0.03	1.6	2.0	25
	Ni ≥ 1.4%, Fe < 25%		1.5	2.1	1.6	12.7	0.03	1.4	2.0	27
		Subtotal	13.2	19.4	1.0	36.4	0.07	1.4	2.0	32
CAGA 2	Ni ≥ 0.5% < 1.4%, Fe ≥ 25%	Indicated	4.5	6.7	1.1	47.2	0.14	1.3	1.9	33
	Ni ≥ 1.4%, Fe ≥ 25%		0.2	0.3	1.5	42.1	0.19	1.3	1.9	33
	Ni ≥ 0.8% < 1.4%, Fe < 25%		8.8	13.0	1.1	12.3	0.04	1.3	1.9	33
	Ni ≥ 1.4%, Fe < 25%		2.9	4.3	1.6	12.9	0.05	1.2	1.8	33
		Subtotal	16.3	24.4	1.2	22.4	0.07	1.3	1.9	33
	Ni ≥ 0.5% < 1.4%	Inferred	0.3	0.4	1.0	48.3	0.11	1.3	1.9	33

Deposit	Material Type	JORC Classification	Dry Quantity Million DMT	Wet Quantity Million WMT	Ni %	Fe %	Co %	Dry Bulk Density (t/cu.m)	Wet Bulk Density (t/cu.m)	Moisture Content
	Fe ≥ 25% Ni ≥ 1.4%, Fe ≥ 25% Ni ≥ 0.8% < 1.4%, Fe < 25%		0	0	-	-	-	-	-	-
	Fe < 25% Ni ≥ 1.4%, Fe < 25%		0.4	0.5	1.0	12.9	0.03	1.3	1.9	33
			0.01	0.02	1.5	12.7	0.03	1.3	1.9	33
		Subtotal	0.6	0.9	1.0	28.5	0.06	1.3	1.9	33
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25% Ni ≥ 1.4%, Fe ≥ 25% Ni ≥ 0.8% < 1.4%, Fe < 25% Ni ≥ 1.4%, Fe < 25%	Indicated	6.3	9.6	0.9	45.1	0.09	1.2	1.8	35
			0.03	0.04	1.5	30.1	0.08	1.0	1.7	41
			1.5	2.4	1.2	17.9	0.06	1.1	1.7	36
			0.3	0.5	1.5	18.0	0.07	1.2	1.7	34
		Subtotal	8.1	12.5	1.0	38.9	0.08	1.2	1.8	35
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25% Ni ≥ 1.4%, Fe ≥ 25% Ni ≥ 0.8% < 1.4%, Fe < 25% Ni ≥ 1.4%, Fe < 25%	Inferred	1.1	1.6	0.8	46.4	0.08	1.2	1.9	34
			0	0	-	-	-	-	-	-
			0.1	0.1	1.1	17.7	0.05	1.1	1.7	36
			0	0	-	-	-	-	-	-
		Subtotal	1.1	1.7	0.8	44.5	0.08	1.2	1.8	34
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25% Ni ≥ 1.4%, Fe ≥ 25% Ni ≥ 0.8% < 1.4%, Fe < 25% Ni ≥ 1.4%, Fe < 25%	Indicated	3.7	5.9	1.1	45.1	0.11	1.1	1.8	38
			0.1	0.1	1.6	31.4	0.09	1.0	1.6	40
			3.1	4.7	1.2	14.1	0.05	1.2	1.7	33
			1.3	2.0	1.6	16.3	0.06	1.1	1.6	33
		Subtotal	8.2	12.7	1.2	28.6	0.08	1.1	1.7	35
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25% Ni ≥ 1.4%, Fe ≥ 25% Ni ≥ 0.8% < 1.4%, Fe < 25% Ni ≥ 1.4%, Fe < 25%	Inferred	0.1	0.2	1.1	41.6	0.10	1.2	1.8	36
			0	0	-	-	-	-	-	-
			0.1	0.1	1.1	14.1	0.05	1.1	1.7	32
			0.1	0.1	1.5	11.0	0.05	1.0	1.6	36

Deposit	Material Type	JORC Classification	Dry Quantity Million DMT	Wet Quantity Million WMT	Ni %	Fe %	Co %	Dry Bulk Density (t/cu.m)	Wet Bulk Density (t/cu.m)	Moisture Content
		Subtotal	0.2	0.4	1.2	26.4	0.07	1.1	1.7	35
CAGA 5	Ni ≥ 0.5% < 1.4%, Fe ≥ 25%	Indicated	2.6	3.9	0.9	46.0	0.13	1.2	1.7	32
	Ni ≥ 1.4%, Fe ≥ 25%		0.01	0.01	1.4	27.9	0.12	0.9	1.5	39
	Ni ≥ 0.8% < 1.4%, Fe < 25%		1.0	1.6	1.1	17.4	0.06	1.0	1.5	35
	Ni ≥ 1.4%, Fe < 25%		0.01	0.01	1.4	21.2	0.08	0.8	1.4	42
	Subtotal		3.7	5.5	1.0	37.9	0.11	1.1	1.7	33
	Ni ≥ 0.5% < 1.4%, Fe ≥ 25%	Inferred	2.4	3.4	0.9	46.0	0.13	1.2	1.7	31
	Ni ≥ 1.4%, Fe ≥ 25%		0.02	0.02	1.5	27.4	0.07	1.2	1.7	30
	Ni ≥ 0.8% < 1.4%, Fe < 25%		0.7	1.1	1.1	17.4	0.05	1.0	1.5	34
	Ni ≥ 1.4%, Fe < 25%		0.01	0.01	1.4	19.5	0.06	1.2	1.7	31
	Subtotal		3.1	4.6	0.9	39.0	0.11	1.2	1.7	31
	TOTAL	Indicated	54.3	81.2	1.2	27.9	0.07	1.3	1.9	33
		Inferred	18.4	27.0	1.0	36.9	0.08	1.3	1.9	32
	GRAND TOTAL		72.7	108.2	1.2	30.2	0.08	1.3	1.9	33

Cut-off grades: Limonite: Ni \geq 0.50%; Fe \geq 25.0%

Saprolite: Ni \geq 0.80%; Fe<25.0%

Equipment, Mining Rights and Investment Properties

Please refer to Note 8, 9 and Note 10 of the audited financial statements

Liens and Encumbrances

Other than Aseana Property mortgaged to Banco de Oro Universal Bank to secure a three-year term loan, none of the Group's properties are subject to any liens, encumbrances or other security interests. Further, there were no limitations on ownership or usage over the said property.

Item 3. Legal Proceedings

To the knowledge and information of the Company, there is no material pending legal proceeding (wherein the amount involved, exclusive of interest and costs, exceeds ten percent (10%) of the current assets of the Company), to which the Company is a party or of which its property is the subject before any court of law or administrative body in the Philippines or elsewhere, which if adversely determined, will have material adverse effect on the financial condition of the Company.

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

In a special stockholders' meeting dated February 26, 2015, the stockholders representing 71.64% of the total outstanding shares unanimously approved and ratified the following:

- Creation of the Executive Committee previously approved by the Board of Directors and corresponding amendment of the By-laws of the Corporation;
- Acquisition of 100% of the outstanding shares of Ferrochrome Resources, Inc. for \$30,000,000.00 or its Philippine Peso equivalent; and
- Acquisition of 100% of the outstanding shares of Southeast Palawan Nickel Ventures, Inc. for \$50,000,000.00 or its Philippine Peso equivalent

PART II – OPERATIONAL AND FINANCIAL INFORMATION

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

Market Information

The PSE is the principal market for the Company's shares. The closing price of the shares as of December 31, 2014 is at PhP2.74 per share.

The high and low sale prices of the shares of stock of the Company for each quarter within the period June 30, 2014 to December 31, 2014 and the last two (2) fiscal years are as follows:

YEAR	Q1		Q2		Q3		Q4	
	High	Low	High	Low	High	Low	High	Low
2014	1.4	0.96	3.1	1.07	3.0	1.82	2.8	1.83
2013	Suspended	Suspended	1.98	0.9	1.22	0.95	1.17	0.95
2012	1.90	1.59	1.84	1.64	2.64	1.75	3.34	1.21

Holders

The Company has approximately 1,718 shareholders owning as of December 31, 2014. Based on the records, the following are the top 20 stockholders with their respective shareholdings and percentage to total shares outstanding as of said date:

Stockholder Name	Nationality	No. of Shares	%
PCD Nominee Corp – Filipino	Filipino	4,188,019,343	59.80
PCD Nominee Corp – Non-Filipino	Foreign	1,353,775,386	19.33
Blue Eagle Elite Venture, Inc.	Filipino	629,128,918	08.98
Ultimate Horizon Capital, Inc.	Filipino	629,128,918	08.98
Red Lion Fortune Group, Inc.	Filipino	103,894,884	01.48
Great South Group Ventures, Inc.	Filipino	58,900,708	00.84
Orion-Squire Capital, Inc. A/C-0459	Filipino	6,461,622	00.09
Squire Securities, Inc.	Filipino	2,454,733	00.04
George L. Go	Filipino	1,534,593	00.02
Kuok Philippines Properties Inc.	Filipino	1,313,076	00.02
Gabriel Tong	Filipino	1,189,200	00.02
Gregorio S. Oca	Filipino	1,181,768	00.02
Venson Paz	Filipino	1,168,634	00.02
Domingo A Cirilos Jr	Filipino	1,051,770	00.02
Julienna Uy	Filipino	841,416	00.01
Martin L. Prieto	Filipino	805,187	00.01
Manuel T. Gonzales	Filipino	795,301	00.01
Wellington Y. Tong	Filipino	743,250	00.01
Marie Louise Tong	Filipino	743,250	00.01
Victor Gan Sy	Filipino	568,586	00.01

Dividends

Below is the history of the recent dividend declarations made by the Company and PGMC for the three most recent fiscal years.

	For six months ended December 31	For the year ended June 30,	
	2014	2014	2013
	(P in millions)		
The Company (cash dividend)	-		10,500 ⁽¹⁾
(property dividend).....	-	-	
<i>Subsidiaries</i>			
PGMC (cash dividend)	1,084	5,069	-
Total	1,084⁽¹⁾	5,069⁽¹⁾	10,500⁽¹⁾

Note 1: This dividend declaration was made prior to the Company's acquisition of PGMC in October 2014.

Other than as set forth above, none of our other subsidiaries declared any dividends for the years ended June 30, 2012, 2013 and 2014, respectively. Declarations of dividends in previous years are not indicative of future dividend declarations.

Description of Registrant's Securities

As of December 31, 2014, the Company has a total issued capital stock of 17,467,014,310 common shares. 17,467,007,052 common shares of the Company are outstanding and 7,258 shares are treasury stock.

Item 6. Management's Discussion and Analysis Financial Position and Results of Operations

The following discussion and analysis is based on the audited consolidated financial statements as at December 31, 2014 and June 30, 2014 and for six (6) months ended December 31, 2014 and for the years ended June 30, 2014 and 2013, respectively, prepared in conformity with Philippine Financial Reporting Standards (PFRS) and accompanying Notes to the Consolidated Financial Statements and should be read in conjunction with those audited consolidated financial statements.

The Group has not, in the past five years and since its incorporation, revised its financial statements for reasons other than changes in accounting period and policies.

The Consolidated Financial Statements as at December 31, 2014 and June 30, 2014 and for six (6) months ended December 31, 2014 and for the years ended June 30, 2014, 2013 are hereto attached.

The following table sets forth the summary financial information for the period July 1 to December 31, 2014 and for years ended June 30, 2014 and 2013 and as at December 31, 2014 and June 30, 2014

Summary of Consolidated Statement of Income

In Million	July 1- December 31, 2014	June 30, 2014	June 30, 2013
Revenues	P9,047.48	P 5,667.77	P 4,664.50
Cost and Expenses	(4,116.31)	(3,943.41)	(3,526.51)
	4,931.17	1,724.36	1,137.99
Other Income	3.46	217.01	0.34
Other Expenses	(150.89)	(202.10)	(342.77)
Profit (Loss) Before Tax	4,783.75	1,739.31	795.56
Income Tax Expense	33.30	(68.98)	54.22
Profit for the Year	4,817.05	1,670.33	849.78
Other Comprehensive Loss - net of tax	(4.70)	4.32	(15.61)
Total Comprehensive Income (Loss)	P 4,812.35	P 1,674.65	P 834.17
Total Comprehensive Income Attributable To			
Equity holders of the Parent Company	P4,804.99	P1,672.09	P832.89
NCI	7.36	2.56	1.28

Summary Consolidated Statements of Financial Position as at

In Million	December 31, 2014	June 30, 2014
Current assets	P3,181.49	P6,702.18
Noncurrent assets	4,473.38	4,440.24
Total assets	P7,654.87	P11,142.42
Current liabilities	P2,076.82	P9,075.24
Noncurrent liabilities	P152.02	P393.68
Non-controlling interests	7.38	1.68
Equity attributable to equity holders of the Parent	5,418.65	1,671.82
Total liabilities and equity	P7,654.87	P11,142.42

Material Changes in Statements of Comprehensive Income Accounts

Total Comprehensive Income

For the six (6) months ending December 31, 2014, the Group has total comprehensive income of P4,812.35 million, compared to P1,674.65 million and P834.17 for years ending June 30, 2014 and 2013, respectively.

The foregoing result was due to the increase in sale of ore due to the shipments of more nickel ore of a higher grade in the six months ended December 31, 2014 as compared to less nickel ore and the sale of primarily low grade ore in the years ended June 30, 2014 and 2013, respectively. This was anticipation of the export ban by the Indonesian government, as well as lower prevailing nickel prices in 2013. Prior to the nickel ban by the Indonesian government, the average realized price of nickel ore was approximately US\$21.04 per WMT for low grade ore and US\$28.37 per WMT for high grade ore as at June 30, 2013 and since the ban was implemented in January 2014, the price reached an approximate of US\$32.86 per WMT for low grade ore and US\$130.21 per WMT for high grade ore as at December 31, 2014, an increase of US\$11.82 per WMT, or 56.2% for low grade ore and an increase of US\$101.84 per WMT, or 359.0% for high grade ore. In addition, we opened a larger mining area to expose medium and high grade nickel ore in anticipation of the nickel ban by the Indonesian government, which was another contributing factor to the increase in the sale of ore in the six months ended December 31, 2014.

Material Changes in Consolidated Statements of Financial Position Accounts

Financial Position as at December 31, 2014 and June 30, 2014

Total assets amounted to P7,654.87 million as at December 31, 2014 compared to P11,142.41 million in 2012. Current assets decreased by P3,520.68 million in 2014 from P6,702.18 million in 2013 due mainly to the declaration and payment of cash dividends in 2014.

Total current liabilities decreased by P6,998.43 million in December 31, 2014 from P9,075.24 million in June 30, 2014 which was attributable also to declaration and payment of cash dividends in 2014 and the decrease in trade and other payables, and repayment of short-term bank loan.

Total noncurrent liabilities reduced to P152.02 million from P393.67 million as a result of the repayment of long-term bank loan.

Cash Dividends Payable and Treasury stock Distributable as dividends

On June 15, 2014, the PGMC's BOD approved the declaration of cash dividends in the amount of P1,411.7 million and property dividends of P3,657.4 million to stockholders of record as at June 15, 2014. On September 1, 2014, PGMC's BOD amended its initial dividend declaration dated June 15, 2014 by declaring cash dividends in the amount of P5,069.1 million out of its unrestricted retained earnings. Out of the total dividends declared, P4,309.0 million pertains to 16% participating, non-cumulative, preferred stockholders at P0.07 per share and the remaining P760.1 million pertains to common stockholders at P0.06 per share. On December 29, 2014, PGMC settled its cash dividends payable amounting to P5,069.1 million. The dividends payable was offset against the cash advances to stockholders classified under "Advances to related parties".

On July 15, 2014, the PGMC's BOD approved the declaration of cash dividends amounting to P1,084.6 million at P0.09 per share. The dividends were settled on August 29, 2014.

On May 22, 2013, the BOD of the Parent Company approved the declaration of cash dividends in the amount of P1.656 per outstanding common share or P10,500 million to stockholders of record as at June 5, 2013, payable on June 12, 2013. In 2014, cash dividends declared and paid to certain shareholders on May 22, 2013 amounting to P20.3 million were returned as stale checks and presented as cash dividends payable as at December 31, 2014 and June 30, 2014 and will be reissued to such investors subsequent to year-end.

As at December 31, 2014 and June 30, 2014, dividends payable amounted to P=20.3 million and P5,069.1 million, respectively.

On December 1, 2014, the BOD approved the adoption of a dividend policy of declaring dividends equivalent to at least twenty percent (20%) of the unrestricted retained earnings of GFHI for the preceding year as indicated in its audited financial statements.

Capital Stock

The capital structure of the Parent Company as at December 31, 2014 and June 30, 2014 is as follows:

	December 31, 2014	June 30, 2014
Authorized - 35,871,428,572 shares as at December 31, 2014 and 7,300,000,000 shares as at June 30, 2014 - P0.35 par value		
Balance at beginning of period		
Issued - 7,003,920,939 shares	P2,451,372	P2,451,372
Issuance of 10,463,093,371 shares as at December 31, 2014	3,662,083	–
Balance at end of period		
Issued - 17,467,014,310 shares	P6,113,455	P2,451,372

The Parent Company has only one class of common shares. The common shares do not carry any right to fixed income.

The Parent Company applied for an increase in its authorized capital stock from P2,555.0 million divided into 7,300,000,000 common shares with a par value of P0.35 per share to P12,555.0 million divided into 35,871,428,572 common shares with a par value of P0.35 per share. The increase in the authorized capital stock as well as the issuance of the 10,463,093,371 common shares to the Thirteen Stockholders in accordance with the Share Swap transaction was approved by the SEC on December 22, 2014 (see Note 1).

All issued shares of GFHI, except for the newly issued 10,463,093,371 common shares to the Thirteen Stockholders, are listed in the PSE. The following table summarizes the track record of registrations of securities under the SRC.

Transaction	Subscribers	Registration Date	Issue/Offer Price	Number of Shares
Initial registration	Various	October 1994	P1.50	5,000,000,000
Additional registration	Various	September 1996	–	1,150,000,000
Exempt from registration	Various	December 1998	–	305,810,000
Exempt from registration	Two individuals	June 2013	0.35	554,000,000

7,009,810.00
0

Treasury Stock

The Company has 7,258 shares in treasury stock amounting to ₱18.4 thousand as at December 31, 2014 and June 30, 2014.

There were no movements in treasury stock in for the period July 1 to December 31, 2014. Pursuant to the Voluntary Tender Offer, which the Parent Company conducted from October to November 2012, the Parent Company bought back 930,730,108 of its shares of stock at fair value of P2.496 per share, resulting in treasury stock in the books of the Parent Company. These treasury stocks were declared as property dividends on December 20, 2012 and were distributed to shareholders on May 27, 2013. Due to the rounding down of the fractional shares from the property dividends, there are 7,258 treasury stocks amounting to P18,440 remaining as of June 30, 2013.

Retained Earnings

The Group has unrestricted retained earnings amounting to P4,691.5 million and P964.8 million as at December 31, 2014 and June 30, 2014, respectively.

Key Performance Indicators (KPIs)

The Group identified the following KPIs:

<i>KPI</i>	<i>Formula</i>	<i>December 2014</i>	<i>June 2014</i>	<i>June 2013</i>
Profitability				
1. Return on Equity	Profit for the Year / Total Equity	89%	25%	16%
2. Return on Assets	Profit for the Year / Total Assets	63%	15%	9%
3. Earnings Per Share	Profit for the Year / Weighted Average Number of Common Shares Outstanding	0.66	0.24	0.14
Leverage				
4. Debt-to-Equity Ratio	Total Liabilities / Total Equity	0.41077	5.6582	0.7417
Liquidity				
5. Current Ratio	Current Assets / Current Liabilities	153.19	0.74	16.27

Trends, events or uncertainties

The safeguard tariff on imported cement expired on December 10, 2004. An Executive Order dated November 2008 also lifted import duty on cement for six months. This was extended for additional six-month periods until July 2011 when the Department of Trade and Industry announced the further extension of the zero tariff rates although no official issuance has been published to date.

Structurally, the Philippines is at a disadvantage since it has one of the highest power costs in the region. Prices of inputs such as energy, freight, raw materials and other goods and services have also increased due to inflationary pressures. These affect the cost of production. Hence, efforts at continuing operational efficiencies will be crucial to help partially offset the cost increases.

Capital Expenditures

The Group does not have any outstanding commitment on capital expenditures as of December 31, 2014.

Operational and Financial Requirements

The Group maintains liquid assets in order to meet future operational and financial requirements.

Material Contingencies and Off-Balance Sheet Obligations

The Group is not aware of any significant commitment, guarantee, litigation or contingent liability during the reported period other than those discussed in this report and the Audited Financial Statements.

Events that will trigger direct or contingent financial obligation

The group is not aware of any event that will trigger a direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

Results of Operations for the period January 1, 2013 to June 30, 2013

The Parent Company posted a net income after tax of P7,937.96 million in 2013. This favorable result is largely because of the gain recognized from the sale of all its remaining LRI shares.

Material Changes in Statements of Comprehensive Income Accounts

Gain on Disposal of an Associate and a Subsidiary

As of June 30, 2013, the Parent Company has fully disposed of its investments in LRI shares through sale to various domestic institutional investors and then to related parties resulting to a net gain on disposal of P7.69 billion by the Group.

In 2012, the Group also recognized a gain on disposal of investment in an associate amounting to P2.15 billion arising from the sale of 136,000,000 shares in LRI to various institutional investors and the buyback of its shares in exchange for LRI shares.

Operating Expenses

Operating expenses increased by P7.07 million mainly on account of higher taxes and licenses incurred during the period.

Other Income

Other income grew by P11.69 million on account of higher interest income earned arising from higher cash and cash equivalents balance in 2013.

Other Expenses

Other expenses of 2012 is lower by P14.35 million mainly on account of input vat provision recognized in 2012.

Income Tax Expense

The Group was in a taxable loss position in the period from January 1, 2013 to June 30, 2013 and for the last two years ended December 31, 2012 and 2011. The Group did not recognize the related deferred tax asset on the resulting Net Operating Loss Carry-over (NOLCO) as Management believes that it is uncertain that the Group will have sufficient future taxable income

against which the NOLCO can be utilized. However, the Group recognized the amount of minimum corporate income tax (MCIT) as deferred tax assets.

Material Changes in Consolidated Statements of Financial Position Accounts

Cash and cash equivalents

The Group received additional cash from the proceeds of the sale of LRI shares and SSI shares during the period. These funds were used to pay the dividends declared in December 2012 and May 2013.

Receivable from related parties

The receivable from related parties in 2012 were collected in 2013. The outstanding receivable from related parties as of June 30, 2013 pertains to the outstanding liability of CHI when it acquired 161,881,499 LRI shares of the Parent Company. As part of the Sale and Purchase Agreement between the Parent Company and its new stockholders, the new stockholders assumed all the rights and obligations of CHI in and to the Parent Company's receivable from CHI.

Prepayments and other current assets - net

The increase in prepayments and other current assets amounting to P16.48 million is mainly due to the claim for business tax refund recognized by the Group.

Investment in an associate

The Parent Company has fully disposed all its investments in LRI.

Deferred tax asset

Deferred tax assets increased by P0.30 million as a result of MCIT recognized for the period.

Trade and other payables

The Parent Company settled its liabilities as of June 30, 2013.

Cash Dividends Payable and Treasury stock Distributable as dividends

The cash dividends of P0.38 per outstanding common share and the treasury stock of the Parent Company that were declared as property dividends on December 20, 2012 were distributed to shareholders on May 27, 2013. In accordance with the Board approval, the cash dividends and property dividends were payable on January 23, 2013, or 5 days after Securities and Exchange Commission (SEC) approval and any required BIR clearance, whichever is earlier. The SEC approved the property dividends on March 15, 2013 and the BIR issued its certificate authorizing registration and the tax clearance certificate on May 20, 2013.

Income tax payable

The Parent Company settled its income tax liability for the year in April 2013. Although subjected to MCIT, the Parent Company has sufficient creditable withholding taxes to be applied on the income tax due.

Capital Stock

On June 7, 2013, the Parent Company issued 277,000,000 shares each to two individual subscribers or a total of 554,000,000 shares from the authorized and unissued capital stock of the Parent Company equivalent to 7.9% of the outstanding capital stock of the Parent Company.

Reserves

The movements in this account pertain to the realization of the Parent Company's share in the actuarial loss and unrealized holding gain of an investment as a result of the disposal of investments in LRI shares.

Retained Earnings

The movements in this account pertain to the profit for the period, offset by dividends declared during the period.

Treasury stock

Pursuant to the Voluntary Tender Offer which the Parent Company conducted from October to November 2012, the Parent Company bought back 930,730,108 of its shares of stock at fair value of P2.496 per share, resulting in treasury stock in the books of the Parent Company. These treasury stocks were declared as property dividends on December 20, 2012 and were distributed to shareholders on May 27, 2013. Due to the rounding down of the fractional shares from the property dividends, there are 7,258 treasury stocks amounting to P18,440 remaining as of December 31, 2013.

Item 7. Financial Statements

A copy of the audited Consolidated Financial Statements of the Company as at December 31, 2014 and June 30, 2014 and for the years ended June 30, 2014 and 2013 is attached hereto as **Annex "B"** and incorporated herein by reference.

Statement of Management Responsibility - See Statement of Management Responsibility for Financial Statements attached to the audited consolidated financial statements.

Schedule of Financial Soundness Indicators – The schedule was attached to the audited consolidated financial statements.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

SGV

The consolidated financial statements of the Company and Subsidiaries as of December 31, 2014 and June 30, 2014 and for the six months ended December 31, 2014 and for the years ended June 30, 2014, and 2013, have been audited by SGV, a member firm of Ernst & Young Global Limited, independent auditors, as set forth in their reports appearing herein.

The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by SGV, excluding fees directly related to the Offer.

	For the six months ended December 31, 2014 and year ended June 30, 2013	
	2014	2013
	(P thousands)	
Audit and Audit-Related Fees ⁽¹⁾	7,976.9	3,522.0
Non-Audit Services ⁽²⁾	472.2	2,739.5
Total	8,449.1	6,261.5

(1) *Audit and Audit-Related Fees.* This category includes the audit of annual financial statements, review of interim financial statements and services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements for those calendar years.

The fees presented above include out-of-pocket expenses incidental to the independent auditors' work, the amounts of which do not exceed 15.0% of the agreed-upon engagement fees.

(2) *Non-Audit Services.* This category includes the tax advisory fees for the tax advisory services provided by SGV, on PGM's corporate restructuring. The fees presented above include out-of-pocket expenses incidental to the work performed, the amounts of which do not exceed 15.0% of the agreed-upon engagement fees

There was no event in the past where SGV had any disagreement with the Company regarding any matter relating to accounting principles or practices or financial statement disclosure or auditing scope or procedure.

Change in Auditors

The independent auditors for the Company were changed from Navarro, Amper & Co. to SGV effectively from July 2014 after the acquisition of the PGM by the Company. SGV has been the auditor for PGM since 2005, for the considerations of consistency and ease of consolidation of the Company's and PGM's financial stations. SGV was also appointed by the Company as its auditors. There were no disagreements between the two auditing firms.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

The following persons are the incumbent directors and officers of the Company who were elected at the Annual Meeting of the Board of Directors held on October 22, 2014, to serve as such until the election and qualification of their respective successors at the next Annual Meeting of the Stockholders:

Directors and Executive Officers of the Company

Name	Age	Nationality	Position
Raul M. Ang.....	62	Filipino	Chairman and Director
Joseph C. Sy.....	48	Filipino	President, Chief Executive Officer and Director
Dante R. Bravo.....	38	Filipino	Executive Vice President and Director
Francis C. Chua.....	65	Filipino	Director
Peter Hui Lin.....	47	Australian	Director
Shirley Solis-Sin.....	35	Filipino	Director

Gu Zhi Fang	41	Chinese	Director
Yuqiang Xie	53	Chinese	Director
Miguel B. Varela.....	74	Filipino	Independent Director
Roberto C. Amores	63	Filipino	Independent Director
Noel B. Lazaro.....	45	Filipino	Corporate Secretary, Compliance Officer and Corporate Information Officer
Mary Belle D. Bituin.....	46	Filipino	Chief Financial Officer and Treasurer
Eveart Grace Pomarin-Claro	33	Filipino	Assistant Corporate Secretary and Alternate Corporate Information Officer

Executive Officers and Senior Management of PGMG

Name	Age	Nationality	Position
Joseph C. Sy	48	Filipino	President and Chief Executive Officer
Dante R. Bravo.....	38	Filipino	Executive Vice President and Corporate Secretary
Noel B. Lazaro	45	Filipino	Senior Vice President and General Counsel
Mary Belle D. Bituin.....	46	Filipino	Senior Vice President (Human Resources, Administration and Chief Finance Officer)
Carlo A. Matilac.....	42	Filipino	Senior Vice President (Technical Mines)
Corsino L. Odtojan.....	42	Filipino	Vice President (Operations)
Mario A. Nevado.....	60	Filipino	Assistant Vice President (Finance)
Edgardo G. Garcia.....	55	Filipino	Consulting Geologist (Competent Person)

The business experience for the past five years of each of our directors and key executive officers is set forth below.

Directors and Executive Officers of the Company

Raul M. Ang

Chairman and Director

Mr. Ang became a director of the Company on October 22, 2014. Mr. Ang has been the president of Maxima Machineries, Inc. since July 2007, the president of Maxima Equipment Co. Inc. from June 1988 to June 2007. Mr. Ang is the Chairman of the Committee on Good Governance for the Philippine Chamber of Commerce and Industries. Mr. Ang is a BS Chemical Engineering graduate from the Mapua Institute of Technology.

Joseph C. Sy

President, Chief Executive Officer and Director

Mr. Sy became the President and CEO of PGMG and the Company in July 2011 and August 29, 2014, respectively. He is also a Director and President of INC and the Director of Mining for the Philippine Chamber of Commerce and Industry. Mr. Sy has more than fourteen years of experience in managing and heading companies engaged in mining and mineral exploration and development.

Dante R. Bravo

Executive Vice President and Director

Mr. Bravo became a director and executive vice president of the Company on August 29, 2014. He has been a director, executive vice president and corporate secretary of PGMG since 2011. He was the chief finance officer of PGMG from 2011 to 2013. He is also an attorney at law and a certified public accountant in the Philippines. Mr. Bravo served as a director from 2004 to 2011.

and a senior associate from 2002 to 2004 at SGV. He is, a professor of law for San Beda College and a lecturer for the Mandatory Continuing Legal Education Program for lawyers. He used to be the chief political affairs officer of Congressman Mr. Narciso R. Bravo Jr. He holds a Bachelor of Laws from San Beda College and a Bachelor of Accountancy from University of Santo Tomas. Mr. Bravo has more than 10 years of corporate management experience.

Francis C. Chua

Director

Mr. Chua became a director of the Company on October 22, 2014. He is currently the Honorary Consulate General of the Republic of Peru and the honorary president of the Federation of Filipino Chinese Chamber of Commerce and Industry. He is also the president emeritus of the Chamber of Commerce of the Philippines Foundations. Mr. Chua also served as the special envoy on Trade and Investments on China. He holds a Bachelor of Science in Industrial Engineering from the University of the Philippines, College of Engineering and doctorate degrees in humanities and business technology from the Central Luzon State University and the Eulogio Amang Rodriguez Institute of Science and Technology, respectively.

Peter Hui Lin

Director

Mr. Lin became a director of PGMC in 2011 and the director of the Company on October 22, 2014. He joined PGMC in 2011. Prior to his current position, Mr. Lin served as the principal of the accountancy firm of Auburn Accountants, the general manager of the accountancy firm of Peter J Moon & Co and the senior accountant of the accountancy firm of Farrar & Company. He holds a Diploma of Education in Mathematics from the Fujian Normal University and Advance Diploma in Accounting from Sydney Institute of Technology. He also holds a Master Degree in Business Administration, major in accounting information system from the University of Technology in Sydney Australia.

Shirley Solis-Sin

Director

Ms. Solis-Sin became a director of the Company on October 22, 2014. Prior to her current position, she was the vice president and treasurer of Bread Z Global Philippines, Inc. and the corporate secretary of CIESB, Inc. She also served as the vice president of Jiang Tuo Mining Philippines, Inc. and the vice president of Gae-K Group, Inc. Ms. Solis is a graduate of Business Administration from Eulogio "Amang" Rodriguez Institute of Science and Technology.

Gu Zhi Fang

Director

Ms. Gu Zhi Fang became a director of the Company on October 22, 2014. She held the position as the general manager of Ferrochrome Resources, Inc. since 2011. She has also been a director and general manager of Jiangsu Lianhua Paper Ltd., Wujiang, Jiangsu Province, China. She holds a degree in International Trade from Suzhou University.

Yuqiang Xie

Director

Mr. Xie became a director of the Company on October 22, 2014. Prior to his current position, Mr. Xie was the finance director of Guangdong Century Tsinghsan Nickel Industry Co., Ltd. and he was a director of the Ping An Bank – Fuzhou branch from 2010 to 2011. He was also the assistant governor of the plan finance department of the China Everbright Bank – Fuzhou branch from 1999 to 2010.

Miguel B. Varela

Independent Director

Mr. Varela became a director of the Company on October 22, 2014. He is an attorney of law in the Philippines. Atty. Varela is an associate in Liberal Arts graduate from San Beda College and a Bachelor of Laws graduate of University of the East, College of Law. He holds the following positions: chairman, Philippine Chamber of Commerce and Industry; chairman, Employers Confederation of the Philippines; board of trustee, Philippine Trade Foundation, Inc.; president, Philippine Association of Voluntary Arbitration Foundation, Inc.; chairman, Philippine Dispute Resolution Center, Inc.; chairman, GSI Philippines; vice chairman/trustee, Foundation for Crime Prevention; Employers Representative, Employees' Compensation Commission and the Occupational Safety and Health Board; private sector representative, Legislative Executive Development Council; vice president, International Labor Organization Foundation, Inc.; lifetime member, Philippine Constitution Association; member, Philippine Bar Association; and director, Makati Rotary Club.

Roberto C. Amores

Independent Director

Mr. Roberto C. Amores became a director of the Company on March 17, 2015. He is the Director-in-Charge for Agriculture at the Philippine Chamber of Commerce & Industry, a member of the Technical Advisory Group for Agribusiness office of Sec. Arthur C. Yap in the Department of Agriculture, the president of the Philippine Food Processors and Exporters Organization, Inc. and a council member and trustee of the Export Development Council – DTI. He holds a Bachelor of Arts degree from the University of Philippines. Mr. Amores has more than 30 years of corporate management experience.

OTHER EXECUTIVE OFFICERS

Noel B. Lazaro

Corporate Secretary, Compliance Officer and Corporate Information Officer

Mr. Lazaro joined as the senior vice president and general counsel of PGMCO on August 1, 2014. He became and the Corporate Secretary, Compliance Officer and Corporate Information Officer of the Company on October 22, 2014. He is also a director and the Corporate Secretary of Southeast Palawan Nickel Ventures, Inc. and Ipilan Nickel Corporation. Mr. Lazaro is an attorney of law in the Philippines. Prior to his current position, Mr. Lazaro served as a partner for Siguion Reyna Montecillo & Ongsiako, an associate at SyCip Salazar Hernandez & Gatmaitan, a professorial lecturer for the Lyceum of the Philippines College of Law, the De la Salle University Graduate School of Business and Far Eastern University Institute of Law, Master of Business Administration-Juris Doctor Dual Degree Program. He holds a Bachelor of Laws from the University of the Philippines College of Law.

Mary Belle D. Bituin

Chief Financial Officer and Treasurer

Ms. Bituin became a Director of the Company on 22 October 2014, and subsequently joined the Company on 1 January 2015. Prior to joining the Company, Ms. Bituin was Vice President for Business Transformation at Globe Telecom, Inc. (a leading telecommunications company in the Philippines), where she spent 16 wonderful years of service. She also previously served as International Auditor for International Audits at the Cooperative for Assistance and Relief Everywhere/CARE USA (a leading international humanitarian organization based in Atlanta, Georgia USA) for 4 years. Ms. Bituin started her career as an Auditor at SGV & Co. (a leading auditing firm in the Philippines). She is a graduate of Bachelor of Science in Business Administration, Major in Accounting, from the Philippine School of Business Administration, Manila.

Eveart Grace Pomarin-Claro

Assistant Corporate Secretary and Alternate Corporate Information Officer

Atty. Pomarin-Claro served as the Assistant Corporate Secretary and Alternate Corporate Information Officer of the Company since September 10, 2014. Atty. Pomarin-Claro served as the Corporate Secretary of the Company from February 1, 2014 to August 29, 2014.

Executive Officers and Senior Management of PGMC

Carlo A. Matilac

Senior Vice President (Technical Mines)

Mr. Matilac became the Senior Vice President of the technical mines of PGMC on August 1, 2014. He joined PGMC in 2012. Mr. Matilac's primary duties include mineral evaluation, planning and design of the mine, mine development and production. Prior to his current position, Mr. Matilac served as a technical specialist for BHP Billiton and QNI, and a mine engineering superintendent for Manila Mining Corp. He holds a Master in Business Administration from the Saint Paul University and a Bachelor of Science in Mining Engineering from Cebu Institute of Technology. Mr. Matilac has more than 19 years of technical and engineering experience in managing companies engaged in mining and mineral exploration development.

Corsino L. Odtojan

Vice President (Operations)

Mr. Odtojan became the Vice President of the operations division of PGMC on May 1, 2014. He joined PGMC in 2012. Prior to his current position, Mr. Odtojan served as mine planning engineer, site engineer and safety engineer for MRL Gold Philippines, a project engineer for Frasec Ventures Corporation and a mine planning engineer for Manila Mining Corporation. He holds a Bachelor of Science in Mining Engineering from Cebu Institute of Technology, a Postgraduate Diploma in Open Pit Mining and Quarrying from Ecole Nationale Supérieure des Mines de Paris and a Master in Environmental Management from Caraga State University. Mr. Odtojan has more than twelve (12) years of operations experience in companies engaged in mining and mineral exploration development.

Mario A. Nevado

Assistant Vice President (Finance)

Mr. Nevado became the Assistant Vice President of the finance division of PGMC in 2011. He joined PGMC in 2007. He is a certified public accountant in the Philippines. Mr. Nevado's primary duties include financial planning, analysis and other related activities for the Company and PGMC. Prior to his current position, Mr. Nevado served as a manager for the money market division and purchasing division of the Philippine National Bank and PNB Capital and Investment Corporation and an accountant for Philippine Bread House in New Jersey, U.S. He holds a Bachelor of Accounting from Philippine College of Commerce in 1975. Mr. Nevado has more than 25 years of finance experience in companies engaged in mining and mineral exploration development.

Edgardo G. Garcia

Consulting Geologist (Competent Person)

Mr. Garcia joined PGMC as a Consulting Geologist- CP on September 1, 2014. Mr. Garcia's primary duties include exploration for nickel, chromite, PGEs and other mineral deposits, project implementation/ management and PMRC/JORC reporting of the Company's mineral resources. He is a certified and licensed geologist in the Philippines. Mr. Garcia is a member of the Geological Society of the Philippines, a JORC and PMRC Competent Person for Exploration/Mineral Resources evaluation and reporting in the Philippines. Prior to his current position, Mr. Garcia served as the vice-president for Titan Mining and Energy Corporation, the

vice-president for Viraj Company of India for its Philippines and Southeast Asia exploration activities and a corporate manager for QNI Philippines Inc., a subsidiary of BHP Billiton. He holds a Bachelor of Science in Geology from the Mapua Institute of Technology. Mr. Garcia has more than 33 years of experience in exploration/drilling implementation, project management, resource evaluation/reporting from companies engaged in mineral exploration, development and mining of various metallic and non-metallic deposits.

Involvement of Directors and Officers in Legal Proceedings

The Company is not aware and the signatories hereunder have not been informed of any of the following events during the past five (5) years involving the directors or executive officers of the Company:

- (a) any bankruptcy petition filed by or against any business of which any of the directors or executive officers was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time;
- (b) any conviction by final judgment or any pending criminal proceeding filed in Philippine courts against any of the directors or executive officers;
- (c) 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 directors or executive officers in any type of business, securities, commodities or banking activities, and
- (d) any finding by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization that any of the directors or executive officers has violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Family Relationships

There are no family relationships between any director and any member of the Company's Senior Management except that Mr. Sy and Ms. Gu are husband and wife.

Significant Employees

No person, who is not a director or an executive officer, is expected to make a significant contribution to the business of the Company. Neither is the business highly dependent on the services of key personnel.

Item 10. Executive Compensation

EXECUTIVE COMPENSATION SUMMARY

Compensation

The following are the Company's President and its three other executive officers of the Company as of the date of this Report:

Name	Position
Joseph C. Sy	President, Chief Executive Officer and Director
Dante R. Bravo.....	Executive Vice President and Director

Mary Belle D. Bituin..... Chief Financial Officer and Treasurer
Noel B. Lazaro..... Corporate Secretary, Compliance Officer, Corporate Information Officer and Corporate Secretary

The following table identifies and summarizes the aggregate compensation of the Company's President and its three other executive officers of the Group in the fiscal years ended June 30, 2013, and December 31, 2014:

	<u>Year</u>	<u>Total⁽¹⁾</u> <u>(P)</u> <u>(in millions)</u>
President and the three most highly compensated executive officers named above	2013	15.4
	2014	13.5
Aggregate compensation paid to all other officers as a group unnamed.....	2013	16.9
	2014	16.5

Note:

(1) Includes salary, bonuses and other income.

Standard Arrangements

Other than payment of a fixed monthly director's fee of P200,000, there are no other standard arrangements pursuant to which directors of the Company are compensated, or were compensated, directly or indirectly, for any services provided as a director and for their committee participation.

Other Arrangements

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

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

- (a) There are no employment contracts between the Company and a named executive officer.
- (b) Neither is there a compensatory plan or arrangement, including payments to be received from the Company, with respect to a named executive officer, which plan or arrangement results or will result from the resignation, retirement or any other termination of such executive officer's employment with the Company and its subsidiaries or from a change-in-control of the Company or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all periodic payments or installments, exceed PhP2,500,000.

Item 11. Security Ownership of Certain Beneficial Owners and Management

- (1) Security Ownership of Certain Record and Beneficial Owners and Management as of December 31, 2014

<i>Title of Class</i>	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent of Ownership
Common	Huatai Investment Holding Pty. Ltd. Auburn, Australia Shareholder	Direct	Australian	3,453,886,804	19.77%
Common	Sohoton Synergy, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	2,559,879,074	14.66%
	Regulus Best Nickel Holdings, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	2,286,149,526	12.99%
Common	Blue Eagle Elite Venture, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	1,675,438,255	9.59%
Common	Ultimate Horizon Capital, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	1,675,438,255	9.59%
Common	Bellatrix Star, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	875,995,921	5.01%

Common	Alpha Centauri Fortune Group, Inc. 7 th Floor, Corporate Business Center, 151 Paseo de Roxas cor. Arnaiz St., Makati City Shareholder	Direct	Filipino	875,995,921	5.01%
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The shares held by Huatai Investment Holding Pty. Ltd., Sohoton Synergy, Inc., Regulus Best Nickel Holdings, Inc., Blue Eale Elite Venture, Inc., Ultimate Horizon Capital, Inc., Bellatrix Star, Inc., and Alpha Centauri Fortune Group, Inc. will be voted or disposed by the persons who shall be duly authorized by these records.

(2) Security Ownership of Management as of December 31, 2014:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Total Outstanding Shares
		4,950,163,772 (directly and		
Common	Joseph C. Sy	indirectly)	Filipino	0%
Common	Dante R. Bravo	65,032,614	Filipino	.38%
Common	Francis C. Chua	1,000	Filipino	0%
Common	Peter Hui Lin	1	Australian	0%
Common	Mary Belle D. Bituin	1	Filipino	0%
Common	Shirley Solis	1	Filipino	0%
Common	Gu Zhi Fang	1	Chinese	0%
Common	Raul M. Ang	79,670,071	Filipino	1.14%
Common	Miguel B. Varela	1	Filipino	0%

(3) Voting Trust Holders of 5% Or More

No person holds at least 5% or more than 5% of a class of securities under a voting trust or similar agreement, other than those set forth above.

Item 12. Certain Relationships and Related Transactions

There are no transactions during the past two (2) years to which the Company or any of its subsidiaries was or is to be a party, and in which a director, executive officer, stockholder owning ten percent (10%) or more and members of their immediate family had or are to have a direct or indirect material interest, except that, PGMC transacted and sold ore to Wish Way Resources (“Wish Way”), a company controlled by the family of Ms. Gu Zhi Fang, a director of the Company and the wife of Mr. Joseph C. Sy. PGMC believes that its transactions with Wish Way were fair, reasonable, and made on an arm’s length basis.

Note 30 of the audited financial statements for the period ended June 30, 2014 (Annex A) provides information on the Company’s significant transactions with related parties.

There are no transactions with parties that fall outside the definition of “related parties” under SFAS/IAS No. 24, with whom the Company or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be available from other, more clearly independent parties on an arm’s length basis.

PART IV – EXHIBITS AND SCHEDULES

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

(a) Exhibits

Please see attached audited financial statements of the Company for the fiscal year ended December 31, 2014 including schedules and supplementary schedules, as Annex A.

(b) Reports on SEC Form 17-C

During the last six (6) months of the period covered by this report, the Company reported on the following disclosures on SEC Form 17-C's and on the following financial statements, filed on the date indicated below:

1. July 9, 2014 – The Company's Principal shareholders entered into a Sale and Purchase agreement with Huatai Investment Holding Pty. Ltd., Regulus Best Nickel Holdings, Inc., Bellatrix Star, Inc., Alpha Centauri Fortune Group, Inc., Antares Nickel Capital, Inc., Blue Eagle Elite Ventures, Inc., Ultimate Horizon Capital, Inc., Sohoton Energy, Inc., Great South Group Ventures, Inc., Red Lion Fortune Group, Inc., Mr. Dante R. Bravo, Mr. Seng Gay Chan and Mr. Hui Lin;
2. September 10, 2014 - Result of the Board Meeting on September 10, 2014;
3. September 26, 2014 – Extension of Tender Offer Period;
4. September 29, 2014 – the Board approved the audited financial statements of the Company for the period ending on 30 June 2014 and authorized the Chairman of the Board, Mr. Raul M. Ang; the President, Mr. Joseph C. Sy; and the Treasurer, Ms. Mary Belle D. Bituin to sign the Statement of Management Responsibility;
5. October 23, 2014 – Crossing of Tendered Shares and shares subject of Sale and Purchase Agreement dated July 9, 2014;
6. November 27, 2014 – Board Approval and Execution of the following Memoranda of Agreement (MOA) on the:
 - a. Purchase of 126,500,000 common shares of Ferrochrome Resources, Inc.; and
 - b. Purchase of 500,000 common shares and 6,250,000,000 preferred shares of Southeast Palawan Nickel Ventures, Inc.
7. December 1, 2014 – The Board of Directors approved the following matters:
 - a. Confirmation of Adoption of Manual of Corporate Governance of Southeast Asia Cement Holdings, Inc.;
 - b. Registration and Listing of Offer Shares:
 - i. Offer for sale or subscription of the new common shares of stock of the Corporation resulting from the increase of its authorized capital stock by way of public offering in the Philippines ("Offer Shares");
 - ii. Registration and licensing with the Securities and Exchange Commission ('SEC) of the Offer Shares;
 - iii. Listing with the Philippine Stock Exchange ('PSE') of the Offer Shares;
 - iv. Engagement of underwriters, advisors, legal counsel, stock and transfer agent, receiving agent/bank, escrow agent, the Philippine Depository & Trust Corporation, and other agents as may be necessary, proper or desirable to effect and implement the registration and licensing of the Offer Shares with the SEC, the listing with the PSE and the offer for sale, to the public and investors within the Philippines and internationally, of its shares, under such terms and conditions as the Board of Directors may deem to be fair and reasonable and in the best interest of the Corporation;
 - v. Appointment of any one (1) of the President, the Executive Vice President, the Corporate Secretary and/or any other proper officers of the Corporation as authorized signatories; and

- vi. Ratification of Disclosures Contained in the Registration Statement and the Prospectus to be filed by the Corporation with the SEC and for the registration of the Offer Shares.
 - c. Adoption of a dividend policy declaring dividends equivalent to at least twenty percent (20%) of the Unrestricted Retained Earnings of the Corporation for the preceding fiscal year, as indicated in its Audited Financial Statements.
- 8. December 3, 2014 – Filing of Registration Statement with the SEC relating to the primary and secondary offer of up to 6,164,826,000 common shares; and
 - 9. December 16, 2014 – The Board of Directors approved the adoption of the Corporation's Anti-Bribery and Corruption Policy and the monthly compensation of the members of its Board of Directors as proposed by the Remuneration and Compensation Committee.

After the period covered by this report and until date hereof, the Company also reported on the following disclosures on SEC Form 17-C's filed on the dates indicated below:

- 1. January 9, 2015 – The Board of Directors, in its meeting held on January 9, 2015 approved the following matters: 1.) Creation of Executive Committee; and set the date of the special stockholders' meeting of the Company on Thursday, 26 February 2015, 1 to 4 p.m. at MetroClub Makati City for the purpose of considering the resolutions passed by the Board and such other matters that may brought to the body and fixed the record date on 5 February 2015;
- 2. March 3, 2015 – Bureau of Immigration definitely dismissed the deportation case against Mr. Joseph C. Sy; and
- 3. March 16, 2015 – Termination of the Memorandum of Agreement for the Acquisition of 100% of the Ferrochrome Resources, Inc.

PART V – CORPORATE GOVERNANCE

Compliance with the Manual of Corporate Governance

In 2011, the Corporation adopted a Revised Manual on Corporate Governance pursuant to SEC Memorandum Circular No. 6, Series of 2009 and in amendment of its Manual on Corporate Governance dated August 21, 2002 as amended in June 2010.

On December 1, 2014, the Board of Directors approved the Confirmation of Adoption of Manual of Corporate Governance of the Company.


To ensure compliance with the Revised Manual on Corporate Governance, the Compliance Officer shall, among other things, (i) monitor compliance with the provisions and requirements of the Revised Manual on Corporate Governance, (ii) determine violations thereof and recommend possible penalties for violation for further review and approval of the Board, and (iii) identify, monitor, and control compliance risks. Further, not later than 30th day of January each year, the Compliance Officer shall issue a certification on the extent of the Company's compliance with its Revised Manual on Corporate Governance for the completed year and explain the reason/s for any deviation therefrom.

SIGNATURE

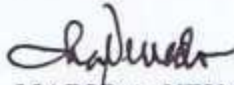
Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in Makati on 29 May 2015.

GLOBAL FERRONICKEL HOLDINGS, INC.

Issuer



MARY BELLE D. BITUIN
Treasurer and Chief Finance Officer



MARIO A. NEVADO
AVP for Finance



NOEL B. LAZARO
**Corporate Secretary/ Compliance Officer/
Corporate Information Officer**

SAN JUAN MANILA

SUBSCRIBED AND SWORN to before me this 29 MAY 2015 day of May 2015, affiant exhibiting to me his _____ issued on _____ in _____.

Doc. No.: 385;
Page No.: 25;
Book No.: 18;
Series of 2015.



MARIA THERESITA E. PATULA
Notary Public
Serial No. of Commission 135 (2014-2015)
Commission expires on 12-31-2015
Roll of Attorney's No. 53971
IBP No. 987629 PTR No. 0561794