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S.E.C. Registration Number

S Y N E R G Y G R I D & D E V E L O P M E N T

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D E V E L O P M E N T P H I L S . , I N C .

(Company's Full Name)

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B L D G. C O N D O M I N I U M P E A R L D R I V E ,

P A S I G C I T Y , M E T R O M A N I L A

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

Anna May B. Agustin
Contact Person

633-9757
Company Telephone Number

Month Day
Fiscal Year
N/A

Definitive Information Statement
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

S T A M P S

Remarks = pls. use black ink for scanning purposes

SYNERGY GRID & DEVELOPMENT PHILS., INC.

(formerly: UEM Development Phils., Inc.)

1607, 16th Floor, Tycoon Center Bldg. Condominium
Pearl Drive, Pasig City

19 June 2012

PHILIPPINE STOCK EXCHANGE, INC.

Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Re: Synergy Grid & Development Phils., Inc.

Gentlemen:

Please see attached the Definitive Information Statement with Annexes.

Very truly yours,

SYNERGY GRID & DEVELOPMENT PHILS., INC.

By:


ANNA MAY B. AGUSTIN
Compliance Officer

SYNERGY GRID & DEVELOPMENT PHILS., INC.
1607 16th Floor, Tycoon Center Bldg.
Pearl Drive, Pasig City

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF
SYNERGY GRID & DEVELOPMENT PHILS., INC.**

TO ALL STOCKHOLDERS:

Please be advised that the annual meeting of the stockholders of **SYNERGY GRID & DEVELOPMENT PHILS., INC.** (the "Corporation") will be held on **July 12, 2012, Thursday** at **2:00 p.m.**, at One Esplanade, Seaside Blvd. corner Jose W. Diokno Blvd., SM Mall of Asia Complex Pasay City, Metro Manila with the following agenda:

AGENDA

- I. Call to Order
- II. Proof of Notice of Meeting
- III. Certification of Notice and Quorum
- IV. Approval of the Minutes of the Previous Annual Stockholders' Meeting held on December 21, 2010
- V. Management Report
- VI. Ratification of the Corporate Acts of the Board of Directors
- VII. Election of Directors for 2012 to 2013
- VIII. Presentation of the Audited Financial Statements of the Corporation for the Year Ended December 31, 2011
- IX. Appointment of Manabat Sanagustin & Co. (an affiliate of KPMG) as External Auditor for 2012
- X. Other Matters
- XI. Adjournment

Stockholders who may not be able to attend the aforesaid meeting in person but wish to participate through a proxy may send a Proxy Instrument to the Corporate Secretary not later than 5:00 p.m. of June 29, 2012, Friday, at the following address:

VICENTE D. GEROCHI IV
SYNERGY GRID & DEVELOPMENT PHILS., INC.
c/o 3rd Floor, SyCipLaw Center
105 Paseo de Roxas, Makati City

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

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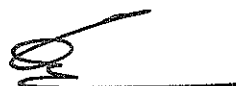
With respect to the election of directors (item VIII of the Agenda), stockholders who wish to nominate candidates for directors, including independent directors, must submit their nominations to the Nomination Committee at the following address not later than 5:00 p.m. of May 25, 2012, Friday:

THE NOMINATION COMMITTEE
THE BOARD OF DIRECTORS
SYNERGY GRID & DEVELOPMENT PHILS., INC.
1607 16th Floor, Tycoon Center Bldg. Condominium
Pearl Drive, Pasig City, Metro Manila
Fax No. 5843930

All nominations should include (i) the signature of the nominating stockholder, (ii) acceptance by the nominee, (iii) *curriculum vitae* of the nominee, (iv) a statement that the nominee has all the qualifications and none of the disqualifications as set forth in the Corporation's Manual on Corporate Governance, Section 38 of the Securities Regulation Code, SRC Rule 38, SEC Memorandum Circular No. 02-02 dated April 5, 2002 and SEC Memorandum Circular No. 16-02 dated November 28, 2002, (v) information on the relationship of the nominee to the stockholder submitting the nomination, and (vi) all relevant information about the nominee's qualifications.

The Corporation will be sending materials on the 2012 Annual Stockholders' Meeting to all stockholders of record. For this purpose, stockholders are requested to inform the Corporation promptly of any change in their mailing address by sending a notice with the details of their new mailing address to the Office of the Corporate Secretary at the 3rd Floor, SyCipLaw Center, 105 Paseo de Roxas, Makati City. For stockholders who have not been receiving notices from the Corporation, it is possible that their mailing address on record is not updated and they should notify the Corporation of their current mailing address as soon as possible. Stockholders are likewise requested to advise the Corporation from time to time of any further changes in their mailing address so all notices and communications to stockholders can be sent effectively.

June 15, 2012.



VICENTE D. GEROCHI IV
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter: SYNERGY GRID & DEVELOPMENT PHILS., INC. ("SGP" or the "Corporation")

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

4. SEC Identification Number: 41376

5. BIR Tax Identification Code: 000-593-240

6. 1607, 16th Floor, Tycoon Center Bldg. Condominium Pearl Drive, Pasig City, Metro Manila
Address of principal office

1200
Postal Code

7. Registrant's telephone number, including area code: (632) 5843930

8. Date, time and place of the meeting of security holders: July 12, 2012; 2:00 p.m.; One Esplanade, Seaside Blvd. corner Jose W. Diokno Blvd., SM Mall of Asia Complex Pasay City, Metro Manila

9. Approximate date on which the Information Statement is first to be sent or given to security holders: June 20, 2012

10. In case of Proxy Solicitation: Not Applicable

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<u>Common</u>	As of December 31, 2011 - Fully paid common shares (listed) - <u>49,466,000 shares</u>

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

Yes No

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

Philippine Stock Exchange / common shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

Date: July 12, 2012
Time: 2:00 p.m.
Place: One Esplanade, Seaside Blvd. corner Jose W. Diokno Blvd.
SM Mall of Asia Complex Pasay City, Metro Manila

Corporation's Mailing Address: 1607, 16th Floor, Tycoon Center Bldg. Condominium
Pearl Drive, Pasig City, Metro Manila

The date on which the Information Statement is first to be sent or given to stockholders is on June 20, 2012.

Item 2. Dissenters' Right of Appraisal

Under Section 81 of the Corporation Code of the Philippines (the "*Corporation Code*"), a stockholder has the right to dissent and demand payment of the fair value of his shares in the following cases: (i) amendments to the Articles of Incorporation which has the effect of changing or restricting the rights of any stockholder or class of shares, or of extending or shortening the term of corporate existence; (ii) sale, lease or other disposition of all or substantially all of the corporate property and assets; and (iii) merger or consolidation.

In order for a stockholder to exercise his or its appraisal right, the stockholder must have voted against the above proposed corporate actions. Within thirty days after the meeting when the vote was taken, the dissenting stockholder shall make a written demand on SGP for the payment of the fair market value of his shares. Failure to do so shall be deemed a waiver of the stockholder's appraisal right. The foregoing procedure is based on the provisions of Title X of the Corporation Code and SGP's Manual on Corporate Governance.

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

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon at the Annual Stockholders' Meeting other than their possible election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) The total number of shares issued and outstanding as of June 7, 2012 is 49,466,000. However, please refer to paragraph (d)(i) below for a discussion of the increase of the Corporation's authorized capital stock and the shares to be issued in respect thereof. All issued and outstanding shares are common shares, with each share entitled to one vote. In respect of the Annual Meeting, all of the issued and outstanding shares have voting rights.

(b) The record date for purposes of determining the stockholders entitled to vote is at 5:00 p.m. on June 7, 2012 (the "*Record Date*"). Stockholders are entitled to cumulative voting in the election of the members of the Board as provided for in the Corporation Code.

(c) Under Section 24 of the Corporation Code, a stockholder may vote such number of shares for as many persons as there are Directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of SGP multiplied by the whole number of Directors to be elected: provided, however, that no delinquent stock shall be voted.

There are no conditions precedents to the exercise of the stockholders' cumulative voting right.

(d) (i) Security Ownership of Certain Record and Beneficial Owners

The names, addresses, citizenship, number of shares held, and percentage of total ownership of persons (including any group) owning more than 5% of the outstanding voting shares of SGP as of June 7, 2012 are as follows:

<i>Title of Class</i>	<i>Name and Address of Record Owner and Relationship with Issuer</i>	<i>Name of Beneficial Owner</i>	<i>Citizenship</i>	<i>No. of Shares¹</i>	<i>Percentage of Class</i>
Common	Henry Sy, Jr. One Esplanade, Seaside cor. JW Diokno Blvd., SM Mall of Asia Complex, Pasay City, Philippines Stockholder, Director, President and Chairman of the Board	Henry Sy, Jr.	Filipino	23,285,740 (R & B)	47.04%
Common	East Fleming Holding Corp. ² 128 L.P. Leviste St., Salcedo Village, Makati City, Philippines Stockholder	East Fleming Holding Corporation	Filipino	22,500,000 (R & B)	45.49%

On November 5, 2010, SGP's Board of Directors resolved and approved the increase in the authorized capital stock of the Corporation from P50 million to P215 million, with the increase of P165 million to be divided into 100 million common shares at a par value of P1 per share and 65 million non-voting, non-cumulative preferred shares at a par value of P1 per share with other terms and condition to be determined by the Board. On November 9, 2010, the Board approved the removal of the non-cumulative feature of the 65 million preferred shares and resolved that the other terms and conditions of such preferred shares, including the dividend rate and whether such shares will have a cumulative or non-cumulative feature at the time of issue, shall be determined by the Board at a later date.

On November 5 and 9, and December 14, 2010, the Board considered and approved the Amendment of the Articles of Incorporation and By-Laws of the Corporation for the purpose of, among other things, implementing the increase in authorized capital stock referred to above. The stockholders approved such increase and amendment on December 21, 2010.

On February 16, 2011 and in connection with the resolutions approved by the Board on November 5 and 9, 2010 relating to the increase in the authorized capital stock of the Corporation and a proposed share swap with the stockholders of Pacifica 21 Holdings, Inc. ("*Pacifica*") and One Taipan Holdings, Inc. ("*One Taipan*"), the Board authorized the Corporation to issue, out of the P165 million increase in the authorized capital stock, 100,000,000 common shares at a price of P20 per share to the stockholders of One Taipan and Pacifica in exchange for their respective shares in those companies, as follows:

<i>Name of Subscriber</i>	<i>Number of Common Shares to be Subscribed from the Increase of Capital</i>
Henry Sy Jr.	63,630,000
Robert Coyiuto, Jr.	36,370,000
Total	100,000,000

¹ Nature of ownership is indicated as (R) for record owner and (B) for beneficial owners.

² As of the date of the disclosure, the Company has received the proxy form given by East Fleming Holding Corp. naming the Chairman of the Board of SGP as the proxy of East Fleming. Mr. Henry Sy, Jr. is the incumbent Chairman of the Board of Directors of SGP.

The Corporation's stockholders approved the share swap on December 21, 2010.

On March 28, 2011, the Securities and Exchange Commission ("SEC") approved the share swap and increase in the Corporation's authorized capital stock as described above. However, the shares issued out of such increase to Henry Sy, Jr. and Robert Coyiuto, Jr. are held in escrow by the SEC pursuant to the March 28, 2011 SEC approval of the increase in authorized capital stock.

Further, the share swap agreement has not yet been completed pending delivery of all conditions as agreed upon by the parties thereto. Accordingly, the Corporation is taking the position that the shares issued out of the increase in authorized capital stock should not yet be reflected in its books.

Once the share swap becomes effective, the Corporation will own 68.34% of Pacifica and 100% of One Taipan. In turn, Henry Sy, Jr. will become the registered and beneficial owner of 86,915,740 common shares of the Corporation representing 58.15% of the outstanding capital stock, and Robert Coyiuto, Jr. will become the registered and beneficial owner of 36,370,000 common shares constituting 24.33% of the outstanding capital stock.

Except as stated above, the Board and Management of SGP have no knowledge of any person who, as of the Record Date, is directly or indirectly the beneficial owner of more than 5% of SGP's outstanding shares of common stock or who has voting power or investment power with respect to shares comprising more than 5% of SGP's outstanding common stock.

(d) (ii) Security Ownership of Management, as of June 1, 2012:

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Amount and Nature of Beneficial Ownership</i>	<i>Citizenship</i>	<i>Percent of Class</i>
Common	Henry Sy, Jr., Director and President / Chairman of the Board	23,285,740 --Direct	Filipino	47.04%
Common	Vicente D. Gerochi IV, Director / Corporate Secretary	1 --Direct	Filipino	0.00%
Common	Paul P. Sagayo, Jr. Independent Director	1 --Direct	Filipino	0.00%
Common	Anna May B. Agustin, Director / Treasurer / Compliance Officer	1 --Direct	Filipino	0.00%
Common	Mark O. Vergara, Independent Director	1 --Direct	Filipino	0.00%
TOTAL		23,285,744		47.04%

(d) (iii) Voting Trust Holders of 5% or more

As of June 7, 2012, no person holds more than five percent (5%) of SGP's outstanding capital stock under a voting trust.

(e) Change in Control

No change in control of the Corporation occurred since the beginning of its last fiscal year. However, please see the discussion under paragraph (d)(i) above on the increase in the Corporation's authorized capital stock and the share swap with the shareholders of Pacifica and One Taipan. Once the share swap becomes effective, Henry Sy, Jr. will become the registered and beneficial owner of 86,915,740 common shares of the Corporation representing 58.15% of the outstanding capital stock, and Robert Coyiuto, Jr. will become the registered and beneficial owner of 36,370,000 common shares constituting 24.33% of the outstanding capital stock.

Item 5. Directors and Executive Officers

(a) (i) Members of the Board shall serve for a term of one year and until their successors shall have been duly elected and qualified. The following are the incumbent Directors and executive officers of SGP, including their respective business experiences during the past five (5) years:

<i>Name of Director/ Officer</i>	<i>Position (Other than being a Director)</i>	<i>Date of Birth/ Age</i>	<i>Citizenship</i>	<i>Date of First Election to the Board/Office</i>
Henry Sy, Jr.	President/Chairman of the Board	December 23, 1953 / 58	Filipino	November 5, 2010
Vicente D. Gerochi, IV	Corporate Secretary	November 20, 1967 / 44	Filipino	November 5, 2010
Anna May B. Agustin	Treasurer and Compliance Officer	May 08, 1981 / 31	Filipino	November 5, 2010
Mark O. Vergara (Independent Director)		June 23, 1966 / 46	Filipino	November 5, 2010
Paul P. Sagayo, Jr.		July 12, 1966 / 46	Filipino	April 19, 2012
Michael Jobert I. Navallo	Assistant Corporate Secretary	April 9, 1985 / 27	Filipino	April 19, 2012

Since the last annual stockholders' meeting of SGP, André C. Palacios and Jose Perpetuo M. Lotilla resigned as directors on April 26, 2011 and December 31, 2011, respectively. Their resignation was not due to any disagreement with SGP on any matter relating to its operations, policies or practices.

On February 8, 2012, Edward Roxas passed away. Mr. Roxas served as director of the Corporation from November 5, 2010 up to the time of his death.

The Board of SGP elected on April 19, 2012 Paul P. Sagayo, Jr. as director and Michael Jobert I. Navallo as assistant corporate secretary.

<i>Name of Director/Officer</i>	<i>Business Experience (for the past five years)</i>
Henry Sy, Jr.	Director and Vice Chairman, SM Investments Corporation Director and Vice Chairman, SM Development Corporation Director, Vice Chairman & President, Highlands Prime, Inc. Director, SM Prime Holdings, Inc. Director, Vice Chairman & President, SM Land, Inc. Director, Banco de Oro Unibank, Inc. Chairman, Pico de Loro Beach 7 Country Club Director, Chairman & President, OneTaipan Holdings, Inc. Director, Chairman & President, Monte Oro Grid Resources Corporation Director and President, National Grid Corporation of the Phils.
Vicente D. Gerochi IV	Partner, SyCip Salazar Hernandez & Gatmaitan Director and Corporate Secretary, Becton Dickinson Phils., Inc. Director and Corporate Secretary, NSC Holdings (Philippines), Inc. Corporate Secretary, various Philam managed mutual funds Corporate Secretary, OMD Philippines, Inc. Corporate Secretary, Omnicom Media Group Philippines, Inc.
Anna May B. Agustin	Director and Treasurer, Q-Tech Alliance Holdings, Inc. Director, Cyber Bay Corporation Director and Treasurer, Central Bay Reclamation and Development Corp. Accounting Manager, GSE Management Services, Inc. Compliance Officer, Synergy Grid & Development Phils., Inc. Accountant: (up to 2009), COA Credit Union, Inc. Senior Financial Analyst (up to 2009), Dimensionsoft, Inc.

Mark O. Vergara	Senior Partner, Martinez Vergara Gonzalez & Serrano Director and Treasurer, Ace Global Contact Centers Philippines, Inc. Director, ADP (Philippines), Inc. Director and Corporate Secretary, Applezee Asia Distributors Corp. Director and Corporate Secretary, Chroma Philippines, Inc. Director and Corporate Secretary, Creative Quoin Inc. Director and Treasurer, Demesne Holdings, Inc. Director, ExlService Philippines, Inc. Director and Corporate Secretary, First Treasures Management Enterprises Corporation Corporate Secretary, Green Siam Resources Corporation Director, Intelenet Global Philippines, Inc. Director and Corporate Secretary, Marchington Woodlands Ventures, Inc. Director and Treasurer, Meissa Holdings, Inc. Director and Corporate Secretary, MV Holdings Inc. Director, Nomura Securities Philippines, Inc. Director and Corporate Secretary, Pacific Harbor Investment Holdings Phils., Inc. Director and Corporate Secretary, Pebble Beach Properties, Inc. Director and Corporate Secretary, Precious Treasures (Makati) Enterprises, Inc. Director, Prime Solutions and Consultancy, Inc. Director and Corporate Secretary, Private Treasures (Makati) Enterprises, Inc. Director and Corporate Secretary, Prime Treasurer (Makati) Enterprises, Inc. Director, TxVia Philippines, Inc.
Paul P. Sagayo, Jr.	Partner, Sagayo Law Offices
Michael Jobert I. Navallo	Associate, SyCip Salazar Hernandez & Gatmaitan Director, Gold Fields Philippines Corporation

(a) (ii) Certain Relationships and Related Transactions

Other than the share swap transaction as discussed in Item 4 hereof, there are no transactions with or involving SGP or any of its subsidiaries in which a director, executive officer, or stockholder who owns ten percent or more of SGP's total outstanding shares or any member of their immediate family had or is to have a direct or indirect material interest.

(a) (iii) Election of Members of the Board

There will be an election of the members of the Board during the Annual Meeting. In accordance with SGP's Manual for Corporate Governance (the "*Manual*"), the Nomination Committee has pre-screened all candidates nominated to become a member of the Board in accordance with the following qualifications and disqualifications set forth in the Manual:

A. Qualifications:

In addition to the qualifications for membership in the Board provided for in the Corporation Code, Securities Regulation Code ("*SRC*") and other relevant laws, the Board may provide for additional qualifications which include, among others, the following:

- (i) College education or equivalent academic degree;
- (ii) Practical understanding of the business of the corporation;
- (iii) Membership in good standing in relevant industry, business or professional organizations; and
- (iv) Previous business experience.

B. Disqualifications:

- (i) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the SRC; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

- (ii) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.
The disqualification shall also apply if such person is currently the subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, SRC or any other law administered by the SEC or Bangko Sentral ng Pilipinas ("*BSP*"), or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;
- (iii) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
- (iv) Any person who has been adjudged by final judgment or order of the SEC, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, SRC or any other law administered by the SEC or BSP, or any of its rule, regulation or order;
- (v) Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;
- (vi) Any person judicially declared as insolvent;
- (vii) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in sub-paragraphs (i) to (v) above;
- (viii) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.

C. Grounds for Temporary Disqualification:

The Board may provide for the temporary disqualification of a director for any of the following reasons:

- (i) Refusal to comply with the disclosure requirements of the SRC and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists;
- (ii) Absence in more than fifty percent of all regular and special meetings of the Board during his incumbency, or any twelve-month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election;
- (iii) Dismissal or termination for cause as director of any corporation covered by the Corporation Code. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination;
- (iv) If the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with;
- (v) If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

A temporarily disqualified director shall, within sixty business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

The following are the members of the Nomination Committee:

Mark O. Vergara (independent director) -- Chairman
 Vicente D. Gerochi IV
 Paul P. Sagayo, Jr.

The following are the nominees for Directors of SGP for 2012 to 2013:

1. Henry Sy, Jr.
2. Vicente D. Gerochi IV
3. Paul P. Sagayo, Jr.
4. Mark O. Vergara
5. Anna May B. Agustin
6. Robert Coyiuto, Jr.
7. Joseph Ferdinand M. Dechavez

Except for Henry Sy, Jr., the foregoing nominees were nominated by Henry Sy, Jr., who has no relationship with any of the nominees.

Henry Sy, Jr. was nominated by Vicente D. Gerochi IV, who has no relationship with Henry Sy, Jr.

The following are the nominees for Independent Directors of SGP for 2012 to 2013:

1. Mark O. Vergara
2. Paul P. Sagayo, Jr.

Mark O. Vergara has continuously possessed the qualifications and none of the disqualifications of an independent director from the time he was first elected as such. If elected, Paul P. Sagayo, Jr. will serve as an independent director of the Corporation for the first time. He possesses the qualifications and none of the disqualifications of an independent director.

Mark O. Vergara and Paul P. Sagayo, Jr. were nominated by Henry Sy, Jr., who has no relationship with them.

A brief description of the background and the business experience of the first five (5) nominees for Directors are provided in Part B (5) (a) (i) above, while the background and business experience of the last two (2) nominees are as follows:

<i>Name of Director/ Officer</i>	<i>Date of Birth/ Age</i>	<i>Citizenship</i>	<i>Business Experience</i>
Robert G. Coyiuto, Jr.	May 08, 1951 / 61	Filipino	Director, Chairman & President, Calaca High Power Corporation Director, Chairman & CEO, Prudential Guarantee & Assurance, Inc. Director, Chairman, PGA Cars
Joseph Ferdinand M. Dechavez	June 19, 1966 / 45	Filipino	Senior Adviser to the President/CEO, National Grid Corporation of the Phils. Director and Corporate Secretary, Calaca High Power Corporation Law Practitioner

In the election of Independent Directors, the following guidelines set forth in Section 38 of the SRC, SRC Rule 38, SEC Memorandum Circular No. 02-02 dated April 5, 2002, and SEC Memorandum Circular No. 16-02 dated November 28, 2002, must be considered:

- A. An "Independent Director" means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director and includes, among others, any person who:
- (i) Is not a director or officer or substantial stockholder of SGP or of its related companies or any of its substantial stockholders (other than as an independent director of any of the foregoing);
 - (ii) Does not own more than 2% of the shares in SGP and/or its related companies or its substantial stockholders;
 - (iii) Is not related to any director, officer or substantial stockholder of SGP, any of its related companies or any of its substantial stockholders. For this

- purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
- (iv) Is not acting as a nominee or representative of any director or substantial stockholder of SGP, and/or any of its related companies and/or any of its substantial stockholders;
 - (v) Has not been employed in any executive capacity by SGP, any of its related companies and/or by any of its substantial stockholders within the last 2 years;
 - (vi) Is not retained, either personally or through his firm or any similar entity as professional adviser by SGP, any of its related companies or any of its substantial stockholders within the last 2 years; or
 - (vii) Has not engaged and does not engage in any transaction with SGP and/or with any of its related companies and/or with any of its substantial stockholders, whether by himself or with other persons or through a firm of which he is a partner and/or a company of which he is a director or substantial stockholder, other than transactions which are conducted at arm's length and are immaterial.

No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding 6 years, or a violation of the SRC committed within 5 years prior to the date of his election, shall qualify as an Independent Director.

B. When used in relation to SGP:

- (i) Related company means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and
- (ii) Substantial stockholder means any person who is directly or indirectly the beneficial owner of more than 10% of any class of its equity security.

C. An Independent Director shall have the following qualifications:

- (i) He shall have at least 1 share of stock of SGP;
- (ii) He shall be at least a college graduate or he shall have been engaged or exposed to the business of SGP for at least 5 years;
- (iii) He shall possess integrity/probity; and
- (iv) He shall be assiduous.

D. An Independent Director shall likewise be disqualified during his tenure under the following instances or causes:

- (i) Any person who has been finally convicted by a competent judicial or administrative body of the following: (a) any crime involving the purchase or sale of securities, *e.g.*, proprietary or non-proprietary membership certificate, commodity futures contract, or interest in a common trust fund, pre-need plan, pension plan or life plan; (b) any crime arising out of the person's conduct as an underwriter, broker, dealer, investment company, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, floor broker; and (c) any crime arising out of his relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
- (ii) Any person who, by reason of any misconduct, after hearing or trial, is permanently or temporarily enjoined by order, judgment or decree of the SEC or any court or other administrative body of competent jurisdiction from: (a) acting as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer; futures commission merchant; commodity trading advisor, or a floor broker; (b) acting as a director or officer of a bank, quasi-bank, trust company, investment house, investment company or an affiliated person of any of them; (c) engaging in or continuing any conduct or practice in connection with any such activity or willfully violating laws governing securities, and banking activities. Such disqualification shall also apply when such person is currently subject to an

effective order of the SEC or any court or other administrative body refusing, revoking or suspending any registration, license or permit issued under the Corporation Code, SRC, or any other law administered by the SEC or BSP, or under any rule or regulation promulgated by the SEC or BSP, or otherwise restrained from engaging in any activity involving securities and banking. Such person is also disqualified when he is currently subject to an effective order of a self-regulatory organization suspending or expelling him from membership or participation or from associating with a member or participant of the organization;

- (iii) Any person finally convicted judicially or administratively of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false oath, perjury or other fraudulent act or transgressions;
- (iv) Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the SRC, the Corporation Code, or any other law administered by the SEC or BSP, or any rule, regulation or order of the SEC or BSP, or who has filed a materially false or misleading application, report or registration statement required by the SEC, or any rule, regulation or order of the SEC;
- (v) Any person judicially declared to be insolvent;
- (vi) Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts; violations or misconduct similar to any of the acts, violations or misconduct listed in paragraphs (i) to (v) hereof;
- (vii) Any affiliated person who is ineligible, by reason of paragraphs (i) to (v) hereof to serve or act in the capacities listed in those paragraphs;
- (viii) Conviction by final judgment of an offense punishable by imprisonment for a period exceeding 6 years, or a violation of the Corporation Code, committed within 5 years prior to the date of his election or appointment;
- (ix) He becomes an officer or employee of SGP where he is such member of the board of directors/trustees, or becomes any of the persons enumerated in item (i) to (viii) hereof;
- (x) His beneficial security ownership exceeds 10% of the outstanding capital stock of SGP where he is such director;
- (xi) Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family; and
- (xii) Such other disqualifications which SGP's Manual provides.

Only the nominees for Independent Directors whose names appear in this Information Statement shall be eligible for election as Independent Director. No further nomination shall be entertained or allowed on the floor during the actual Annual Meeting.

The Chairman of the Annual Meeting shall inform all stockholders in attendance of the mandatory requirement of electing two Independent Directors. He shall ensure that two Independent Directors are elected during the Annual Meeting. Specific slots for Independent Directors shall not be filled by unqualified nominees. In case of failure of election for Independent Directors, the Chairman of the Annual Meeting shall call a separate election during the same meeting to fill up the vacancy.

The conduct of the election of Directors, including the Independent Directors, shall be made in accordance with SGP's Amended By-Laws.

Pursuant to SEC Notice dated October 20, 2006, the independent directors shall submit a certification, under oath, that they possess all the qualifications and none of the disqualifications provided for in the SRC and its IRR, within thirty (30) days from the date of their election.

(a) (iv) Other Significant Employees

SGP only has one (1) employee.

(a) (v) Family Relationship

There are no family relationships up to the fourth civil degree either by consanguinity or affinity among the directors, officers, and employees of SGP.

(a) (vi) Involvement in Certain Legal Proceedings

There are no legal proceedings that are material to the evaluation of the ability or integrity of any director or any nominee for director or executive officer of SGP.

(a) (vii) Certain Relationships and Related Transactions

Except the share swap described in Item 4 hereof, there were no transactions or proposed transactions during the last two years to which the Corporation was or is to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

- (a) Any director or executive officer of the Corporation;
- (b) Any nominee for election as a director;
- (c) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the persons in subparagraph (a) or (b) of this paragraph.

Item 6. Compensation of Directors and Executive Officers

(a) (i) Compensation of Directors and Executive Officers

SUMMARY COMPENSATION TABLE
Year 2009-2011 Annual Compensation

<i>Name and Principal Position</i>	<i>Year</i>	<i>Compensation</i>	<i>Bonuses</i>	<i>Other Annual Compensation</i>
Henry Sy, Jr., (Chairman and President)	2009	N.A.	N.A.	N.A.
	2010	N.A.	N.A.	N.A.
	2011	N.A.	N.A.	N.A.
CEO and four most highly compensated executive officers	2009	N.A.	N.A.	N.A.
	2010	N.A.	N.A.	N.A.
	2011	N.A.	N.A.	N.A.
All other officers and directors as a group unnamed	2009	N.A.	N.A.	N.A.
	2010	N.A.	N.A.	N.A.
	2011	1,500,000.00	250,000.00	10,955.00

There are no arrangements for compensation between SGP and its directors or executive officers.

There is no action to be taken with regard to the following:

- (a) any bonus, profit sharing, or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Company will participate;
- (b) any pension or retirement plan in which any person will participate; or
- (c) granting or extension to any such person of any options, warrants or rights to purchase any securities, other than warrants or rights issued to security holders as such, on a pro rata basis.

(a) (ii) Employment Contracts and Termination of Employment and Change in Control Arrangements

There are no employment contracts or compensatory plan or arrangements between SGP and any of its executive officers.

(a)(iii) Warrants and Options Outstanding

There are no outstanding warrants or option agreements with between SGP and any of directors or executive officers.

Item 7. Independent Public Accountants

(a) For the year 2011, SGP's external auditor was Manabat Sanagustin & Co. The partner in charge was Jorge Ma. S. Sanagustin.

The Board, upon recommendation of the Audit Committee, recommends the appointment of Manabat Sanagustin & Co. as the external auditor of the Corporation for 2012. The members of the Audit Committee are Paul P. Sagayo, Jr., Anna May B. Agustin and Mark O. Vergara (Chairman).

Manabat Sanagustin & Co. will be acting as SGP's external auditor for the third time. The handling audit partner will be rotated every five (5) years in compliance with SRC Rule 68, paragraph 3(b)(iv).

(b) External Audit Fees

For the fiscal year 2011, Manabat Sanagustin & Co. billed SGP the amount of Php250,000 for audit and audit-related fees.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 8. Financial and Other Information

The audited financial statements of SGP for the year ended 2011 is attached to this Information Statement as **Annex "A"** and is hereby incorporated by reference. Attached as **Annex "A-1"** is a copy of SGP's Statement of Management's Responsibility for Financial Statements signed by (a) Henry Sy, Jr. as Chairman of the Board and President, (b) Ma. Theresita Yulo as Comptroller and (c) Anna May Agustin as Treasurer. The copy of the report of the external auditors on the Corporation's reconciliation of its retained earnings available for dividend declaration is also attached as **Annex "A-2"**. The reconciliation schedule is presented as supplementary information to SGP's audited financial statements for the year 2011 and shows a deficit in the Corporation's retained earnings as of December 31, 2011.

SGP's Management Report is attached to this Information Statement as **Annex "B"** and is incorporated herein by reference. Item 6 of the said Annual Report contains Management's Discussion and Analysis or Plan of Operation, which is incorporated herein by reference.

SGP did not declare any dividends in 2011.

The stock prices of SGP's common shares for the years 2009, 2010 and 2011 are listed in Item 5 of the Annual Report, which is incorporated herein by reference.

Item 9. Securities of the Registrant

The following is a list of the top 20 stockholders of SGP and their corresponding shareholdings as of June 7, 2012:

NO. OF SHARES	SHAREHOLDERS
23,285,740	SY JR., HENRY
22,500,000	EAST FLEMING HOLDINGS CORPORATION
1,472,477	UNITED ENGINEERS (MALAYSIA) BERHAD
1,077,520	MALAYCO, INC.
101,020	PCD NOMINEE CORPORATION (F)
100,000	SPAKOWSKI, LUCIA
58,200	LUHMANN, BERKLEY M.
42,900	SCHOLEY, GEORGE T.
40,400	A. R. GARCIA & CO., INC.
38,000	FRANCISCO ORTIGAS SECURITIES, INC.
31,000	VICENTE GOQUILAY & CO., INC.
30,000	SPAKOWSKI, JOHN W.

27,000	EQUITABLE SECURITIES (PHILS.), INC.
26,200	ANSELMO TRINIDAD & CO., INC.
21,000	PHILIPPINE REMNANTS CO., INC.
20,400	ASSAD, ABLA BADDOUR
20,000	R. H. MACHADO & CO., INC.
20,000	LORA ENTERPRISES
20,000	NGO TIONG KAW
20,000	EDWARD, HENRY

Note: While the SEC has approved the increase in the Corporation's authorized capital as discussed in Item 4 above, the Corporation is taking the position that the shares issued out of such increase should not yet be reflected in its books as the share swap agreements referred to in Item 4 above have not yet been completed pending the delivery of all conditions as agreed upon by the parties thereto. Accordingly, the above list of stockholders does not yet reflect the issuance of shares in connection with the increase in authorized capital stock and the share swap.

D. OTHER MATTERS

Item 10. Action with Respect to Reports

The minutes of the last meeting of the stockholders held on December 21, 2010 will be submitted to the stockholders for approval. A copy of the said minutes is attached hereto as Annex "C" and is incorporated by reference.

Item 11. Other Proposed Action

The following are the other matters to be taken up during the Annual Meeting:

- a. Presentation of the Report of the Chairman of the Board;
- b. Presentation of the Audited Financial Statements for the year ended 2011;
- c. Ratification of corporate acts since December 21, 2010; and
- d. Appointment of External Auditor for 2012.

The following acts of the Board and all other acts and transactions of the officers of SGP since January 2011 as reflected in the books, records and financial statements of the Corporation shall be submitted for the ratification of the stockholders at the Annual Meeting:

<i>Date</i>	<i>Actions of the Board and Management</i>
January 19, 2011	Approval by the Board of the Incurrence of an Accommodation Loan for the Benefit of Calaca High Power Corporation
January 21, 2011	Approval by the Board of the following matters: <ol style="list-style-type: none"> (1) US\$225 Million Secured Loan Facilities from Standard Chartered Bank ("<i>SCB Secured Facilities</i>") (2) US\$225 Million Advance for the Benefit of Calaca High Power Corporation (3) Opening of Open Dollar and Peso Accounts with Standard Chartered Bank, Philippine Branch (4) Entry into Swap Agreements and Hedging Initiatives

January 24, 2011	Approval by the Board of the Change of Bank and Signatories for Account Opening
February 16, 2011	Approval by the Board of the following matters: (1) Change in Valuation of Share Swap (2) Audited Financial Statements for the Fiscal Year Ending December 31, 2010
March 9, 2011	Approval by the Board of the Incurrence of an Accommodation Loan in Favor of OneTaipan Holdings, Inc.
March 11, 2011	Approval by the Board of the Incurrence of Additional Indebtedness Through an Amendment of the SCB Secured Facilities
July 4, 2011	Approval by the Board of the following matters: (1) Change in Authorized Bank Signatories (2) Authority to Open a Trust/Directed Investment Management Account with Standard Chartered Bank (3) Appointment of Additional Signatory for the SCB Secured Facilities (4) Closure of Business in Makati City
April 12, 2012	Approval of Audited Financial Statements for 2011
April 19, 2012	Resignation of André C. Palacios and Jose Perpetuo M. Lotilla; Death of Edward Roxas; and Election of Paul P. Sagayo, Jr. as Director and Michael Jobert I. Navallo as Assistant Corporate Secretary Postponement of Annual Stockholders' Meeting
April 30, 2012	Approval by the Board of the Guarantee of the US\$100,000,000.00 Loan of Power Access Global Inc. from Standard Chartered Bank, through a Third Amendment to the SCB Secured Facilities, and a Side Letter Extending the Security Granted by the Corporation under the SCB Secured Facilities to Power Access Global under Certain Terms and Conditions
May 18, 2012	Setting June 1, 2012 as Record Date for the 2012 Annual Stockholders' Meeting, and Appointment of Paul P. Sagayo, Jr. as Member of the Nomination Committee and Audit Committee
May 23, 2012	Moving the Record Date for the 2012 Annual Stockholders' Meeting to June 7, 2012

Item 19. Voting Procedures

(i) Vote required for approval

All matters submitted for approval by the stockholders require the approval of the majority of the stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote and constituting a quorum.

Subject to the stockholders' right to cumulative voting in the election of the Directors and the guidelines on the election of Independent Directors set forth above, candidates receiving the highest number of votes shall be declared elected as members of the Board.

(ii) Method by which votes will be counted

Manual counting of votes shall be conducted by the corporate secretary. The election shall be done by ballots unless the stockholders adopt some other means of voting at the meeting. The corporate secretary shall be authorized to count the votes cast.

PART II.

INFORMATION REQUIRED IN A PROXY FORM

PLEASE NOTE THAT THE CORPORATION IS NOT SOLICITING PROXIES.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on June 15, 2012.

By:



VICENTE D. GEROCHI IV
Corporate Secretary