

COVER SHEET

SEC Registration Number 80118

NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES (Company's Full Name)

18th FLOOR PHILIPPINE AXA LIFE CENTRE SEN. GIL PUYAT CORNER TINDALO STREET MAKATI CITY (Business Address: No., Street City / Town / Province)

Atty. Zenaida L. Salipsip Atty. Ma. Pilar Pilares-Gutierrez Contact Person

817-6791 to 95 Company Telephone Number

(4th Monday of June)

12 Fiscal Year 31 Day

SEC Form 20-IS Definitive Information Statement FORM TYPE

06 Annual Meeting 23 Day

Secondary License Type, If Applicable

CFD 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

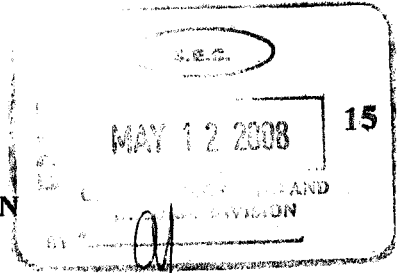
LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes



**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 Corporation as specified in its charter:

**National Reinsurance Corporation of the Philippines, doing business under the names and styles of Philippine National Reinsurance Company; PhilNaRe**

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

4. SEC Identification Number: **80118**

5. BIR Tax Identification Code: **000-480-869**

6. Address of principal office Postal Code: **18<sup>th</sup> Floor, Philippine AXA Life Centre  
Sen. Gil Puyat Avenue corner Tindalo Street  
Makati City 1200 Philippines**

7. Corporation's telephone number, including area code: **(632) 759-5801 to 06**

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

**June 23, 2008, Monday  
3:00 P.M.  
Carlos P. Romulo Auditorium  
Podium 4, Tower II, RCBC Plaza  
6819 Ayala Avenue, Makati City**

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **May 29, 2008**

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **The Management of the Corporation**

Address and Telephone No.: **18<sup>th</sup> Floor, Philippine AXA Life Centre  
Sen. Gil Puyat Avenue corner Tindalo Street  
Makati City 1200 Philippines**

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):

<u>Title of Each Class</u>	<u>No. of Shares Outstanding</u>	<u>Amount</u>
Common Shares	2,181,954,600	Php2,181,954,600.00
TOTAL	2,181,954,600	Php2,181,954,600.00

12. Are any or all of Corporation's Securities Listed with the Philippine Stock Exchange?

Yes (  )

No (  )

**PART I**  
**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, Time and Place of Meeting**

The enclosed proxy is solicited for and on behalf of the Management of **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, *doing business under the names and styles of Philippine National Reinsurance Company; PhilNaRe* (hereinafter called the "Corporation") for use in connection with the annual meeting of the stockholders to be held on June 23, 2008 (Monday), at 3:00 P.M. at the Carlos P. Romulo Auditorium, Podium 4, Tower II, RCBC Plaza, 6819 Ayala Avenue, Makati City.

The information statement and form of proxy will be sent to the stockholders of record as of May 15, 2008 (the "Record Date") on or before May 29, 2008.

The matters to be considered and acted upon at such meeting are referred to in the Notice and are more fully discussed in this statement.

The complete mailing address of the Corporation is:

18<sup>th</sup> Floor, Philippine AXA Life Centre  
Sen. Gil Puyat Avenue corner Tindalo Street  
Makati City 1200 Philippines.  
Telephone Number (632) 759-5801 to 06

**Item 2. Dissenter's Right of Appraisal**

The dissenter's right of appraisal under Section 81 of the Corporation Code of the Philippines is not applicable in any of the matters to be submitted to the stockholders.

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

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon, other than election to office and approval by the stockholders of the performance bonus system to officers and directors of the Corporation. Based on the proposed formula, a performance bonus amounting to a total of 2.5% of the previous year's net profit or Php15,235,334.00 shall be granted to the directors and officers for the current year. Of this amount, Php7,922,373.34 is being proposed to be granted to the directors, and which shall be distributed among them based on a given formula. Under the Corporation Code, compensation of directors other than per diems requires the approval of the stockholders representing at least a majority of the outstanding capital stock, provided that the total yearly compensation of directors does not exceed 10% of the net income before income tax of the corporation during the preceding year. No director has informed the Corporation in writing of any intention to oppose any action to be taken during the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders thereof**

(a) As of the Record Date which is May 15, 2008, the date to determine the stockholders entitled to notice and to vote at the annual stockholders meeting on June 23, 2008, the Corporation has the following outstanding shares:

Common shares (voting) - 2,181,954,600 shares

(b) Only holders of Common Shares as of the Record Date shall be entitled to vote in the election of directors in the manner provided hereunder. On the approval of the minutes of the previous meetings, ratification of all acts of the Board of Directors and officers during the previous year, appointment of the independent auditor and approval and ratification of the performance bonus system to the directors, each share of outstanding common stock is entitled to one vote.

(c) In the election of directors, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of common shares of stock standing in his name at record date. A stockholder entitled to vote 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 a stockholder shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

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

The following table sets forth as of March 31, 2008, the record and/or beneficial owners of more than 5% of the outstanding Common Shares of the Corporation and the amount of such record and/or beneficial ownership. Persons authorized to direct the voting of the aforementioned shares shall be based on the proxy forms submitted to the Corporation.

<b>Title of Class</b>	<b>Name, Address of Record Owner and Relationship with Issuer</b>	<b>Name and Address of Beneficial Owner and Relationship with Record Owner</b>	<b>Citizenship</b>	<b>Number of Shares Held</b>	<b>Percent of Class</b>
Common	Bank of Philippine Islands Ayala Avenue corner Paseo de Roxas, Makati City (BPI has no relationship with	Bank of Philippine Islands Ayala Avenue corner Paseo de Roxas, Makati City	Filipino	290,795,500	13.33%

	the Company, except for its shareholdings of more than 10% of the Company's outstanding capital stock.)				
Common	PCD Nominee Corporation (Filipino) <sup>1</sup> G/F MSE Building 6754 Ayala Ave. Makati City  (PCD has no relationship with the Company.)	Government Service Insurance System, New GSIS Headquarters, Financial Center, Pasay City	Filipino	522,628,200	23.95%
Common	PCD Nominee Corporation (Filipino) <sup>2</sup> G/F MSE Building 6754 Ayala Ave. Makati City  (PCD has no relationship with the Company.)	MICO Equities Inc. Yuchengco Bldg., 484 Quintin Paredes Street, Manila	Filipino	260,448,000	11.94%
Common	PCD Nominee Corporation. (Filipino) G/F MSE Building 6754 Ayala Ave. Makati City  (PCD has no relationship with the Company.)	Except for GSIS, no shareholder owns more than 5% of the outstanding shares of the Corporation	Filipino	1,429,136,100	65.50%

**(e) Security Ownership of Management**

The table sets forth as of **March 31, 2008**, the record or beneficial stock ownership of each Director of the Corporation and all Officers and Directors as a group:

<sup>1</sup> The 522,628,200 shares beneficially owned by GSIS form part of the 1,429,136,100 shares registered in the name of PCD Nominee Corporation (Filipino).

<sup>2</sup> The 260,448,000 shares beneficially owned by MICO Equities form part of the 1,429,136,100 shares registered in the name of PCD Nominee Corporation (Filipino).

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Citizenship</b>	<b>Percent of Class</b>
Common	Winston F. Garcia	442,300 Record	Filipino	0.020271%
Common	GSIS (assigned to Winston F. Garcia as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Adelita Vergel de Dios	171,500 Record	Filipino	0.00786%
Common	Wilfrido C. Bantayan	1,053,000 Record	Filipino	0.04826%
Common	Alfonso L. Salcedo	1,316,000 Record	Filipino	0.06031%
Common	FGU Insurance Corporation (assigned to Alfonso L. Salcedo, Jr. as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Yvonne S. Yuchengco	26,000 Record	Filipino	0.00119%
Common	Malayan Insurance Company, Inc. (assigned to Yvonne S. Yuchengco as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Rafael C. Gallaga	313,500 Record	Filipino	0.014368%
Common	Mapfre Asian Insurance Corporation (assigned to Rafael C. Gallaga as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Sterling Insurance Co., Inc. (assigned to Rafael C. Gallaga as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Emilio S. De Quiros	282,749 Record	Filipino	0.0012959%
Common	Bank of Philippine Islands (assigned to Emilio S. de Quiros as nominee director)	100 Beneficial	Filipino	0.000005%
Common	GSIS (assigned to Josefina L. Valera as nominee director)	100 Beneficial	Filipino	0.000005%
Common	Romeo L. Bernardo	100 Record	Filipino	0.000005%
Common	Primitivo C. Cal	100 Record	Filipino	0.000005%
Common	Rizalino S. Navarro	710,000 Record	Filipino	0.032540%
	<b>TOTAL FOR DIRECTORS</b>	<b>4,315,949</b>		0.197802%
Common	Armando S. Malabanan	600,000 Record	Filipino	0.02750%
Common	Raymundo T. Bautista	106,500 Record	Filipino	0.00488%

Common	Rodolfo M. Nayve	53,000 Record	Filipino	0.00243%
Common	Danilo J. Cabero	7,200 Record	Filipino	0.00033%
Common	Buenaventura P. Duran	146,000 Record	Filipino	0.00669%
Common	Amerfil V. Basco	31,800 Record	Filipino	0.00146%
Common	Theresa Lorna M. Legaspi	2,000 Record	Filipino	0.00009%
Common	Edgar B. Villasenor	50,000 Record	Filipino	0.00229%
Common	Vicente B. Villarama	12,800 Record	Filipino	0.00059%
	<b>TOTAL FOR OTHER OFFICERS</b>	<b>1,009,300</b>		<b>0.04626%</b>
	<b>GRAND TOTAL</b>	<b>5,325,249</b>		<b>0.24406%</b>

All the above named directors and officers of the Corporation are the record and beneficial owners of the shares of stock set forth opposite their respective names.

**(f) Voting Trust Holders of 5% or more**

The Corporation is not aware of any person holding more than 5% of the shares of the Corporation under a voting trust or similar agreement which may result in a change in control of the Corporation.

**(g) Changes in Control**

From January 1, 2008 to date, there has been no change in control of the Corporation. Neither is the Corporation aware of any arrangement which may result in a change in control of it.

**Item 5. Directors and Executive Officers**

**(a) Incumbent Directors and Executive Officers.**

The Corporation's Articles of Incorporation provide for an 11-seat Board of Directors. The following is the list of the members of the Board:

<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Citizenship</b>
Winston F. Garcia	Chairman	49	Filipino
Adelita A. Vergel De Dios	Vice Chairman	61	Filipino
Wilfrido C. Bantayan	Director/President/Chief Executive Officer	59	Filipino
Alfonso L. Salcedo, Jr.	Director/Treasurer	52	Filipino
Yvonne S. Yuchengco	Director	54	Filipino
Rafael C. Gallaga	Director	64	Filipino
Emilio S. De Quiros	Director	59	Filipino

Josefina L. Valera	Director	50	Filipino
Romeo L. Bernardo	Independent Director	53	Filipino
Rizalino S. Navarro	Independent Director	69	Filipino
Primitivo C. Cal	Independent Director	64	Filipino

The following is the list of the Corporation's key executive officers as of the date of this Information Statement:

<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Citizenship</b>
Wilfrido C Bantayan	President and Chief Executive Officer	59	Filipino
Armando S. Malabanan	Executive Vice President and Chief Operating Officer	59	Filipino
Raymundo T. Bautista	Senior Vice-President, Head of the Life Division and Corporate Services Division	57	Filipino
John E. Huang	Senior Vice President, Chief Finance Officer and Assistant Treasurer	50	Filipino
Rodolfo M. Nayve	Senior Vice President, Head of Non-Life Division	55	Filipino
Alfonso L. Salcedo, Jr.	Treasurer	52	Filipino
Zenaida L. Salipsip	Corporate Secretary	66	Filipino
Ma. Pilar Pilares-Gutierrez	Assistant Corporate Secretary	31	Filipino
Danilo J. Cabero	Vice President for Underwriting and Claims – Facultative	49	Filipino
Buenaventura P. Duran	Vice President for Special Accounts	52	Filipino
Augusto C. Cipriano	Vice President - Life Division	54	Filipino
Amerfil V. Basco	Vice President for Reinsurance Accounting	48	Filipino
Theresa Lorna M. Legaspi	Vice President for Management Information Systems	50	Filipino
Regina S. Ramos	Vice President for Internal Audit	46	Filipino
Ma. Lourdes M. Santos	Vice President for Underwriting and Claims – Treaty	52	Filipino
Vicente B. Villarama	Vice President for General Accounting	51	Filipino
Marissa P. Aldeano	Vice President for Treasury and Investments	47	Filipino

Edgar B. Villasenor	Vice President for Corporate Services	55	Filipino
Roberto S. De Leon II	Vice President for Marketing	48	Filipino

**(b) Term of office.**

The term of office of the Directors and executive officers is one (1) year from their election as such until their successors are duly elected and qualified.

**(c) Business experience of the Directors and Officers during the past five (5) years.**

**Winston F. Garcia, Chairman of the Board, Director of the Corporation since June 2002.** Atty. Winton F. Garcia also holds the following positions: President and General Manager of GSIS from January, 2001 to date; For the past five years, he was Vice-Chairman of the Board of Trustees of the GSIS; Chairman of GSIS Mutual Fund, Inc.; Director of the Philippine Health Insurance Corporation; Treasurer of the Philippine Social Security Association, Inc.; Vice-Chairman of Equitable PCI Bank, Inc.; Chairman of Equitable Card Network, Inc.; Chairman of the Equitable Savings Bank, Inc.; Chairman of the PCIB Securities, Inc.; Director of EBC Investments, Inc.; Director of PCI Capital Corporation; Director of ASEAN Forum, Inc.; Director of San Miguel Corporation; Director of Manila Electric Company, Inc.; Director of the Manila Hotel Corporation; and Director of the Philippine National Construction Corporation. He graduated with an AB Philosophy from the University of Santo Tomas Central Seminary in 1978 and Bachelor of Laws from the San Beda College of Law in 1982. He also holds an Associate in Arts degree from the Southwestern University, U.S.A.

**Adelita A. Vergel De Dios, Vice-Chairman of the Board, Director of the Corporation since June 2002.** Ms. Adelita A. Vergel De Dios has also held the following positions for the past five years: Chairman of the Board of Malayan Insurance Co., Inc.; Member of the Board of Great Pacific Life Assurance Corporation. Past positions include directorships in Grepalife Fixed Income Fund; Grepalife Dollar Bond Fund; Pacific Plans, Inc.; President and Chief Operating Officer of Philippine Savings Bank; and Chairman of the Board of Philippine Charter Insurance Corporation. She served as the Insurance Commissioner from June 1987 to April 1995. She graduated with a Bachelor of Business Administration degree from the University of the East in 1964, and Bachelor of Laws from the University of the East in 1973.

**Wilfrido C. Bantayan, Director, President and Chief Executive Officer since 1998.** Mr. Wilfrido C. Bantayan joined the Corporation in 1981 as Assistant General Manager and moved up to General Manager and Chief Operating Officer in 1987. Previously, he worked as Assistant Vice-President of Rizal Empire Insurance Group. He graduated with a Bachelor of Science in Commerce-Accounting degree from Jose Rizal University in 1967. He is a Certified Public Accountant.

**Alfonso L. Salcedo, Jr., Director and Treasurer since June 2002.** He is also Director of BPI/MS Insurance Corporation; the President and Director of BPI Family Savings Bank, Inc. since May, 2004. He has served as President of Allstate Life Insurance (Phils.); Country Marketing Director of Citibank, N.A. (Manila); Marketing Manager of Nippon Vicks KK (Japan); and Richardson Vicks Philippines. He graduated with a degree in AB Economics from the Ateneo de Manila University in 1977. He also took an Advanced Management Program course at the Harvard Business School in 2006.

**Rafael C. Gallaga, Director since 2005.** He also served as Director of the Corporation from June 1995 until June 2004. Mr. Rafael Gallaga is also the President of Sterling Insurance Co., Inc. since November, 2001. He served as President and Chief Operating Officer of Mapfre Asian Insurance Corporation. He

graduated with a degree in Bachelor of Science, Major in Business Management from San Beda College in 1964.

**Emilio S. De Quiros, Jr., Director since June 2006.** After the merger of UMRe with the Corporation, he was nominated Director of the Corporation in June 2006. He is also Director and President of Ayala Life Assurance, Inc. since April, 2004, Ayala Plans, Inc., FGU Insurance Corporation, FEB Insurance Brokers, Inc., and Director of BPI/MS Insurance Corporation, Philippine Life Insurance Association, Philippine Federation of Pre-Need Plan Companies, Inc., ALFM Peso Bond Fund, ALFM Euro Bond Fund, ALFM Dollar Bond Fund and the Philippine Stock Index Fund. He graduated with a degree in AB Economics from Ateneo de Naga in 1969.

**Josefina L. Valera, Director since 2004.** She is also the Senior Vice President of the GSIS since July, 2004. She graduated with a degree in BSBA Accountancy from the University of the East in 1980. She holds a Masters in Business Administration from the Ateneo de Manila University in 1986.

**Yvonne S. Yuchengco, Director since June 2006.** She is also the President and Director of Malayan Insurance Company, Inc. since 1995, and MICO Equities, Inc. since 1995. She is currently the Chairman of the Board of RCBC Capital Corporation and Tokio Marine Malayan Insurance Company; Treasurer and Director of Pan Malayan Management & Investment Corporation and Honda Cars Kalookan; Senior Executive Vice President and Director of Great Pacific Life Assurance Corporation; Director of Pan Malayan Realty Corporation, Malayan Insurance (U.K.), Malayan Insurance (H.K.), Malayan International Insurance Corporation, Manila Memorial Park, Inc., La Funeraria Paz, Inc., Nippon Life Phils., Inc., Mapua Institute of Technology, La Funeraria Paz Sucat, Inc., iPeople, Inc., Seafont Resources Corporation, Malayan High School of Science, Inc., Yuchengco Museum, Inc., Bankers Assurance Corporation and Luisita Industrial Park Corporation; and Advisory Board Member of Rizal Commercial Banking Corporation. She graduated with a degree in AB Communication Arts from the Ateneo de Manila University in 1977.

**Romeo L. Bernardo, Independent Director since June 2006.** He is also the President of Lazaro Bernardo Tiu & Associates, Inc.; Independent Director of Bank of the Philippine Islands and Ayala Life Assurance, Inc.; Chairman of the Board of ALFM Peso Bond Fund, Inc., ALFM Dollar Bond, Inc., and ALFM Euro Bond Fund, Inc.; Director of Globe Telecom, Inc., RFM Corporation, Philippine Investment Management, Inc., PSi Technologies, Inc., Philippine Institute for Development Studies, Ayala Plans, Inc., BPI Family Savings Bank, Inc., BPI Capital Corporation, BPI Direct Savings Bank, BPI Rental Corporation, and BPI Leasing Corporation; and Vice Chairman and Founding Fellow of the Foundation for Economic Freedom and Member of the Board of Trustees of the UP School of Economics Alumni Association. He graduated with a degree in BS Business Economics from the University of the Philippines in 1974, and Masters in Development Economics from the Williams College, Massachusetts, U.S.A. in 1977.

**Mr. Primitivo C. Cal, Independent Director since July, 2007.** Mr. Primitivo Cal is a civil engineer and lawyer. He is a fulltime professor at the School of Urban and Regional Planning (SURP), University of the Philippines. He recently completed his term as dean of SURP. He served as Undersecretary of the Department of Transportation and Communications from December 1993 to June 1998. He has held several scholarly positions in the past as Foreign Professor at the University of Tsukuba, Japan; Research Assistant in the Department of Civil Engineering, University of Dundee in Scotland and in the Asian Institute of Technology in Bangkok, Thailand. He also served as a Board member of the Philippine National Railways from November 2001 to December 2004.

**Mr. Rizalino S. Navarro, Independent Director since July, 2007.** Mr. Rizalino S. Navarro is presently a director of the Rizal Commercial Banking Corporation since 1999 and the Chairman of several

companies including EEI Corporation, Upline Food Corporation, and Phil. Fuji Xerox Corp. He is at present a director of House of Investments, Inc., Pacific Plans, Inc., Bankard, Inc., Great Pacific Life Assurance Corp., Mapua Institute of Technology, Seafront Resources Corp., Malayan Insurance Co., Inc., YGC Computer Services, Inc., Petroenergy Corp., and Honda Cars Phil., Inc. He served as the Executive Vice Chairman of RCBC from June 28, 2004 to January 2005.

**Zenaida L. Salipsip, Corporate Secretary since June 2002.** She is a former Partner of Castillo Laman Tan Pantaleon San Jose Law Offices, and is currently a consultant for special projects of the same law firm. She is also the Corporate Secretary of D.M. Consunji, Inc., DMCI Project Developers, Inc., Eco Process & Equipment Phils., Inc., Bachy Solentanche Philippine Corporation, Pricon Microelectronics, Inc., Dacon Insurance Brokers, Inc., Nihon Garter Philippines, Inc., Software AG (Philippines), Inc., Sony Life Insurance (Philippines) Corporation, Singtel (Philippines) Inc., Wire Rope Corporation of the Philippines, IMS Health, Incorporated, and Boehringer Ingelheim Medical Science Foundation, Inc. She is presently the Assistant Corporate Secretary of DMCI Holdings, Inc. She graduated with a degree in Bachelor of Science in Commerce, major in Economics from the Far Eastern University in 1962, Bachelor of Laws from the Far Eastern University in 1967, and Masters in National Security Administration from the National Defense College of the Philippines in 1984.

**Ma. Pilar M. Pilares-Gutierrez, Assistant Corporate Secretary since December, 2002.** She is presently a Senior Associate at Castillo Laman Tan Pantaleon San Jose Law Offices. She obtained her Bachelor of Science degree major in Legal Management from the Ateneo de Manila University in 1997 and her Bachelor of Laws Degree from the University of the Philippines, College of Law in 2001. She holds the position of Corporate Secretary/Assistant Corporate Secretary in various other Philippine corporations.

**Raymundo T. Bautista, Jr., Senior Vice President, Head of Life and Corporate Services Division.** He joined the Corporation in 1998 as Senior Manager, and has worked in Life, Claims, Human Resources, Corporate Planning, Finance and Administration Departments. He previously worked as a Vice President for Philippine Crop Insurance Corporation; Project Officer of the World Bank-funded Agricultural Loan Fund; and Vice Chairman of the Board of Pool of Livestock Insurers. He graduated with a degree in Mathematics, Minor in Physics from the Mapua Institute of Technology in 1971, and obtained a Masters degree in Business Administration from the Polytechnic University of the Philippines in 1980.

**Armando S. Malabanan, Executive Vice President and Chief Operating Officer.** He joined the Corporation on March 1, 2007. Prior to joining the Corporation, he was the General Manager and CEO of Asian Reinsurance Corporation and Chief Accountant of the Charter Insurance Co. (now Philippine Charter Insurance Co.). He earned his Masters in Management from Sasin GIBA-Chulalongkorn University, Bangkok, and his Bachelor of Science in Business Administration from the Mapua Institute of Technology in 1969. Mr. Malabanan is a Certified Public Accountant.

**John E. Huang, Senior Vice President, Chief Finance Officer.** He joined UMRe in 2004 as its Chief Finance Officer. Prior to joining UMRe, he held the positions of Chief Financial Officer of C&P Homes, Inc., Senior Vice President of Urban Bank, and Vice President of First National Bank of Boston. He graduated with a degree in AB Economics, *magna cum laude*, from the Ateneo de Manila University in 1978, and obtained his Masters degree in Business Administration from the Harvard Business School in 1982.

**Rodolfo M. Nayve, Senior Vice President, Head of Non-Life Division.** He joined Universal Reinsurance Corporation (URC) in 1974 and was Vice President and Head of the Non-Life Division of UMRe before the merger with the Company. He graduated with a Bachelor of Science Degree in

Business Administration from the Philippine School of Business Administration in 1974. He has also attended the Advanced Insurance Management Course at the Asian Institute of Management.

**Augusto C. Cipriano, Vice President, Life Division.** He joined URC in 1981 and became Vice President and Head of that company's Life Division in 1997. He completed a degree in AB Economics at the Ateneo de Manila University in 1973. He is also an instructor/lecturer at the Insurance Institute for Asia & the Pacific.

**Danilo J. Cabero, Vice President for Underwriting and Claims – Facultative.** Prior to his appointment as Vice President, Mr. Cabero was Manager of the Company's Underwriting Department from 1996 to 2000. He obtained his Bachelor of Science in Commerce, major in Accounting from the Far Eastern University in 1979.

**Buenaventura P. Duran, Vice President for Special Accounts.** Prior to joining the Company Mr. Duran was the Reinsurance Manager of Philippine First Insurance from 1986 to 1996. He obtained his Bachelor of Science in Business Administration, major in Accounting from the University of the East in 1978.

**Amerfil V. Basco, Vice President for Reinsurance Accounting.** Ms. Basco has served in various capacities in the Corporation for over 16 years. She is a Certified Public Accountant and obtained her Bachelor of Science in Commerce, Major in Accounting from the Far Eastern University in 1982.

**Theresa Lorna M. Legaspi, Vice President for Management Information Systems.** Ms. Legaspi has held this position since 2000. She has been with the Corporation in various positions since 1982. She obtained her AB Liberal Arts from St. Paul College Manila in 1978.

**Regina S. Ramos, Vice President for Internal Audit.** Prior to joining the Corporation in 2000, Ms. Ramos worked with Development Insurance and Surety Corporation and SGV & Co. She is a Certified Public Accountant as well as a Certified Internal Auditor. She obtained her Bachelor of Science in Commerce, major in Accounting from St. Paul College, Manila in 1982.

**Ma. Lourdes M. Santos, Vice President for Underwriting and Claims – Treaty.** Ms. Santos has been with the Corporation since 1994. She was previously employed with the former Rizal Empire Insurance Co., and the Cologne Reinsurance Company (Manila Representative Office). She obtained her Bachelor of Commercial Science degree from the Jose Rizal University in 1976.

**Vicente B. Villarama, Jr., Vice President for General Accounting.** Mr. Villarama has been with the Corporation since 1983. He was the Manager for the General Accounting Department since 2000. He is a Certified Public Accountant and obtained his Bachelor of Science in Commerce, major in Accounting from the Baliuag University in 1982.

**Marissa P. Aldeano, Vice President for Treasury and Investments.** Ms. Aldeano joined URC in 1982 and was head of that company's General Accounting Department prior to the merger with the Company. She is a Certified Public Accountant and obtained her Bachelor of Science in Commerce, major in Accounting from the University of Santo Tomas in 1981.

**Edgar B. Villasenor, Vice President for Corporate Services,** Prior to the merger, Mr. Villasenor served in various capacities with URC and was head of that company's MIS Department. He graduated with a degree in Bachelor of Arts Major in Political Science from Far Eastern University in 1973.

**Roberto S. De Leon II, Vice President for Marketing,** Mr. De Leon joined FGU Insurance Corporation as a Management Trainee in 1982 before joining URC in 1989 as Assistant Manager, handling marketing and underwriting for both treaty and facultative accounts. He graduated from the De La Salle University with a degree in Bachelor of Science in Commerce, major in Marketing in 1982.

**(d) Independent Directors.**

Mr. Romeo L. Bernardo, Mr. Rizalino S. Navarro and Mr. Primitivo C. Cal are currently the Corporation's Independent Directors. Mr. Bernardo has been an independent director since June 2006, while Messrs. Cal and Navarro have been independent directors of the Corporation since July, 2007.

Under its By-Laws, the Corporation is required to have at least two (2) Independent Directors or such number of Independent Directors as shall be required under the applicable rules and regulations of the Insurance Commission and the Securities and Exchange Commission. For the year 2008-2009, the Corporation intends to have a total of three (3) independent directors. The Final List of Candidates for Independent Directors (Annex A) includes:

1. Mr. Romeo L. Bernardo who was nominated by Amerfil V. Basco;
2. Mr. Primitivo C. Cal who was nominated by Angelita U. Reyes; and
3. Mr. Rizalino S. Navarro who was nominated by Edgar B. Villasenor.

The nominees for independent directors are not related to the persons who have nominated them as such. The three (3) nominees for Independent Directors were selected by the Board Nomination Committee in accordance with the guidelines in the Manual of Corporate Governance, the Insurance Commission Circular No. 31-2005 dated September 26, 2005, the Code of Corporate Governance (SEC Memorandum Circular No. 2, Series of 2002), and the Guidelines on the nomination and election of Independent Directors (SRC Rule 38). The Nomination and Compensation Committee is composed of the following:

Chairman:	Mr. Primitivo C. Cal
Vice-Chairman:	Ms. Yvonne S. Yuchengco
Member:	Mr. Rafael C. Gallaga

**(e) Other directorships held in reporting companies naming each company.**

Winston F. Garcia	President and General Manager of GSIS; Vice-Chairman of the Board of Trustees of the GSIS; Chairman of GSIS Mutual Fund, Inc.
Alfonso L. Salcedo, Jr.	Director of BPI/MS Insurance Corporation President and Director of BPI Family Savings Bank, Inc.
Emilio S. De Quiros, Jr.	Director and President of Ayala Life Assurance, Inc., Ayala Plans, Inc., FGU Insurance Corporation
Yvonne S. Yuchengco	President and Director of Malayan Insurance Company, Inc., and MICO Equities, Inc.

Mr. Romeo L. Bernardo, Mr. Rizalino S. Navarro and Mr. Primitivo C. Cal are currently the Corporation's Independent Directors. To be considered independent directors under IC Circular Letter No. 31-2005, one: (i) has not been an officer or employee of the company for the last three years immediately preceding his term or incumbency; (ii) is not related by consanguinity or affinity to an officer in a senior management position in the company; and (iii) does not provide services, and receives no income for other professional services to the company. The Corporation has no transactions with Lazaro, Bernardo, Tiu & Associates. Neither does the Corporation have transactions with Messrs. Bernardo, Navarro and Cal.

**(f) Family Relationship**

None of the Corporation's directors or executive officers are related to each other up to the fourth civil degree either by consanguinity or affinity.

**(g) Resignation/Re-election**

Since the last annual stockholders' meeting of the Corporation, no Director has resigned or declined to stand for reelection to the Board of Directors of the Corporation because of a disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices.

**(h) Involvement in Legal Proceedings**

To the best of the Corporation's knowledge, there has been no occurrence during the past 5 years up to the present date of this Information Statement of any of the following events that are material to an evaluation of the ability and integrity of any director, any nominee for election as director, executive officer, or controlling person of the Corporation:

- Any bankruptcy petition filed by or against any business of which the person was a general partner or executive officer, either at the time of the bankruptcy or within 2 years prior to that time;
- Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, traffic violations and other minor offenses;
- Being subject to 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 his involvement in any type of business, securities, commodities or banking activities; and
- Being found 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 other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

**(i) Significant employees**

Although the Corporation has and will likely continue to rely significantly on the continued individual and collective contributions of its senior management team, the Corporation is not dependent

on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Corporation and will not compete upon termination.

**(j) Certain Relationships and Related Transactions**

The following table presents premiums written (inward) and ceded (outward) between the Corporation, its Principal Shareholders and companies represented by other members of the Board of Directors for 2006 and 2007:

SHAREHOLDER DIRECTOR CORPORATION	2006				2007			
	Inward	Outward	Receivable	Payable	Inward	Outward	Receivable	Payable
<b>In Million PHP</b>								
<b>GSIS</b>	<b>1,441.4</b>	<b>73.5</b>	<b>678.7</b>	<b>364.5</b>	<b>1,689.3</b>	<b>13.50</b>	<b>277.5</b>	<b>(11.8)</b>
Ayala Life Assurance, Inc.	10.4	4.0	16.6	18.4	.4	1.60	2.1	1.0
BPI/MS Insurance Corporation	74.1	0.7	45.3	(4.2)	130.0		59.9	(7.4)
FGU Insurance Corporation	-	-	-	-	-	-	.04	.30
<b>Total BPI Group</b>	<b>84.5</b>	<b>4.7</b>	<b>61.9</b>	<b>14.3</b>	<b>130.4</b>	<b>1.60</b>	<b>62.04</b>	<b>(6.10)</b>
First Nationwide Assurance Corp.	0.7	-	0.2	0.2	-	-	(1.60)	.10
Great Pacific Life Assurance Corp.	8.0	1.3	2.0	2.4	13.90	.30	3.8	(2.10)
Malayan Insurance Company, Inc.	13.3	319.9	13.8	258.0	38.40	149.50	14.30	5.40
Malayan Zurich Insurance Company, Inc.	0.7	-	0.2	-	-	-	(.10)	0.03
MICO Equities Inc.	-	-	-	-	-	-	-	-
Pan Malayan Management & Investment Corporation	-	-	-	-	-	-	-	-
Tokio Marine Malayan Insurance Corporation	13.9	1.0	0.4	4.8	15.6	1.10	.70	.70
<b>Total Malayan Group</b>	<b>36.6</b>	<b>322.2</b>	<b>16.8</b>	<b>265.4</b>	<b>67.90</b>	<b>150.90</b>	<b>17.10</b>	<b>4.13</b>
Sterling Insurance Company, Inc.	9.2	298.9	25.9	265.5	3.50	5.50	15.40	47.80

In addition, the Corporation has entered into the following agreements with the Bank of Philippine Islands:

1. *Custodianship Agreement:* On December 14, 2006, the Corporation entered into a Custodianship Agreement with BPI for purposes of opening and maintaining a custodianship account with BPI over securities pertaining to the Corporation. BPI acts as a depository of such securities. For services rendered, BPI is entitled to the custodianship fees based on the net asset value of the fund. The Agreement shall continue in full force and effect unless sooner terminated by either of the parties concerned for any reason whatsoever upon giving the other party at least 30 days advance written notice of termination.

2. *Investment Management Agreement.* On December 14, 2006, the Corporation entered into an Investment Management Agreement with BPI for purposes of appointing BPI as Investment Manager and to invest and reinvest the funds deposited in an investment management account with BPI. As compensation for services, BPI shall be entitled to collect such reasonable compensation to be paid out of the fund. The Agreement shall continue in full force and effect unless sooner terminated by either of the parties concerned for any reason whatsoever upon giving the other party at least 30 days advance written notice of termination.

3. *Retirement Fund Investment Management Agreement.* On July 26, 1985, the Board of Trustees of the National Reinsurance Corporation Employees Retirement Plan entered into an Investment Management Agreement with BPI for purposes of appointing BPI as Investment Manager and to invest and reinvest the funds deposited in an investment management account with BPI. As compensation for services, BPI shall be entitled to collect such reasonable compensation to be paid out of the fund. The Agreement shall continue in full force and effect unless sooner terminated by either of the parties concerned for any reason whatsoever upon giving the other party at least 30 days advance written notice of termination.

There are no other parties, aside from the related parties discussed herein, with whom the Corporation has a relationship that enables the parties to negotiate terms of material transactions that may not be available to other more clearly independent parties on an arm's length basis.

**Item 6. Compensation of Directors and Executive Officers**

**ANNUAL COMPENSATION IN PHP**

<u>Name</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Other annual compensation</u>	<u>Total</u>
CEO and key executive officers named	2006	10,997,979	3,919,211	1,669,559	16,586,749
All other officers and directors as a group unnamed		9,485,988	3,489,740	2,802,543	15,778,271
CEO and key executive officers named	2007	14,437,672	3,987,479	873,321	19,298,472
All other officers and directors as a group unnamed		15,653,130	5,378,406	2,957,210	23,988,746

CEO and key executive officers named	2008 Estimates	13,832,326	8,160,923	789,729	22,782,978
All other officers and directors as a group unnamed		16,838,268	17,742,512	3,233,404	37,814,184

Officers and directors named for 2007 include the following:

1. Wilfrido C. Bantayan, President and CEO;
2. Armando S. Malabanan, Executive Vice President and COO;
3. Raymundo T. Bautista, Senior Vice President;
4. John E. Huang, Senior Vice President; and
5. Rodolfo M. Nayve, Senior Vice President.

The Corporation's By-Laws (Article III, Section 8) provide that such per diem as the Board of Directors may approve shall be paid to each director for attendance at any meeting of the Board; provided however, that nothing herein contained shall be construed to preclude any director from receiving such bonuses, other than per diems, as provided elsewhere in the Corporation's Amended By-Laws, or from serving in any other capacity and receiving compensation therefrom, subject to approval thereof by the vote of stockholders representing at least a majority of the outstanding capital stock at a regular or special stockholders' meeting. In this connection, Section 30 of the Corporation Code of the Philippines states that "in no case shall the total yearly compensation of directors, as such directors, exceed ten percent (10%) of the net income tax of the corporation during the preceding year."

Each director of the Corporation receives a per diem based on the following schedule for attendance in meetings of the Board of Directors/ Committees:

A. Board Meetings	
Chairman	₱ 50,000
Vice-Chairman	45,000
Director/Treasurer	37,500
Independent Directors	20,000
Regular Directors	17,000

B. Committees' Meetings	
Independent Directors	₱ 6,000
Regular Directors	5,000

The Board of Directors has approved the grant of a performance bonus system to the officers and directors of the Corporation. The performance bonus system shall be based on the following formula:

- (a) Hurdle Rate: 10% return on equity (ROE).  
*For 2007, the Corporation posted an ROE rate of 11.6%.*

(b) Performance Bonus Rating Factors/Weights/Score:

Rating Factor	Weight	Score for 2007
Net Premiums Written	35%	31.60%
Underwriting Profit	15%	14.77%
Expense Ratio	15%	13.64%
Combined Ratio	35%	33.62%
Total:	100%	93.63%

(c) Performance Bonus Range/Score (as Percentage of Net Profit)

Score of over 90%	-	2.5% of net profit
Score of over 85% to 90%	-	2.0% of net profit
Score of over 80% to 85%	-	1.5% of net profit
Score of over 75% to 80%	-	1.0% of net profit

With a score of 93.63% for the year 2007, the performance bonus to be granted for the current year amounts to 2.5% of the 2007 net profit of Php609,413,356, or a total of Php15,235,334.00 which shall be distributed among the directors and officers of the Corporation. Of this amount, Php7,922,373.34 shall be granted to the directors, distributed as follows:

Chairman of the Board	-	Php1,218,827.00
Other Directors	-	Php 609,413.33 (or Php6,094,133.3 for 10 directors)
Committee Chairman	-	Php121,882.67 each (or Php609,413.00 for 5 chairmen)
Total	-	Php 7,922,373.34

The grant of such performance bonus to the directors is subject to the approval by the stockholders representing at least a majority of the outstanding capital stock in accordance with the Corporation Code of the Philippines and the Company's Amended By-Laws. Included in the agenda for the June 23, 2008 annual stockholders' meeting is the proposal to grant such performance bonus system to the directors of the Corporation, which amounts to a total of Php7,922,373.34 based on the previous year's performance of the Corporation.

Among the executive officers of the Corporation, the President and Chief Executive Officer, Mr. Wilfrido C. Bantayan, and the current Executive Vice President and Chief Operating Officer, Mr. Armando S. Malabanan have employment contracts. The contract with Mr. Bantayan has been extended up to December 31, 2008. The contract with Mr. Malabanan has a term of five years, which will expire in 2012.

As of date, none of the Corporation's common shares are subject to outstanding options or warrants to purchase, or securities convertible into common shares of the Corporation.

**Item 7. Independent Public Accountant**

- (a) The auditing firm of Punongbayan & Araullo will be recommended to the stockholders for appointment as the Corporation's principal accountant for the ensuing fiscal year. Conformably with SRC Rule 68(3)(b)(iv), the Corporation's independent public accountant shall be rotated, or the handling partner shall be changed, every 5 years. Ms. Lilian S. Linsangan, audit partner of Punongbayan & Araullo, has been on the engagement for less than 5 years.

- (b) Punongbayan & Araullo was the same principal accountant of the Corporation for the fiscal year most recently completed (December 31, 2007).
- (c) Representatives of Punongbayan & Araullo are expected to be present at the stockholders' meeting. They will have the opportunity to make a statement if they desire to do so and they are expected to be available to respond to appropriate questions.
- (d) Punongbayan & Araullo has no shareholdings in the Corporation nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in the Corporation. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines.
- (e) There are no disagreements on any matter of accounting principle or practices, financial statement disclosures, etc., between Punongbayan & Araullo and the Corporation.
- (f) The Company's Audit Committee is composed of the following:  

Chairman:	Mr. Rizalino S. Navarro
Vice-Chairman:	Mr. Romeo L. Bernardo
Member:	Mr. Primitivo C. Cal

**Item 8. Compensation Plan**

Except as discussed in item 6 above, there are no other items to be taken up with respect to compensation plans.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Item 9. Authorization or Issuance of Securities Other than for Exchange**

There are no issues regarding the issuance of securities other than for exchange.

**Item 10. Modification or Exchange of Securities**

There are no matters or actions to be taken up with respect to the modification or exchange of the Company's securities.

**Item 11. Financial and Other Information**

The audited financial statements as of 31 December 2007, Management's Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information are attached hereto as "Annex B."

**Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

There is no action to be taken with respect to any merger, consolidation or acquisition.

### **Item 13. Acquisition or Disposition of Property**

There is no action to be taken with respect to any acquisition or disposition of property.

### **Item 14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

### **D. OTHER MATTERS**

#### **Item 15. Action with respect to Reports**

##### **Summary of Items to be Submitted for Stockholders' Approval**

*(1) Approval of the Minutes of the Annual Stockholders' Meeting held on July 23, 2007*

The minutes of the annual stockholders' meeting held on July 23, 2007 will be submitted for approval of the stockholders at the annual meeting to be held on June 23, 2008. Below is a summary of the items and/or resolutions approved at the annual stockholders' meeting held on July 23, 2007:

- (a) The Chairman of the Board of Directors of the Corporation called the meeting to order. The Secretary of the meeting certified that a quorum existed for the transaction of business.
- (b) The stockholders approved the minutes of the annual stockholders' meeting held on June 26, 2006.
- (c) The President of the Corporation presented the management report. He presented the highlights of the performance of the Corporation, the details of which were incorporated into the Corporation's annual report as distributed to the stockholders. The management report included a discussion on underwriting, operations, investment, financial report, outlook and plans. Upon motion duly made and seconded, the management report was approved.
- (d) Upon motion duly made and seconded, the stockholders ratified the acts of the officers and the Board of Directors of the Corporation for the period from June 26, 2006 to July 23, 2007.
- (e) Upon motion duly made and seconded, the accounting firm Punongbayan & Araullo was appointed as external auditors of the Corporation for the then current fiscal year.
- (f) The following were elected as directors of the Corporation for the then current year, to serve as such for a period of one year and until their successors shall have been elected and qualified:
  - (1) Winston F. Garcia
  - (2) Adelita A. Vergel De Dios
  - (3) Wilfrido C. Bantayan
  - (4) Alfonso L. Salcedo, Jr.
  - (5) Yvonne S. Yuchengco
  - (6) Rafael C. Gallaga
  - (7) Emilio S. De Quiros, Jr.

- (8) Josefina L. Valera
- (9) Romeo L. Bernardo
- (10) Rizalino S. Navarro
- (11) Primitivo C. Cal

(g) Upon motion duly made and seconded, the annual stockholders' meeting was adjourned.

(2) ***Ratification of the Acts of the Board of Directors and Officers***

Resolutions, contracts, and acts of the Board of Directors and Management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the minute books, annual report and financial statements. These acts are covered by resolutions of the Board of Directors duly adopted in the normal course of trade or business involving approval of the budget for the current year, approval of investments, treasury matters involving opening of accounts and bank transactions, appointment of signatories and amendments thereof, engagement of consultants, declaration of cash dividend, and sale of company vehicles.

(3) ***Appointment of Independent Auditors***

The auditing firm of Punongbayan & Araullo will be recommended to the stockholders for appointment as the Corporation's principal accountant for the ensuing fiscal year.

(4) ***Approval and Ratification of the Performance Bonus to the Directors***

The Board of Directors has approved the grant of a performance bonus system to the officers and directors of the corporation, which will amount to a total of 2.5% of the previous year's net profit for the current year. The grant of such performance bonus to the directors, however, is subject to the approval by the stockholders representing at least a majority of the outstanding capital stock in accordance with the Corporation Code of the Philippines and the Company's Amended By-Laws. Thus, the agenda for the June 23, 2008 annual stockholders' meeting includes the approval and ratification of the proposal to grant such performance bonus system to the directors of the Corporation.

**Item 16. Matters Not Required to be Submitted**

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

**Item 17. Amendment of Charter, Bylaws or Other Documents**

No action is to be taken with respect to any amendment of the Company's charter, by-laws or other documents.

**Item 18. Other Proposed Action**

No action is to be taken with respect to any matter not specifically referred to herein.

**Item 19. Summary of Voting Matters/Voting Procedures**

**(a) Summary of Matters to be presented to the Stockholders**

- (1) Approval/ratification of the minutes of the annual meeting of stockholders held on July 23, 2007. Approval of said minutes shall constitute confirmation of all the matters stated in the minutes.
- (2) Resolutions, contracts, and acts of the Board of Directors and Management for ratification refer to those passed or undertaken by them during the year and for the day to day operations of the Company as contained or reflected in the minute books, and attached management report and financial statements. These acts are covered by resolutions of the Board of Directors duly adopted in the normal course of trade or business involving approval of the budget for the current year, approval of investments, treasury matters involving opening of accounts and bank transactions, appointment of signatories and amendments thereof, engagement of consultants, declaration of cash dividend, and sale of company vehicles.
- (3) Selection of Punongbayan & Araullo as independent auditors.
- (4) Approval of the Performance Bonus system to the directors. The performance bonus system to the officers and directors shall be based on the formula discussed in item 6 of this information statement. Based on such formula, the proposed total performance bonus to be given to the directors and officers for the current year amounts to 2.5% of the previous year's net profit or Php15,235,334.00, out of which Php7,922,373.34 shall be given to the directors as a group. The grant of such performance bonus to the directors will be submitted to the stockholders for their approval and ratification conformably with the Company's Amended By-Laws and the Corporation Code.
- (5) Election of Directors

Election of a Board of eleven (11) directors, each of whom will hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified. The nominees for directors are:

*For Regular Directors:*

Winston F. Garcia  
Adelita A. Vergel De Dios  
Wilfrido C. Bantayan  
Yvonne S. Yuchengco  
Alfonso L. Salcedo, Jr.  
Emilio S. De Quiros, Jr.  
Josefina L. Valera  
Noel M. Juan

*For Independent Directors:*

Romeo L. Bernardo  
Primitivo C. Cal  
Rizalino S. Navarro

All of the above nominees, with the exception of Mr. Noel M. Juan, are currently directors of the Corporation.

The nominees for Independent Directors<sup>3</sup> of the Corporation for the Annual Stockholders' Meeting of June 23, 2008 within the purview of SRC Rule 38 are Romeo L. Bernardo, Primitivo C. Cal, and Rizalino S. Navarro.

**(b) Voting Procedures**

- (1) Approval/ratification of the minutes of the annual stockholders' meeting held on July 23, 2007.
  - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
  - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (2) Ratification of the acts of the Board of Directors and Officers
  - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
  - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (3) Appointment of Independent External Auditors
  - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
  - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.
- (4) Approval and Ratification of the Performance Bonus System to the Directors
  - (A) Vote required: A majority of the outstanding common stock present in person or by proxy, provided constituting a quorum.
  - (B) Method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. The votes shall be counted by a show of hands or, upon motion duly made and seconded, by secret ballot.

---

<sup>3</sup> An "Independent Director" shall mean a person other than an officer or employee of the Corporation or its subsidiaries, or any other individual having a relationship with the Corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

(5) Election of Directors

(A) Vote required. The eleven (11) candidates receiving the highest number of votes shall be declared elected, provided that at least two of whom must be independent directors.

(B) Method by which votes will be counted. Cumulative voting applies. Under this method of voting, a stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing in his own name on the stock books of the Corporation as of the Record Date, and said 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. The votes shall be counted by secret ballot.

The eleven nominees obtaining the highest number of votes will be proclaimed as Directors of the Corporation for the ensuing year, three of whom shall be independent directors.

(5) In the regular meeting of the Board of Directors held on February 19, 2008, Punongbayan & Araullo was appointed as Board of Canvassers. The Board of Canvassers shall have the power to count and tabulate all votes, assents and consents; determine and announce the result; and to do such acts as may be proper to conduct the election or vote with fairness to all stockholders.

**PART II**  
**INFORMATION REQUIRED IN A PROXY FORM**

**Item 1. Identification**

This proxy is being solicited for and on behalf of the Management of the Corporation. The Chairman of the Board of Directors or, in his absence, the President of the Corporation will vote the proxies at the annual stockholders' meeting to be held on June 23, 2008.

**Item 2. Instruction**

- (a) The proxy must be duly accomplished by the stockholder of record as of Record Date. A proxy executed by a corporation shall be in the form of a board resolution duly certified by the Corporate Secretary or in a proxy form executed by a duly authorized corporate officer accompanied by a Corporate Secretary's Certificate quoting the board resolution authorizing the said corporate officer to execute the said proxy.
- (b) Duly accomplished proxies shall be submitted to the Corporate Secretary of the Corporation not later than June 18, 2008, 3:00 P.M. (not less than 5 calendar days prior to the date of the stockholders' meeting) at the following address:

The Corporate Secretary  
National Reinsurance Corporation of the Philippines  
18<sup>th</sup> Floor, Philippine AXA Life Centre  
Senator Gil Puyat corner Tindalo Street  
Makati City 1200 Philippines.
- (c) In case of shares of stock owned jointly by two or more persons, the consent of all co-owners must be necessary for the execution of the proxy. For persons owning shares in an "and/or" capacity, any one of them may execute the proxy.
- (d) Validation of proxies will be held by the Corporate Secretary and/or Stock Transfer Agent on June 18, 2008 at 3:00 p.m. at the principal office of the Corporation at the 18<sup>th</sup> Floor, Philippine AXA Life Centre Senator Gil Puyat Avenue corner Tindalo Street, Makati City, Philippines.
- (e) Unless otherwise indicated by the stockholder, a stockholder shall be deemed to have designated the Chairman of the Board of Directors, or in his absence, the President of the Corporation, as his proxy for the annual stockholders meeting to be held on June 23, 2008.
- (f) If the number of shares of stock is left in blank, the proxy shall be deemed to have been issued for all of the stockholder's shares of stock in the Corporation as of Record Date.
- (g) The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20 (11)(b)
- (h) The stockholder executing the proxy shall indicate the manner by which he wishes the proxy to vote on any of the matters in (1), (2), (3) and (4) below by checking the appropriate box. Where the boxes (or any of them) are unchecked, the stockholder executing the proxy is deemed to have

authorized the proxy to vote for the matter. **(Note: If you intend to submit a proxy, please fill up and submit the enclosed proxy instrument, not the following Item 2(h).)**

(1) Approval/ratification of the minutes of the annual stockholders' meeting held on July 23, 2007

FOR             AGAINST             ABSTAIN

(2) Ratification of the acts of the Board of Directors and Officers

FOR             AGAINST             ABSTAIN

(3) Appointment of Punongbayan & Araullo as Independent External Auditors

FOR             AGAINST             ABSTAIN

(4) Approval and Ratification of the Performance Bonus System to the Directors

FOR             AGAINST             ABSTAIN

(i) Election of Directors. **(Note: If you intend to submit a proxy, please fill up and submit the enclosed proxy instrument, not the following Item 2(i).)**

FOR all nominees listed below, except those whose names are stricken out

WITHHOLD authority to vote for all nominees listed below.

**(Instruction:** To strike out a name or withhold authority to vote for any individual nominee, draw a line through the nominee's name in the list below).

For Regular Directors:

Winston F. Garcia  
Adelita A. Vergel De Dios  
Wilfrido C. Bantayan  
Yvonne S. Yuchengco  
Alfonso L. Salcedo, Jr.  
Emilio S. De Quiros, Jr.  
Josefina L. Valera  
Noel M. Juan

For Independent Directors:

Romeo L. Bernardo  
Primitivo C. Cal  
Rizalino S. Navarro

**Item 3. Revocability of Proxy**

Any stockholder who executes the proxy enclosed with this statement may revoke it at any time before it is exercised. The proxy may be revoked by the stockholder executing the same at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares. Shares represented by an unrevoked proxy will be voted as authorized by the stockholder.

**Item 4. Persons Making the Solicitation**

The solicitation is made by the Management of the Corporation. No director of the Corporation has informed the Corporation in writing that he intends to oppose an action intended to be taken up by the Management of the Corporation at the annual meeting. Solicitation of proxies shall be made through the use of mail or personal delivery by its regular employees. The Corporation shall not engage the services of special employees or proxy solicitors in the proxy solicitation. The Corporation will shoulder the cost of solicitation, which is estimated to be ₱10,000.00.

**Item 5. Interest of Certain Persons in Matters to be Acted Upon**

No director, officer, nominee for director, or associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, on any matter to be acted upon at the annual stockholders' meeting to be held on June 23, 2008, other than election to office and the approval by the stockholders of the performance bonus system to officers and directors of the Corporation based on the formula discussed in item 6 of this information statement. Such performance bonus for the current year amounts to a total of 2.5% of the previous year's net profit or Php15,235,334.00, out of which Php7,922,373.34 is being proposed to be granted to the directors as a group. Under the Corporation Code, compensation of directors other than per diems requires the approval of the stockholders representing at least a majority of the outstanding capital stock, provided that the total yearly compensation of directors does not exceed 10% of the net income before income tax of the corporation during the preceding year.

**PART III  
SIGNATURE**

Management does not intend to bring any matter before the meeting other than those set forth in the Notice of the annual meeting of stockholders and does not know of any matters to be brought before the meeting by others. If any other matter does come before the meeting, it is the intention of the persons named in the accompanying proxy to vote the proxy in accordance with their judgment.

**ACCOMPANYING THIS INFORMATION STATEMENT ARE COPIES OF THE (1) NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING CONTAINING THE AGENDA THEREOF; (2) PROXY INSTRUMENT; AND (C) THE CORPORATION'S MANAGEMENT REPORT PURSUANT TO SRC RULE 20 (4).**

**UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE CORPORATION WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE CORPORATION'S LATEST ANNUAL REPORT IN SEC FORM 17-A AND LATEST QUARTERLY REPORT IN SEC FORM 17-Q DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.**

**ALL REQUESTS MAY BE SENT TO THE FOLLOWING:**


**National Reinsurance Corporation of the Philippines  
18<sup>th</sup> Floor, Philippine AXA Life Centre  
Senator Gil Puyat corner Tindalo Street  
Makati City 1200 Philippines.**

**Attention:     The Corporate Secretary**

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, May 7, 2008.

**NATIONAL REINSURANCE  
CORPORATION OF THE PHILIPPINES**

By:

  
**ZENAIDA L. SALIPSIP**  
Corporate Secretary  
TIN: 106-973-883

## ANNEX A

### FINAL LIST OF CANDIDATES FOR INDEPENDENT DIRECTORS

1. **Mr. Romeo L. Bernardo.** He is an Independent Director of the Corporation since April 2006. He is also the President of Lazaro Bernardo Tiu & Associates, Inc.; Independent Director of Bank of the Philippine Islands and Ayala Life Assurance, Inc.; Chairman of the Board of ALFM Peso Bond Fund, Inc., ALFM Dollar Bond, Inc., and ALFM Euro Bond Fund, Inc.; Director of Globe Telecom, Inc., RFM Corporation, Philippine Investment Management, Inc., PSi Technologies, Inc., Philippine Institute for Development Studies, Ayala Plans, Inc., BPI Family Savings Bank, Inc., BPI Capital Corporation, BPI Direct Savings Bank, BPI Rental Corporation, and BPI Leasing Corporation; and Vice Chairman and Founding Fellow of the Foundation for Economic Freedom and Member of the Board of Trustees of the UP School of Economics Alumni Association. He graduated with a degree in BS Business Economics from the University of the Philippines in 1974, and Masters in Development Economics from the Williams College, Massachusetts, U.S.A. in 1977.

2. **Mr. Primitivo C. Cal.** Mr. Primitivo Cal is a civil engineer and lawyer. He is a full professor at the School of Urban and Regional Planning (SURP), University of the Philippines. He recently completed his term as dean of SURP. He served as Undersecretary of the Department of Transportation and Communication from December 1993 to June 1998. He has held several scholarly positions in the past as Foreign Professor at the University of Tsukuba, Japan; Research Assistant in the Department of Civil Engineering, University of Dundee in Scotland and in the Asian Institute of Technology in Bangkok, Thailand. He also served as a Board member of the Philippine National Railways from November 2001 to December 2004.

3. **Mr. Rizalino S. Navarro.** Mr. Rizalino S. Navarro is presently a director of the Rizal Commercial Banking Corporation since 1999 and the Chairman of several companies including EEI Corporation, Upline Food Corporation, and Phil. Fuji Xerox Corp. He is at present a director of House of Investments, Inc., Pacific Plans, Inc., Bankard, Inc., Great Pacific Life Assurance Corp., Mapua Institute of Technology, Seafront Resources Corp., Malayan Insurance Co., Inc., YGC Computer Services, Inc., Petroenergy Corp., an Honda Cars Phil., Inc. He served as the Executive Vice Chairman of RCBC from June 28, 2004 to January 2005.

## ANNEX B

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

#### Description of Business

Pursuant to Presidential Decree No. 1270, the Company was incorporated under the name National Reinsurance Corporation of the Philippines in 1978 as a domestic professional reinsurance firm to provide life and non-life reinsurance to the Philippine and neighboring insurance markets. On January 15, 2007, it received approval from the Securities and Exchange Commission to change its name to "National Reinsurance Corporation of the Philippines, doing business under the names and styles of Philippine National Reinsurance Company; PhilNaRe" (hereafter the "Company" or "PhilNaRe") to enhance its image as the country's national reinsurer.

The primary mandate of PhilNaRe is to assist in the development of the Philippine insurance industry by providing reinsurance capacity and support to Philippine insurance companies, by serving as a market vehicle in the regional and international cooperation or arrangement in insurance as well as by contributing towards higher retention of business within the country. It became a vehicle for the Philippine insurance industry's participation in the Asian Reinsurance Corporation ("Asian Re"), a multi-government-initiated reinsurance entity based in Bangkok, Thailand established to foster regional cooperation among insurance companies doing business in Asia.

PhilNaRe has become over a span of three decades the sole domestic professional reinsurance company in the Philippines, following its merger with Universal Malayan Reinsurance Corporation ("UMRe") on March 6, 2006. UMRe itself was the result of a merger in 2004 between Universal Reinsurance Corporation ("URC") and Malayan Reinsurance Corporation. Presently, PhilNaRe has no subsidiaries.

The Company writes both life and non-life reinsurance. Major business lines under the non-life segment include fire, marine & aviation, and casualty & others. Marine & aviation covers insurance on aircraft, marine vessels and marine cargo. The casualty & others line covers various business and personal insurance risks, the biggest of which are motor car & industrial all risk. Industrial all risk is a blanket policy that protects a business establishment from various perils such as fire, machinery breakdown and loss of property.

The Company writes the following major business lines: fire, marine & aviation, casualty & others, and life. As of December 2007, casualty & others accounted for 48% of Gross Premiums Written ("GPW") and 31% of Net Premiums Written ("NPW"), fire accounted for 32% of GPW and 29% of NPW, marine & aviation accounted for 10% of GPW and 20% of NPW and life accounted for 10% of GPW and 20% of NPW.

The Company writes reinsurance largely for the domestic market. The portion of the Company's GPW accounted for by foreign insurance companies for the years 2005, 2006 and 2007 are 4%, 3% and 3%, respectively.

The Company offers reinsurance both on treaty ("wholesale") and facultative ("retail") arrangements or contracts. Typically, in treaty arrangements, reinsurance is offered to cover more than one policy or entire, precisely defined portfolios while facultative arrangements provide cover on a per policy basis. Facultative reinsurance is individually written by the reinsurer. Each facultative reinsurance policy is negotiated separately, with the pricing and other terms established at the time the policy is underwritten.

Under a facultative arrangement, the ceding company is under no obligation to reinsure any particular risk and the reinsurer to whom an offer is made is likewise under no obligation to accept any particular risk.

In a treaty, the ceding company purchases reinsurance to cover specified blocks of business it has underwritten. The ceding company and the reinsurer enter into a treaty contract which sets out the terms, conditions and limitations which govern the reinsurance arrangements. Both parties are automatically bound in advance with respect to any and all risks that fall within the scope of the contract such that the ceding company would be obliged to cede, and the reinsurer would be obliged to accept all business falling under the scope of the agreement. Reinsurance treaties specify the ceding company's binding limit, which is the maximum amount of risk that can be ceded automatically and that the reinsurer must accept. In contrast to facultative reinsurance, the reinsurer does not approve each individual risk under a treaty arrangement.

The Company competes with a number of large foreign reinsurers in its selected lines of business. These companies offer the lines of reinsurance that the Company also offers. The Company benefits to a certain extent from PD1270 which mandates all life and non-life insurance and reinsurance companies doing business in the Philippines to cede to the Company at least ten percent of their outward reinsurance placed with "unauthorized" foreign reinsurers.

### **Review of 2007 versus 2006**

#### **Results of operations**

##### *Reinsurance premiums – net of returns or Gross Premiums Written*

Reinsurance premiums (net of returns) in 2007 increased by P535.1 million, or 14.2%, to P4,316.6 million from P3,781.5 million in 2006. The increase in reinsurance premiums was mainly due to new facultative accounts as well as larger shares on treaties renewed during the year. Reinsurance premiums from fire rose by 18% to ₱1,387.2 million in 2007 from P1,175.3 million in 2006, while reinsurance premiums from casualty and other lines went up by 21.4% to P2,042.1 million in 2007 from ₱1,682.1 million in 2006. Reinsurance premiums from the life business increased by 16.6% to P448.2 million in 2007 from P384.4 million in 2006. These increases were offset by a decline in reinsurance premiums from marine and aviation lines, which went down by 18.6% to P439.2 million in 2007 from P539.7 million the previous year.

##### *Net premiums retained*

Net premiums retained in 2007 increased by P273.5 million or 28.7% to P1,227.4 million from P953.9 million in 2006. Overall retention ratio thus increased to 28% in 2007 compared to 25% in 2006. The life business increased its retention ratio to 56% in 2007 from 50% in 2006. The retention ratio of non-life business also went up to 25.2% in 2007 from 22.4% in 2006. Retention rate of marine and aviation lines rose to 55% in 2007 compared to 52% in 2006. Retention rate of the fire business went up to 25.5% in 2007 from 20.2% in 2006 and the casualty business from 18.7% in 2007 to 14.4% in 2006.

##### *Premiums earned*

Consistent with the growth in net premiums retained, premiums earned in 2007 increased by 26.6% to P1,175.3 million from P928 million in 2006. The increase in reserve for unexpired risk amounted to P52.1 million in 2007 compared to P25.9 million in 2006. This difference reflects both increased volume of business as well as timing of booking of reinsurance contracts.

### *Share in claims and losses*

Share in claims and losses in 2007 increased by P54.5 million or 9.8% to P609 million from P554.6 million in 2006. However, loss ratio improved to 51.8% in 2007 from 59.8% in 2006. Non-life claims and losses increased 14.6% to P553.9 in 2007 while life claims and losses decreased 22.7% to P55.1 in 2007. The loss ratio on both fire and marine/aviation business went up to 47.3% and 96.5% in 2007 from 36.4% and 95% in 2006, respectively. Loss ratio of casualty and other lines dropped to 44.6% from 50.6% the previous year. Loss ratio of life business declined significantly to 21% from 45.9% because of better claims experience in 2007.

### *Commissions – net*

Commission expense (net) in 2007 decreased by P11 million or 6% to P175.3 million from P186.4 million in 2006. Likewise, commission ratio declined to 14.30% in 2007 from 19.6% in 2006. The drop in commission expense was mainly due to adjustments made to commissions paid to certain cedants in prior years.

### *Investment income and other income*

Investment income and other income in 2007 amounted to P460.1 million, up by P155.7 million or 51.1%, from P304.4 million in 2006. The increase was comprised of realized trading gains from equity and fixed income securities in the Company's investment portfolio (P253 million), dividend income (P17.2 million) and rental income (P1.2 million). The company also incurred a foreign currency translation loss of P179.3 million in 2007 compared to a loss P90.7 million in 2006.

### *General and administrative expenses*

General and administrative expenses ("GAE") in 2007 dropped by P74.1 million or 33.82% to P145 million from P219.2 million in 2006, which included non-recurring expenses amounting to ₱100 million relating to the merger with UMRe. Non-recurring expenses in 2006 included the following: provision for doubtful accounts (P58.0 million), alignment of retirement benefits (₱36.0 million), professional fees (₱3.0million), and documentary stamps (₱3.0 million). Excluding the non-recurring expenses in 2006, expense ratio was flat at 12% in 2007.

### *Provision for income tax*

Provision for income tax was up by P99 million consistent with the increase of income before tax.

### *Net Income*

As a result of the above mentioned factors, net income for 2007 increased by P334.5 million, or 122%, to P609 million, compared to net income of P275 million for 2006.

## **Material changes (increase/decrease of 5% or more) in the financial statements**

### *Income Statement items - 2007 versus 2006*

14% increase in reinsurance premiums

Principally due to increase in volume of business both from life and non-life business.

9% increase in retroceded premiums  
Due to higher volume of business ceded during the year.

29% increase in net premiums retained  
Due to higher retention rate for casualty, fire and life businesses.

101% increase in reserve for unexpired risk  
Primarily due to increase in reinsurance premiums for casualty and fire businesses.

6% increase in underwriting deductions  
Due to higher number of marine claims during the year.

109% increase in net underwriting income  
Due to overall improvement in loss experience and lower commission expense.

73% increase in investment and other income  
Principally due to higher interest income on investments and realized trading gains from equity and fixed income securities.

34% decrease in general and administrative expenses  
Principally due to non-recurring expenses in 2006 (provision for doubtful accounts, retirement benefits, professional fees and documentary stamp tax).

122% increase in net income.  
Due to higher underwriting income and increase in investment and other income.

## **Review of 2006 versus 2005**

### **Results of operations**

#### *Reinsurance premiums – net of returns or Gross Premiums Written*

Reinsurance premiums (net of returns) in 2006 increased by P1,191.7 million, or 46%, to ₱3,781.5 million from P2,589.8 million in 2005. The increase in reinsurance premiums was mainly due to increases in the fire and life businesses which more than doubled. Reinsurance premiums from fire rose by 111% to ₱1,175.3 million from P558 million in 2005, while reinsurance premiums from casualty and other lines went up by 40% to ₱1,682 million from ₱1,202 million in 2005. Reinsurance premiums from the life business increased by 152% to P384 million from P153 million in 2005. These increases were partially offset by the decline in reinsurance premiums from marine and aviation which went down by 20% to ₱540 million from ₱677 million the previous year.

#### *Net premiums retained*

Net premiums retained in 2006 increased by ₱130 million or 16% to P954 million from P824 million in 2005. However, retention ratio dropped to 25% compared to 32% in 2005. The fire business experienced the highest drop in retention ratio, down to 20% from 36% in 2005. Retention ratio for casualty and others line also went down to 14% from 20% in 2005. The reason for the decline in retention ratios was the rapid growth in facultative business for which the average retention is lower compared to the treaty business.

### *Premiums Earned*

Premiums earned in 2006 increased by only 23% to ₱928 million from P756 million in 2005 mainly due to the decline in overall retention rate. Reserve for unexpired risk rose by P26 million in 2006 and by P68 million in 2005.

### *Share in claims and losses*

Share in claims and losses in 2006 increased by P48 million or 9.6% to ₱555 million from P506 million in 2005. Claims and losses of the fire business registered a significant drop, down by 37% to ₱83.2 million from ₱132.0 million in 2005 due to overall improvement in loss experience. The loss ratio dropped to 59.8% from 67.0% in 2005. The loss ratio of the fire business went down to 36.4% compared to 63.4% in 2005. Marine and aviation business had the highest loss ratio of 95.0% due to a number of marine claims brought about by the typhoons which occurred in the country during the year.

### *Commissions – net*

Commission expense (net) in 2006 increased by P12 million or 7% to ₱186 million from P175 million in 2005. Commission ratio declined to 19.60% in 2006 from 21.1% in 2005. The drop in commission expense was mainly due to lower commission rates on the non-life treaty business. The drop in net commission expense was also attributable to the increase in commission income as a result of higher retroceded business.

### *Investment income and other income*

Investment income and other income in 2006 rose to ₱304 million, up by P195 million or by 179%, from P109 million in 2005. The increase in interest income by P100 million or by 66% to P253 million from P153 million in 2005 was due to an increase in investible funds and higher trading gains on fixed income securities. A higher capital base resulting from the rights offer made in May and June 2005 helped mitigate the impact of a declining interest rate scenario. Average yield in 2006 for fixed income instruments was approximately 9.2%. Weighing on investment income was the foreign currency loss of P91 million in 2006, 97% higher than the foreign exchange loss of P46 million recorded in 2005.

There was also a one-time booking of gain on acquisition of ₱51.3 million which added to other income. The gain was a result of the merger between UMRe and PhilNaRe.

### *General and Administrative Expenses*

General and administrative expenses (“GAE”) in 2006 increased to ₱219 million, up by 170%, from P81 million in 2005. The 2006 GAE included non-recurring expenses amounting to ₱100 million while the 2005 GAE included non-recurring expenses of ₱4.7 million. The breakdown of the non-recurring expenses in 2006 were: provision for doubtful accounts of P58.0 million, alignment of retirement benefits (₱36.0 million), professional fees (₱3.0million), and documentary stamps (₱3.0 million). The non-recurring expenses in 2005 of P4.7 million were all merger related expenses (professional fees P2.8 million and documentary stamps ₱1.9 million). Excluding the non-recurring expenses, total GAE would have increased to ₱119 million in 2006 from P76.3 million in 2005. The expense ratio in 2006 jumped to 23% compared to 10% the previous year. Excluding the non-recurring expenses, the expense ratio would have been at 12%.

## *Net Income*

As a result of the above mentioned factors, net income for 2006 was up by P176 million, or 179%, to ₱275 million, compared to net income of P99 million for 2005.

### **Material Changes (increase/decrease of 5% or more) in the financial statements**

#### *Income Statement items - 2006 versus 2005*

46% increase in reinsurance premiums

Principally due to increases in fire and life business which more than doubled.

60% increase in retroceded premiums

Due to higher volume of business ceded during the year.

16% increase in net premiums retained

Due to higher volume of business accepted during the year.

62% decrease in reserve for unexpired risk

Primarily due to decline in reinsurance premiums for marine and aviation.

9% increase in underwriting deductions.

Due to higher number of marine claims arising from typhoons which occurred during the year.

149% increase in net underwriting income

Due to overall improvement in loss experience.

179% increase in investment and other income

Principally due to higher interest income on investment including a onetime booking gain on acquisition as a result of the merger between UMRe and PhilNaRe.

170% increase in general and administrative expenses

Principally due to non-recurring expenses, specifically provision for doubtful accounts, retirement benefits, professional fees and documentary stamp tax.

179% increase in net income.

Due to higher underwriting income and increase in investment and other income.

### **December 21, 2007 compared to December 31, 2006**

#### **Financial condition**

Total resources increased by P2,401.4 million or 26.3% to P11,517.7 million in 2007 from P9,116.3 million in 2006. Material changes in the Company's resources which contributed to the increase are described below.

Reinsurance balances receivable decreased by P46.9 million or 1.6% to P2,908.8 million in 2007 from P2,955.7 million in 2006 due to collections made during the period. Due from ceding companies decreased from P2,072.9 million in 2006 to P1,630.8 million in 2007. However, funds held by ceding companies and reinsurance recoverable on losses increased to P87 million and P1,297.8 million in 2007 from P82.8 million and P906.8 million in 2006, respectively.

Deferred acquisition costs declined by ₱68.4 million or 24.9% to ₱206.7 million in 2007 from ₱275.1 million in 2006 due to lower commission expenses in 2007.

Investments increased by P1,772.1 million or 51.4% to P5,217.5 million in 2007 from P3,445.5 million in 2006. The increase resulted largely from the proceeds of the listing of the Company's shares on the PSE on April 27, 2007.

Loans and receivables increased by P39.1 million or 25.2% to P194 million in 2007 from P155 million in 2006 mainly due to increase in term loans (among the Company's investments) and accrued interest on available-for-sale ("AFS") investments.

Property and equipment—net increased by P1.3 million or 1.5% to P91.3 million in 2007 from P90 million in 2006 due to additional costs incurred in the renovation of an extension office intended for the Company's Accounting Department and new acquisition of various computers and peripherals.

Deferred reinsurance premium showed a decrease of 1.7% to P1,348.3 million in 2007 from P1,371.1 million in 2006 as portions of deferred reinsurance premiums at yearend 2006 were deemed earned under the 24<sup>th</sup> method of revenue recognition.

Deferred input value added tax decreased by P132.6 million or 61.9% to P81.6 million in 2007 from P214.2 million in 2006 largely because of the discontinuance of VAT on reinsurance premiums effective April 6, 2007 (BIR Revenue Regulation 4-2007).

Other assets went down by 9% or by P12.1 million to ₱122.6 million in 2007 from P134.8 million in 2006. The decrease was mainly due to disposal of a foreclosed property which was previously classified as other investment amounting to P12.1 million.

Total liabilities decreased by ₱444.7 million or 8% to ₱4,840.7 million in 2007 from ₱5,285.3 million in 2006. The decrease in total liabilities is explained below:

Reinsurance balances payable decreased by 6.73% or by P192.7 million to P2,671.1 million in 2007 from 2,863.9 million in 2006. The decrease was brought about by the settlement of reinsurance premiums due to retrocessionaires (from P1,537.3 million in 2006 to P981.3 in 2007). However, funds held for retrocessionaires and claims payable increased from P55.7 million and P1,270.9 million in 2006 to P61.6 million and P1,628.3 million in 2007 respectively.

Reserve for unexpired risks increased by P29.2 million or 1.6% to ₱1,845.5 million from P1,816.3 million due to higher volume of business accepted for 2007 compared to previous year.

Deferred reinsurance commission decreased by P97.9 million or 44.3% from P221 million in 2006 to P123.1 million in 2007 due to the related decline in commission expense.

Deferred output value added tax decreased by P168.6 million or 51.9% to P156.3 million in 2007 from P324.9 million in 2006 because reinsurance premiums were no longer subject to VAT.

Accounts payable and accrued expenses decreased by 27.5% or P16.3 million to P42.9 million in 2007 from P59.2 million in 2006. The decrease was mainly due to payment of taxes and expenses.

Deferred Income tax liabilities of P1.6 million for 2007 pertains to increase in deferred tax on deferred acquisition cost, revaluation reserve on AFS investments and excess of reserve for unexpired risk per books over tax basis.

Total equity rose by P2.8 billion largely due to proceeds of the Company's initial public offering of 741,902,600 shares at a price of P3.80 per share on April 27, 2007. Capital stock net of treasury shares grew by 63.6% or P848 million and additional paid in capital expanded 137% from P1.3 billion to P3 billion. Revaluation reserve decreased by 53.6% due to realization of gains from some of the Company's fixed income and equity investments. Retained Earnings also increased by 54.1%, reflecting earning for 2007 net of a P0.07 per share cash dividend paid on August 6, 2007 amounting to P152.7 million.

### **Material changes (increase/decrease of 5% or more) in the financial statements**

#### *Balance Sheet items - 2007 versus 2006*

201.4% increase in cash and cash equivalents

Mainly due to proceeds of the Company's IPO on April 27, 2007.

24.9% decrease in deferred acquisition cost

Due to commissions booked in 2006 that were charged to commission expense in 2007.

51.4% increase in investments

Mainly due to proceeds of the Company's IPO which were invested in available-for-sale securities.

25.2% increase in loans and receivables

Due to increase in accrued investment income.

61.9% decrease in deferred input value added tax

Due to discontinuance of VAT on reinsurance premium which became effective April 6, 2007.

100% decrease in deferred tax assets

Due to prior years' minimum corporate income tax (MCIT) initially classified as deferred tax assets and subsequently claimed as deductions against taxable income and regular corporate income tax in 2007.

44.3% decrease in deferred reinsurance commissions

Due to commissions on retrocessions booked in 2006 that were charged to commission income in 2007.

51.9% decrease in deferred output value-added tax

Due to discontinuance of VAT on reinsurance premium which became effective April 6, 2007.

27.5% decrease in accounts payable and accrued expenses

Due to payment of taxes and other expenses.

100% increase in deferred income tax liabilities

Due to increase in deferred tax liabilities for the following: deferred acquisition cost, revaluation reserves on investments and excess of reserves for unexpired risk per books over tax basis.

74.3% increase in stockholders' equity

Largely due to issuance of 741,902,600 shares of stock on April 27, 2007 thru IPO.

## **December 31, 2006 compared to December 31, 2005**

### **Financial condition**

Total resources in 2006 increased by P4,658.2 million or 104.5% to ₱9,116.3 million from P4,458.1 million in 2005. Material changes in the Company's resources which contributed to the increase are described below.

Reinsurance balances receivable increased by P1,287.5 million or 77.2% to ₱2,955.7 million from P1,668.3 million in 2005. This was mainly because of increases in receivables from ceding companies due to the higher volume of business compared to the previous year. At year end 2006, the Company's total receivables from ceding companies amounted to ₱2,072.9 million.

Deferred acquisition costs went up by ₱141.8 million or 106.4% to ₱275.1 million from ₱133.3 million in 2005 due to higher volume of business compared to the previous year.

Investments increased by P1,651.6 million or 89.3% to ₱3,500.8 million from P1,849.2 million in 2005. The increase is largely accounted for by an increase in investments classified as available-for-sale securities which went up by P1,788.6 million or 108%. This was partly offset by a reduction of P188.3 million in held-to-maturity securities.

Loans and receivables increased by P111.7 million or 258.7% to P154.9 million from P43.2 million in 2005. The increase was due to change in the Company's investment mix.

Deferred reinsurance premium increased to ₱1,371.1 million from ₱543.5 million in 2005. The increase of P827.7 million or 152.3% is attributed to the higher volume of business accepted during the year.

Property and equipment – net increased by ₱40.8 million or 83% to P90 million from P49.2 million in 2005. This includes properties acquired thru the merger between NRCP and UMRe.

Deferred input value added tax went up to ₱214.2 million from ₱23.8 million in 2005. The increase was due to the imposition of value-added tax on reinsurance premiums which took effect in November 2005. The full year impact was felt in 2006 resulting in higher deferred input value added tax.

Other assets increased by P73.7 million or 1272.7% to ₱79.5 million from P5.8 million in 2005 due to an increase in deferred taxes on unpaid premiums.

Total liabilities increased by P2,957.9 million or 127% to ₱5,285.3 million from P2,327.5 million in 2005. This was mainly due to increase in deferred reinsurance commissions which went up to ₱221.0 million from P82.0 million the previous year and an increase of ₱288.2 million in deferred output value-added tax payable which went up to ₱324.9 million from ₱36.7 million in 2005. Increase in deferred reinsurance commissions was due to volume of business ceded while increase in deferred output value-added tax pertains to increase in deferred taxes on uncollected premiums.

Reinsurance balances payable increased by P1,531.2 million or 114.9% due to increases in claims payable to ceding companies and premiums payable to retrocessionaires.

Reserve for unexpired risks increased by P976.2 million or 116.2.0% to ₱1,816.3 million from P840.1 million due to the higher volume of business compared to the previous year.

Accounts payable and accrued expenses increased by P43.5 million or 276.8% to ₱59.2 million from P15.7 million largely due to increase in accruals of merger related expenses such as retirement and sick leave benefits.

Total equity stood at ₱3,831.0 million, an increase of 79.8% or P1,700.4 million from P2,130.6 million in 2005. The increase was due to net income of ₱274.9 million in 2006 and an increase of ₱201.5 million in revaluation reserves which went up due to unrealized gains from marking to market of securities at fair value. This was partly offset by the acquisition of treasury shares in the amount of ₱254.5 million representing PhilNaRe shares owned by UMRé.

### **Material changes (increase/decrease of 5% or more) in the financial statements**

#### *Balance Sheet Items - 2006 versus 2005*

215% increase in cash and cash equivalents  
Mainly due to merger.

77% increase in reinsurance balances receivable-net  
Largely due to increase in receivables from ceding companies arising out of the higher volume of business accepted during the year.

106% increase in deferred acquisition cost  
Due to higher volume of business.

89% increase in investments  
Due to increase in investments in available-for-sale securities and investment properties acquired thru merger.

259% increase in loans and receivables  
Due to change in Company's investment mix.

83% increase in property and equipment, net  
Due to merger with UMRé.

152% increase in deferred reinsurance premiums  
Due to higher volume of business.

801% increase in deferred input value added tax  
Due to imposition of value added tax on reinsurance premiums effective November 2005.

100% increase in deferred tax assets  
Due to increase in provision for doubtful accounts.

1273% increase in other assets  
Due to increase in deferred taxes on unpaid premiums.

115% increase in reinsurance balances payable  
Due to increases in claims payable to ceding companies and premiums payable to retrocessionaires.

116% increase in reserve for unexpired risks  
Due to higher volume of business.

169% increase in deferred reinsurance commissions  
Due to higher volume of business ceded.

785% increase in deferred output value-added tax  
Due to imposition of value added tax which became effective only in November 2005.

277% increase in accounts payable and accrued expenses  
Due to increase in accruals of merger related expenses such as retirement benefits and sick leave benefits.

100% decrease in deferred income tax liabilities  
Due to increase in deferred tax for provision for doubtful accounts.

80% increase in stockholders' equity  
Due to net income derived from operations and increase in revaluation reserves

### **Key Performance Indicators**

	<b>2007</b>	<b>2006</b>	<b>2005</b>
Net Income	P 609 million	P 275 million	P 99 million
Earnings per share	P .31	P .20	P .10
Retention ratio	28%	25%	32%
Combined ratio*	78%	92%	97%
Return on average equity	11.6%	9.2%	6.1%

\*(exclusive of extraordinary expenses)

The company's key performance ratios for the last three years showed adequate capitalization and continued profitability growth.

Net income (NI) - Net income for 2007 increased to P609 million from P275 million in 2006. Net Income for 2006 was up by P176 million or 179% compared to net income of P99 million in 2005.

Earnings per share (EPS) - EPS is computed by dividing net income by weighted average number of shares issued and outstanding. The company's EPS was P0.31, P0.20 and P0.10 for the years 2007, 2006 and 2005, respectively.

Retention ratio - indicates the total amount of business risk retained by the company, computed by dividing reinsurance premiums retained by reinsurance premiums (Gross premiums written or GPW). The reason for the decline in retention ratio to 25% in 2006 from 32% in 2005 was the rapid growth of facultative business for which the average retention is lower compared to treaty business.

Combined ratio - a measure of performance used by the Company to measure profitability of its insurance operations. A ratio below 100% indicates that the company is making underwriting profit while a ratio above 100% means that it is paying out more money in claims and expenses than it is receiving from premiums. Combined ratio is the sum of loss ratio, commission ratio and expense ratio. The combined ratio was at 78% in 2007, 92% in 2006 and 97% in 2005.

Return on average equity (ROE) - measures the rate of return on the ownership interest (shareholders' equity) of the common stock owners, computed by dividing net income by average equity. ROE for the last three years was at 11.6%, 9.2% and 6.1% for 2007, 2006 and 2005 respectively.

**Material Event/s and Uncertainties**

Other than the disclosures described in the preceding sections, the Company has nothing to report on the following:

- a. Any known trends, demands, commitments, events or uncertainties that will have a material impact on its liquidity.
- b. Events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.
- c. Material off balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.
- d. Any material commitments for capital expenditures.
- e. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.
- f. Any significant elements of income or loss that did not arise from the issuer's continuing operations.
- g. Any seasonal aspects that had a material effect on the financial condition or results of operations.

**Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Punongbayan & Araullo has served as the independent auditor of the Company's financial statements since 2003. The Company has not had any material disagreements on accounting or financial disclosure matters with Punongbayan & Araullo.

**External Audit Fees**

The following are the aggregate fees (in Philippine pesos) billed for each of the last three fiscal years for professional services rendered by Punongbayan & Araullo:

	<b>2005</b>	<b>2006</b>	<b>2007</b>
Audit and audit-related fees	261,286	448,517	526,096
Other assurance and related services	669,563	612,777	-
Tax fees	-	80,000	-
<b>Total</b>	<b>930,849</b>	<b>1,141,249</b>	<b>526,096</b>

The Audit Committee reviews the external auditor’s engagement letter covering their scope of work and the reasonableness of the related professional fee. The Audit Committee recommends for approval of the Board the re-appointment of the external audit service provider for the subject audit year. The Board approves the re-appointment subject to ratification by the stockholders during the Company’s annual stockholders meeting.

**MARKET FOR REGISTRANT’S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

**Market Information**

The common shares of the Company were listed on the Philippine Stock Exchange on April 27, 2007.

The high and low sales prices for each quarter since listing are as follows:

<u>2007</u>	<u>High</u>	<u>Low</u>
2 <sup>nd</sup> Quarter	4.40	4.35
3 <sup>rd</sup> Quarter	3.65	3.60
4 <sup>th</sup> Quarter	3.35	3.20
<u>2008</u>		
1 <sup>st</sup> Quarter	3.30	2.34

The price information as of the latest practicable trading date, May 9, 2008, was P2.44 per share.

**Dividends**

The Company’s Board of Directors is authorized to declare dividends. A cash dividend declaration does not require any further approval from the stockholders. A stock dividend declaration requires further approval of the stockholders holding or representing not less than two-thirds (2/3) of the Company’s outstanding capital stock. Dividends may be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

The Insurance Code prescribes that any declaration or distribution of dividends by the Company must be attested in a sworn statement by the President or Treasurer of the Company that such dividends will be sourced from profits after retaining unimpaired the entire paid-up capital stock, the margin of solvency, the legal reserve funds required by law, and the sum sufficient to pay all net losses and all liabilities for expenses and taxes. The Company is required to report such dividend declaration or distribution to the Insurance Commission within thirty (30) days from the date of such declaration or distribution. Other than the foregoing, the Company is not aware of any other restrictions that limit the payment of dividends on common stock.

It is the Company’s policy to declare dividends regularly with the pay-out determined based on the Company’s performance. For the fiscal year ending December 31, 2006, the Company declared cash dividends on June 16, 2007 amounting to a total of P152,736,822. For the fiscal year ending December 31, 2007, the Company declared cash dividends on March 25, 2008 amounting to a total of P436,390,920.

**Approximate Number of Holders as of 31 March 2008**

There were approximately 273 common shareholders of the Company as of March 31, 2008. The Top 20 shareholders as of March 31, 2008, with their corresponding shares and percentage ownership of the Company, are as follows:

	<b>Name of Record Owner</b>	<b>No. of shares Held</b>	<b>Percentage</b>
1	PCD Nominee Corporation (Filipino) (Non-Filipino)	1,429,136,100 101,722,000	65.50% 4.66%
2	Bank of the Philippine Islands	290,795,500	13.33%
3	FGU Insurance Corporation	36,126,000	1.66%
4	Ayala Life Assurance, Inc.	28,274,900	1.30%
5	Malayan Insurance Company, Inc.	23,088,100	1.06%
6	Rosario, Paul Gerard B. Del	23,021,000	1.06%
7	Seaboard-Eastern Insurance Company	16,668,100	.76%
8	Philippine Charter Insurance Corp.	15,305,900	.70%
9	First Nationwide Assurance Corp.	13,157,000	.60%
10	Malayan Zurich Insurance Co., Inc.	12,869,100	.59%
11	Tokio Marine Malayan Insurance Co. Inc.	12,522,000	.57%
12	Philippines First Insurance Co., Inc.	11,075,200	.51%
13	Philippine American Life Insurance Co.	8,628,600	.40%
14	Pa, Ana Go &/or Go Ki	7,500,000	.34%
15	Asia Traders Insurance Corporation	6,543,400	.30%
16	Industrial Insurance Co., Inc.	6,184,900	.28%
17	Allied Bankers Insurance Corporation	5,428,700	.25%
18	Phil. International Life Insurance Co., Inc.	5,110,900	.23%
19	Empire Insurance Company	4,630,900	.21%
20	Fortune Life Insurance Company, Inc.	4,329,600	.20%

### **Recent Sales of Unregistered or Exempt Securities**

The following table sets out details of the shares sold by the Company from January 1, 2005 to December 31, 2007, which includes new issues, shares issued in exchange for property, services or other shares, and new shares resulting from the modification of outstanding shares.

<b>Date</b>	<b>No. of Shares</b>	<b>Purchaser</b>	<b>Consideration</b>	<b>Exemption from registration</b>
June 6, 2005	3,882,352	Various stockholders of the Company who participated in the Stock Rights Offer.	P200 per share	Section 10.1(e) of the SRC
Sept. 15, 2006	5,885,583	Issued to shareholders of UMRe pursuant to merger	P251.18 per Share	The Merger was processed by the SEC's Corporate Registration and Monitoring Dept.
Jan. 15, 2007	1,471,219,325	Issued to shareholders after stock split	P1.00 per Share	Section 10.1(j) of the SRC

Pursuant to the resolutions of the Board of Directors adopted on February 15, 2005, the Company offered its stockholders of record as of February 15, 2005, the option to subscribe to 3,857,635 unissued authorized shares of stocks and 24,717 treasury shares or a total of 3,882,352 common shares at a price of ₱200 per share. The stock rights offering was fully subscribed raising ₱776 million for the Company. The stock rights offering is an exempt transaction under Section 10.1(e) of the SRC because the offering was exclusively made to the Company's stockholders and no commission was paid or given in connection with such offering.

The Board of Directors of the Company and stockholders owning more than 2/3 of the Company's outstanding capital stock approved the Plan of Merger of the Company with Universal Malayan Reinsurance Corporation on October 4, 2005 and October 24, 2005, respectively. The Merger became effective upon approval by the Securities and Exchange Commission ("SEC") on March 6, 2006 (the "Effective Date"). Pursuant to the Plan of Merger, each common share of UMRe, issued and outstanding as of the Effective Date, shall be cancelled and converted into fully paid shares of the Company at a ratio of 1 share of the Company for every 6.80 common shares of UMRe. On September 15, 2006, the Company issued 5,885,583 common shares to shareholders of UMRe. The issuance of common shares pursuant to the Merger is an exempt transaction under Section 10.1(c) of the SRC because the Merger is considered an isolated transaction.

On December 22, 2006, the Company's stockholders holding or representing at least two-thirds (2/3) of the outstanding capital stock of the Company approved the resolution of the Board of Directors adopted on November 28, 2006, for the stock split or the decrease in the par value of the authorized capital stock from Thirty Million (30,000,000) shares with a par value of One Hundred Pesos (₱100.00) per share to Three Billion (3,000,000,000) shares with a par value of One Peso (₱1.00) per share. The SEC approved the stock split on January 15, 2007. This resulted in the pro rata distribution of 1,471,219,325 shares to the shareholders as of January 15, 2007. The stock split is an exempt transaction under Section 10.1(j) of

the SRC because it is essentially an exchange of securities by the Company exclusively made with its existing stockholders and no commission was paid or given in connection with such stock split.

### **Corporate Governance**

The Company is committed to the principles and practices of good corporate governance. The Company's Corporate Governance Manual was filed with the Insurance Commission and the Securities and Exchange Commission and has been in effect since January 1, 2003. Furthermore, the Company's Amended By-Laws provides for Board committees directly involved in issues of good corporate governance.

The Audit Committee of the Board of Directors is composed of three independent directors and its responsibilities include, among other things, monitoring the system of internal controls and corporate compliance with laws, regulations and code of ethics.

The Nomination and Compensation Committee of the Board of Directors is composed of three directors at least one of whom must be an independent director. The Committee reviews and evaluates the qualifications of all persons nominated to the Board as well as those nominated to other position requiring appointment by the Board. Relative to compensation, the Committee provides a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration of corporate officers and directors. It also provides oversight for over remuneration of senior management and other key personnel.

In order to measure or determine the level of compliance of the Board of Directors and management with the Company's Manual of Corporate Governance, the Company has appointed a Compliance Officer, who is responsible on a continuing basis for monitoring compliance with the provisions of the Company's Manual of Corporate Governance. The Compliance Officer likewise accomplishes Self Assessment Questionnaire-General Disclosure on Corporate Governance Practices for Insurance Companies, Professional Reinsurers and Intermediaries. The report, which is reviewed by the Board of Directors, is a requirement of the Insurance Commission ("IC") and is submitted to the IC on a semi-annual basis.

There has been no deviation from the Company's Manual of Corporate Governance. The Company's Board of directors and management recognize that a good corporate governance system is integral to the mandate bestowed upon them by the Company's stockholders.

The Company continues to improve corporate governance practice through continuous training of management on the best practices of good corporate governance. All new directors and executive officers with a designation of Vice President or higher are required, among other things, formal training in corporate governance.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Dear Stockholders:

Please be notified that the annual meeting of stockholders of **National Reinsurance Corporation of the Philippines** (the "Corporation") will be held on **June 23, 2008, Monday at 3:00 p.m., at Carlos P. Romulo Auditorium, Podium 4, Tower II, RCBC Plaza, 6819 Ayala Avenue, Makati City**, with the following agenda:

1. Call to order
2. Report on attendance and quorum
3. Approval of minutes of previous stockholders' meeting
4. Management report for the year ended December 31, 2007
5. Ratification of all acts of the board of directors and officers during the preceding year
6. Appointment of independent auditors
7. Approval and ratification of the performance bonus to the directors
8. Election of directors, including the independent directors
9. Other matters
10. Adjournment

Stockholders of record as of May 15, 2008 shall be entitled to notice of, and to vote at the said annual stockholders' meeting or any adjournment or postponement thereof.

Validation of proxy shall be held on June 18, 2008 at 3:00 p.m. at the principal office of the Corporation.

On the day of the meeting, you or your duly designated proxy, are hereby required to bring this Notice, and any form of identification (i.e. driver's license, company I.D., TIN card, etc.) to facilitate registration. Registration starts at exactly 2:00 p.m. and closes at 3:00 p.m.

Makati City, Metro Manila,  
May 7, 2008.

For the Board of Directors:



**ZENAIDA L. SALIPSIP**  
Corporate Secretary

**PROXY**  
**NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**

**PROXY SOLICITED ON BEHALF OF THE MANAGEMENT OF NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES FOR THE ANNUAL STOCKHOLDERS' MEETING TO BE HELD ON JUNE 23, 2008, MONDAY, AT 3:00 P.M. AT CARLOS P. ROMULO AUDITORIUM, PODIUM 4, TOWER II, RCBC PLAZA, 6819 AYALA AVENUE, MAKATI CITY.**

The Undersigned hereby appoints:

- (a) The Chairman of the Board of Directors of National Reinsurance Corporation of the Philippines, or in his absence, the President of National Reinsurance Corporation of the Philippines
- (b) \_\_\_\_\_

as his/her/its Proxy to attend the above annual meeting of the stockholders of **National Reinsurance Corporation of the Philippines**, and any adjournment or postponement thereof, and thereat to vote all shares of stock held by the undersigned as specified below and on any matter that may properly come before said meeting.

Management recommends a vote on the following items and my vote is respectively indicated below:

- (1) **Approval/ratification of the minutes of the annual stockholders' meeting held on July 23, 2007**

FOR             AGAINST             ABSTAIN

- (2) **Ratification of the acts of the Board of Directors and Officers of the Corporation**

FOR             AGAINST             ABSTAIN

- (3) **Appointment of Punongbayan & Araullo as Independent External Auditors**

FOR             AGAINST             ABSTAIN

- (4) **Approval and Ratification of the Performance Bonus to the Directors**

FOR             AGAINST             ABSTAIN

- (5) **Election of Directors.**

FOR all nominees listed below, except those whose names are stricken out

WITHHOLD authority to vote for all nominees listed below.

(Instruction: To strike out a name or withhold authority to vote for any individual nominee, draw a line through the nominee's name in the list below).

**For Regular Directors:**

- Winston F. Garcia
- Adelita A. Vergel De Dios
- Wilfrido C. Bantayan
- Yvonne S. Yuchengco
- Alfonso L. Salcedo, Jr.
- Emilio S. De Quiros, Jr.
- Josefina L. Valera
- Noel M. Juan

**For Independent Directors:**

- Romeo L. Bernardo
- Primitivo C. Cal
- Rizalino Navarro

In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting. This proxy when properly executed will be voted in the manner as directed above by the undersigned stockholder. If no direction is made, this proxy will be voted for the above items in the discretion of the Proxy.

The manner in which this proxy shall be accomplished, as well as the validation hereof shall be governed by the provisions of SRC Rule 20 (11)(b). Pursuant to this rule, a proxy executed by a corporation shall be in a form of a board resolution duly certified by the Corporate Secretary or this proxy form shall be executed by a duly authorized corporate officer accompanied by a Corporate Secretary's certificate quoting the board resolution authorizing the said corporate officer to execute this proxy.

This proxy may be revoked by the undersigned stockholder at any time by submitting to the Corporate Secretary a written notice of revocation not later than the start of the meeting, or by attending the meeting in person and signifying his intention to personally vote his shares.

\_\_\_\_\_
Date

\_\_\_\_\_
(Signature above printed name, including title when signing for a corporation or partnership or as an agent, attorney or fiduciary).

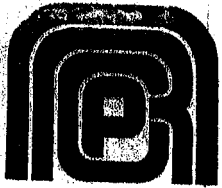
No. of shares held: \_\_\_\_\_

Please mark, sign, date, and return promptly in the accompanying envelope.

Financial Statements and  
Independent Auditors' Report

**National Reinsurance Corporation of  
the Philippines**

December 31, 2007 and 2006



# NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

16<sup>th</sup> FLOOR, PHILIPPINE AXA LIFE CENTRE (formerly PS Bank Tower), SEN. GIL PUYAT AVENUE CORNER TINDALO STREET, MAKATI CITY, PHILIPPINES  
 TELS: (632) 759-5801 TO 06 \* FAX: (632) 759-5886/87 \* WEBSITE : [www.nrcp.com.ph](http://www.nrcp.com.ph) \* E-MAIL : [nrcp@nrcp.com.ph](mailto:nrcp@nrcp.com.ph)

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

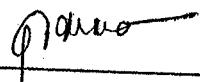
The management of National Reinsurance Corporation of the Philippines is responsible for all information and representations contained in the financial statements for the years ended December 31, 2007, 2006 and 2005. The financial statements have been prepared in conformity with generally accepted accounting principles in the Philippines and reflect amounts that are based on the best estimates and informed judgment of management with an appropriate consideration to materiality.

In this regard, management maintains a system of accounting and reporting which provides for the necessary internal controls to ensure that transactions are properly authorized and recorded, assets are safeguarded against unauthorized use or disposition and liabilities are recognized. The management likewise discloses to the company's audit committee and to its external auditor: (i) all significant deficiencies in the design or operation of internal controls that could adversely affect its ability to record, process, and report financial data; (ii) material weaknesses in the internal controls; and (iii) any fraud that involves management or other employees who exercise significant roles in internal controls.

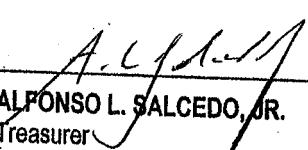
The Board of Directors reviews the financial statements before such statements are approved and submitted to the stockholders of the company.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has examined the financial statements of the company in accordance with generally accepted auditing standards in the Philippines and has expressed its opinion on the fairness of presentation upon completion of such examination, in its report to the Board of Directors and stockholders.

Signed under oath by the following:

  
 WINSTON F. GARCIA  
 Chairman of the Board

  
 WILFRIDO C. BANTAYAN  
 President & Chief Executive Officer


  
 ALFONSO L. SALCEDO, JR.  
 Treasurer

APR 09 2008

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_ 2008 at the City of Makati.  
 Affiants exhibited to me their Community Tax Certificate Nos.:

Name	Com. Tax Cert. No.	Date	Place of Issue
Winston F. Garcia	117-098-24	January 09, 2008	Cebu City
Wilfrido C. Bantayan	193-373-66	February 22, 2008	Makati City
Alfonso L. Salcedo, Jr.	247-075-51	January 18, 2008	Muntinlupa City

Doc. No. 103  
 Page No. 21  
 Book No. XII  
 Series of 2008

  
 ARNEL D. NAIDAS  
 NOTARY PUBLIC  
 UNTIL DECEMBER 31, 2008  
 P.R. NO. 1056185  
 ISSUED AT: Agreement City  
 ON: 2/7/08

## Report of Independent Auditors

**The Board of Directors**  
**National Reinsurance Corporation of the Philippines**  
18<sup>th</sup> Floor, Philippine AXA Life Center  
Sen. Gil J. Puyat Avenue corner Tindalo Street  
Makati City

20th Floor, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 886-5511  
F +63 2 886-5506; +63 2 886-5507  
[www.punongbayan-araullo.com](http://www.punongbayan-araullo.com)

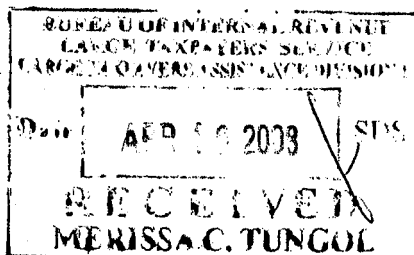
We have audited the accompanying financial statements of National Reinsurance Corporation of the Philippines, which comprise the balance sheets as at December 31, 2007 and 2006, and the income statements, statements of changes in equity and cash flow statements for each of the three years in the period ended December 31, 2007, and notes to financial statements comprising of a summary of significant accounting policies and other explanatory notes.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.



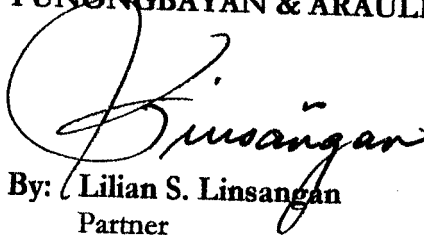
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of National Reinsurance Corporation of the Philippines as of December 31, 2007 and 2006, and of its financial performance and its cash flows for each of the three years in the period ended December 31, 2007 in accordance with Philippine Financial Reporting Standards.

**PUNONGBAYAN & ARAULLO**



By: **Lilian S. Linsangan**

Partner

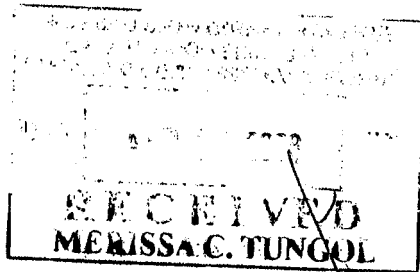
CPA Reg. No. 0046660

TIN No. 109-228-234

PTR No. 0986662, January 4, 2008, Makati City

SEC Accreditation No. 0008-AR-1

BIR AN 08-002511-3-2005 (Dec. 27, 2005 to 2008)



March 25, 2008

**NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**  
*(Amounts in Philippine Pesos)*

Notes	Capital Stock		Additional Paid-in Capital	Treasury Shares - At Cost	Revaluation Reserves	Retained Earnings		Total Equity
	No. of Shares	Amount				Appropriated	Unappropriated	
Balance as of January 1, 2005								
Shares issued and reissued	17	614,236,365	P 614,236,500	( 5,552,798 )	40,135,020	115,589,545	356,520,624	1,118,928,891
Increase during the year	6,17	3,857,635	385,763,500	5,378,672	-	-	-	776,296,274
Appropriated for contingencies	17	-	-	-	136,755,893	-	-	136,755,893
Net income	-	-	-	-	-	9,866,416	( 9,866,416 )	-
Total equity as of December 31, 2005		10,000,000	P 1,000,000,000	( P 174,126 )	P 176,890,913	P 123,455,561	P 445,318,371	P 2,190,645,221
Balance as of January 1, 2006		10,000,000	P 1,000,000,000	( P 174,126 )	P 176,890,913	P 123,455,961	P 445,318,371	P 2,190,645,221
Shares issued	1,17	5,885,583	588,558,500	-	-	-	-	1,478,340,738
Shares reacquired	1,17	-	889,782,438	-	-	-	-	( 254,465,509 )
Increase during the year	6,17	-	-	( 254,465,509 )	-	-	-	201,554,055
Appropriated for contingencies	17	-	-	-	201,554,055	-	-	-
Net income	-	-	-	-	-	27,493,138	( 27,493,138 )	-
Total equity as of December 31, 2006		15,885,583	P 1,588,558,500	( P 254,639,635 )	P 378,444,968	P 150,949,099	P 692,756,613	P 3,831,005,885
Balance as of January 1, 2007		15,885,583	P 1,588,558,500	( P 254,639,635 )	P 378,444,968	P 150,949,099	P 692,756,613	P 3,831,005,885
Declaration of 1:10 stock split	17	( 15,885,583 )	-	-	-	-	-	-
Cancelled shares	-	1,588,558,300	-	-	-	-	-	-
Reissued shares	-	-	-	-	-	-	-	-
Shares issued	1,17	593,396,300	593,396,300	358,076,611	-	-	-	2,695,748,829
Shares reacquired	1,17	-	1,744,281,918	-	-	-	-	( 103,430,976 )
Increase during the year	6,17	-	-	( 103,430,976 )	-	-	-	-
Cash dividends	17	-	-	-	202,931,460	-	-	( 103,430,976 )
Appropriated for contingencies	17	-	-	-	-	60,941,336	( 152,736,822 )	( 152,736,822 )
Net income	-	-	-	-	-	609,413,356	( 60,941,336 )	609,413,356
Total equity as of December 31, 2007		2,181,954,600	P 2,181,954,600	P 3,019,218,458	P 175,513,508	P 211,890,435	P 1,088,491,811	P 6,677,068,812

See Notes to Financial Statements.

**AK**  
**K E C E A V E D**  
**MEISSAC TUNGUL**

NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES  
 BALANCE SHEETS  
 DECEMBER 31, 2007, 2006 AND 2005  
 (Amounts in Philippine Pesos)

BUREAU OF INTERNAL REVENUE  
 LARGE TAXPAYERS SERVICE  
 LANG & TAXPAYERS ASSISTANCE DIVISION I  
 Date **APR 10 2008** SDS  
**RECEIVED**  
**MERISSA C. TUNGOL**

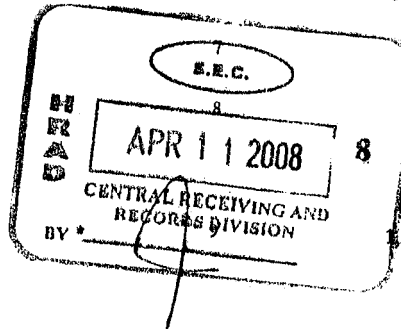
Notes

2007

2006

**ASSETS**

CASH AND CASH EQUIVALENTS	4	P	1,346,912,651	P	446,834,344
REINSURANCE BALANCES RECEIVABLE - Net	5		2,908,836,020		2,955,711,652
AVAILABLE-FOR-SALE FINANCIAL ASSETS	6		5,217,539,378		3,445,458,733
LOANS AND RECEIVABLES			193,990,002		154,900,847
PROPERTY AND EQUIPMENT - Net			91,328,046		89,987,570
DEFERRED ACQUISITION COSTS			206,688,943		275,114,923
DEFERRED REINSURANCE PREMIUMS			1,348,262,605		1,371,157,013
DEFERRED INPUT VALUE-ADDED TAX			81,554,300		214,182,979
DEFERRED TAX ASSETS	16		-		28,198,157
OTHER ASSETS	10		<u>122,623,373</u>		<u>134,798,127</u>
<b>TOTAL ASSETS</b>		<b>P</b>	<b><u>11,517,735,318</u></b>	<b>P</b>	<b><u>9,116,344,345</u></b>



**LIABILITIES AND EQUITY**

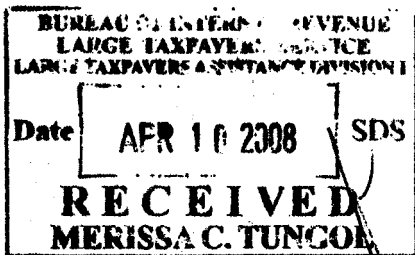
REINSURANCE BALANCES PAYABLE	5	P	2,671,190,453	P	2,863,904,231
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	11		42,890,121		59,181,794
RESERVE FOR UNEXPIRED RISKS	9		1,845,503,599		1,816,299,487
DEFERRED REINSURANCE COMMISSIONS			123,145,081		221,051,056
DEFERRED OUTPUT VALUE-ADDED TAX			156,326,449		324,901,892
DEFERRED TAX LIABILITIES	16		<u>1,610,803</u>		-
			4,840,666,506		5,285,338,460
<b>EQUITY</b>	17		<u>6,677,068,812</u>		<u>3,831,005,885</u>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>P</b>	<b><u>11,517,735,318</u></b>	<b>P</b>	<b><u>9,116,344,345</u></b>

See Notes to Financial Statements.

**NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**  
**INCOME STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**  
*(Amounts in Philippine Pesos)*

	Notes	2007	2006	2005
<b>REINSURANCE PREMIUM INCOME</b>				
Reinsurance premiums - net of returns	18	P 4,316,582,453	P 3,781,503,835	P 2,589,783,755
Retroceded premiums	18	<u>3,089,227,573</u>	<u>2,827,628,316</u>	<u>1,765,643,558</u>
Reinsurance premiums retained		1,227,354,880	953,875,519	824,140,197
Increase in reserve for unexpired risks	9	( 52,098,520 )	( 25,879,655 )	( 68,254,528 )
		<u>1,175,256,360</u>	<u>927,995,864</u>	<u>755,885,669</u>
<b>UNDERWRITING DEDUCTIONS</b>				
Share in claims and losses	13	609,018,943	554,566,237	506,213,425
Commissions - net		<u>175,325,371</u>	<u>186,440,638</u>	<u>174,517,784</u>
		<u>784,344,314</u>	<u>741,006,875</u>	<u>680,731,209</u>
<b>NET UNDERWRITING INCOME</b>		390,912,046	186,988,989	75,154,460
<b>INVESTMENT AND OTHER INCOME - Net</b>	12	<u>460,100,356</u>	<u>304,422,736</u>	<u>108,963,935</u>
<b>INCOME AFTER INVESTMENT AND OTHER INCOME</b>		851,012,402	491,411,725	184,118,395
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	14	<u>145,042,933</u>	<u>219,158,763</u>	<u>81,078,085</u>
<b>INCOME BEFORE TAXES</b>		705,969,469	272,252,962	103,040,310
<b>TAX EXPENSE (BENEFIT)</b>	16	<u>96,556,113</u>	( 2,678,418 )	<u>4,376,147</u>
<b>NET INCOME</b>		<u>P 609,413,356</u>	<u>P 274,931,380</u>	<u>P 98,664,163</u>
<b>Earnings Per Share</b>	21	<u>P 0.31</u>	<u>P 0.20</u>	<u>P 0.10</u>

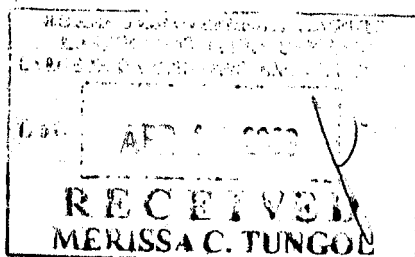
*See Notes to Financial Statements.*



**NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**  
**CASH FLOW STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005**  
*(Amounts in Philippine Pesos)*

	Notes	2007	2006	2005
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income before tax		P 705,969,469	P 272,252,962	P 103,040,310
Adjustments for:				
Interest income				
Unrealized foreign currency loss	12	( 340,942,749 )	( 253,234,383 )	( 152,883,075 )
Increase in reserve for unexpired risks	12	81,036,843	81,867,627	55,692,983
Dividend income	9	52,098,520	25,879,655	68,254,528
Depreciation	12	( 17,161,730 )	( 8,979,802 )	( 1,959,994 )
Gain on acquisition	8, 10	10,157,716	8,679,824	4,661,906
Operating income before working capital changes	12	-	( 51,295,702 )	-
Decrease (increase) in reinsurance balances receivable		491,158,069	75,170,181	76,806,658
Decrease (increase) in deferred acquisition costs		86,859,634	385,602,863	( 386,375,618 )
Decrease (increase) in loans and receivables		( 29,479,995 )	20,174,827	( 3,189,272 )
Decrease (increase) in deferred input value added tax		39,359,982	( 5,682,704 )	( 22,449,011 )
Increase in other assets		132,628,679	( 190,417,087 )	( 23,765,892 )
Increase (decrease) in reinsurance balances payable		( 2,223,396 )	( 46,002,000 )	( 3,849,337 )
Increase (decrease) in deferred output value added tax		( 148,456,533 )	967,691,772	367,944,135
Increase (decrease) in accounts payable and accrued expenses		( 168,575,443 )	283,146,942	36,721,512
Cash generated from (used in) operations		( 16,291,673 )	1,979,388	6,305,410
Cash paid for income taxes		384,979,324	1,491,664,182	48,148,585
		( 68,947,956 )	( 38,077,015 )	( 4,846,981 )
<b>Net Cash From Operating Activities</b>		<u>316,031,368</u>	<u>1,453,587,167</u>	<u>43,301,604</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from disposal/maturities of:				
Available-for-sale financial assets		200,227,592	1,138,510,274	281,579,875
Held-to-maturity investments		-	87,922,432	-
Interest received		250,580,727	233,920,424	133,569,116
Dividends received		17,161,730	8,979,802	1,959,994
Disposals (acquisitions) of:				
Available-for-sale financial assets		( 2,279,359,092 )	( 2,795,994,441 )	( 1,152,671,083 )
Property and equipment	8	( 9,168,145 )	( 1,950,282 )	( 5,902,680 )
Investment property		12,068,103	( 454,367 )	( 4,041,020 )
<b>Net Cash Used in Investing Activities</b>		<u>( 1,808,489,085 )</u>	<u>( 1,329,066,158 )</u>	<u>( 745,505,798 )</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from issuance/reissuance of:				
Common shares		2,337,678,218	196,158,513	771,527,000
Treasury shares		358,070,611	-	4,943,400
Acquisitions/payments of:				
Treasury shares		( 103,430,976 )	( 10,610,169 )	( 174,126 )
Dividends paid		( 152,736,822 )	-	-
<b>Net Cash From Financing Activities</b>		<u>2,439,581,031</u>	<u>185,548,344</u>	<u>776,296,274</u>
<b>EFFECTS OF FOREIGN CURRENCY REVALUATION ON CASH AND CASH EQUIVALENTS</b>		<u>( 47,045,007 )</u>	<u>( 5,215,554 )</u>	<u>( 915,865 )</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		900,078,307	304,853,799	73,176,215
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<u>446,834,344</u>	<u>141,980,545</u>	<u>68,804,330</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<u>P 1,346,912,651</u>	<u>P 446,834,344</u>	<u>P 141,980,545</u>

See Notes to Financial Statements.



**NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2007, 2006 AND 2005**  
*(Amounts in Philippine Pesos)*

**1. CORPORATE INFORMATION**

***1.1 General***

National Reinsurance Corporation of the Philippines (the Company) was incorporated in 1978 by virtue of Presidential Decree No. 1270, as a domestic professional reinsurance firm to provide life and non-life reinsurance capacity to the Philippines and neighboring insurance markets. Under the Decree, it became the vehicle for the Philippine insurance industry's participation in the Asian Reinsurance Corporation (Asian Re), a multi-government-initiated reinsurance entity, based in Bangkok, Thailand, which was established to foster regional cooperation among insurance companies doing business in Asia.

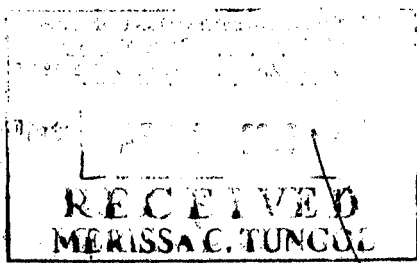
The Company's registered office, which is also its principal place of business, is located at 18th Floor, Philippine AXA Life Center, Sen. Gil J. Puyat Avenue corner Tindalo Street, Makati City.

The financial statements of the Company for the year ended December 31, 2007 (including the comparatives for the years ended December 31, 2006 and 2005) were authorized for issue by the Company's Board of Directors on March 25, 2008.

***1.2 Merger With Universal Malayan Reinsurance Corporation (UMRC)***

On May 28, 2004, the Company entered into a Memorandum of Agreement with Universal Malayan Reinsurance Corporation (UMRC) for the merger of the two entities. Subsequently, on October 10, 2005, the Company executed a Plan of Merger (the Plan) together with UMRC, under which both parties agreed to a combination whereby the Company would be the surviving corporation. The stockholders and Board of Directors of each of the Company and of UMRC approved the Plan on October 4, 2005 and October 24, 2005, respectively.

On March 6, 2006, the merger was approved by the Securities and Exchange Commission (SEC) and was eventually consummated by the Company and UMRC on that date.



To consummate the merger, the Company issued 5,885,583 shares of capital stock (with P100 par value) at an agreed exchange value of P251.18 per share amounting to P1,478,340,738 and incurred P4,041,020 for costs directly attributable to the merger, in order to acquire from UMRC the following:

Assets:

Cash and cash equivalents	P 196,158,513
Reinsurance balances receivable	216,597,266
Deferred acquisition costs	36,543,768
Available-for-sale financial assets	1,344,617,555
Held-to-maturity investments	46,906,447
Loans and receivables	86,713,887
Property and equipment	85,898,570
Deferred reinsurance premium	53,621,139
Investment properties	24,556,312
Other assets	<u>22,949,923</u>
	<u>P 2,114,563,380</u>

Liabilities:

Losses and claims outstanding	P 449,780,223
Reinsurance balances payable	138,667,724
Reserve for unexpired risks	176,210,742
Deferred reinsurance commission	13,553,013
Deferred output value-added tax (VAT)	5,033,438
Accounts payable and accrued expenses	<u>41,496,120</u>
	<u>P 824,741,260</u>

The merger also resulted to the Company's acquisition of its own shares of stock valued at P243,855,340 (970,839 shares at P251.18 per share) from UMRC which the latter had previously purchased from the Company. These reacquired shares were shown as part of Treasury Shares account in the 2006 statement of changes in equity (see Note 17).

Further, the Company recognized gain on acquisition of net assets of UMRC, brought about by the merger transaction, amounting to P51,295,702, which is shown as part of Investment and Other Income account in the 2006 income statement (see Note 12).

### ***1.3 Initial Public Offering***

On February 20, 2007, the Board of Directors authorized the issuance and sale of unsubscribed and unissued authorized capital stock equivalent to 489,493,700 shares of common stock and the reissuance of 148,506,300 shares of common stock which were then in the treasury of the Company. These shares of stock were actually issued through an initial public offering (IPO) after the Company's application for registration and listing was approved by the SEC and Philippine Stock Exchange (PSE). The underwriters were also given the option to purchase additional shares equivalent to 103,902,600 shares from the unissued capital stock at the offering price range of P3.36 to P4.62. The underwriters exercised the option to purchase all 103,902,600 shares at P3.80 per share. The IPO increased the balance of Additional Paid-in Capital by P1,744,281,918 after underwriting and other IPO-related expenses.

On March 20, 2007, the Company filed the Registration Statement and Listing Application with the SEC and the PSE, for the IPO of its common shares. The IPO was held on April 27, 2007 whereby the Company was able to raise net IPO proceeds of P2.8 billion for the 741,902,600 shares issued at P3.80 per share. The 741,902,600 issued shares consist of new shares totalling 593,396,300 shares and those previously held in treasury totalling 148,506,300 shares with a total cost of P358,070,611.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies that have been used in the preparation of these financial statements are summarized below. The policies have been consistently applied to all the years presented, unless otherwise stated.

### ***2.1 Basis of Preparation of Financial Statements***

#### ***(a) Statement of Compliance with Philippine Financial Reporting Standards (PFRS)***

The financial statements of the Company have been prepared in accordance with PFRSs. PFRSs are adopted by the Financial Reporting Standards Council from the pronouncements issued by the International Accounting Standards Board.

The financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. These financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial assets. The measurement bases are more fully described in the accounting policies that follow.

#### ***(b) Functional and Presentation Currency***

These financial statements are presented in Philippine pesos, the Company's functional currency, and all values represent absolute amounts except when otherwise indicated (see also Note 2.13).

## 2.2 *Impact of New Standards, Amendments and Interpretations to Existing Standards*

### (a) *Effective in 2007 that are relevant to the Company*

In 2007, the Company adopted for the first time the following new and amended PFRS which are mandatory for accounting periods beginning on or after January 1, 2007.

Philippine Accounting Standard (PAS) 1 (Amendment)	:	Presentation of Financial Statements
PFRS 4 (Amendment)	:	Insurance Contracts
PFRS 7	:	Financial Instruments: Disclosures

Discussed below are the impact on the financial statements of each of these amendments and standard.

- (i) PAS 1 (Amendment), *Presentation of Financial Statements*. PAS 1 introduces new disclosures on the Company's capital management objectives, policies and procedures in each annual financial report. The amendments to PAS 1 were introduced to complement the adoption of PFRS 7. The new disclosures that become necessary due to this change in PAS 1 can be found on Note 24.
- (ii) PFRS 4 (Amendment), *Insurance Contracts*. PFRS 4 requires the disclosure of information about credit risk, liquidity risk, and market risk that PFRS 7 would require if the insurance contracts were within the scope of PFRS 7; however, an insurer need not provide the maturity analysis required by PFRS 7 if it discloses information about the estimated timing of the net cash outflows resulting from recognized insurance liabilities instead. The disclosures that became necessary due to the amendment of PFRS 4 can be found in Note 23.
- (iii) PFRS 7, *Financial Instruments: Disclosures*. PFRS 7 introduces new disclosures to improve the information about financial instruments. It requires the disclosure of qualitative and quantitative information about exposure to risks arising from financial instruments, particularly:
  - a sensitivity analysis, to explain the Company's market risk exposure in regards to its financial instruments, and
  - a maturity analysis that shows the remaining contractual maturities of financial liabilities.

PFRS 7 replaces PAS 30, *Disclosures in the Financial Statements of Banks and Similar Financial Institutions*, and disclosure requirements in PAS 32, *Financial Instruments: Disclosure and Presentation*. The new disclosures under PFRS 7 are required to be made for all periods presented. However, the Company availed of the transitional relief granted by the FRSC and presented only the relevant new disclosures required by PFRS 7 for 2007 (see Note 23).

The first time application of these amendments and standard has not resulted in any prior period adjustments of cash flows, net income or balance sheet line items.

(b) *Effective in 2007 but not relevant to the Company*

Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 7	:	Applying the Restatement Approach under PAS 29, <i>Financial Reporting in Hyper Inflationary Economies</i>
Philippine Interpretation IFRIC 8	:	Scope of PFRS 2
Philippine Interpretation IFRIC 9	:	Re-assessment of Embedded Derivatives
Philippine Interpretation IFRIC 10	:	Interim Financial Reporting and Impairment

(c) *Effective Subsequent to 2007*

There are new and amended standards and Philippine Interpretation that are effective for periods subsequent to 2007. The following new standards are relevant to the Company which the Company will apply in accordance with their transitional provisions

2008:

Philippine Interpretation IFRIC 14	:	PAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
---------------------------------------	---	--

2009:

PAS 1 (Revised 2007)	:	Presentation of Financial Statements
----------------------	---	--------------------------------------

Below is a discussion of the possible impact of these accounting standards.

- (i) Philippine Interpretation IFRIC 14, *PAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction* (effective from January 1, 2008). This Philippine Interpretation provides general guidance on how to assess the limit in PAS 19, *Employee Benefits*, on the amount of the surplus that can be recognized as an asset. It standardizes practice and ensures that entities recognize an asset in relation to a surplus on a consistent basis. As any excess of the asset over the obligation is fully refundable to the Company based on the set-up of the pension trust fund, the Company determined that adoption of this Philippine Interpretation will not materially affect its financial statements.
- (ii) PAS 1 (Revised 2007), *Presentation of Financial Statements* (effective from January 1, 2009). The amendment requires an entity to present all items of income and expense recognized in the period in a single statement of comprehensive income or in two statements: a separate income statement and a statement of comprehensive income. The income statement shall disclose income and expense recognized in profit and loss in the same way as the current version of PAS 1. The statement of comprehensive income shall disclose profit or loss for the period, plus each component of income and expense recognized outside of profit and loss classified by nature (e.g., gains or losses on available-for-sale assets or translation differences related to foreign operations). Changes in equity arising from transactions with owners are excluded from the statement of comprehensive income (e.g., dividends and capital increase). An entity would also be required to include in its set of financial statements a statement showing its financial position (or balance sheet) at the beginning of the previous period when the entity retrospectively applies an accounting policy or makes a retrospective restatement. The Company will apply PAS 1 (Revised 2007) in its 2009 financial statements.

### **2.3 Financial Assets**

Financial assets include cash and cash equivalents and other financial instruments. Financial assets, other than hedging instruments, are classified into the following categories: loans and receivables, held-to-maturity investments, and available-for-sale financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired. The designation of financial assets is re-evaluated at every reporting date at which date a choice of classification or accounting treatment is available, subject to compliance with specific provisions of applicable accounting standards.

*Cash and cash equivalents* are defined as cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Regular purchase and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at fair value through profit or loss are initially recognized at fair value, plus transaction costs. Financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in the income statement.

The categories of financial instruments that are relevant to the Company are more fully described below.

(a) *Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the receivables.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment losses. Any change in their value is recognized in profit or loss. Impairment loss is provided when there is objective evidence that the Company will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated cash flows.

Loans and receivables are presented as Reinsurance Balances Receivables and Loans and Receivables in the balance sheet.

(b) *Held-to-maturity Investments*

These include non-derivative financial assets with fixed or determinable payments and a fixed date of maturity. Investments are classified as held-to-maturity if the Company has the positive intention and ability to hold them until maturity. Investments intended to be held for an undefined period are not included in this classification. They are included under Available-for-sale Financial Assets account in the balance sheet.

Held-to-maturity investments are measured at amortized cost using the effective interest method. In addition, if there is objective evidence that the investment has been impaired, the financial asset is measured at the present value of estimated cash flows. Any changes to the carrying amount of the investment are recognized in profit or loss.

(c) *Available-for-sale Financial Assets*

This include non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. They are included in the Investments account in the balance sheet.

All financial assets within this category are initially recognized at fair value, unless otherwise disclosed, with changes in value recognized in equity, net of any effects arising from income taxes. Gains and losses arising from securities classified as available-for-sale are recognized in the income statement when they are sold or when the investment is impaired.

In the case of impairment, the cumulative loss previously recognized directly in equity is transferred to the income statement. If circumstances change, impairment losses on available-for-sale equity instruments are not reversed through the income statement. On the other hand, if in a subsequent period the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in income statement, the impairment loss is reversed through the income statement.

For investments that are actively traded in organized financial markets, fair value is determined by reference to stock exchange quoted market bid prices at the close of business on the balance sheet date. For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows (such as dividend income) of the underlying net asset base of the investment.

Non-compounding interest, dividend income and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of financial assets is measured. All income and expense relating to financial assets recognized in profit or loss are presented in the income statement under Investment and Other Income.

Derecognition of financial assets occurs when the rights to receive cash flows from the financial instruments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

#### **2.4 Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation and any impairment in value.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense as incurred. When assets are sold, retired or otherwise disposed of, their cost and related accumulated depreciation and impairment losses are removed from the accounts and any resulting gain or loss is reflected in income for the period.

Depreciation is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Condominium units	40 years
Office improvements	10 years
Office furniture and equipment	5 years
Transportation equipment	5 years
EDP equipment	5 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.14). The residual values and estimated useful lives of property and equipment are reviewed, and adjusted if appropriate, at each balance sheet date.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the year the item is derecognized.

### ***2.5 Investment Property***

Investment property (included as part of Other Assets), is measured initially at acquisition cost. Subsequently, investment property is stated at cost less accumulated depreciation and any impairment in value.

The cost of the investment property comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized; expenditures for repairs and maintenance are charged to expense when incurred.

Investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the income statement in the year of retirement or disposal.

### ***2.6 Financial Liabilities***

Financial liabilities include reinsurance balances payable and accounts payable and accrued expenses.

Financial liabilities are recognized when the Company becomes a party to the contractual agreements of the instrument. All interest related charges are recognized as an expense in the income statement.

Reinsurance balances payables and accounts payable and accrued expenses are recognized initially at their nominal value and subsequently measured at amortized cost less settlement payments.

Dividend distributions to shareholders are recognized as financial liabilities when the dividends are approved by the shareholders.

Financial liabilities are derecognized from the balance sheet only when the obligations are extinguished either through discharge, cancellation or expiration.

## 2.7 Provisions

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the balance sheet date, including the risks and uncertainties associated with the present obligation. Any reimbursement expected to be received in the course of settlement of the present obligation is recognized, if virtually certain, as a separate asset at an amount not exceeding the balance of the related provision. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. In addition, where time value of money is material, long-term provisions are discounted to their present values using pretax rate that reflects market assessments and the risks specific to the obligation.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements.

Probable inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements.

## 2.8 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

- (a) *Reinsurance premiums* – Revenue is recognized for revenue premiums from short duration insurance contracts over the period of the contracts using the 24th method except for revenues from marine cargo risks which are recognized based on the relevant provisions of the Insurance Code. The portion of the reinsurance premiums retained that relate to the unexpired periods of the policies at balance sheet dates are accounted for as Reserve for Unexpired Risks and presented in the liability section of the balance sheets. The net changes in the account Reserve for Unexpired Risks between balance sheet dates are recognized in the income statement.
- (b) *Interest* – Revenue is recognized as the interest accrues (taking into account the effective yield on the asset).
- (c) *Dividends* – Revenue is recognized when the stockholders' right to receive the payment is established.

## **2.9 Claim Costs Recognition**

Share in liabilities for claim costs and claim adjustment expenses relating to insurance contracts are accrued when insured events occur.

The share in liabilities for claims (including those for incurred but not reported) are based on the estimated ultimate cost of settling the claims. The method of determining such estimates and establishing reserves are continually reviewed and updated. Changes in estimates of claim costs resulting from the continuous review process and differences between estimates and payments for claims are recognized as income or expense of the period in which the estimates are changed or payments are made.

Share in recoveries on claims are evaluated in terms of the estimated realizable values of the salvage recoverables. Recoveries on settled claims are recognized in the income statement in the period the recoveries are made while estimated recoveries are presented as part of Reinsurance Balances Receivable.

## **2.10 Acquisition Costs**

Costs that vary with and are primarily related to the acquisition of new and renewal reinsurance contracts such as commissions, certain underwriting costs and inspection fees, are deferred and charged to expense in proportion to reinsurance premium revenue recognized. Unamortized acquisition costs are shown in the balance sheet as Deferred Acquisition Costs.

## **2.11 Commissions on Retrocessions**

Commissions on retrocessions are deferred and are subjected to the same amortization method as the related acquisition costs. Deferred portion are presented in the balance sheet as Deferred Reinsurance Commissions.

## **2.12 Leases**

The Company accounts for its leases as follows:

### **(a) Company as Lessee**

Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in the income statement on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

### **(b) Company as Lessor**

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized as income in the income statement on a straight-line basis over the lease term.

The Company determines whether an arrangement is, or contains a lease based on the substance of the arrangement. It makes an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

### **2.13 *Functional Currency and Foreign Currency Transactions***

#### **(a) *Functional and Presentation Currency***

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Philippine pesos, which is the Company's functional and presentation currency.

#### **(b) *Transactions and Balances***

The accounting records of the Company are maintained in Philippine pesos. Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

### **2.14 *Impairment of Non-financial Assets***

The Company's property and equipment and investment property are subject to impairment testing. All other individual assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell and value in use, based on an internal evaluation of discounted cash flow.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist and the carrying amount of the asset is adjusted to the recoverable amount resulting in the reversal of the impairment loss.

## **2.15 Employee Benefits**

Pension benefits are provided to employees through a defined benefit plan.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of pension plan remains with the Company, even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long-term benefit fund, as well as qualifying insurance policies. The Company's defined benefit pension plan covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by a trustee.

The liability recognized in the balance sheet for defined benefit pension plans is the present value of the defined benefit obligation (DBO) at the balance sheet date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. The DBO is calculated by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses are not recognized as an income or expense unless the total unrecognized gain or loss exceeds 10% of the greater of the obligation and related plan assets. The amount exceeding this 10% corridor is charged or credited to profit or loss over the employees' expected average remaining working lives. Actuarial gains and losses within the 10% corridor are disclosed separately. Past-service costs are recognized immediately in the income statement, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortized on a straight-line basis over the vesting period.

Short-term employee benefits are recognized for the number of paid leave days (including holiday entitlement) remaining at the balance sheet date. They are included in current pension and other employee obligations at the undiscounted amount that the Company expects to pay as a result of the unused entitlement.

## **2.16 Income Taxes**

Current tax assets or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the balance sheet date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognized as a component of tax expense in the income statement.

Deferred tax is provided, using the balance sheet liability method, on temporary differences at the balance sheet date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Under the balance sheet liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carryforward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax asset can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the income statement. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

### ***2.17 Equity***

Capital stock is determined using the nominal value of shares that have been issued or reissued.

Additional paid-in capital includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Treasury shares are stated at the cost of re-acquiring such shares.

Revaluation reserves comprise gains and losses due to the revaluation of certain available-for-sale financial assets.

Retained earnings include all current and prior period results as disclosed in the income statement.

### ***2.18 Earnings Per Share***

Earnings per share is determined by dividing net income by the weighted average number of shares issued, adjusted for stock dividends and stock split, less shares held in treasury during the period.

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Company's financial statements prepared in accordance with PFRS require management to make judgments and estimates that affect amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under circumstances. Actual results may ultimately differ from these estimates.

#### 3.1 *Critical Judgments in Applying Accounting Policies*

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements:

(a) *Impairment of Available-for-sale Financial Assets*

The Company follows the guidance of PAS 39 on determining when an investment is other-than-temporarily impaired. This determination requires significant judgment. In making this judgment, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

(b) *Distinction Between Investment Properties and Owner-occupied Properties*

The Company determines whether a property qualifies as investment property. In making its judgment, the Company considers whether the property generates cash flows largely independently of the other assets held by an entity. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used in the operations.

Some properties comprise a portion that is held to earn rental and another portion that is held for administrative purposes. If these portion can be sold separately (or leased out separately under finance lease), the Company accounts for the portions separately. If the portion cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Company considers each property separately in making its judgment.

(c) *Operating Leases*

The Company has entered into various lease agreements as either a lessor or a lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements.

Rental income and expense reported in 2007 amounted to P1,163,890 and P1,021,463, respectively.

(d) *Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provision and disclosure of contingencies are discussed in Note 2.7 and relevant disclosures are presented in Note 22.

**3.2 Key Sources of Estimation Uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(a) *Useful Life of Property and Equipment and Investment Property*

The Company estimates the useful lives of property and equipment and investment property based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment and investment property are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, estimation of the useful lives of property and equipment and investment property is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property and equipment and investment property would increase recorded operating expenses and decrease total assets.

Property and equipment net of accumulated depreciation amounted to P91,328,046 and P89,987,570 as of December 31, 2007, and 2006 respectively (see Note 8).

Investment property net of accumulated depreciation amounted to P40,905,056 and P55,303,206 as of December 31, 2007 and 2006, respectively (see Note 10).

(b) *Allowance for Impairment of Reinsurance Balances Receivable, and Loans and Receivables*

Allowance is made for specific and groups of accounts, where objective evidence of impairment exists. The Company evaluates these accounts based on available facts and circumstances, including, but not limited to, the length of the Company's relationship with the customers, the customers' current credit status based on third party credit reports and known market forces, average age of accounts, collection experience and historical loss experience.

Allowance for impairment losses on reinsurance balances receivables amounted to P106,799,471 in 2007 and 2006 (see Note 5).

(c) *Valuation of Financial Assets Other than Loans and Receivables*

The Company carries certain financial assets at fair value, which requires the extensive use of accounting estimates and judgment. Significant components of fair value measurement were determined using verifiable objective evidence such as foreign exchange rates and interest rates. However, the amount of changes in fair value would differ if the Company utilized different valuation methods and assumptions. Any change in fair value of these financial assets and liabilities would affect profit and loss and equity.

There were no impairment losses recognized on financial assets other than loans and receivables as of December 31, 2007 and 2006.

(d) *Realizable Amount of Deferred Tax Assets*

The Company reviews its deferred tax assets at each balance sheet date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets amounted to P28,198,157 as of December 31, 2006 (see Note 16).

(e) *Impairment of Non-financial Assets*

PFRS requires that an impairment review be performed when certain impairment indicators are present. The Company's policy on estimating the impairment of non-financial assets is discussed in detail in Note 2.14. Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

There were no impairment losses recognized on non-financial assets during the years ended December 31, 2007 and 2006.

(f) *Retirement and Other Benefits*

The determination of the Company's obligation and cost of pension and other retirement benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions are described in Note 15.2 and include, among others, discount rates, expected return on plan assets and salary increase rate. In accordance with PFRS, actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore, generally affect the recognized expense and recorded obligation in such future periods.

The retirement benefit obligation and net unrecognized actuarial gains amounted to P34,507,695 and P2,465,688 in 2007 and P33,803,697 and P2,465,688, respectively, in 2006 (see Note 15.2).

#### 4. CASH AND CASH EQUIVALENTS

This account consists of:

	<u>2007</u>	<u>2006</u>
Time deposits	P 1,283,627,639	P 384,673,854
Cash on hand and in banks	<u>63,285,012</u>	<u>62,160,490</u>
	<u><b>P 1,346,912,651</b></u>	<u><b>P 446,834,344</b></u>

Time deposits were made for varying periods of between one day and one month depending on the liquidity requirements of the Company and earn interest at short-term deposit rates. The Cash and Cash Equivalents account includes foreign currency denominated cash of US\$12,984,782 (P537,582,952) as of December 31, 2007 and US\$3,022,664 (P148,509,528) as of December 31, 2006.

#### 5. REINSURANCE BALANCES

The details of reinsurance balances are as follows:

	<u>2007</u>	<u>2006</u>
Reinsurance balances receivable:		
Due from ceding companies	P 1,630,803,800	P 2,072,946,667
Reinsurance recoverable on losses	1,297,757,239	906,797,090
Funds held by ceding companies	<u>87,074,452</u>	<u>82,767,366</u>
	3,015,635,491	3,062,511,123
Allowance for impairment	( <u>106,799,471</u> )	( <u>106,799,471</u> )
	<u><b>P 2,908,836,020</b></u>	<u><b>P 2,955,711,652</b></u>
Reinsurance balances payable:		
Claims payable	P 1,628,313,780	P 1,270,902,819
Due to retrocessionaires	981,270,895	1,537,298,404
Funds held for retrocessionaires	<u>61,605,778</u>	<u>55,703,008</u>
	<u><b>P 2,671,190,453</b></u>	<u><b>P 2,863,904,231</b></u>

A reconciliation of the allowance for impairment at beginning and end of 2007 and 2006 is shown below:

	<u>Note</u>	<u>2007</u>	<u>2006</u>
Balance at beginning of year		P 106,799,471	P 13,698,738
Assumed relative to the merger		-	35,586,000
Impairment loss during the year	14	-	<u>57,514,733</u>
Balance at end of year		<u>P 106,799,471</u>	<u>P 106,799,471</u>

The fair values of these short-term financial assets and liabilities are not individually determined as the carrying amount is a reasonable approximation of fair value.

## 6. AVAILABLE-FOR-SALE FINANCIAL ASSETS

The amounts in the balance sheets comprise of the following financial assets:

	<u>2007</u>	<u>2006</u>
Bonds	P 4,479,540,250	P 2,903,086,959
Equity securities	581,920,970	437,785,083
Investment in Asian Re shares	69,410,454	66,987,944
Various funds	<u>86,667,704</u>	<u>37,598,747</u>
	<u>P 5,217,539,378</u>	<u>P 3,445,458,733</u>

Bonds include investments reclassified from held-to-maturity securities to available-for-sale financial assets in 2006 and government securities totaling P105,996,443 in 2007 and P33,996,443 in 2006 and which are on deposit with the Insurance Commission (IC) as security for the benefit of policyholders and creditors of the Company in accordance with the provisions of the Insurance Code of the Philippines.

Interest income recognized are presented as part of Investment and Other Income in the income statements (see Note 12).

The following presents the fair values of investments in bonds by contractual maturity dates:

	<u>2007</u>	<u>2006</u>
Due within one year	P 12,546,691	P 232,676,878
Due after one year through five years	2,749,539,063	1,105,566,963
Due after five years through ten years	1,676,234,081	1,467,978,035
Due after ten years	<u>41,220,415</u>	<u>96,865,083</u>
	<u><b>P 4,479,540,250</b></u>	<u><b>P 2,903,086,959</b></u>

Bonds earn interest at annual rates ranging from 3.5% to 15% in 2007 and 2.0% to 18.0% in 2006. Changes in fair values of these bonds amounted to P128,016,627 (net increase), and P127,349,513 (net increase) in 2007 and 2006, respectively, and are shown as part of Revaluation Reserves account in the statements of changes in equity.

The balance of equity securities classified as available-for-sale financial assets consists of:

	<u>2007</u>	<u>2006</u>
Cost:		
Quoted in the stock exchange	P 534,609,290	P 316,553,415
Not quoted in the stock exchange	<u>39,391,629</u>	<u>44,811,521</u>
	<u>574,000,919</u>	<u>361,364,936</u>
Fair value gains (losses):		
Quoted in the stock exchange	10,119,080	78,990,824
Not quoted in the stock exchange	( <u>2,199,029</u> )	( <u>2,570,677</u> )
	<u>7,920,051</u>	<u>76,420,147</u>
	<u><b>P 581,920,970</b></u>	<u><b>P 437,785,083</b></u>

Equity securities mainly consist of investments in companies listed in the PSE.

The shares of Asian Re have been issued in the name of the Government of the Philippines (GoP) as the Philippine government's participation in the joint undertaking of Asian countries to organize a reinsurance company that will service the needs of the region. The GoP assigned such shares, including any interest accruing thereon, to the Company. The GoP designated the Company as the national institution authorized to subscribe and pay for the said shares of stock. The shares of stock of Asian Re, while not for sale, were classified under this category since these do not qualify for inclusion in any other categories of financial assets. These shares of stock are measured at fair values and the changes in the fair values are recognized in equity.

The fair value of investments in Asian Re shares amounted to P69,410,454, and P66,987,944 as of December 31, 2007 and 2006, respectively. Changes in fair value recognized as part of Revaluation Reserves in the equity section of the balance sheets amounted to P31,661,470, net of deferred taxes amounting to P17,048,484 in 2007 and P27,574,264, net of deferred taxes amounting to P14,847,681 in 2006 (see Note 16).

The reconciliation of the carrying amounts of available-for-sale financial assets are as follows:

	<u>2007</u>	<u>2006</u>
Balance at the beginning of the year	P 3,445,458,733	P 1,656,818,555
Additions	5,494,955,271	2,791,711,468
Disposals	( 3,415,823,771)	( 1,134,227,301)
Fair value gains (losses)	( 200,730,657)	197,271,082
Foreign currency losses	( <u>106,320,198</u> )	( <u>66,115,071</u> )
Balance at end of year	<u>P 5,217,539,378</u>	<u>P 3,445,458,733</u>

The fair values of available-for-sale financial assets have been determined directly by reference to published prices in the active market.

## 7. LOANS AND RECEIVABLES

This account includes the following:

	<u>2007</u>	<u>2006</u>
Current:		
Accrued interest receivable	P 90,362,021	P 62,701,350
Term loans	-	30,000,000
Others	<u>715,769</u>	<u>4,517,086</u>
	<u>91,077,790</u>	<u>97,218,436</u>
Non-current:		
Term loans	90,000,000	40,000,000
Loans receivable	<u>12,912,212</u>	<u>17,682,411</u>
	<u>102,912,212</u>	<u>57,682,411</u>
	<u>P 193,990,002</u>	<u>P 154,900,847</u>

Loans and receivables are usually due within one to 20 years. These financial assets are subject to credit risk exposure. However, the Company does not identify specific concentrations of credit risk with regard to loans and receivables since most of the loans and receivables are secured by collaterals.

Term loans pertain to the Company's participation in syndicated loans of other Companies. These loans are unsecured interest-bearing loans with a term of 4 to 5 years. The effective interest rate on these loans ranges from 6.38% to 9.95% in 2007 and from 9.0% to 12.4% in 2006.

Loans receivable includes mortgage, housing, and car loans which have annual effective interest rates of 14% to 28%, 10% to 22%, and 7% to 13%, respectively, in 2007 and 14% to 28%, 10% to 22%, and 7% to 13%, respectively, in 2006.

The fair value of these financial assets is not individually determined as the carrying amount is a reasonable approximation of fair value since the interest rates are approximately the same as the market interest rate.

## 8. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation at the beginning and end of 2007 and 2006 are shown below:

	Condominium Units	Office Improvements	Office Furniture and Equipment	Transportation Equipment	EDP Equipment	Total
December 31, 2007						
Cost	P 104,227,734	P 14,284,102	P 9,524,897	P 12,720,170	P 14,978,758	P 155,735,661
Accumulated depreciation	( 30,977,327)	( 2,870,207)	( 8,553,973)	( 4,337,952)	( 10,668,149)	( 64,407,615)
Net carrying amount	<u>P 73,250,407</u>	<u>P 4,413,895</u>	<u>P 970,924</u>	<u>P 8,382,211</u>	<u>P 4,310,609</u>	<u>P 91,328,046</u>
December 31, 2006						
Cost	P 104,227,734	P 12,669,559	P 8,624,279	P 11,091,338	P 11,277,865	P 147,890,775
Accumulated depreciation	( 27,949,507)	( 8,832,797)	( 8,337,549)	( 3,353,411)	( 9,429,941)	( 57,903,205)
Net carrying amount	<u>P 76,278,227</u>	<u>P 3,836,762</u>	<u>P 286,730</u>	<u>P 7,737,927</u>	<u>P 1,847,924</u>	<u>P 89,987,570</u>
January 1, 2006						
Cost	P 53,572,553	P 5,540,763	P 2,518,419	P 9,652,950	P 4,494,715	P 75,779,400
Accumulated depreciation	( 14,509,233)	( 3,242,548)	( 2,006,783)	( 3,399,229)	( 2,733,455)	( 26,521,248)
Net carrying amount	<u>P 39,063,320</u>	<u>P 1,598,215</u>	<u>P 511,636</u>	<u>P 6,253,721</u>	<u>P 1,761,260</u>	<u>P 49,188,152</u>

A reconciliation of the carrying amounts at the beginning and end of 2007 and 2006, of property and equipment is shown below:

	Condominium Units	Office Improvements	Office Furniture and Equipment	Transportation Equipment	EDP Equipment	Total
Balance at January 1, 2007, net of accumulated depreciation and impairment	P 76,278,227	P 3,836,762	P 286,730	P 7,737,927	P 1,847,924	P 89,987,570
Additions	-	1,614,543	900,618	3,258,740	3,700,892	9,474,793
Disposals	-	-	-	( 306,648)	-	( 306,648)
Depreciation charge for the year	( 3,027,820)	( 1,037,410)	( 216,424)	( 2,307,808)	( 1,238,207)	( 7,827,662)
Balance at December 31, 2007, net of accumulated depreciation and impairment	<u>P 73,250,407</u>	<u>P 4,413,895</u>	<u>P 970,924</u>	<u>P 8,382,211</u>	<u>P 4,310,609</u>	<u>P 91,328,046</u>

	<u>Condominium Units</u>	<u>Office Improvements</u>	<u>Office Furniture and Equipment</u>	<u>Transportation Equipment</u>	<u>EDP Equipment</u>	<u>Total</u>
Balance at January 1, 2006, net of accumulated depreciation and impairment	P 39,063,320	P 1,598,215	P 511,636	P 6,253,721	P 1,761,260	P 49,188,152
Additions	39,961,310	3,046,312	36,277	4,466,137	1,072,851	48,582,887
Disposals	-	-	-	( 1,094,229)	-	( 1,094,229)
Depreciation charge for the year	( 2,746,403)	( 807,765)	( 261,183)	( 1,887,702)	( 986,187)	( 6,689,240)
Balance at December 31, 2006, net of accumulated depreciation and impairment	<u>P 76,278,227</u>	<u>P 3,836,762</u>	<u>P 286,730</u>	<u>P 7,737,927</u>	<u>P 1,847,924</u>	<u>P 89,987,570</u>

## 9. DEFERRED REINSURANCE PREMIUMS AND RESERVE FOR UNEXPIRED RISKS

The movement of these accounts is as follows:

	<u>Deferred Reinsurance Premiums</u>		<u>Reserve for Unexpired Risks</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Balance at beginning of year	P 1,371,157,013	P 543,471,360	P 1,816,299,487	P 840,144,577
Increase (decrease) during the year	( 22,894,408)	774,064,513	29,204,112	799,944,168
Balance acquired relative to the merger	-	53,621,140	-	176,210,742
Balance at end of year	<u>P 1,348,262,605</u>	<u>P 1,371,157,013</u>	<u>P 1,845,503,599</u>	<u>P 1,816,299,487</u>

Deferred Reinsurance Premiums pertains to the portion of reinsurance premiums ceded out that relate to the unexpired periods of the policies at balance sheet date.

Reserve for Unexpired Risks is the portion of reinsurance premiums assumed that relate to the unexpired periods of the policies at balance sheet date.

The difference between the increase in Deferred Reinsurance Premiums and Reserve for Unexpired Risks for the year is presented as Increase in Reserve for Unexpired Risks in the income statements.

## 10. OTHER ASSETS

The Other Assets account includes the following:

	<u>2007</u>	<u>2006</u>
Investment property	P 40,905,056	P 55,303,206
Deferred withholding VAT	39,308,468	43,554,265
Input VAT	<u>29,638,591</u>	<u>23,553,408</u>
Balance carried forward	<u>P 109,852,115</u>	<u>P 122,410,879</u>

	<u>2007</u>	<u>2006</u>
Balance brought forward	<u>P 109,852,115</u>	<u>P 122,410,879</u>
Creditable expanded withholding tax	5,297,029	6,282,710
Prepayments	1,515,877	1,416,025
Deposit	690,392	358,147
Security fund	192,888	192,888
Others	<u>5,075,072</u>	<u>4,137,478</u>
	<u><b>P 122,623,373</b></u>	<u><b>P 134,798,127</b></u>

Investment property consists of a piece of land and building and improvements which are owned for investment purposes only.

The changes to the carrying amounts of the investment property can be summarized as follows as of December 31:

	<u>Note</u>	<u>2007</u>	<u>2006</u>
Balance at beginning of year		<u>P 55,303,206</u>	<u>P -</u>
Disposals		( 12,068,103)	( 9,613,300)
Depreciation charge for the year	14	( 2,330,047)	( 1,990,584)
Additions		<u>-</u>	<u>66,907,090</u>
Balance at end of year		<u><b>P 40,905,056</b></u>	<u><b>P 55,303,206</b></u>

Deferred withholding VAT represents unapplied input taxes resulting from unpaid premiums on ceded out transactions.

Input VAT pertains to input valued-added taxes on commissions paid to ceding companies.

Prepayments include substantially prepaid insurance on property and equipment and group life insurance.

Security fund represents amount deposited with the IC, as required by the Insurance Code, to be used for the payment of valid claims against insolvent insurance companies. The balance of the fund earns interest at rates determined by the IC annually.

## 11. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

This account includes the following:

	Note	2007	2006
Defined benefit liability	15.2	P 34,507,695	P 33,803,697
Accrued expenses		3,557,009	8,564,879
Withholding taxes payable		3,496,719	15,584,497
Accounts payable and others liabilities		<u>1,328,698</u>	<u>1,228,721</u>
		<u>P 42,890,121</u>	<u>P 59,181,794</u>

Due to their short duration, management considers the carrying amounts of accounts payable and accrued expenses recognized in the balance sheets to be a reasonable approximation of fair value.

## 12. INVESTMENT AND OTHER INCOME

The details of this account follow:

	Notes	2007	2006	2005
Interest		P 340,942,749	P 253,234,383	P 152,883,075
Foreign exchange loss	23.4	( 179,320,898)	( 90,676,616)	( 45,952,689)
Trading gain		155,174,302	52,673,670	-
Gain on sale of stocks		96,798,983	6,353,449	-
Dividend income		17,161,730	8,979,802	1,959,994
Gain on acquisition	1	-	51,295,702	-
Miscellaneous		<u>29,343,490</u>	<u>22,562,346</u>	<u>73,555</u>
		<u>P 460,100,356</u>	<u>P 304,422,736</u>	<u>P 108,963,935</u>

## 13. UNDERWRITING DEDUCTIONS

### 13.1 Share in Claims and Losses

This account represents the aggregate amount of the Company's share in net losses and claims relative to its acceptances under treaty and facultative reinsurances.

**13.2 Commissions – net**

This account consists of the following:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Commission expense	P 410,837,745	P 574,122,238	P 436,859,074
Reinsurance revenues	( 235,512,374)	( 387,681,600)	( 262,341,290)
	<u>P 175,325,371</u>	<u>P 186,440,638</u>	<u>P 174,517,784</u>

Commission expense refers to fees deducted by ceding companies from reinsurance premiums assumed during the period under treaty and facultative agreements.

Reinsurance revenues pertain to fees charged by the Company related to reinsurance premiums retroceded during the period under treaty and facultative agreements.

**14. GENERAL AND ADMINISTRATIVE EXPENSES**

The details of this account follow:

	<u>Notes</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
Salaries and employee benefits	15.1	P 83,035,405	P 78,354,821	P 47,313,412
Professional fees		10,317,532	5,278,745	2,905,924
Depreciation	8	10,157,716	8,679,824	4,661,906
Representation and entertainment		5,937,631	5,902,040	6,242,040
Transportation and traveling		4,395,209	3,446,644	2,996,757
Professional and technical development		4,387,516	190,755	482,070
Retirement	15.2	4,124,115	35,601,366	1,702,402
Taxes, licenses and fees		3,023,875	3,221,350	1,406,021
Light and water		2,615,693	2,535,206	1,466,494
Communication and postages		2,417,226	1,709,917	1,143,631
Printing and office supplies		<u>2,147,068</u>	<u>2,111,219</u>	<u>1,373,869</u>
Balance carried forward		<u>P 132,558,986</u>	<u>P 147,031,887</u>	<u>P 71,694,526</u>

	Note	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance brought forward		<b><u>P 132,558,986</u></b>	<b><u>P 147,031,887</u></b>	<b><u>P 71,694,526</u></b>
Repairs and maintenance		1,231,964	3,263,955	1,757,509
Insurance		778,035	957,337	676,663
Fringe benefit taxes		468,048	484,704	322,771
Bank charges		271,181	608,161	168,705
Donations and contributions		193,092	701,324	469,250
Provision for impairment	5	-	57,514,733	750,000
Documentary stamps		-	2,943,312	1,941,938
Miscellaneous		<u>9,541,627</u>	<u>5,653,350</u>	<u>3,296,723</u>
		<b><u>P 145,042,933</u></b>	<b><u>P 219,158,763</u></b>	<b><u>P 81,078,085</u></b>

## 15. EMPLOYEE BENEFITS

### 15.1 Salaries and Employee Benefits Expense

Expenses recognized for employee benefits are presented below (see Note 14):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Salaries and wages	<b>P 55,788,137</b>	<b>P 45,201,343</b>	<b>P 26,666,537</b>
Allowances and bonus	21,081,790	18,554,657	12,266,129
Compensated absences	1,952,436	5,731,876	3,872,326
Social security costs	1,648,059	1,407,106	1,130,122
Separation benefits	-	1,593,946	-
Others	<u>2,564,983</u>	<u>5,865,893</u>	<u>3,378,298</u>
	<b><u>P 83,035,405</u></b>	<b><u>P 78,354,821</u></b>	<b><u>P 47,313,412</u></b>

### 15.2 Employee Retirement Benefit Obligation

The Company maintains a wholly-funded, tax-qualified, noncontributory retirement plan that is being administered by a trustee covering all regular full-time employees. Actuarial valuations are made regularly to update the retirement benefit costs and the amount of contributions.

The amounts of retirement benefit obligation recognized in the balance sheets are determined as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Present value of the obligation	P 62,132,830	P 51,174,809	P 24,158,148
Fair value of plan assets	( 30,090,823)	( 19,836,800)	( 18,955,928)
Deficiency of plan assets	32,042,007	31,338,009	5,202,220
Unrecognized actuarial gains (losses)	<u>2,465,688</u>	<u>2,465,688</u>	<u>( 5,364,282)</u>
Defined benefit liability (asset)	<u><u>P 34,507,695</u></u>	<u><u>P 33,803,697</u></u>	<u><u>(P 162,062)</u></u>

The movements in present value of the retirement benefit obligation recognized in the books are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance at beginning of year	P 51,174,809	P 24,158,148	P 15,244,406
Current service cost and interest cost	10,958,021	11,795,895	2,942,031
Actuarial adjustment	-	16,276,913	-
Past service cost	-	19,768,521	-
Actuarial (gains) losses	-	( 13,299,169)	5,971,711
Adjustment for curtailment	-	6,291,542	-
Benefits paid by the plan	<u>-</u>	<u>( 13,817,041)</u>	<u>-</u>
Balance at end of year	<u><u>P 62,132,830</u></u>	<u><u>P 51,174,809</u></u>	<u><u>P 24,158,148</u></u>

The movement in the fair value of plan assets is presented below.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance at beginning of year	P 19,836,800	P 18,955,928	P 15,541,394
Expected return on plan assets	6,833,906	1,648,282	1,239,629
Actuarial adjustment	1,809,073	1,647,591	-
Contributions paid into the plan	1,611,044	1,635,607	1,787,057
Benefits paid by the plan	-	( 13,817,041)	-
Actuarial gains (losses)	<u>-</u>	<u>9,766,433</u>	<u>387,848</u>
Balance at end of year	<u><u>P 30,090,823</u></u>	<u><u>P 19,836,800</u></u>	<u><u>P 18,955,928</u></u>

The amounts of retirement expense recognized in the income statement are as follows:

	<u>2007</u>		<u>2006</u>		<u>2005</u>
Current service costs	P 5,150,951	P	5,173,501	P	1,265,146
Interest costs	5,807,070		6,622,394		1,676,885
Expected return on plan assets	( 6,833,906)	(	1,648,282)	(	1,239,629)
Net actuarial gain recognized during the year	-	(	606,310)		-
Past service cost	-		19,768,521		-
Curtailement cost	-		6,291,542		-
	<u>P 4,124,115</u>	<u>P</u>	<u>35,601,366</u>	<u>P</u>	<u>1,702,402</u>

For determination of the retirement benefit obligation, the following actuarial assumptions were used:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Discount rates	7%	11%	11%
Expected rate of return on plan assets	8%	8%	8%
Expected rate of salary increase	6%	8%	8%

Presented below are the historical information related to the present value of the retirement benefit obligation, fair value of plan assets and excess or deficit in the plan.

	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
Present value of the obligation	P 62,132,830	P 51,174,809	P 24,158,148	P 15,244,406
Fair value of the plan assets	<u>30,090,823</u>	<u>19,836,800</u>	<u>18,955,928</u>	<u>15,541,394</u>
Deficit (excess) in the plan	<u>P 32,042,007</u>	<u>P 31,338,009</u>	<u>P 5,202,220</u>	<u>(P 296,988)</u>

16. TAXES

16.1 Current and Deferred Taxes

The components of tax expense (benefit) as reported in income statement and statement of changes in equity:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<i>Reported in income statements</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 35%	P 9,754,774	P -	P -
Final tax at 20% and 7.5%	59,193,182	38,077,014	20,895,482
Minimum corporate income tax (MCIT) at 2%	<u>-</u>	<u>3,325,133</u>	<u>1,020,169</u>
	<u>68,947,956</u>	<u>41,402,147</u>	<u>21,915,651</u>
Deferred tax expense (income)			
Deferred tax relating to origination and reversal of temporary differences	27,608,157	( 44,080,565)	( 19,280,838)
Deferred tax resulting from an increase in RCIT rate	<u>-</u>	<u>-</u>	<u>1,741,334</u>
	<u>27,608,157</u>	<u>( 44,080,565)</u>	<u>( 17,539,504)</u>
	<u>P 96,556,113</u>	<u>( P 2,678,418)</u>	<u>P 4,376,147</u>
<i>Reported in statements of changes in equity</i>			
Deferred tax relating to origination and reversal of temporary difference	<u>P 17,048,484</u>	<u>P 14,847,681</u>	<u>P 19,130,654</u>

The reconciliation of the tax on pretax income computed at the applicable statutory rates to tax expense attributable to continuing operations is as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Tax on pretax income at 35%	P 247,089,314	P 95,288,537	P 36,064,109
Adjustment for income subjected to lower tax rates	<u>59,193,182</u>	<u>38,077,014</u>	<u>20,895,482</u>
Balance carried forward	<u>P 306,282,496</u>	<u>P 133,365,551</u>	<u>P 56,959,591</u>

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Balance brought forward	<u>P 306,282,496</u>	<u>P 133,365,551</u>	<u>P 56,959,591</u>
Tax effects of:			
Interest income subjected to final tax	( 116,555,265)	( 86,383,109)	( 53,798,988)
Non-taxable income	( 93,771,726)	( 41,279,761)	( 714,051)
Non-deductible expenses	1,233,784	1,231,609	188,261
Separation pay	( 633,176)	( 11,393,461)	-
Derecognized deferred tax assets	-	1,780,753	-
Increase in deductible temporary difference due to change in RCIT rate	-	-	1,741,334
	<u>-</u>	<u>-</u>	<u>1,741,334</u>
Tax expense (benefit) reported in income statements	<u>P 96,556,113</u>	<u>(P 2,678,418)</u>	<u>P 4,376,147</u>

The net deferred tax liabilities (assets) as of December 31 relates to the following:

	<u>Balance Sheets</u>		<u>Income statements</u>	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Deferred tax liabilities:				
Excess of reserves for unexpired risk per books over tax basis	P 23,226,585	P 9,176,803	(P 14,049,782)	(P 6,442,702)
Deferred acquisition costs	21,193,587	10,875,589	( 10,317,998)	7,061,190
Revaluation reserves on available-for-sale investments (see Note 17.4)	17,048,484	14,847,681	-	-
Deferred tax assets:				
Allowance for impairment loss	( 24,924,715)	( 24,924,715)	-	20,130,157
Unrealized foreign exchange loss	( 21,069,751)	( 20,671,901)	397,850	9,721,125
Past service cost	( 12,913,660)	( 12,061,783)	851,877	11,860,317
Accrued leave benefits	( 764,763)	( 963,245)	( 198,482)	74,814
MCIT	( 184,964)	( 4,345,302)	( 4,160,338)	3,325,133
Net operating loss carryover (NOLCO)	-	( 131,284)	( 131,284)	( 1,649,469)
	<u>-</u>	<u>( 131,284)</u>	<u>( 131,284)</u>	<u>( 1,649,469)</u>
Deferred Tax Income (Expense)			<u>(P 27,608,157)</u>	<u>P 44,080,565</u>
Net Deferred Tax Liabilities (Assets)	<u>P 1,610,803</u>	<u>(P 28,198,157)</u>		

The Company is subject to MCIT, computed at 2% of gross income or RCIT, whichever is higher. The MCIT and NOLCO resulting from the computation of RCIT can be used by the Company against the regular income tax and taxable income, respectively, in the next three taxable years. In 2006 and 2005, the Company incurred NOLCO amounting to P375,098 and P5,087,865, respectively. The NOLCO incurred in 2006 can be used as deduction against taxable income until 2009. The NOLCO incurred in 2005 was derecognized because it can no longer provide future benefit for the Company as a result of the merger.

MCIT for 2006 and 2005 amounted to P3,325,133 and P1,020,169, respectively, and is recorded as part of Deferred Tax Assets account in the balance sheets. No MCIT was reported in 2007 as the RCIT was higher than MCIT in 2007.

The Company's NOLCO and MCIT amounting to P375,098 and P4,160,338 which were incurred in the previous years were claimed as deduction against taxable income and regular corporate income tax in 2007, respectively.

## ***16.2 Tax Regulations***

### ***16.2.1 Republic Act No. 9337***

On May 24, 2005, Republic Act No. 9337 (RA 9337), amending certain sections of the National Internal Revenue Code of 1997, was signed into law and became effective beginning November 1, 2005. The following are the major changes brought about by RA 9337 that are relevant to the Company:

- (a) RCIT rate is increased from 32% to 35% starting November 1, 2005 until December 31, 2008 and will be reduced to 30% beginning January 1, 2009;
- (b) VAT rate of 10% was increased to 12% effective on February 1, 2006;
- (c) VAT rate of 12% is now imposed on certain goods and services that were previously zero-rated or subject to percentage tax;
- (d) Input tax on capital goods shall be claimed on a staggered basis over 60 months or the useful life of the related assets, whichever is shorter; and
- (e) Creditable input VAT was capped at a maximum of 70% of output VAT per quarter which is effective until the third quarter of 2006 (this cap was removed effective for quarters ending on December 31, 2006 and onwards).

### ***16.2.2 Recent Revenue Regulations (RR)***

On February 7, 2007, the BIR issued RR No.4-2007 which provides that non-life reinsurance premiums are not subject to VAT, the latter being already subjected to VAT upon receipt of the insurance premiums. RR No. 4-2007 took effect on April 6, 2007.

Consequently, the Company no longer recognized the related value-added taxes on non-life insurance premiums upon the effectivity of the foregoing regulation.

On October 19, 2007, the BIR issued RR No. 12-2007 which requires the quarterly computation and payment of the MCIT beginning on the income tax return for fiscal quarter ending September 30, 2007. This RR amended certain provisions of RR No. 9-98 which specifically provides for the computation of the MCIT at the end of each taxable year.

Thus, in the computation of the tax due for the taxable quarter, if the computed quarterly MCIT is higher than the quarterly RCIT, the tax due to be paid for such taxable quarter at the time of filing the quarterly corporate income tax return shall be the MCIT which is two percent (2%) of the gross income as of the end of the taxable quarter.

## **17. EQUITY**

### ***17.1 Capital Stock***

The Company is authorized to issue 30,000,000 shares of common stock with a par value of P1 per share.

To consummate the merger in 2006, the Company issued 5,885,583 shares of capital stock in order to acquire the net assets of UMRC (see Note 1).

### ***17.2 Stock Split***

On January 15, 2007 the SEC approved the amended articles of incorporation of the Company which includes the reduction of the par value of the Company's shares of stock from P100 to P1 per share. The reduction of the par value effectively increased the number of shares that are issued as of the beginning of the year from 15,885,583 to 1,588,558,300.

### ***17.3 Treasury Shares***

In 2005, the Company's treasury shares equivalent to 24,717 shares were reissued at a total cost of 5,552,798. On the other hand, in 2006, the Company reacquired the shares held by UMRC and the dissenting stockholders equivalent to 1,020,652 shares at a total cost of P254,465,509 (see Note 1).

In 2007, additional 46,354,200 shares were reacquired by the Company at a total cost of P103,430,976. Included on these shares are the reacquisitions of 446,774 shares from dissenting stockholders.

All treasury shares with a total cost of 358,070,611 were eventually reissued in 2007.

### 17.4 Revaluation Reserves

The reconciliation of Revaluation Reserves is as follows:

	<u>Available-for-sale Financial Assets</u>	<u>Related Deferred Tax</u>	<u>Total</u>
Balance as of January 1, 2007	P 393,292,649	( P 14,847,681)	P 378,444,968
Fair value losses	( 130,894,851)	( 2,200,803)	( 133,095,654)
Fair value gains recognized to income	( <u>69,835,806</u> )	<u>-</u>	( <u>69,835,806</u> )
Balance as of December 31, 2007	<u>P 192,561,992</u>	<u>( P 17,048,484)</u>	<u>P 175,513,508</u>
Balance as of January 1, 2006	P 196,021,567	( P 19,130,654)	P 176,890,913
Fair value gains	255,163,225	4,282,973	259,446,198
Fair value gains recognized to income	( <u>57,892,143</u> )	<u>-</u>	( <u>57,892,143</u> )
Balance as of December 31, 2006	<u>P 393,292,649</u>	<u>( P 14,847,681)</u>	<u>P 378,444,968</u>
Balance as of January 1, 2005	P 40,135,020	P -	P 40,135,020
Fair value gains	196,021,567	( 19,130,654)	176,890,913
Fair value gains recognized to income	( <u>40,135,020</u> )	<u>-</u>	( <u>40,135,020</u> )
Balance as of December 31, 2005	<u>P 196,021,567</u>	<u>( P 19,130,654)</u>	<u>P 176,890,913</u>

### 17.5 Appropriation for Contingencies

On April 18, 1989, the Company's BOD approved the establishment of a special reserve which will serve as cushion to the paid-up capital in the event of extraordinarily high loss occurrences or severe catastrophic losses. The amount of P5,000,000 was initially appropriated from retained earnings for this purpose on April 30, 1989. Subsequently, at December 31 of each year where there is profit, ten percent (10%) of such profit shall be set aside as additional reserve for contingencies. The reserve balance, which is shown as Appropriated under Retained Earnings account in the statement of changes in equity, should not exceed, at any time, the amount of paid-up capital. The balance of appropriation for contingencies amounted to P211,890,435 and P150,949,099 as of December 31, 2007 and 2006, respectively.

### 17.6 Declaration of Cash Dividends

On June 19, 2007, the Board approved the declaration of cash dividends equivalent to P0.07 per share, in the total amount of P152,736,822 out of the unrestricted retained earnings of the Company as of December 31, 2006 payable to stockholders of record as of July 16, 2007. The cash dividends were paid on August 6, 2007.

## 18. RELATED PARTY TRANSACTIONS

The Company's related parties include its principal stockholders, the Company's key management personnel and other related parties with which the Company had transactions that are carried out on an arm's length basis.

### 18.1 Reinsurance Contracts with Related Parties

The Company accepts and cedes insurance business under various reinsurance contracts with related parties. The details of which follow:

	<u>2007</u>	<u>2006</u>
Premiums	P 1,891,455,734	P1,680,287,858
Retrocessions	171,636,173	782,802,736
Commission income	49,791,886	165,394,272
Commission expenses	143,337,321	255,411,579
Losses incurred	184,300,125	239,823,078
Loss recoveries	71,662,426	52,040,257

As a result of the above transactions, reinsurance balances receivable from and payable to related parties are as follows:

	<u>2007</u>	<u>2006</u>
Due from ceding companies	P 286,602,592	P 760,626,683
Reinsurance recoverable on losses	44,021,458	54,624,018
Funds held by ceding companies	41,624,688	40,449,783
Due to retrocessionaires	33,711,667	558,356,875
Funds held for retrocessionaires	494,191	198,182

The balance of due from ceding companies pertaining to related parties is presented net of P10,788,045 allowance for impairment as of December 31, 2007.

### 18.2 Bank Accounts

The Company maintains savings and current accounts and time deposits with Bank of the Philippine Islands (BPI), a stockholder. The details of which follow:

	<u>2007</u>	<u>2006</u>
Time deposits	P 44,801,350	P 19,133,027
Savings and current accounts	<u>2,643,745</u>	<u>8,187,161</u>
	<u>P 47,445,095</u>	<u>P 27,320,188</u>

### **18.3 Investment Management and Custodianship**

The Company has entered into agreements known as "Investment Management Agreement" and "Custodianship Agreement" with BPI for the management and custodianship of certain portion of the investments of the Company subject to terms and conditions in the said agreements. For the services rendered, the Company pays BPI service fees equivalent to 0.175% of the market value of the investments. Total service fees paid for the year ended December 31, 2007 and 2006 amounted to P2,943,434 and P1,215,043, respectively.

### **18.4 Retirement Fund Investment Management**

In 2006, the Company entered into a "Retirement Fund Investment Management Agreement" with BPI for the management of the investments of the Company's retirement funds subject to the terms and conditions in the said agreement.

In 2007, the Company also entered into a Trust Agreement whereby it designated Rizal Commercial Banking Corporation as additional trustee of its employee's retirement plan.

### **18.5 Key Management Personnel Compensation**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Short-term benefits	P 43,287,218	P 32,365,020	P 22,920,310
Post-employment benefits	<u>1,948,613</u>	<u>970,130</u>	<u>793,425</u>
	<u>P 45,235,831</u>	<u>P 33,335,150</u>	<u>P 23,713,735</u>

## **19. MARGIN OF SOLVENCY**

Under the Insurance Code of the Philippines, a non-life insurance company doing business in the Philippines shall maintain at all times a margin of solvency equal to P500,000 or 10% of the total amount of its net premiums written during the preceding year, whichever is higher. The margin of solvency shall be the excess of the value of its admitted assets (as defined under the same code), exclusive of its paid-up capital, over the amount of its liabilities, unexpired risks and reinsurance reserves.

The final amount of the margin of solvency can be determined only after the accounts of the Company have been examined and classified as to admitted and nonadmitted assets, as defined in the Insurance Code of the Philippines, by the IC.

## 20. RECONCILIATION OF NET INCOME UNDER PFRS TO STATUTORY NET INCOME

The reconciliation of net income under PFRS and statutory net income follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
PFRS net income	P 609,413,356	P 274,931,380	P 98,664,163
Difference in change in reserve for unexpired risk – net	( 40,142,234)	( 18,407,720)	( 13,594,754)
Deferred acquisition costs – net	( 29,479,995)	20,174,827	( 3,189,272)
Provision for catastrophe loss	-	-	( 17,077,303)
Tax effect of the adoption of PFRS accounting	<u>24,367,780</u>	<u>( 618,487)</u>	<u>11,851,465</u>
Statutory net income	<u>P 564,158,907</u>	<u>P 276,080,000</u>	<u>P 76,654,299</u>

## 21. EARNINGS PER SHARE

The earnings per share amounts after adjustment for the reduction of the par value of the Company's shares of stock on January 15, 2007 (see Note 17.2) are as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Net income available to common shareholders	P 609,413,356	P 274,931,380	P 98,664,163
Divided by the average number of outstanding common shares	<u>1,980,809,514</u>	<u>1,400,893,200</u>	<u>949,365,200</u>
	<u>P 0.31</u>	<u>P 0.20</u>	<u>P 0.10</u>

Diluted earnings per share is not determined since the Company does not have dilutive shares as of December 31, 2007, 2006 and 2005.

## 22. COMMITMENTS AND CONTINGENCIES

The following are the significant commitments and contingencies involving the Company:

### 22.1 Operating Lease Commitments – Company as Lessee

The Company is a lessee under a non-cancellable operating lease covering one of its offices. This lease was initiated during 2007 and has a term of two years, with renewal options, and includes an annual escalation rate of 8% on the second year. The future minimum rentals payable under this non-cancellable operating lease as of December 31 are as follows:

Within one year	P	866,423
After one year but not more than five years		<u>220,693</u>
	P	<u>1,087,116</u>

### 22.2 Legal Claims

The Company is a defendant in a third party claim filed by a government agency against the Company and other reinsurers. Management believes that the reserve set up relating to this case is adequate to cover any liability that may arise from the ultimate outcome of the case.

## 23. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks which result from both its operating and investing activities. The Company's main risk mitigation strategies generally include adoption of underwriting and investment policies and guidelines, annual budget provision and internal audit checks and assessments.

The Company's risk management, in close cooperation with the respective duly constituted Board Committees on Underwriting, Investment, Budget and Audit, focuses on implementing risk control measures addressing underwriting acceptances, claims control, securing short-to-medium term cash flows by minimizing exposure to financial markets while managing long-term financial investments to generate lasting returns.

The most significant financial risks to which the Company may be exposed to are described below.

### 23.1 Reinsurance Risk

As a professional reinsurer, the Company underwrites reinsurance business from life and non-life insurance companies and brokers, with the objective of realizing profits and being a dependable partner to its clients. To attain this objective, it is essential for the Company to have a balanced portfolio, wherein there is diversification of risks. For non-life business, each risk that is accepted or treaty arrangement entered into is carefully evaluated based on the Company's underwriting guidelines, such as maximum limits per type of risk, existing exposures, premium adequacy, financial condition of the client and the like.

The Company's retention on the larger risks that the Company accepts, or possible accumulation of the same in a given area, including losses that could arise from catastrophes such as earthquakes and typhoons, is protected by an excess of loss coverage to limit the Company's exposure up to a specified amount. Significant risk concentrations may result in potential losses not only in certain areas but also within a particular type of business such as property, motor car and casualty. The Company therefore always monitors and controls its exposures in various lines.

The Company's reinsurance and retroceded premiums for the year ended December 31, 2007 per line of risk are shown below.

<u>Line of Risk</u>	<u>Reinsurance Premiums</u>	<u>Retroceded Premiums</u>	<u>Retention</u>
Fire	P 1,387,159,988	P 1,034,189,507	P 352,970,481
Marine and aviation	439,163,859	197,208,733	241,955,126
Casualty	2,042,102,760	1,660,547,509	381,555,251
Life	<u>448,155,846</u>	<u>197,281,824</u>	<u>250,874,022</u>
	<u>P 4,316,582,453</u>	<u>P 3,089,227,573</u>	<u>P 1,227,354,880</u>

Retrocession or reinsuring what the company had earlier accepted as reinsurance is resorted to enable the Company to write risk whose amounts are in excess of its retention, and to reduce the volatility of its results and protect its capital. In doing so, the Company also sets minimum requirements and standards in determining with whom it wishes to reinsure with, foremost of which is the rating of the particular security by international rating agencies such as Standard and Poor's and A.M. Best.

On the other hand, life business, which constitutes about 10% of gross premium written, follows a schedule of retention per life or group life as determined by the actuarial department. Any amount in excess of this is retroceded or reinsured with reputable foreign reinsurers whose ratings from the same rating agencies are above par and meet the Company's standards.

The Company has also initiated an Enterprise Risk Management Process which is an organization-wide approach to the identification, assessment, communication and management of risks. Reinsurance Activity Risks is one of the four different types of risks identified in this program. The management believes that the Enterprise Risk Management Process, once fully integrated into the Company's operations, would further enhance the confidence of investors and clients in the Company.

Also, the Company continues to practice prudent underwriting with the objective of attaining underwriting profits. In evaluating a claim, the Company follows set guidelines such as setting up of reserves upon its receipt of a preliminary loss advice, and requiring the cedant-claimant to submit other necessary documents such as the adjuster's report, affidavits and proof of loss, among others.

The Company's outstanding claims and the retrocessionaires' share in such claims as of December 31, 2007 are shown below:

<u>Line of Risk</u>	<u>Outstanding Claims</u>	<u>Retrocessionaires' Share in Claims</u>	<u>Net</u>
Fire	P 396,152,818	P 269,838,565	P 126,314,253
Marine and aviation	438,462,914	136,536,567	301,926,347
Casualty	743,433,231	613,561,645	129,871,586
Life	50,264,817	16,522,560	33,742,257
	<u>P 1,628,313,780</u>	<u>P 1,036,459,337</u>	<u>P 591,854,443</u>

The Company ensures that all valid claims are settled promptly and judiciously, as part of its commitment to its clients.

Most of the risks reinsured by the Company are situated in the domestic market with only a small portion coming from overseas.

### 23.2 Credit Risk

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the 2007 balance sheet (or in the detailed analysis provided in the notes to the financial statements), as summarized below:

	<u>Notes</u>	
Cash and cash equivalents		P 1,344,872,579
Reinsurance balances receivable - net	5	2,908,836,020
Available-for sale financial assets	6	5,217,539,378
Loans and receivables	7	<u>193,990,002</u>
		<u>P 9,665,237,979</u>

The Company continuously monitors defaults of ceding companies and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. Where available at a reasonable cost, external credit ratings and/or reports on ceding companies and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties. In addition, for a significant proportion of sales, advance payments are received to mitigate credit risk.

### 23.3 Liquidity Risk

The Company manages its cash and investment position to meet its obligations arising from reinsurance agreements and other financial liabilities. Currently, the Company's excess cash is invested in available for sale financial assets.

As of December 31, 2007, the Company's obligations arising from reinsurance agreements and other financial liabilities have contractual maturities which are presented below:

	<u>Current</u>	<u>Non-current</u>
Reinsurance balances payable	P2,439,453,963	P 231,736,490
Accounts payable and accrued expenses	<u>8,382,427</u>	<u>34,507,694</u>
	<u>P2,447,836,390</u>	<u>P 266,244,184</u>

### 23.4 Market Risk

The market risks to which the Company may be exposed are as follows:

#### (a) Foreign Currency Risk

Most of the Company's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise from the dollar-denominated investments, receivables and payables. The Company recognized net foreign exchange losses of P179,320,898 in 2007, P90,676,616 in 2006, and P45,952,689 in 2005 (see Note 12).

Exposures to currency exchange rates arise from the Company's foreign currency reinsurance transactions, which are primarily denominated in US dollars, Indonesian Rupiah, Singaporean dollars, Hongkong dollars, Australian dollars, Japanese yen, Euro, Malaysian ringgit, Thailand baht, British pound, South Korean won, and Indian rupee. The Company also holds US dollar-denominated cash and cash equivalents.

To mitigate the Company's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

Foreign-currency denominated financial assets and liabilities, translated into Philippine pesos at the closing rate are as follows:

	<u>US Dollar</u>	<u>Other Currencies</u>
Financial assets	P 1,290,440,554	P 74,221,140
Financial liabilities	475,088,763	25,195,854

The observed volatility rates of foreign currencies at which some of the Company's financial assets and liabilities are denominated and their impact on the Company's income before tax as of December 31, 2007 are summarized as follows:

	<u>Observed Volatility Rates</u>	<u>Impact of Increase/Decrease on Income before tax</u>
US dollars	+/-20.72%	P 137,571,298
Indonesian Rupiah	+/-27.18%	7,514,852
Thailand baht	+/-37.15%	2,312,479
Singaporean dollars	+/-17.95%	1,033,785
Euro	+/-22.36%	615,090
Malaysian ringgit	+/-13.93%	539,450
Indian rupee	+/-20.18%	291,525
South Korean won	+/-16.55%	132,137
Japanese yen	+/-39.96%	77,389
Hongkong dollars	+/-24.12%	72,730
British pound	+/-26.32%	8,613
Australian dollars	+/-33.18%	133
		<u>133</u>
		<u>P 150,169,481</u>

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. The analysis of the Company's foreign currency risk above was based only on the observed volatility rates in 2007 which could differ from the actual volatility rates in the succeeding periods.

(b) *Market Price Risk*

The Company's investments are regulated under the pertinent provisions of Presidential Decree No. 1460 (as amended), otherwise known as The Insurance Code of the Philippines. The Code generally requires all insurance companies to obtain prior approval of the IC for any and all of their investments. It further requires companies to submit to the Commission a monthly report on all investments made during the previous month. The Commission reviews the investments and may require the immediate sale or disposal of investments deemed too risky.

In the area of equity investments, Section 200 of the Insurance Code further provides, among other things, that insurance companies may only invest in common stock of Philippine corporations which have a prior three-year dividend payment record. Moreover, the same section limits exposure to any one institution to 10% of an insurer's total admitted assets.

Beyond the provisions of the Insurance Code, the Company, through its Investment Committee, has established additional guidelines to control the risks inherent in equity investments. The Company's own investment policy requires that the Company invest only in shares of common stock of companies that are listed on the Philippine Stock Exchange. Furthermore, these listed companies must have profitable business operations and market capitalizations which are on a scale that would qualify them as blue chips.

The Investment Committee regularly reviews and approves a list of publicly traded stocks authorized for investments on the basis of the foregoing considerations. Furthermore, the Investment Committee seeks to avoid unwarranted concentration of funds in a single asset class by regularly monitoring and limiting the proportion of equity investments to the Company's total investment portfolio. As of December 31, 2007 investments in listed equities amounted to 12% of the Company's total investment portfolio.

The observed volatility rates of the fair values of the Company's investments held at fair value and their impact on the Company's net income and equity as of December 31, 2007 are summarized as follows:

	<u>Observed Volatility Rates</u>		<u>Impact of Increase/ Decrease on Equity</u>
Equity securities listed in the Philippines			
Common shares	+/- 27.39%	P	120,500,879
Preferred shares (NRCP managed)	+/- 8.76%		11,897
Preferred shares (BPI managed)	+/- 1.15%		1,178,584
Government bonds	+/- 2.30%		69,929,758
Long-term negotiable instruments	+/- 0.65%		16,693,812
Corporate bonds	+/- 6.56%		15,100,344
Mutual funds	+/- 15.47%		8,094,997
Golf club shares	+/- 28.47%		555,209
			<u>555,209</u>
		<u>P</u>	<u>232,065,480</u>

(c) *Interest Rate Risk*

The Company is exposed to interest rate risk because of its fixed income investments which amounted to approximately 84% of the Company's total investment portfolio as of December 31, 2007. The Company attempts to limit interest rate risk by establishing limits on the duration and average maturity of its fixed income portfolio. As a general rule, the Company does not attempt to speculate (i.e., profit from short term changes or volatility in market conditions). Investments in fixed income securities are made primarily to ensure adequate cash flow from investments to meet cash requirements, both anticipated and unanticipated. Consequently, the investment portfolio is structured so that instruments mature concurrently with cash needs. Moreover, the investments in fixed income securities are limited to those with active secondary or resale markets to allow for transparent valuation and immediate liquidation in the event of market turmoil.

## 24. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern; and
- to provide an adequate return to shareholders.

by complying with the capital requirements and limitation enforced by the IC and by aligning the Company's operational strategy to its corporate goals. The capital requirements and limitation are as follows:

### 24.1 Minimum Capitalization

Under the Department Order No. 27-06 (DO No. 27-06), any reinsurance company existing, operating, or otherwise doing business in the Philippines, must possess minimum capitalization in accordance with the following schedule of compliance:

	<u>December 31,</u> <u>2007</u>		<u>December 31,</u> <u>2006</u>
Minimum statutory net worth	P 1,000,000,000	P	750,000,000
Minimum paid-up capital	500,000,000		375,000,000

As defined by DO No. 27-06, statutory net worth represents the Company's paid-up capital, capital in excess of par value, contingency surplus, retained earnings, and revaluation increments as may be approved by the Insurance Commissioner.

### 24.2 Risk-Based Capital Requirements

As per Insurance Memorandum Circular No. 7-2006, every non-life insurance company is annually required to maintain a minimum Risk-Based Capital (RBC) ratio of 100%. RBC ratio is computed by dividing the Company's net worth by an RBC requirement prescribed by the IC. The RBC requirement is determined after considering the admitted value of certain financial statement accounts whose final amounts can be determined only after the examination by the IC.

### 24.3 Limitation on Dividend Declaration

The Company's BOD is authorized to declare dividends. A cash dividend declaration does not require any further approval from the stockholders. However, a stock dividend declaration requires further approval of the stockholders holding or representing not less than two-thirds (2/3) of the Company's outstanding capital stock. Dividends may be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the BOD may determine and in accordance with law.

Section 195 of the Insurance Code provides that a domestic insurance company shall declare or distribute dividends on its outstanding stock only from profits remaining on hand after retaining unimpaired:

- the entire paid-up capital stock;
- the margin of solvency required;
- the legal reserve fund required; and
- a sum sufficient to pay all net losses reported or in the course of settlement and all liabilities for expenses and taxes.

The Company is required to report such dividend declaration or distribution to the IC within thirty (30) days from the date of such declaration.