



9 July 2013

**MS. JANET A. ENCARNACION**

Head, Disclosure Department  
Philippine Stock Exchange,  
**Philippine Stock Exchange Plaza**  
Ayala Triangle, Ayala Avenue, Makati City

Dear Ms. Encarnacion,

We refer to your letter dated June 25, 2013 requiring the submission by Oriental Peninsula Resources Group, Inc. ("The Company") of additional information on the details of the investment of King Crown Group Limited and Fuying Holdings Limited of up to Two Hundred Million Pesos (PhP200,000,000.00) and Three Hundred Million Pesos (PhP300,000,000.00) respectively via subscription of primary shares at a subscription price of One Peso (PhP1.00) per share.

In view of the above, we submit herewith the additional information on the said transaction. Should you have questions, please let us know.

Very truly yours,

**Atty. Jose Marie E. Fabella**  
Assistant Corporate Secretary /  
Alternate Corporate Information and  
Compliance Officer



### **Duly Executed Agreements Relevant to the Transaction**

The Company will formally execute separate Subscription Agreements and/or related documents with King Crown Group Limited and Fuying Holdings Limited within the third quarter of 2013.

### **Description of the Transaction, Timetable and Related Regulatory Requirements**

#### *Description*

The transaction refers to intended separate private placements by King Crown Group Limited and Fuying Holdings Limited amounting to Two Hundred Million Pesos (PhP200,000,000.00) and Three Hundred Million Pesos (PhP 300,000,000.00) worth of subscription to the Company's primary shares at a par value of One Peso (PhP1.00) per share, or equivalent to Five Hundred Million (500,000,000) primary common shares.

#### *Timeline*

The parties are expected to execute the transaction within the third quarter of 2013.

#### *Regulatory requirements*

The Company shall file a Notice of Exempt Transaction with the Securities and Exchange Commission under Section 10.1(k) of the Securities Regulation Code and disclose the same with the Exchange as soon as the subscription agreements have been duly executed and received by the Company.

The application for listing of the said shares shall be made before the Exchange as soon as the same are fully paid and all the requirements have been complied with.

### **Rationale for the transaction, Benefits Expected and Use of Proceeds**

The Company is seeking to further raise capital through issuance of primary common shares to be taken from its unissued shares. The Company shall benefit from the investment proceeds which it shall use for general corporate purposes and as working capital to augment the funding requirements of its various mining projects.

### **Aggregate Value of the Consideration and How to be Satisfied**

The aggregate subscription price for the Five Hundred Million (500,000,000) primary common shares is Five Hundred Million Pesos (P500,000,000.00), all of which will be fully paid-up and payable in cash.



### **Basis of Issue Price**

The basis of the issue price of the Company's primary common shares is the par value of the shares at One Peso (P1.00) per share.

### **Detailed Work Program**

The proceeds from the subscription shall be used by the Company for general corporate purposes and as working capital to augment the funding requirements of its various mining projects. Proceeds from the placements are intended to be disbursed for existing and prospective mining operations of the Company for the remainder of the year.

### **Background of Private Placement Investor**

#### A. King Crown Group Limited

Capital Structure:

	<b>Shares</b>	<b>Amount (Php)</b>
Authorized Capital Stock	50,000	No par value
Subscribed Capital	2	N/A
Par value per share		N/A

Current members of the Board of Directors and officers are as follows:

<b>Name</b>	<b>Board</b>	<b>Officer</b>
Execorp Limited (BVI)	Sole	N/A
Sharecorp Limited (BVI)	Sole	N/A

The stockholders are as follows:

<b>Name</b>	<b>Number of Shares</b>	<b>Amount Subscribed</b>	<b>%</b>
Execorp Limited (BVI)	1	No par value	50%
Sharecorp Limited (BVI)	1	No par value	50%
Total	2		100%

## B. Fuying Holdings Limited

Capital Structure:

	<b>Shares</b>	<b>Amount (Php)</b>
Authorized Capital Stock	50,000	\$50,000.00
Subscribed Capital	1	\$1.00
Par value per share		\$1.00

Current members of the Board of Directors and officers are as follows:

<b>Name</b>	<b>Board</b>	<b>Officer</b>
BonaCo Limited (BVI)	Sole	N/A

The stockholders are as follows:

Name	Number of Shares	Amount Subscribed	%
FideCo Limited (BVI)	1	\$1.00	100%
Total	1	\$1.00	100%

### **Controlling and Substantial (20% and above) Stockholder/s Before and After the Transaction\***

	<b>BEFORE</b>		<b>AFTER</b>	
	@ par value of P1.00 per share		@ par value of P1.00 per share	
Principal Shareholder	No. of Shares	Percent Owned (%)	No. of Shares	Percent Owned (%)
Citimax Group, Inc.	479,871,000	33.0490	479,871,000	24.5835
Golden Spin Realty, Inc.	422,071,200	29.0683	422,071,200	21.6224
PCD Nominee Corp. - Filipino	398,010,388	27.4115	398,010,388	20.3898

\*As of latest reported Top 100 Report (As of March 31, 2013) with the Exchange.

### **Interest of the Directors in the Transaction**

None of the Directors in the Company have a direct or indirect interest in both King Crown Group Limited and Fuying Holdings Limited.

### **Steps to be Taken to Safeguard the Interests of Independent Shareholders**

The Company will submit King Crown Group Limited and Fuying Holdings Limited's subscription to the Company's primary shares for ratification by the stockholders.



## **Effects of the Transaction**

### *1. Ownership Structure*

The following are the principal shareholders (10% and above) before and after the transaction\*:

Principal Shareholder	BEFORE @ par value of P1.00 per share		AFTER @ par value of P1.00 per share	
	No. of Shares	Percent Owned (%)	No. of Shares	Percent Owned (%)
Citimax Group, Inc.	479,871,000	33.0490	479,871,000	24.5835
Golden Spin Realty, Inc.	422,071,200	29.0683	422,071,200	21.6224
PCD Nominee Corp. - Filipino	398,010,388	27.4115	398,010,388	20.3898

\*As of July 8, 2013.

### *2. Capital Structure*

The capital structure of the Company before and after the transaction, is as follows:

	Before	After
Authorized Shares	2,000,000,000	2,000,000,000
Outstanding Shares	1,452,000,005	1,952,000,005
Issued Shares	1,452,000,005	1,952,000,005
Listed Shares	1,452,000,005	1,452,000,005
Par Value per Share	1.00	1.00

### *3. Effect on the Company's Public Float*

The issuance of primary common shares to King Crown Group Limited and Fuying Holdings Limited to be taken from the unissued capital stock will decrease the public ownership from 32.6452% to 24.2832%.

### *4. Change in the Composition of the Corporation's Board of Directors and Officers*

There will be no change in the composition of the Company's Board of Directors and Officers after the transaction.

## **Condition/s Precedent to the Closing of the Transaction**

None



**Any other information necessary to enable the investor to make an informed investment decision**

There is no other information necessary to enable the investor to make an informed investment decision.