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Annual Meeting

2012

Secondary Applicable	License	Type,	If
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## Amended Articles

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Total annual

Borrowings

Foreign

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PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

**A. GENERAL INFORMATION**

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

The Annual Stockholders' meeting of Information Capital Technology Ventures, Inc. ("ICTV" or the "Company") will be held on June 7, 2012, at 2244 Espana Avenue, Sampaloc, Manila. The Record Date for the Annual Stockholders' meeting is set on April 30, 2012.

The complete mailing address of the Company is Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St. corner dela Rosa and Gil Sts., Legaspi Village, Makati City 1229.

The approximate date when this information statement is first to be sent to the Company's stockholders is May 11, 2012.

**Item 2. Dissenters' Right of Appraisal**

In the event that any security holder shall vote against any corporate action enumerated under Section 81 of the Corporation Code on Appraisal Rights, such security holder may exercise his appraisal rights, in accordance with the procedures and requirements under Sections 82 to 86 of the Corporation Code.

The matters to be acted upon at the Annual Stockholders' meeting as specified in the attached Notice of Stockholders' Meeting are not such as will entitle a dissenting stockholder to exercise his appraisal right.

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

Any holder of substantial interest, direct or indirect, or person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year, or each nominee for election as a director of the registrant, or each associate of any of the foregoing persons, shall be properly heard and noted.

The registrant is not aware of any substantial interest, direct or indirect, by security holdings or otherwise, of each of the following persons in any matter to be acted upon, other than election to office:

1. Each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year;
2. Each nominee for election as a director of the registrant;
3. Each associate of any of the foregoing persons.

No director of the registrant has informed the registrant in writing that he intends to oppose any action to be taken by the registrant at the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

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

- a. Number of Common Shares Outstanding as of March 31, 2012: 1,317,278,350 shares.

- b. Stockholders of record of the Company as of April 30, 2012 shall be entitled to notice of, and to vote at the Annual Stockholders' Meeting, on a one-share-one vote basis. No director has cumulative voting rights. No discretionary authority for solicitation of cumulative voting may be exercised.

Attached hereto as **ANNEX "A"** is the Notice of the 2012 Annual Stockholders' Meeting.

- c. Security Ownership of Certain Record and Beneficial Owners and Management

- i. Security Ownership of Certain Record and Beneficial Owners (of more than 5%) as of March 31, 2012

Title of class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Top Mega Enterprises, Limited 11/F Fortune House 61 Connaught Road Central, Central Hong Kong	Direct	Chinese	377,035,951(d)	28.6223%
Common	Gamboa Holdings, Inc. 2244 Espana Ave., Mla.	Direct	Filipino	271,894,233 (d)	20.6406%
Common	PCD NOMINEE CORP.	Direct	Filipino	260,630,189	19.7855%
Common	Emerald Investments, Inc. 2244 Espana Ave., Mla.	Direct	Filipino	223,787,616 (d)	16.9886%
Common	Foodcamp Industries & Marketing, Inc. 2244 Espana Ave., Mla.	Direct	Filipino	93,203,092 (d)	7.0754%
Common	Joyce Link Holdings, Limited 11/F Fortune House 61 Connaught Road Central, Central Hong Kong	Direct	British	86,458,552 (d)	6.5634%

The shares of the above shareholders will be voted by the following people during the shareholders meeting of ICTV:

Gamboa Holdings, Inc. -- Mr. Mel V. Velarde  
Emerald Investments, Inc. -- Ms. Winnita V. Rosero  
Foodcamp Industries & Marketing, Inc. -- Atty. Wilfred S. Racadio  
Top Mega Enterprises, Limited -- Mr. Romeo C. Escobar, Jr.  
Joyce Link Holdings, Limited -- Mr. Kristian Noel A. Pura

- ii. Security Ownership of Directors and Management as of March 31, 2012:

The directors and officers of the Company have no security ownership in the capital stock of the Company other than the qualifying shares recorded in the names of the directors but beneficially owned by Gamboa Holdings, Inc. or Foodcamp Industries and Marketing Inc.:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Thomas G. Aquino	1 (Direct)	Filipino	<.01
Common	Mel V. Velarde	10 (Direct)	Filipino	<.01
Common	Wilfred S. Racadio	1 (Direct)	Filipino	<.01
Common	Jose S. Alejandro	10 (Direct)	Filipino	<.01
Common	Marcelito R. Ordonez	1 (Direct)	American	<.01
Common	Angeline L. Macasaet	1 (Direct)	Filipino	<.01
Common	Maria Lida S. Sarmiento	1 (Direct)	Filipino	<.01

Common	Veronica T. Merk	10 (Direct)	Filipino	<.01
Common	Joel C. Valdes	1 (Direct)	Filipino	<.01
Common	Winnita V. Rosero	1 (Direct)	Filipino	<.01
Common	Vicente Martin W. Araneta III	1 (Direct)	Filipino	<.01

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

iii. Voting Trust Holders of 5% or More

The Company knows of no person holding more than 5% of common shares under a voting trust or similar agreement.

iv. Changes in Control

There are no arrangements which may result in a change in control of the Company. Please see also Annex "B".

- d. No proxy solicitation is being made. No change in control of the Company has occurred since the beginning of the last fiscal year.

## Item 5. Directors and Executive Officers

### a. Information required of Directors and Executive Officers

#### i. Directors and Officers

**Thomas G. Aquino**, age 63, *Chairman of the Board of Directors*, is a Senior Fellow at the Center for Research and Communication, a multidisciplinary policy group of the University of Asia and the Pacific (UA&P). He is also a member of the Board of Directors of Philippines National Construction Corporation, Zamboanga Development and Management Corporation, and iCollege of the Philippines, Inc. Dr. Aquino served as Senior Undersecretary of the Philippine Department of Trade and Industry and supervised the country's international trade promotion, trade negotiations under the World Trade Organization (WTO) and the ASEAN Free Trade Area (AFTA), as well as bilateral trade talks with the country's major economic trading partners. He also served as overall lead country negotiator for the Philippines in the Japan-Philippines Economic Partnership Agreement and was country representative to the High Level Task Force on Asean Economic Integration. For his government service, Dr. Aquino was conferred the Presidential Service Award (or Lingkod Bayan) for extraordinary contribution of national impact on public interest, security and patrimony and was a recipient of the Gawad Mabini Award with the rank of Grand Cross (or Kamanong) for distinguished service to the country both at home and abroad. Dr. Aquino obtained a Doctorate in Business Administration in 1980 from the IESE Business School University of Navarre in Spain, an MS in Industrial Economics in 1972 from the University of Asia and the Pacific, and an AB in Economics in 1970 from the School of Economics of the University of the Philippines.

**Jose Manuel Romualdez**, age 63, *Filipino*, was elected as Vice-Chairman of the Board of Directors on 2010 and served as such until 25 January 2012<sup>1</sup>. He was also elected as Chairman of the Board of Directors on January 21, 2008 and served as such until 2010. Mr. Romualdez is a Columnist at the Philippine Star, a Publisher of People Asia Magazine, and President of the Manila Overseas Press Club. He likewise serves as Chief Executive Officer of Stargate Media Company, a position he occupied since 2001. He is also currently the President and Chairman of the Board of BAROM International Group, and Executive Vice President of Philippines, Inc. He obtained his degree in B.S. Business Administration from the De La Salle College.

**Mel V. Velarde**, age 48, *Filipino*, *President and Member of the Board of Directors*, was elected Vice-Chairman of the Company's Board of Directors on June 2, 2006 and served as such until March 22, 2007 when he was elected as Chairman of the Board of Directors. On January 21, 2008, he resigned

<sup>1</sup> Mr. Jose Manuel Romualdez resigned as member of the Board of Directors of ICTV on 25 January 2012.



his chairmanship and was again elected as Vice Chairman of the Board. Mr. Velarde has been the Chairman of the Executive Committee, Director, and Chief Executive Officer of Next Mobile, Inc. and Chairman and President of The Velarde Group, Inc., and its affiliates. He served as Philippine Commissioner to the United Nations Educational, Scientific and Cultural Organizations (UNESCO) and Chairperson of the Committee on Science and Technology. Mr. Velarde has built a career in broadcasting, cable TV, telecommunications and information communications technology. He was former Executive Vice President and General Manager of Sky Cable, a cable TV company that became the largest in the Philippines. Mr. Velarde pursued his masteral studies in Business Economics at the University of Asia and the Pacific, and has taken Strategic Planning, Marketing and Finance at the Asian Institute of Management and at the University of Michigan. He completed the Owner/President Management Program at the Harvard Business School, Harvard University, Cambridge, Massachusetts.

**Wilfred S. Racadio**, age 49, Filipino, Director, served as a member of the Board of Directors from 2005 to January 2007 and from January 2008 to present. He was the Treasurer of the Company from 2005 to June 2006, when he was elected President to serve as such until January 2007 when he resigned the position. He was again elected as President of the Company on January 2008 and served as such until June 2011. He also served as Chief Finance Officer and Board Member of Next Mobile, Inc. He has 20 years experience in investment banking, commercial law, finance, and audit. He worked and held key management positions in various companies such as AACTC, Sycip Salazar Hernandez & Gatmaitan Law Offices, Sycip Gorres Velayo & Co. (SGV), and the University of the Philippines. He is the President and member of the Board of AGV-Phil-I, Inc. He is a Certified Public Accountant and a Lawyer. He obtained his Bachelor of Laws and Bachelor of Science in Business Administration and Accountancy from the University of the Philippines.

**Jose S. Alejandro**, age 76, Filipino, Director, served as Chairman of the Board of Directors of the Company on June 2, 2006 until March 22, 2007 when he resigned from said position and was elected as the Company's President. He served as President until January 21, 2008. Mr. Alejandro has been a Member of the Board of Directors of Next Mobile, Inc. since 1989 and he now serves as the Board's Vice-Chairman. He is a business and management professional and leader with over 25 years of corporate experience. He was the former President and CEO of East Asia Power Resources, a local publicly-listed independent power producer during the period of local economic crisis (1997-1999), Country Manager for the Power Systems Business of General Electric Co. (1987-1995), and Vice President - Marketing at GE Philippines, Inc. and General Manager of GE Appliance Co. In these capacities, he led the growth and success of this leading U.S. global diversified corporation in the Philippines. He holds a Bachelor of Arts and Bachelor of Law degrees from the Ateneo de Manila University, and is a member of the Philippine Bar.

**Francisco D. Lumen**<sup>2</sup>, age 63, Filipino, was elected as a Member of the Board of Directors on March 22, 2007. Mr. Lumen was the President and Chief Executive Officer of Nation Broadcasting Corporation from July 1998 to December 2006, and Deputy Chairman of Music Source, Inc. from 1997 to December 2006. He likewise occupied the positions of President and Managing Director of Raven Broadcasting Corporation from 1987 to July 1997. He holds a Bachelor of Science Degree, Major in Business Administration from the University of the Philippines.

**Marcelito R. Ordonez**, age 57, American, Director, was elected to this position on January 21, 2008. He worked with AB Capital & Investment Corporation for 19 years from 1981 to 2000. From 2000 to 2001, he was a member of the management team of ICTSI International, wherein he occupied the position of Vice-President for Finance. He is currently the Managing Director of ATR Kim-Eng Securities, Inc., one of the largest independent investment houses in the country today. He obtained his degree in Bachelor of Science, Major in Business Administration from the University of the Philippines and his Masters in Business Administration from Columbia University.

**Maria Lida S. Sarmiento**, age 47, Filipino, Director, Treasurer. She is also currently a Director and/or Officer of various corporations, including Next Mobile, Inc., Gamboa Holdings, Inc., Emerald

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<sup>2</sup> Mr. Francisco D. Lumen resigned as Member of the Board of Directors of ICTV on 13 June 2011.

Investments, Inc., Foodcamp Industries and Marketing, Inc., from 2002 to present. She is a Certified Public Accountant and has over 15 years experience in corporate finance and accounting. She worked in various industries such as banking (RCBC), retail sales (Cinderella Marketing), food service (Jollibee – franchises), broadcasting (NU 107 & Citylite 88.3), movie production (Premiere Entertainment Productions, Inc.) and internet service (One Virtual Corporation). She obtained her Bachelor of Science (Accountancy) Degree from the University of Santo Tomas.

***Basilio D. Lasco, Jr., age 48, Filipino,*** was elected as member of the Board of Directors on 2 June 2011 and served as such until 2 November 2011<sup>3</sup>. He was the President for J-Span computing, a division of the Company, and was also the President of J-Span IT Services, Inc. (JSI), a subsidiary of the Company based in Tokyo, Japan. He served as Director of Ayala Systems Technology, Inc. & ASJ, Inc. – Japan from July 15, 2006 up to Oct. 30, 2010. He was Director of Fujitsu Philippines, Inc./WeServ Systems Int'l, Inc. from 2003 to 2006. He also served as Managing Director of Ingenium Technology, Inc. from 1995 up to 2003. He has held various key positions of several companies including the Asian Development Bank, Philippine Educational Trust and Pension Plans, Inc., and San Miguel Corporation.

***Veronica T. Merk, age 58, Filipino, Independent Director,*** is the President of MerkMedia, Inc., a Multimedia and creative production company that produces Audio Post Productions, AVPS, Commercials, Music Video, Music Recording, Video Editing and Talent Management. She is also the President of Merk Communication, a full-service PR and Communication Agency that handles planning, project management, creative production and publicity. She is a Consultant for Ayala Corporation, ABS-CBN Cable Channels and CFO Financial Executive Search. She is also the Chairman and Director of the Music Competitions for Young Artists Foundation, Inc. She held key positions in Prime Asia Magazine; Pinoy Global Access; Pearl S. Buck Foundation; Corporate Communications Department, Office of the President; BPI Foundation, Inc; Bank Marketing Association of the Philippines; and, the Ayala Group of Companies. She is a Member of the National Press Club, the Philippine Association of National Advisers and the Public Relations Society of the Philippines.

***Joel C. Valdes, age 54, Filipino, Independent Director,*** is the Founder and Chief Executive Officer of Joel C. Valdes & Associates, Inc. which provides merchant banking services to both the private and public sector, acts as the principal and/or agent in Project Financing, Mergers or Acquisitions, advises clients in the structuring, negotiation, and closure of the funding needs of a Project, and/or assists corporations in the capital formation requirements of their business plan. He served as President and member of the Board of Directors of Ernst and Young Transaction Advisory Services. He was the undersecretary of the Department of Finance and at the same time the President/Vice-Chairman of the Board of Directors of the Trade and Investment Development Corporation of the Philippines (also known as the Philippine Export and Import Credit Agency or PhilEXIM) for the period October 2001 up to January 2004. He was also the President and Member of the Board of Directors of Corporate Access Holdings, Inc. from March 1997 to October 2001 and of Urbancorp Investments, Inc. from August 1995 to March 1997. He held key positions in Citicorp Capital Philippines, Inc., Citibank, NA Manila, Development Bank of the Philippines and in Conspectus Foundation, Inc. He is a lecturer on Financial Literacy in Corporate Governance under the Institute of Corporate Directors' (ICD) series of programs for private and corporate Boards of Directors and under the Institute for Solidarity in Asia (ISA) for national government institutions and local government units. He is a member of the Board of Directors of the Institute of Corporate Directors and the Institute of Solidarity in Asia. He pursued his graduate studies in the Asian Institute of Management with Masters in Business Management.

***Winnita Velarde Rosero, age 47, Filipino, Director,*** was elected as member of the Board of Directors on December 15, 2011. She served as Marketing Manager of Wizard Academy, a school which offered preparatory education. She also served as Managing Director of Altimax Broadcasting, Inc. In 2004, she served as Vice-Chairman of the Executive Committee and Vice-President of the Human Resource and Quality Administration of NextMobile, Inc. In 2009, she ventured into the beauty and wellness business and set-up Vanilla Spice. She is the President of Velarde, Inc. and Jonahs and

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<sup>3</sup> Mr. Basilio D. Lasco Jr. resigned as Member of the Board of Directors of ICTV on 2 November 2011.

Seths Holdings, Inc. She obtained her Bachelor of Science, Major in Tourism, in the University of the Philippines, Diliman, where she received an award of Proficiency in French. She also obtained her Masters in Management from the Asian Institute of Management, Makati City.

**Vicente Martin W. Araneta III, age 48, Filipino, Director.** Mr. Araneta is also a member of the Board of Directors and the Vice-President for Innovative Marketing of ActivAsia, Inc., a 360-degree marketing services company specializing in Out-of-Home, events, point-of-sale and channel activation, tourism marketing, sports marketing and creative services. He also serves as Director and President of Facilities, Inc. and as Chairman of Real Properties, Inc., the holding company of Facilities, Inc. and owner of the Palladium Subdivision. He is a member of the Mandaluyong Chamber of Commerce & Industry, Inc. and occupied various key positions including 1<sup>st</sup> Vice President-Director for the period 2004-2005. He is also a member of the Management Association of the Philippines and of the Chamber of Real Estate and Builders Associations, Inc. Mr. Araneta is a member of the Ateneo Alumni Association, Inc. and served as a member of its Board of Directors for the period 2005-2007 and 2009-2012. He is also the President of Ateneo, Inc. and a member since 2011 of the Philippine Association of Congress Exhibitors/ Organizers & Suppliers, Inc. (PACEOS). He is the incorporator of the Mandaluyong Business Foundation. Mr. Araneta also served as Director for the period 2004 to 2005 of the Philippine Science High School Foundation. He was also the Executive Director of North Philippines Visitors Bureau, Inc. for the period July 2008 to July 2010.

**Angeline L. Macasaet, age 39, Filipino, Director.** She is also currently the Corporate Secretary, Chief Information Officer and Compliance Officer of the Company. She is a member of the Philippine Bar. She is also the Corporate Secretary of Velarde, Inc. and Acting Corporate Secretary of The Velarde Group Companies, including The Velarde Group, Inc., Gamboa Holdings, Inc., Foodcamp Industries and Marketing, Inc. and Emerald Investments, Inc. She ensures the compliance of these companies with all regulatory requirements as well as the legal requirements involving specific transactions. She also acts as legal counsel for various corporations such as Velarde, Inc. and IMX Broadband.

#### **Nominations to the Board**

There will be a regular election of directors and officers for the year 2012 to 2013. The Board shall create a Nomination Committee, which shall have at least three (3) voting members one (1) of whom must be independent or non-executive. It shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualification under Sec. 2.2.2.1 of the Manual on Corporate Governance.

The nomination procedure is in accordance with SRC Rule 38 on the requirements on nomination and election of independent directors.

#### **Nomination Committee**

The Chairman and Members of the Nomination and Election Committee are as follows:

Marcelito R. Ordonez - Chairman  
Mel V. Velarde - Member  
Veronica T. Merk - Independent Director

**Mr. Mel V. Velarde**, President of the Company, will nominate the candidate for independent directors. Mr. Velarde has no relationship with the nominated independent director or to any directors or officers of the Company, except with Ms. Winnita V. Rosero. The term of office of elected directors will be one (1) year.

The following were nominated as the regular Directors of the Company for the ensuing year:

Thomas G. Aquino	Gerard Bnn R. Bautista
Mel V. Velarde	Winnita V. Rosero
Wilfred S. Racadio	Vicente Martin W. Araneta, III
Jose S. Alejandro	Angeline L. Macasaet
Marcelito R. Ordonez	

The following were nominated as Independent Directors for the ensuing year:

Veronica T. Merk

Florangel Z. Rosario-Braid

#### **Officers**

**Thomas G. Aquino, Chairman of the Board** (See above.)

**Mel V. Velarde, President** (See above.)

**Angeline L. Macasaet, Corporate Secretary** (See above.)

**Maria Lida S. Sarmiento, Treasurer** (See above.)

**Angel Timoteo M. Diaz De Rivera, age 54, Filipino, President for Collaborative ICT Services Division, a division of the Company,** is the Vice-Chairman of the Bureau of the Intergovernmental Council for the Information for all Programme of the UNESCO. He concurrently serves as the Chairman for Information for all Programme and the Commissioner for Communication & Information Sector of the UNESCO National Commission of the Philippines. He is also the Commissioner for E-Government Development of the Commission on Information and Communications Technology of the Office of the President of the Philippines. He holds the position of Director-General of the National Computer Center (NCC). He served as Head of the Information Services Group of the Presidential Management Staff of the Office of the President from October 1, 2002 to December 31, 2004 and as Presidential Assistant for Information and Communications Technology also at the Office of the President from June 16, 2001 to June 30, 2002. He also served as Director and/or Officer of various corporations including One Virtual Corporation, Sky Internet, Inc. United Network Access, Inc., Bayan Telecommunications Holdings Corp. and Global Teleprocessing Services, Inc.

**D. Enrique O. Co, age 41, Filipino, Legal Counsel,** served as Legal Counsel of ICTV from January 2002 up to the present. He also served as the Corporate Secretary of the Company from 10 June 2004 until 30 August 2005 and from 1 November 2006 up to 21 January 2008. He is currently serving as Director and/or Corporate Secretary of several Philippine corporations. He is also the Managing Partner of Co Ferrer & Ang-Co Law Offices and an Associate Professorial Lecturer at Kalayaan College. Atty. Co obtained his BS Business Administration (*cum laude*) and Law Degrees from the University of the Philippines.

#### **ii. Involvement in Certain Legal Proceedings of Directors and Officers**

There are no pending legal proceedings involving Bankruptcy Petition, Conviction by Final Judgment or being subject to any Order, Judgment or Decree, or Violation of a Securities commodities Law to which any director, any nominee for election as director, executive officer, underwriter or control person of the Company is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation.

#### **iii. Identity of Significant Employees**

There is no person who is not an executive officer who is expected to make a significant contribution to the business of the Company.

#### **iv. Family Relationship**

Mr. Mel V. Velarde and Ms. Winnita V. Rosero are siblings.

#### **v. Involvement in Certain Legal Proceedings of the Registrant or its Subsidiaries/Affiliates**

There are no pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject thereof have occurred during the past five (5)

years up to the latest date that are material to evaluation. Neither is the registrant involved in any proceedings known to be contemplated by government authorities and any other entity.

There are no pending legal proceeding involving Bankruptcy Petition, Conviction by Final Judgment, or being subjected to any Order, Judgment or Decree, or Violation of a Securities or Commodities Law to which the registrant or any of its subsidiaries or affiliates is a party or of which any of their property is the subject thereof have occurred during the past five (5) years up to the latest date that are material to evaluation.

#### b. Certain Relationships and Related Transactions

None of the Advisors, Executive Officers and Management employees/consultants are related by affinity or consanguinity. In the normal course of business, the following transactions have been entered into with related parties:

Related Party	Nature of Relationship	Nature of Transaction	Elements of Transactions			
			Balance Sheet		Income Statement	
			2011	2010	2011	2010
IMX Broadband, Inc.	Associate	Loans & receivables	23,294,449	22,360,384		
		Accrued Interest Income				934,065
Emerald Investments, Inc.	Stockholder	Payables	2,902,918	2,870,518		
		Rental			1,189,311	2,874,203
Next Mobile, Inc.	Associate	Receivable	13,265,403	3,683,265		
		Investment	1,289,278,350	1,289,278,350		
Velarde, Inc.	Stockholder	Payables	203,922,049	59,972,280		
Softweb Consulting, Inc.	Associate	Investments	6,000,000	6,000,000		
		Deposit for Future Subscription	5,000,000	5,000,000		
		Loans Receivable		1,400,000		
		Accrued Interest Income				4,800
		Payables	3,805,182			
Softrigter Interactive, Inc.	Associate	Investments	15,471,613	15,471,613		
		Loans Receivable	8,855,114	3,400,000		
		Accrued Interest Income			63,648	13,826
Holy Cow Animation, Inc.	Associate	Deposit for Future Subscription	6,000,000	6,000,000		
		Loans Receivable	2,033,000	233,000		
		Investment	1,370,480			
		Accrued Interest Income			53,588	8,299
IResource	Associate	Receivable	3,255,112			
		Investment	250,000			
ThumbMob	Associate	Investment	14,344,868			
Porteon	Associate	Investment	250,000			
		Receivable	391,449			
		Loan Receivable	2,160,300			
Porteon-SEA	Associate	Receivable	1,745,540			
JSIT	Associate	Receivable	1,017,555			
		Investment	2,634,131			



The Company is working together with IMX Broadband, Inc. for purposes of research and development in connection with the plan to expand the Company's existing information technology platform in order to introduce related products and services and integrating wireless communication technologies.

In 2005, the Company entered into an agreement to promote and market the telecommunications services of Next Mobile, Inc. (NMI) to the Company's clients for a period of three (3) years until May 2008. In consideration thereof, the Company billed NMI P5.0 million in 2006. Also, the Company entered into a financial advisory and arrangement agreement in relation to NMI's interest in obtaining additional private equity investments as well as loans and credit accommodations from local and international banks and financial institutions. The arrangement was effective until October 2006. A success fee of Php850,000.00 plus the amount equivalent to 3% of the gross amount of investment and/or loan/credit accommodations obtained would be paid by NMI. In 2006, the Company billed NMI P3.1 million for its services.

In 2007, Emerald Investments, Inc. (EII) a stockholder of the Company gave non-interest bearing advances to the Company to fund the working capital requirement of the Company.

In 2010, Velarde Inc., (VI), a stockholder of the Company gave non-interest bearing advances to the Company in the amount of Php60.1 M to fund its working capital requirements and to finance its investments. Such advances may be used to pay for any additional subscription into ICTV in the future.

In 2008, the Company entered into an agreement with EII for the lease of a 270 square meter condominium unit in Makati. The lease shall be for four (4) years, commencing on January 1, 2008 ending on December 31, 2011. On January 28, 2009, the Company and EII amended the Sub-Lease Agreement to the effect that the monthly rental from January 1 to December 31, 2008 be reduced from Php400 to Php100 per square meter, for a total monthly rental of Php27,000. The parties shall annually review the monthly rental as prevailing circumstances may necessitate. On December 17, 2009, the parties further amended the Sub-Lease Agreement such that for the period January 01, 2010 to October 31, 2010, the Company shall pay monthly rental at the rate of Four Hundred Thirty Pesos and Twenty Centavos (Php431.20) per square meter, for a total monthly rental of Php235,590.40. For the period November 01, 2010 to October 31, 2011 the Company shall pay monthly rental at the rate of Four Hundred Seventy Four Pesos and Thirty Two Centavos (Php474.32) per square meter, for a total monthly rental of Php259,149.48."

On November 17, 2008, Velarde, Inc. appointed the Company as Financial Advisor and Arranger in relation to Velarde's interest in selling part or all of its shareholdings in Altimax Broadcasting Co., Inc. The engagement is for a limited period of six months only. Income earned from this engagement amounted to Php600,000.

On October 12, 2009, Velarde, Inc., appointed the Company as Financial Advisor and Arranger in relation to Velarde, Inc.'s objective of acquiring equity interest in companies in the telecoms, media, and information technology (TMT) space. The engagement is for a limited period of nine (9) months only. Income earned from this engagement amounted to Php3,000,000.00.

The main risks arising from the Company's financial instruments are interest rate risk and credit risk. The Company follows a prudent policy on managing its assets and liabilities so as to ensure that exposure to fluctuations in interest rates are kept within acceptable limits. The Company manages credit risk by monitoring its credit exposures and assessing the creditworthiness of counterparties

There are no parties to the transaction that fall outside the definition of "related parties" under SFAS/IAS No. 24 with whom the registrants have a relationship that enables the parties to negotiate terms of material transactions that may be not be available and from other independent parties.

#### **c. Resignation of Directors**

Mr. Francisco D. Lumen tendered his resignation as independent member of the Board of Directors on 13 June 2011. His resignation is not due to any disagreement with the Company relative to operations,

policies or practices. Mr. Joel C. Valdes was elected as new independent member of the Board of Directors effective 13 June 2011.

Mr. Basilio D. Lasco Jr. resigned on 2 November 2011. His resignation is not due to any disagreement with the Company relative to operations, policies or practices. He was replaced by Ms. Winnita V. Rosero.

Mr. Jose Manuel Romualdez resigned on 25 January 2012. His resignation is not due to any disagreement with the Company relative to operations, policies or practices. He was replaced by Mr. Vicente Martin W. Araneta, III.

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

All members of the board of directors received per diem amounting to PhP1,500.00 each for every attendance at a Board meeting or any meeting of the Board Committees. No stock warrants/ grants or stock options on the Company's share may be issued or given to the directors or executive officers as form of compensation for the services rendered. Below is the compensation summary for the Company. No bonus was provided for the years 2011 and 2010.

Year	Name & Principal Position	Aggregate Compensation
		As a group (Amounts in PhP)
For the year ending Dec.31, 2011	Management Executives	27,175,000
	All Board of Directors	46,500
	Treasurer	6,000
	Bonus	None
For the year ending Dec 31, 2010	Management Executives	12,921,881
	All Board of Directors	43,500
	Treasurer	6,000
	Bonus	None
For the year ending Dec 31, 2009	Management Executives	None
	All Board of Directors	52,500
	Treasurer	4,500
	Bonus	None

The executive officers of the Company have no employment contracts with the Company. Their terms of office expire upon their respective termination of office or resignation. The Top four (4) most highly compensated Executive officers are Thomas G. Aquino, Angel Timoteo M. Diaz de Rivera, Alex M. Aloba and Mel V. Velarde.

#### Item 7. Independent Public Accountants

- The auditing firm of SGV & Co. is the incumbent external auditor of the Company for the calendar year 2011 and is being recommended for re-appointment at the scheduled annual meeting of the shareholders.
- Representatives of SGV & Co. are not expected to be present at the Annual Stockholders' Meeting. However, they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.
- There had been no disagreements with SGV & Co., with regard to accounting policies and financial disclosures of the Company.
- The auditing firm of SGV & Co. has been the external auditor of the Company for the last five years. There have been three different partners in charge from 2001 to 2011. For the 2011 audit, the partner in charge was Jose Pepito E. Zabat III. The Company is in compliance with SRC Rule 68, paragraph 3(b)(IV) regarding compliance with the 5-year rotation of external auditor.



## **Audit Fees**

The aggregate fees billed for each of the last two (2) fiscal years for professional services rendered by the external auditor for the audit of the Company's annual financial statements is Php70,000.00 for 2010 and Php70,000.00 for 2009.

Except for its review conducted in May 2009 of the Company's Statement of Active Business Pursuits and Objectives, the external auditor does not render any other assurance and services related to the performance of the audit nor does it render any professional service for tax accounting, advice, planning and any other form of tax services.

The Company's Audit Committee recommended to the Board of Directors the appointment of SGV & CO. as its external auditor and the fixing of the audit fees. The stockholders further ratified the resolution of the Board of Directors.

## **Audit Committee**

The Chairman and Members of the Audit Committee are:

Joel C. Valdes – Chairman (Independent Director)  
Thomas G. Aquino – Member  
Winnita V. Rosero – Member

## **C. ISSUANCE AND EXCHANGE OF SECURITIES**

### **Item 8. Authorization or Issuance of Securities Other than for Exchange**

There is none.

### **Item 9. Modification or Exchange of Securities**

There are no matters or actions to be taken up in the meeting with respect to the modification of any class of the Company's securities or the issuance of authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

### **Item 10. Financial and Other Information**

The audited financial statements as of December 31, 2011 and other data related to the Company's financial information are attached as ANNEX "C".

### **Item 11. Mergers, Consolidations, Acquisitions and Similar Matters**

No action will be taken with respect to any transaction involving the following:

- a. the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
- b. the acquisition by the registrant or any of its security holders of securities of another person;
- c. the acquisition by the registrant of any other going business or of the assets thereof;
- d. the sale or other transfer of all or any substantial part of the assets of the registrant; or
- e. the liquidation or dissolution of the registrant.

**Item 12. Acquisition or Disposition of Property**

There are no matters or actions to be taken up with respect to acquisition or disposition of any property by the Company.

**Item 13. Restatement of Accounts**

None.

**D. OTHER MATTERS****Item 14. Action with Respect to Reports**

The following are included in the agenda of the Annual Stockholder's Meeting for approval of the Stockholders:

1. Minutes of the Annual Stockholders Meeting last June 2, 2011

The Minutes of the 2011 Annual Stockholders Meeting reflect the following:

- a. Approval of President's Report and the 2010 Audited Financial Statements;
- b. Confirmation and Ratification of all acts, contracts and investments entered into by Management and/or the Board of Directors during the period June 4, 2010 to June 1, 2011;
- c. Re-appointment of Sycip Gorres Velayo & Co. as Independent External Auditors;
- d. Amendment of the Company's Secondary Purpose; and
- e. Election of eleven (11) members of the Board of Directors for the year 2011-2012.

2. The Audited Financial Statement for 2011

Please see **Annex "C"**.

**Item 15. Matters Not Required to be Submitted**

All matters or actions to be submitted in the meeting will require the vote of the security holders.

**Item 16. Amendment of Charter, Bylaws or Other Documents.**

None.

**Item 17. Other Proposed Actions**

- a. Election of the Members of the Board of Directors, including the Independent Directors, for the ensuing year.
- b. Election of External Auditor for the ensuing calendar year.


**Item 18. Voting Procedures**

At least a majority of the outstanding capital stock of the Company shall be sufficient to carry the vote for matters submitted to a vote at the Annual Stockholders' Meeting. The manner of voting and counting votes will be as follows:

1. All outstanding stockholders as of record date of April 30, 2012 are entitled to vote, one to one, and shall have the right to vote. Atty. Angeline L. Macasaet, the Corporate Secretary, will count the votes cast.
2. For purposes of electing directors, cumulative voting shall be followed. Each stockholder has a number of votes equal to the number of shares he owns, times the number of directors to be elected. The stockholder may have the option to cast all his votes in favor of one or distribute his votes among nominees. Only candidates nominated during the meeting shall be entitled to be voted.
3. Consistent with the provisions of the By-laws of the Company, voting need not be by ballot and will be done by show of hands, unless required by law, or upon motion by any of the stockholders.

#### UNDERTAKING TO PROVIDE ANNUAL REPORT

THE REGISTRANT UNDERTAKES TO PROVIDE WITHOUT CHARGE TO EACH STOCKHOLDER A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A UPON WRITTEN REQUEST TO THE COMPANY ADDRESSED TO:

  
**ANGELINE L. MACASAET**

Corporate Secretary

Information Capital Technology Ventures, Inc.

Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St. corner dela Rosa and Gil Streets  
Legaspi Village, Makati City

<b>PART III.</b>
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#### SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 23 April 2012.

**INFORMATION CAPITAL TECHNOLOGY VENTURES, INC.**

Issuer

By:

  
**MEL V. VELARDE**

President

**INFORMATION CAPITAL TECHNOLOGY VENTURES, INC.**

**NOTICE OF THE 2012 ANNUAL STOCKHOLDERS' MEETING**

TO ALL SHAREHOLDERS  
INFORMATION CAPITAL TECHNOLOGY VENTURES, INC.

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of Information Capital Technology Ventures, Inc., will be held on June 7, 2012, Thursday, 10:00 a.m. at 2244 Espana Avenue, Sampaloc, Manila with the following Agenda:

**AGENDA**

1. Call to Order
2. Determination of the Existence of Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held on June 2, 2011
4. President's Report
5. Approval of the President's Report
6. Election of Directors
7. Ratification and Approval of the Acts of Management for 2011
8. Appointment of Independent External Auditors
9. Other Matters
10. Adjournment

The record date for stockholders entitled to notice of, and vote at, the said meeting is April 30, 2012. Registration for the meeting shall be at 9:00 a.m. Please present any proof of identification, such as driver's license, passport, or company I.D, to facilitate registration.

Any instrument authorizing a proxy to act as such shall be submitted to and received at the principal office of the Company on or before May 31, 2012, addressed to the attention of the Corporate Secretary. Validation of proxies shall be held on June 1, 2012 at 10:30 a.m. at the principal office of the Company. No proxy is being solicited.

23 April 2012.

  
**ANGELINA L. MACASAET**  
Corporate Secretary

## PART I - BUSINESS AND GENERAL INFORMATION

### General Information

Information Capital Technology Ventures, Inc. was originally incorporated on June 5, 1996 as MF Schroder & Co., Inc., initially to engage in the purchase and sale of securities. MF Schroder & Co., Inc. was then a wholly-owned subsidiary of Amalgamated Investment Bancorporation (AIB), a full-fledged and duly licensed investment house.

In January 2002, MF Schroder & Co., Inc. was renamed Cashrounds, Inc. (Cashrounds), with the primary purpose to engage in the business of securities brokerage relating to the sale, transfer or exchange of every description of shares of stock and bonds, and to execute such transactions with the use of information technology.

On March 22, 2005, a Memorandum of Agreement was executed by AIB and Gamboa Holdings, Inc. (Gamboa), whereby AIB agreed to sell and Gamboa agreed to purchase 18,171,286 or 2/3 of the shares of stock of Cashrounds at an aggregate purchase price of Php74,395,000.00.

The sale of Cashrounds shares to Gamboa was made on June 3 and August 30, 2005 which resulted in Gamboa owning 66.67% of Cashrounds.

On April 28, 2006, Cashrounds entered into a Memorandum of Agreement (MOA) with Next Mobile, Inc. (NMI) and five controlling shareholders of NMI namely, Top Mega Enterprises Limited, Joycelink Holdings Limited, Gamboa Holdings, Inc., Emerald Investments Inc., Foodcamp Industries and Marketing, Inc. (the five companies collectively known as NMI Shareholders) whereby existing shares of NMI owned by the NMI Shareholders were swapped with new shares issued by Cashrounds pursuant to an increase in authorized capital stock.

As a result of the above-mentioned exchange of shares of stock, the NMI Shareholders acquired 97% equity interest of Cashrounds, while Cashrounds acquired 19% of NMI.

On September 19, 2006, the Securities and Exchange Commission (SEC) approved the increase in the authorized capital stock of Cashrounds to Php1.320 billion with corresponding increase of its paid-up capital to Php1,317,278,350 as well as the change of the corporate name from Cashrounds, Inc. to Information Capital Technology Ventures, Inc. (the "Company").

On July 24, 2008, the SEC approved the amendment of Article II of the Articles of Incorporation of the Company's Primary Purpose to read as follows:

*To engage in the business of providing telecommunications, media and information technology products and services, such as but not limited to the research, development, production, management, marketing, and operation of the following: telecommunications value added services through companies duly licensed to engage in wired and wireless, fixed and mobile communications; software and hardware technology, business process outsourcing, call center and other information technology applications; digital media and other media except mass media; and to do all activities directly or indirectly connected therewith or incident thereto.*

On December 10, 2008, the Philippine Stock Exchange (PSE) approved the application of the Company to list additional shares to cover its share-for-share swap transactions with the shareholders of NMI. In addition, PSE likewise approved the Company's transfer from the SME Board to the Second Board of the Exchange.

On February 20, 2009, the PSE issued a circular informing the investing public of the Company's listing of additional 1,289,278,350 common shares effective February 24, 2009. This is to cover the share-for-share swap transactions with the shareholders of NMI, namely, Top Mega Enterprise, Limited, Gamboa Holdings, Inc., Emerald Investments, Inc., Joycelink Holdings Limited and Food Camp Industries and Marketing, Inc., at a swap price of P1.00 per share.

The transfer of the Company from the SME to the Second Board finally took effect on June 29, 2009.

On March 12, 2010, the Board of Directors of the Company (BOD) approved the Company's transfer from the Second board to the First Board of the Exchange. In addition, the BOD approved the Company's increase in authorized capital stock from P1.32 billion to P5 billion as well as the listing of the additional shares from the increase. Finally, the BOD approved the amendment of the Company's By-Laws that will allow waiver of pre-emptive rights.

On August 3, 2010, the SEC approved the Amendment of the Seventh Article of the Articles of Incorporation of the Company to read as follows:

*No stockholder shall have any pre-emptive right of subscription to any class of shares of stock of this Corporation, whether to the present authorized capital stock or any future increases thereof.*

On September 1, 2010, the Company entered into an agreement with SoftrIGGER Interactive, Inc. and Mr. Carlos C. Sevilla whereby the Company shall subscribe to new shares of stock of SoftrIGGER Interactive, Inc. totaling 34,134 which will be equivalent to 50% equity interest in SoftrIGGER Interactive, Inc. post investment.

SoftrIGGER Interactive, Inc. is a leading independent IT solutions and services provider with certified competencies in architecture and planning technology consulting, and enterprise project management. It is engaged in web design, development and programming, design and implementation of IT solutions, and consulting services.

On October 1, 2010, the Company entered into an agreement with Holy Cow Animation, Inc., Ms. Marilyn D.L. Montano and Mr. Danilo F. Montano whereby the Company shall subscribe to new shares of stock of Holy Cow Animation, Inc. totaling 53,937 shares which will be equivalent to 50% equity interest in Holy Cow Animation, Inc. post investment

Holy Cow Animation, Inc. is engaged in the business of providing computerized animation services for film and/or television, including conceptualization, production and execution of shows, programs and advertising campaigns using animation.

On December 20, 2010, the Company entered into an agreement with Softweb Consulting, Inc., Ms. Rhennie T. Vilorio, Mr. James Michael V. Santiago and Ms. Angel Madonna V. Santiago whereby the Company shall purchase/subscribe to shares of stock of Softweb Consulting, Inc. totaling 5,050 which will be equivalent to 50% equity interest in Softweb Consulting, Inc. post investment.

Softweb Consulting, Inc. is engaged in the business of IT consulting services and reseller of software and hardware and other related products.

On March 8, 2011, the Company filed with PSE its application for transfer from the Second Board to the First Board of the Exchange.

The amendment of the Company's Secondary Purposes to include the following was ratified by the stockholders of the Company during the June 2, 2011 Annual Stockholders' Meeting.

- a. To provide professional services and manpower in the field of telecommunications, media and information technology.
- b. To buy, sell, lease, assemble, import, export, process and deal in any and all classes of materials, merchandise, supplies and commodities of every kind and nature;
- c. To act as commission agent, manufacturer's representative, or principal for the purchase, sale distribution, manufacture, assembly, import or export of any and all classes of materials, merchandise, supplies and commodities of every kind and nature; and
- d. To engage in and carry on the business of general and retail merchants, traders, factors, agents, manufacturers, processors, dealing in or with any and all classes of materials, merchandise, supplies and commodities of every kind and nature.

On March 17, 2011 the Company's Board of Directors confirmed/ratified the establishment of the Company's wholly-owned subsidiary named J-Span IT Services, Inc. in Tokyo, Japan. The Board likewise

approved the establishment in the Philippines of a wholly-owned subsidiary to be named I-Resource Consulting International, Inc.

On May 25, 2011 the SEC approved the incorporation of I-Resource Consulting International, Inc. as a wholly owned subsidiary of the Company. The primary purpose of I-Resource Consulting International, Inc. is to provide consulting, technical advice and professional advisory services to persons, firms, association, corporations, partnerships and other entities.

On June 10, 2011 the SEC approved the incorporation of Porteon SEA, Inc., a wholly-owned subsidiary of the Company with the primary purpose of engaging in the business of manufacturing, marketing and selling of vehicles of all types, including but not limited to electric vehicles.

The amendment of the Secondary Purposes was approved by the SEC on August 25, 2011.

On September 02, 2011, the Company entered into a Memorandum of Understanding with Huawei International Pte., Ltd., Huawei Technologies Phils., Inc. and NMI. The parties desire to explore the possibility of entering into a business relationship which will allow each party to provide its respective contribution in order to attain the common purpose of implementing NMI's nationwide build-up plans. The milestone agreement is expected to enhance the information capabilities of the Company and NMI in partnership with the world's largest information technology company Huawei.

On December 9, 2011, the Company executed a Memorandum of Agreement with the Filipino American Chamber of Commerce of Orange County, a non-profit organization in the State of California, for the use of a digital media portal through the Company's latest technology platform NowPlanet.TV.

## **Business of the Company**

The Company is working together with IMX Broadband, Inc. for purposes of research and development in connection with the plan to expand the Company's existing information technology platform in order to introduce related products and services and integrating wireless communication technologies. Technology research is still being done and until finalized, no estimate on cost of completion of development of product will be available.

Through the efforts of IMX Broadband Inc., a Certificate of Registration as a Value Added Service (VAS) Provider as Voice over Internet Protocol (VOIP) Provider was issued on March 10, 2006 by the National Telecommunications Commission (NTC) to the Company effective until March 9, 2007, renewed up to March 8, 2012. On March 22, 2012, the Company's VAS Certificate was further extended by NTC from March 09, 2012 to March 08, 2013.

Pursuant to its new primary purpose, ICTV has recently shifted its operations into Telecommunications, Media and Technology (TMT). Its new primary purpose covers the business of providing telecommunications, media, and information technology products and services. These include telecommunications value-added service (VAS) through companies duly licensed to engage in wired and wireless, fixed and mobile communications; software and hardware technology, business process outsourcing, call center and other information technology applications; digital media and other media except mass media; as well as activities directly or indirectly connected to these.

Among the programs that ICTV management plans to undertake are: providing telecommunications VAS through iDEN, CDMA, GSM and broadband networks worldwide; and, entering the software development services industry by expanding the markets being served by proprietary enterprise solutions it has developed and will develop for inter-network deployment nationwide and worldwide. ICTV plans to develop and market worldwide mobile data applications that will run on different platforms. It also plans to develop and market digital media content.

On December 18, 2008, the Company signed a Development Partnership Agreement with REWSS A/S, a Danish based corporation with an operations and development hub in the Philippines, and Next Mobile, a MTS (mobile telephone system) operator in the Philippines. REWSS A/S provides Network Business Intelligence (NBI) software solutions for operators worldwide with clients in the USA, Europe, Africa and Asia for various network technologies including CDMA, GSM and UMTS (2G and 3G). Using NextMobile's network infrastructure, REWSS



A/S will develop its REWS Stools for the iDEN Motorola technology. The Company will handle the project management role in this agreement.

The Company has finished the development of its first telematics product the iScan. Telematics is a system that involves the integration of telecommunications and informatics, with products and services that will provide mobile services using Blackberry and Nokia phones. The Company is now planning how to launch these mobile application products and services. For the planned commercial launch of some of the products/services, the Company started to establish its operations and back-end processes through service outsourcing during the 2<sup>nd</sup> half of 2010. Management personnel are also being sourced from Knowledge Professionals Service Cooperative. The Company is currently putting up its teams in preparation for its business process outsourcing businesses which include among others software development, programming, cloud computing and financial processes to serve the local and the international markets.

With recent developments in the IT industry, the Company wants to focus on providing high-value ICT Services. ICTV has been strengthening its ICT capabilities as follows:

- (1) Through supply of highly-skilled ICT professionals for outsourced and Off-shore IT Services with specific emphasis on delivering complete Software Development Life Cycle Services via its division J-Span Computing and wholly-owned subsidiary i-Resource Consulting International, Inc.:
  - a. **J-Span Computing ("J-Span")**, a new division of ICTV with personnel that has solid experience and technical competencies to meet the stringent requirement of the Japanese market. J-Span is positioned to provide expert IT professional service covering the entire Software Development Life Cycle (SDLC) needs of international clientele. Its information technology outsourcing & off-shoring services cover Technical Architecture Consulting, Research & Development, Software / Systems Performance Improvement, Software Development, Software QA/ Testing and Software Maintenance.
  - b. **i-Resource Consulting International, Inc. ("i-Resource")**, on the other hand is the IT Professionals resources management team of ICTV. i-Resource was established to find and develop IT Professionals service opportunities in the Philippines with plans of growing global.
- (2) Through delivery of high-value ICT applications. ICTV will develop, deliver and support high-value Open-Source and Proprietary Applications that can be deployed through the "Private Networks" or "Cloud Computing" environment. Our partners for this pursuit are as follows:
  - a. **Softweb Consulting, Inc. ("Softweb")**, a strategic business partner will provide development of **generic web-enabled solutions/applications** that are industry neutral with minimum customization needed for deployment. Softweb has business process applications in nine (9) major categories that is ready for deployment on a private network or in a "Cloud Computing" environment.
  - b. **SoftrIGGER Interactive, Inc. ("SoftrIGGER")**, an accredited Apple, Inc. developer for iPad applications is one of ICTV's strategic business partners for the development of **highly customized web-enabled applications**. SoftrIGGER has in its portfolio the electronic political machinery/system "Election Campaign Collaboration & Team Resource Organization Network" (ELECTRON) that was used and found very effective in performing on-line management and monitoring of the 2010 presidential campaign and election. SoftrIGGER has business process applications in six (6) major categories that is similarly ready for deployment on a private network or in a "Cloud Computing" environment.
- (3) Through ICT enabled businesses where convergence and traditional industries come together. ICTV plans to develop, deliver and support ICT-enabled businesses where convergence of traditional and emerging technologies take place such as Electric Vehicle Technology, Animation, Social Networks. Our partners for this pursuit are as follows:

- a. **Holy Cow Animation, Inc. ("Holy Cow")**, an entertainment animation producer. Holy Cow has competencies in the entire animation production value chain from IPR & Content Development, Script Preparation, Character Design, Storyboard Layout Development, Development of Character Specifications, Background Development, Colors and Visual Effects, Final Sound Recording, Special Sound and Visual Effects, Promotion, Distribution, DVD Release, and Cinema & TV screening.
- b. **GiggleIT.net ("GiggleIT")**, an off-site ICTV support services for web-enabled collaborative application and services. GiggleIT will provide support to ICTV and non-ICTV web-enabled collaborative applications.
- c. **NowPlanet.TV ("NowPlanet.TV")** is the digital media brand of ICTV. It is a social business platform that enables enterprises, organizations and institutions to create, manage and sustain their marketing and communications campaigns across multiple mobile devices (Smartphones and Tablet PCs that run on iOS and Android). NowPlanet.TV has launched several Channels for business owners and institutions in order to synergize their marketing and communication efforts, through the use of digital media. It has recently unveiled the Live Streaming coverage of the Impeachment Trial of Chief Justice Renato Corona through the Justice Watch Channel, in partnership with The Asian Institute of Journalism and Communications (AIJC).
- d. **Live-Xchange ("Live-Xchange")** is an ICTV cloud service. It is a marketplace in the cloud where Real Products, Real Services and Real People are engaged in a Live Exchange. Live-Xchange offers a series of high-end online solutions to help businesses operate efficiently and cost effectively. A milestone achievement of this endeavor is the service offering of the IBM Lotus software in the cloud. This pioneering product of Live-Xchange offers the powerful office solutions of IBM Lotus, from email services to mobile push email, to web conferencing, communication and social media. ICTV, through Live-Xchange, is the first company in the Philippines to offer such service amongst the local IBM Business partners.

ICTV has been focused on establishing technical capability and acquiring strategic technology partners with strong and specific core strengths that will support its ICT business objectives.

ICTV invested in acquiring resources and capabilities to undertake institutional IT Services in the International Market covering the entire Software Development Life Cycle and including supply of IT Professional on Off-site & Onsite arrangements. The diversity in core strengths of J-Span, Softweb, Softriger, Holy Cow and i-Resource will be the strength of ICTV to capture the desired business opportunities. Revenue can be derived from software engineering and development fees, and cost margins for IT Resource Management Services.

On March 17, 2011, the board confirmed/ratified the establishment of the Company's wholly-owned subsidiaries named J-Span IT Services, Inc. in Tokyo, Japan and i-Resource Consulting International, Inc. in the Philippines.

The Company is not aware of any existing or probable governmental regulations that will have a material effect on the business.

In 2010 and 2011, the Company has spent a material amount on development activities to support its thrust to focus on providing high-value ICT services.

The Company has no employees. Most, if not all, of the operations have been outsourced, including Research and Development.

## **PART II – MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

On February 7, 2002, the Board of Directors (BOD) approved the increase in the number of shares of the authorized capital stock of the Company from 4,000,000 shares to 40,000,000 shares and the reduction of par value from Php10 per share to Php1 per share.

On July 23, 2002, the BOD and stockholders approved the offer of up to 8,000,000 shares from the Company's unissued common stock through initial public offering (IPO). The application for the IPO of the Company was approved by the Philippine Stock Exchange (PSE) and the Securities and Exchange Commission (SEC), on June 11 and July 30, 2003, respectively. The Company was listed in the PSE on July 23, 2003. Issue manager and underwriter was Abacus Capital & Investment Corporation. The market price is at high of Php1.08 and low of Php.34.

The following table is the summary of ICTV's stock prices from March 2010 up to the first quarter of 2012:

Quarter/Period	High	Low	Average
1 <sup>st</sup> Quarter ending 31 Mar 2010	1.08	0.70	0.87
2 <sup>nd</sup> Quarter ending 30 June 2010	.97	.71	.84
3 <sup>rd</sup> Quarter ending 30 Sep 2010	.98	.55	.68
4 <sup>th</sup> Quarter ending 31 Dec 2010	.65	.46	.60
1 <sup>st</sup> Quarter ending 31 Mar 2011	.62	.40	.53
2 <sup>nd</sup> Quarter ending 30 June 2011	.53	.34	.49
3 <sup>rd</sup> Quarter ending 30 Sep 2011	.98	.36	.63
4 <sup>th</sup> Quarter ending 31 Dec 2011	.60	.36	.45
1 <sup>st</sup> Quarter ending 31 March 2012	.66	.395	.562

ICTV's stock price as of April 20, 2012 is Php 0.44 per share.

#### Related Stockholder Matters

During the June 02, 2006 Annual Shareholders' Meeting of the Company, the shareholders approved the Memorandum of Agreement dated April 28, 2006 ("MOA") entered into by the Company with Next Mobile, Inc. and five other companies namely, Top Mega Enterprises Limited, Joycelink Holdings Limited, Gamboa Holdings, Inc., Emerald Investments, Inc., Food Camp Industries and Marketing, Inc. (the five companies collectively known as NMI Shareholders).

However, certain amendments were made to the MOA in view of the fact that upon further consultation with the PSE, it was determined that the Company could not revise its primary purpose at that time. Hence, the stockholders approved the amendment in the MOA that there will be no change in the primary purpose of the Company. In addition, the stockholders also approved the proposal that the Company shall acquire only nineteen percent (19%) equity interest in Next Mobile, Inc. and not 97%, as originally intended. It was agreed that the acquisition shall be based on the same terms and valuation stated in the MOA in the event that additional equity in Next Mobile, Inc. will be acquired by the Company in the future.

The amendment in the MOA was approved by the stockholders such that the shareholders of Next Mobile, Inc. will transfer to the Company shares of Next Mobile, Inc. in the aggregate number of 2,656,580 shares constituting 19% equity interest in Next Mobile in exchange for new shares of the Company with an aggregate value of ₱1,289,278,350 for 19% of Next Mobile, or effectively at a price of ₱485.315085 per Next Mobile share.

In accordance with the amendment in the MOA, the needed increase in authorized capital stock of the Company to accommodate the foregoing transaction is ₱1,280,000,000 at ₱1.00 par value per share. Accordingly, the stockholders approved the proposal to increase the authorized capital of the Company by ₱1,280,000,000.

On September 19, 2006, the SEC approved the increase in the authorized (to P1.320 Billion) and paid-up capital (to P1,317,278,350) of the Company as well as the change of the corporate name from Cashrounds, Inc. to Information Capital Technology Ventures, Inc.

On September 27, 2006, the Company submitted to the Philippine Stock Exchange a listing application of additional 1,289,278,350 common shares to cover its share-for-share swap transaction with NMI shareholders. Following the Company's re-application for listing of the same shares in October 2008, the Philippine Stock Exchange approved the same and was listed on February 24, 2009.

On December 10, 2008, the PSE approved the transfer of the listing of the shares of the Company from the SME Board to the Second Board of the PSE, and the transfer finally took effect on June 29, 2009.

On March 12, 2010, the Board approved the Company's increase in Authorized Capital Stock from P1.32 billion to P5 billion as well as the listing of the additional shares from the increase.

On March 16, 2011, the Company filed with PSE its application for transfer from the Second Board to the First Board of the Exchange.

The movement in the number of shares and capital stock amount for the year ended December 31, 2011, 2010 and 2009 follow:

	2011		2010		2009	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Balance at beginning of year	1,317,278,350	1,317,278,350	1,317,278,350	1,317,278,350	1,317,278,350	1,317,278,350
Increase in number of shares as a result of reduction in par value	-	-	-	-	-	-
Issuance during the year	-	-	-	-	-	-
	<b>1,317,278,350</b>	<b>1,317,278,350</b>	<b>1,317,278,350</b>	<b>1,317,278,350</b>	<b>1,317,278,350</b>	<b>1,317,278,350</b>

No party or person holds any voting trust over any of the Company's shares.

There are approximately 68 Holders of Common Stock as of March 31, 2012. The Top Twenty (20) Holders of Common Stock as of March 31, 2012 are as follows:

Name	Nationality	No. of shares	Percentage
Top Mega Enterprises Limited	Foreign	377,035,951	28.6223%
Gamboa Holdings, Inc.	Filipino	271,894,233	20.6406%
PCD NOMINEE CORP.-FILIPINO	Filipino	260,630,189	19.7855%
Emerald Investments, Inc.	Filipino	223,787,616	16.9886%
Foodcamp Industries & Marketing, Inc.	Filipino	93,203,092	7.0754%
Joyce Link Holdings, Limited	Foreign	86,458,552	6.5634%
Chua, Robert S.	Filipino	2,250,000	0.1708%
PCD NOMINEE CORP.-NON-FILIPINO	Foreign	791,000	0.0600%
Velarde, Inc.	Filipino	771,547	0.0586%
Chua Co Kiong, William N.	Filipino	145,000	0.0110%
De Leon, Jose Mari S.	Filipino	10,000	0.0008%
Espinosa, Joseph	Filipino	10,000	0.0008%
Diata, Juditha G.	Filipino	10,000	0.0008%
Tareno, Maria Guia I.	Filipino	10,000	0.0008%
Serania, Virginia P.	Filipino	10,000	0.0008%
Francisco, Richard L.	Filipino	10,000	0.0008%
Bocabil, Alben B.	Filipino	10,000	0.0008%
Dela Cuesta, Karlo S.	Filipino	10,000	0.0008%
Ligutan, Eninias P.	Filipino	10,000	0.0008%
Pagudar, Venus B.	Filipino	10,000	0.0008%
Others	Filipino	211,170	0.0200%
		<b>1,317,278,350</b>	<b>100.00%</b>

The information being presented herein does not relate to an acquisition, business combination or other reorganization that would have an effect on the amount and percentage of present holdings of the Company's common equity owned beneficially by:

- (i) any person or group who is known to the registrant to be the beneficial owner of more than five percent (5%) of any class of the registrant's common equity;
- (ii) each director and nominee; and
- (iii) all directors and officers as a group, and the registrant's present commitments to such persons with respect to the issuance of shares of any class of its common equity.

### **Dividends**

No cash dividends were declared in the past two years. There are no restrictions that limit the ability to pay dividends on common equity or that are likely to do so in the future.

### **Recent Sale of Unregistered Securities**

There was no sale of unregistered securities or issuance of securities constituting an exempt transaction within the last three years.

## **PART III - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLANS OF OPERATION**

### **Registrant's Financial Condition, Changes in Financial Condition and Results of operations**

#### **Year 2011**

The Company's financial performance in 2011 resulted in a net loss of Php80.42 Million.

The operating expenses increased by 258 % in 2011, the increase was attributed largely due to charges for Outside Services of Php55.6M for development activities to support its thrust to focus on providing high-value ICT services and the cost of services amounting to Php17.03M. Other operating expenses include Professional fees at P 9.06M, Depreciation at P3.14M, Rent at Php2.48M, Representation of P2.31M, Communications at P2.12M, Transportation & Travel at P1.74M, Dues and Subscription at Php864K, Office Supplies at Php 830K Training & development at Php681K, Light & water at Php562K, Taxes and licenses at Php526K, Advertsing and promo at Php425K, Repairs & Maintenance at Php247K.

Current assets increased by 322% due to advances made to NMI at P9.6M, ThumMob at P7.9M, Softrigger at P5.5M, IResource at P3.3M, PorteonSEA at P1.7M and Porteon at P391K. While the loan of IMX Broadband, Inc. worth Php23.29M was reclassified to noncurrent assets when the Company agreed to have the loan extended for two years from August 30, 2010 to August 30, 2012.

The Noncurrent assets increased by 101% percent due to increase in Machineries and Equipment due to the purchase of Computers and transport equipment used for operations totaling P4.5M

Current liabilities increased by 270% due to increase in advances from stockholders particularly from Velarde Inc. for P203.8M who funded the operations and investments of the Company including the current portion of the lease commitment amounting to Php1.78M pertaining to the purchase of transportation equipment through a four-year financing agreement also with Velarde, Inc.

Noncurrent liability increased by 206% to Php 10.04M representing the noncurrent portion of the lease commitment relevant to the purchase of transportation equipment through a four-year financing agreement with Velarde, Inc.

Total Assets stood at Php1.427 Billion, while Liabilities at Php225.33 Million and Equity at Php1.202 Billion.

#### **Year 2010**

The Company's financial performance in 2010 resulted in a net loss of Php36.94Million.



The operating expenses increased by 1,000.49 % in 2010, the increase was attributed largely due to charges for Outside Services of Php22.29M for development activities to support its thrust to focus on providing high-value ICT services and the share of net loss on investments in associates amounting to Php4.53M. Other operating expenses include Rent at Php2.87M, Taxes & Licenses at Php2.44M, Light and Water at Php870K, Professional fees at Php1.36M, Communications at Php291K, Transportation & Travel at Php914K, Depreciation at Php466K, Repairs & Maintenance at Php346K, Training & Development at Php153K, Office Supplies at Php212K, Dues & Subscription at Php178K, and Entertainment, amusement, and recreation expenses at Php245K.

Current assets decreased significantly by 36% due to the reclassification of IMX Broadband, Inc. loan worth Php23.29M to noncurrent assets when the Company agreed to have the loan extended for two years from August 30, 2010 to August 30, 2012 despite an increase of Php6M as advances made to Holy Cow, Inc. as future stock subscription pending its increase in authorized capital stock.

The Noncurrent assets increased by 4.5% percent due to the investments and advances for Softrigger Interactive, Inc. and Softweb Consulting, Inc. totaling Php26.47M including a Php7.9M increase in Machineries and Equipments due to the purchase of office and transport equipment used for operations.

Current liabilities increased by 7,025 % due to increase in trade payables brought about by Outside Services for Php21.57M for the Company's development activities and the advances from stockholders particularly from Velarde, Inc. for Php53.30M who funded the operations and investments of the Company including the current portion of the lease commitment amounting to Php1.78M pertaining to the purchase of transportation equipment through a four-year financing agreement also with Velarde, Inc. A payable to Emerald Investments, Inc. was recorded for Php2.87M that comprised the rental, light and water expenses of the Company. The Income Tax payable decreased from Php280K in 2009 to Php20.94K in 2010 as MCIT due to net loss.

A noncurrent liability was recorded at Php4.88M representing the noncurrent portion of the lease commitment relevant to the purchase of transportation equipment through a four-year financing agreement with Velarde, Inc.

Total Assets stood at Php1.367 Billion, while Liabilities at Php84.76 Million and Equity at Php1.282 Billion.

### **Year 2009**

The Company's financial performance in 2009 resulted to a net income of Php 0.68 Million.

The operating expenses increased by 155% in 2009, the increase was attributed largely due to Taxes and Licenses paid to PSE for Php 1.4M pertaining to the listing fee for the Php1.289 Billion shares of the Company, and to the National Telecommunications Commission for Php 250K on the renewal of Value-added Services license. Other operating expenses include Light and Water at Php447K. Communications, Research & Development Costs, Transportation & Travel, Office Supplies, and Repairs & Maintenance for Php 285K.

Current Assets increased significantly by 230% while Noncurrent Assets decreased almost of the same percentage due to a reclassification of Loans Receivable including Interests due by August 30, 2010. It also includes a Php3M Management and Advisory Fee collectible from Velarde, Inc. having acted as a financial advisor and arranger for various projects.

Current liabilities decreased by 11% due to the increase of Income Tax payable from Php38K in 2008 to Php280K in 2009. The Income Tax payable increased due to the exhaustion of previous years NOLCO and MCIT.

Total Assets stood at Php1.320 Billion, while Liabilities at Php1.12 Million and Stockholders' Equity at Php1.319 Billion.

### **Plans and prospects for 2012**

ICTV is positioning itself as an Information and Communications Technology (ICT) company of diversified business ventures. The Company will provide ICT products and services globally in Telecommunications, Media and Technology. Revenue will be derived from high-value ICT services.

In 2010, ICTV has chosen Softweb, Inc. (Softweb) to be its Strategic Business Partner for IT Consultancy and Application Development Services. As its partner, Softweb shall be in the development and delivery of cloud-based applications.

ICTV believes that ultimate competition between mobile internet application providers is for control of the ecosystem and user experience, and the owner of the ecosystem will benefit the most in terms of revenue and user loyalty. ICTV also believes mobile applications on the "smartphones" will be the direction of most future applications and that "Cloud Computing" facilities will be the future bank of choice for electronic transactions.

ICTV has been strengthening its ICT capabilities as follows:

- (1) Through supply of highly-skilled ICT professionals for outsourced and Off-shore IT Services with specific emphasis on delivering complete Software Development Life Cycle Services via its division J-Span Computing and wholly-owned subsidiary i-Resource Consulting International, Inc.:
  - a. **J-Span Computing ("J-Span")** a new division of ICTV that has personnel with solid experience and technical competencies to meet the stringent requirement of the Japanese market. J-Span is also strategically positioned to provide expert IT professional service covering the entire Software Development Life Cycle (SDLC) needs of international clientele. Its information technology outsourcing & off-shoring services cover Technical Architecture Consulting, Research & Development, Software / Systems Performance Improvement, Software Development, Software QA/ Testing and Software Maintenance.
  - b. **i-Resource Consulting International, Inc. ("i-Resource")**, on the other hand, is the IT Professionals resources management team of ICTV. i-Resource was established to find and develop IT Professionals service opportunities in the Philippines with plans of growing global.
- (2) Through delivery of high-value ICT applications. ICTV will develop, deliver and support high-value Open-Source and Proprietary Applications that can be deployed through the "Private Networks" or "Cloud Computing" environment. Our partners for this pursuit are as follows:
  - a. **Softweb Consulting, Inc. ("Softweb")**, a strategic business partner provides development of **generic web-enabled solutions/applications** that are industry neutral with minimum customization needed for deployment. Softweb has business process applications in nine (9) major categories that is ready for deployment on a private network or in a "Cloud Computing" environment.
  - b. **Softrigger Interactive, Inc. ("Softrigger")**, an accredited Apple, Inc. developer for iPad applications is ICTV's strategic business partner for the development of **highly customized web-enabled applications**. Softrigger has in its portfolio the electronic political machinery/system "Election Campaign Collaboration & Team Resource Organization Network" (ELECTRON) that was used and found very effective in performing on-line management and monitoring of the 2010 presidential campaign and election. Softrigger has business process applications in six (6) major categories that is similarly ready for deployment on a private network or in a "Cloud Computing" environment.
- (3) Through ICT enabled businesses where convergence and traditional industries come together. ICTV plans to develop, deliver and support ICT-enabled businesses where convergence of traditional and emerging technologies take place such as Electric Vehicle Technology, Animation and Social Networks. Our partners for this pursuit are as follows:
  - a. **Holy Cow Animation, Inc. ("Holy Cow")**, an entertainment animation producer. Holy Cow has competencies in the entire animation production value chain from IPR & Content Development, Script Preparation, Character Design, Storyboard Layout Development, Development of Character Specifications, Background Development, Colors and Visual Effects, Final Sound Recording, Special Sound and Visual Effects, Promotion, Distribution, DVD Release, and Cinema & TV screening. Holy Cow is currently working on an Argentine



Animation Project and currently in negotiation to co-produce a 52-episode entertainment production with a Canadian Firm.

- b. **GiggleIT.net ("GiggleIT")**, an off-site ICTV support services for web-enabled collaborative application and services. GiggleIT will provide support to ICTV and non-ICTV web-enabled collaborative applications.
- c. **NowPlanet.TV ("NowPlanet.TV")** is the digital media brand of ICTV. It is a social business platform that enables enterprises, organizations and institutions to create, manage and sustain their marketing and communications campaigns across multiple mobile devices (Smartphones and Tablet PCs that run on iOS and Android). NowPlanet.TV has launched several Channels for business owners and institutions in order to synergize their marketing and communication efforts, through the use of digital media. It has recently unveiled the Live Streaming coverage of the Impeachment Trial of Chief Justice Renato Corona through the Justice Watch Channel, in partnership with The Asian Institute of Journalism and Communications (AIJC).
- d. **Live-Xchange ("Live-Xchange")** is an ICTV cloud service. It is a marketplace in the cloud where Real Products, Real Services and Real People are engaged in a Live Exchange. Live-Xchange offers a series of high-end online solutions to help businesses operate efficiently and cost effectively. A milestone achievement of this endeavor is the service offering of the IBM Lotus software in the cloud. This pioneering product of Live-Xchange offers the powerful office solutions of IBM Lotus, from email services to mobile push email, to web conferencing, communication and social media. ICTV, through Live-Xchange, is the first company in the Philippines to offer such service amongst the local IBM Business partners.

ICTV is also investing on the development of Online and Mobile Games and E-Commerce through Thumbmob. These activities are still in the applications development and construction stage.

ICTV is in its final stages of constructing an ICT Data Center Infrastructure to attain its "Cloud Computing" capability. The commissioning into service of this facility will drive the introduction of ICTV's high-value Open-Source and Proprietary Applications in the virtual world.

ICTV's investment on its "Cloud Computing" capability not only allows the introduction of ICTV's high-value Open-Source and Proprietary Applications in the virtual world but also opens revenue opportunities derived from license fees, customization, integration, maintenance fees and other allied IT services. The business process applications developed by Softweb and Softriggers are in the forefront for this business, while Telematics is also expected to carve some space. GiggleIT, Softweb and Softriggers are also expected to capture different levels of IT support services from prospective clientele.

The use of shared resources in a "Cloud Computing" environment allows ICTV to be in the forefront of change at minimal CAPEX/OPEX. Revenue can be derived from recurring subscriptions of the application services.

### Key Variable and Other Qualitative and Quantitative Factors

The performance indicators are the (1) Gross revenues earned for the period, (2) Profit Margin, (3) Net Income. Deals in process are monitored and discussed on a monthly basis, including a review of the possible income that may arise from the deals that may close for a certain period.

### Key Performance Indicators

Profitability	Profit Margin	-4.426.02%
	Return on Assets	-5.634%
	Return on Equity	-6.802%
	Book Value per share	0.9125
	Earnings per share	-0.0610
Liquidity	Current Ratio	0.3001
	Debt to Equity Ratio	0.1875

The Key Performance Indicators are computed as follows:

**Profitability:**

Profit Margin %: Profit margin = Net Income / Total Revenue x 100

Return on Assets %: Return on assets = Net Income / Total Assets x 100

Return on Equity % = Net Income / Total Stockholders' Equity x 100

Book Value per share = Total Stockholders' Equity / Average Outstanding Shares

Earnings per share = Net Income / Average Outstanding Shares

**Liquidity:**

Current Ratio = Current Assets / Current Liabilities

**Debt to Equity:**

Debt to Equity Ratio = Total liabilities / Total Stockholders' Equity

**Any Known Trends, Events or Uncertainties**

There are no known trends, demand, commitments, events or uncertainties that will have a material impact on the Company's liquidity, nor any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. No 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.

**Events that will trigger Direct or Contingent Financial Obligation**

There are no 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. There are no significant elements of income or loss that did not arise from the Company's continuing operations.

There is a material change for the Outside Services account from 2010 to 2011 of the financial statements. This change is due to the fact that the Company has commenced full scale operations for the development of its products/services and is preparing for the commercial launch of some of its products/services. The Company has started to establish teams to support its business process outsourcing pursuits. It has also put up its own operations and back-end processes through service outsourcing. Management services are being sourced from a cooperative of professionals named Knowledge Professional Services Cooperative.

**Material Off-Balance Sheet Transactions**

There are no 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.

**Material Commitment for Capital Expenditures**

As the business volume builds up progressively, ICTV also plans to beef up its organization by engaging the right talents particularly to join the telecommunications, media, information technology and product development and marketing teams. The Company plans to spend around PhP30 million to PhP40 million in the next 2 years for capital expenditures in connection with the launch of its new products and services.

**Trends, Events or Uncertainties (Material Impact on Sales)**

There were no 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.

#### **Significant Elements of Income or Loss**

There are no significant elements of income or loss that did not arise from the Company's continuing operations.

#### **Changes from Period of FS**

There is a material change for the Outside Services account from 2010 to 2011 of the financial statements. This change was due to the fact that the Company has commenced full scale operations for the development of its products/services and is preparing for the commercial launch of some of its products/services. The Company has started to establish teams to support its business process outsourcing pursuits. It has also put up its own operations and back-end processes through service outsourcing. Management services are being sourced from a cooperative of professionals named Knowledge Professionals Service Cooperative.

#### **Seasonal Aspects that Have Material Effect on the FS**

There is no seasonality or cyclicity of the interim operations of the Company.

#### **Compliance with Corporate Governance**

Compliance with the principles of good corporate governance starts with the Board of Directors. It is the Board's responsibility to foster the long-term success of the Company and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Company, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

The Company has complied with the requirements of the Revised Manual on Corporate Governance for the completed year, and no deviation was made in any form as provided for in the Compliance System of the Model Manual. The Company has undertaken measures in adopting the leading practices on good corporate governance by regularly reviewing and discussing compliance with the said manual. Any plan to improve the Company's corporate governance will be discussed in the coming annual stockholders meeting.

#### **SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on 23 April 2012.

#### **INFORMATION CAPITAL TECHNOLOGY VENTURES, INC.**

By:



MEL V. VELARDE

President (Principal Executive Officer)



MARIA-LIDA S. SARMIENTO

Treasurer (Principal Financial Officer)

**SUBSCRIBED AND SWORN** to before me this 23<sup>rd</sup> day of April 2012, affiants exhibiting to me their Tax Identification Numbers, as follows:

**NAMES**

Mel V. Velarde

Maria Lida S. Sarmiento

**Tax Identification Number**

102-873-784

107-969-535

**ATTY. JOEL G. GORDOLA**

**NOTARY PUBLIC**

**NOTARIAL COMMISSION NO. 066**

**COMMISSION EXPIRES DEC. 31, 2012**

**PTR NO. 6010756, 1/03/2012, Q.C.**

**IBP NO. 823224 DEC. 2, 2011, Q.C.**

**ROLL OF ATTORNEY NO. 25103**

Doc. No. 108;

Page No. 22;

Book No. 44;

Series of 2012.

## CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **FLORANGEL Z. ROSARIO-BRAID**, Filipino, of legal age and with residence address at No. 7 Matipuno St., Horseshoe Village, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for the position of independent director of Information Capital Technology Ventures, Inc. (ICTV).
2. I am/was affiliated with the following companies or organizations:

Company/Organization	Position/Relationship
Asian institute of Journalism and Communication	President Emeritus
Constitutional Commission	Member
Philippine Social Science Council	Chairman
East West Communication Institute	Senior Researcher
University of Hawaii	Professor
UNESCO National Commission of the Philippines (Communication Committee)	Commissioner
College Assurance Plan	Board Member
Cultural Center of the Philippines	Trustee
UNESCO International Programme for the Development of Communication and Information for all Programme	Council Member
Toda Institute for Global Peace and policy Research	Council Member

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of ICTV, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code.

5. I shall inform the corporate secretary of ICTV of any changes in the abovementioned information within five (5) days of its occurrence.

Done this 23<sup>rd</sup> day of April 2012 at Makati City, Philippines.

  
**FLORANGEL Z. ROSARIO-BRAID**  
Affiant

Subscribed and sworn to before me this 23<sup>rd</sup> of April 2012 at Makati City affiant personally appeared before me and exhibited her tax Identification No. 101-657-062.

Doc No. 72  
Page No. 16  
Book No. 111  
Series of 2012

**ATTY. JOEL G. GORDOLA**  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 066  
COMMISSION EXPIRES DEC. 31, 2012  
PTR NO. 6010756, 1/03/2012, Q.C.  
IBP NO. 823224 DEC. 2, 2011, Q.C.  
ROLL OF ATTORNEY NO. 25103

## CERTIFICATION OF QUALIFICATION OF INDEPENDENT DIRECTOR

I, **VERONICA T. MERK**, Filipino, of legal age and with residence address at 910, Pasay Road, Colbella Arcade, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an independent director of Information Capital Technology Ventures, Inc. (ICTV).
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
International Association of Business Communicators Philippine Chapter	President	Up to present
Media and Public Relations	Consultant	Up to present
CFO Financial Executive Search	PR Consultant	Up to present
Ayala Corporation	Consultant	Up to present
ABS-CBN Cable Channels	Consultant	Up to present
Merk Media, Inc.	President	Up to present
Merk Communication	President & CEO	Up to present
Music Competitions for Young Artists Foundation, Inc.	Chairman/ Director	Up to present
Prime Asia Magazine	Executive Editor	Up to present
Pinoy Global Access	Executive Editor	Up to present
Pearl S. Buck Foundation	Director	Up to present
Corporate Communications Department/Office of the President	Vice President	Until January 2006
BPI Foundation, Inc.	Executive Director	Until January 2006
Bank Marketing Association of the Philippines	Special Events-Director	Until January 2006
Ayala Now	Associate Editor	Until January 2006
Ayala Group of Companies	External Relations	Until January 2006
International Association of Business Communicators	Member	Up to present
League of Corporate Foundations	Member	Until January 2006
Association of Foundations	Member	Until January 2006
National Press Club	Member	Up to present
Philippine Association of National Advisers	Member	Up to present
Public Relations Society of the Philippines	Member	Up to present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of ICTV, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities and Regulation Code.

5. I shall inform the corporate secretary of ICTV of any changes in the abovementioned information within five (5) days of its occurrence.

Done this 23<sup>rd</sup> day of April 2012 at Makati City, Philippines.

  
**VERONICA T. MERK**  
Affiant

Subscribed and sworn to before me this 23<sup>rd</sup> day of April 2012 at Makati City affiant personally appeared before me and exhibited her TIN with TIN No. 135-566-658.

Doc No. 116;  
Page No. 16;  
Book No. 174;  
Series of 2012.

**ATTY. JOEL G. GORDOLA**  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 066  
COMMISSION EXPIRES DEC. 31, 2012  
PTR NO. 6010756, 1/03/2012, Q.C.  
IBP NO. 823224 DEC. 2, 2011, Q.C.  
ROLL OF ATTORNEY NO. 25103



**AFFIDAVIT OF UNDERTAKING**

I, **ANGELINE L. MACASAET**, of legal age, Filipino, and with office address at Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City, after having been duly sworn, do hereby state that:


1. I am the Corporate Information Officer and Corporate Secretary of Information Capital Technology Ventures, Inc., a publicly-listed corporation with office address at Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City, (the "**Company**").
2. I, in behalf of the Company, hereby undertake to submit to the Securities and Exchange Commission (the "**SEC**") and to distribute to the stockholders of the Company copies of Annual Report/ Audited Financial Statements for 2011 on or before the Company's Annual Stockholders' Meeting scheduled on 7 June 2012.
3. This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I hereby sign this affidavit this 23<sup>rd</sup> day of April 2012 at Quezon City, Philippines.

  
**ANGELINE L. MACASAET**  
Affiant

**SUBSCRIBED AND SWORN** to before me this 23<sup>rd</sup> day of April 2012 at Quezon City, affiant Angeline L. Macasaet exhibited to me her Philippine Passport with No. XX2394717 issued by DFA-Manila on 28 October 2008 and valid until 27 October 2013.

Doc. No. 74;  
Page No. 44;  
Book No. 44;  
Series of 2012.

  
**ATTY. JOEL G. GORDOLA**  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 066  
COMMISSION EXPIRES DEC. 31, 2012  
PTR NO. 6010756, 1/03/2012, Q.C.  
IBP NO. 823224 DEC. 2, 2011, Q.C.  
ROLL OF ATTORNEY NO. 25103

ANNEX "D"

### AFFIDAVIT OF UNDERTAKING

I, **ANGELINE L. MACASAET**, of legal age, Filipino, and with office address at Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City, after having been duly sworn, do hereby state that:


1. I am the Corporate Information Officer and Corporate Secretary of Information Capital Technology Ventures, Inc., a publicly-listed corporation with office address at Unit 5-I, 5<sup>th</sup> Floor, OPL Building, 100 C. Palanca St., Legaspi Village, Makati City, (the "**Company**").
2. I, in behalf of the Company, hereby undertake to submit to the Securities and Exchange Commission (the "**SEC**") and to distribute to the stockholders of the Company copies of SEC Form 17-Q or the Quarterly Report for the First Quarter of 2012 on or before the Company's Annual Stockholders' Meeting scheduled on 7 June 2012.
3. This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I hereby sign this affidavit this 23<sup>rd</sup> day of April 2012 at Quezon City, Philippines.

  
**ANGELINE L. MACASAET**  
Affiant

**SUBSCRIBED AND SWORN** to before me this 23<sup>rd</sup> day of April 2012 at Quezon City, affiant Angeline L. Macasaet exhibited to me her Philippine Passport with No. XX2394717 issued by DFA-Manila on 28 October 2008 and valid until 27 October 2013.

Doc. No. 76;  
Page No. 1;  
Book No. 1;  
Series of 2012. 1

  
**ATTY. JOEL G. CORDOLA**  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. 056  
COMMISSION EXPIRES DEC. 31, 2012  
PTR NO. 6010756, 1/03/2012, Q.C.  
IBP NO. 823224 DEC 2, 2011, Q.C.  
ROLL OF ATTORNEY NO. 25103