

MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION

Canlubang Industrial Estate, Bo. Pittland
4025 Cabuyao, Laguna

30 January 2013

THE PHILIPPINE STOCK EXCHANGE, INC.

3/F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **MS. JANET A. ENCARNACION**
Head, Disclosure Department

MS. SHEENA PAULA H. PEDRIETA
Senior Specialist, Disclosure Department

Gentlemen:

We send herewith the Certification of Compliance with Manual of Corporate Governance, which was filed today with the Securities and Exchange Commission.

This also serves as the disclosure letter for the purpose of complying with the PSE Revised Disclosure Rules.

**MANCHESTER INTERNATIONAL
HOLDINGS UNLIMITED CORPORATION**

By:



GABRIEL A. DEE
Corporate Information Officer

COVER SHEET

0 0 0 0 0 5 8 6 4 8

S.E.C. Registration Number

M A N C H E S T E R I N T E R N A T I O N A L
 H O L D I N G S U N L I M I T E D
 C O R P O R A T I O N

(Company's Full Name)

C A N L U B A N G I N D U S T R I A L
 E S T A T E , C A B U Y A O , L A G U N A

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

c/o Atty. Gabriel A. Dee

Contact Person

c/o 888-0999

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

CERTIFICATION OF COMPLIANCE WITH MANUAL OF CORPORATE GOVERNANCE

FORM TYPE

First Monday of May	
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Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

 To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

SWORN CERTIFICATION

I, **GABRIEL A. DEE**, Filipino citizen, of legal age, and with office address at the 19th Floor, Liberty Center Building, 104 H.V. dela Costa Street, Salcedo Village, Makati City, Metro Manila, after having sworn in accordance with law, hereby depose and say, that

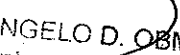
1. I am the duly appointed Compliance Officer of **MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION**, a corporation duly organized and existing under and by virtue of the Philippine Laws, with principal office and place of business at the Canlubang Industrial Estate Bo. Pittland, 4025 Cabuyao, Laguna (the "Corporation").
2. The Corporation has complied with its Manual of Corporate Governance for the completed year of 2012.
3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this certification on this day of 29 January 2013 at Makati City.


GABRIEL A. DEE
Compliance Officer

SUBSCRIBED AND SWORN TO before me this 29 January 2013 at Makati City, Metro Manila, affiant exhibited to me his Passport No. EB0598543 issued on 20 July 2010 at DFA, Pampanga.

Doc. No. 200
Page No. 41
Book No. II
Series of 2013.


PAUL ANGELO D. OBMINA
Appointment No. M-496
Notary Public for Makati City
Until Dec 31, 2013
18th 19th & 17th Floor
104 H.V. dela Costa Street
Salcedo Village
Makati City, Metro Manila
Roll of Attorneys
PTR 3676667/Makati City
IBP 908426/Makati City

Countersigned by:

A handwritten signature in black ink, consisting of several overlapping loops and a diagonal stroke, positioned above a horizontal line.

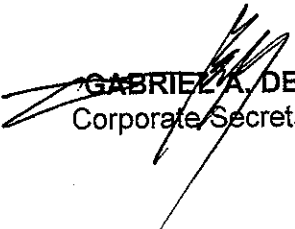
YUK MAN CHUNG
Chairman/President

UNDERTAKING

I, **GABRIEL A. DEE**, of legal age, Filipino and with office address at the 19th Floor, Liberty Center Building, 104 H.V. dela Costa Street, Salcedo Village, Makati City, after having been duly sworn to in accordance with law, hereby depose and state that:


1. I am the duly appointed Compliance Officer of **MANCHESTER INTERNATIONAL HOLDINGS UNLIMITED CORPORATION** (the "Corporation"), a domestic corporation duly organized and existing under and by virtue of Philippine laws, with principal office address in Cabuyao Industrial Estate, Cabuyao, Laguna.
2. In my capacity as Compliance Officer, I hereby undertake that I will cause the filing to the Securities and Exchange Commission (the "SEC") of the originally signed copy of the Certification of Compliance with Manual of Corporate Governance, as countersigned by Yuk Man Chung, President and Chairman of the Board of the Corporation, as soon as said certification is received.
3. I execute this to attest to the truth of the foregoing undertaking.

IN WITNESS WHEREOF, I have hereunto set my hand on 29 January 2013 at Makati City.


GABRIEL A. DEE
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 29 January 2013 in Makati City, affiant exhibiting to me his Passport No. EB0598543 issued on 20 July 2010 at DFA, Pampanga

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Page No. 2 ;
Book No. 11 ;
Series of 2013.


KEVIN EDRICK B. RELOPEZ
Appointment No. M-519
Notary Public for Makati City
Lib. E. No. 01-2013
18th Floor, Liberty Center
104 H.V. dela Costa Street
Salcedo Village, Makati City
Roll of Attorneys No. 60351
PTR 3676524/Makati City/01-07-2013
IBP 908427/Makati City /01-02-2013