VIVANT CORPORATION
NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Stockholders' Meeting of VIVANT CORPORATION will be held at the Cebu Country Club, Cebu City, on June 24, 2010 at 10:30 in the morning.

The Annual Stockholders' Meeting shall have the following Agenda:

1. Call to Order
2. Certification of Notice and Existence of a Quorum
3. Approval of Minutes of the June 19, 2009 Annual Stockholders' Meeting
4. Annual Report of Officers
5. Ratification of all Acts and Resolutions of the Board of Directors and Management adopted in the ordinary course of business for fiscal year 2009
6. Election of Directors (including Independent Directors)
7. Confirmation of the appointment of the External Auditors
8. Other Matters
9. Adjournment

Stockholders of record as of May 31, 2010 shall be the stockholders entitled to vote at this meeting. The Stock and Transfer Book shall be closed from May 31, 2010 to June 2, 2010, inclusive.

Cebu City, May 12, 2010.

FOR THE BOARD OF DIRECTORS:

JESS ANTHONY N. GARCIA
Corporate Secretary

We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may accomplish this proxy form provided below for the purpose, and submit the same to the Asst. Corporate Secretary, **Atty. Joan A. Giduquio-Baron,** on or before June 18, 2010. Validation of proxies shall be held on June 21, 2010.

PROXY

I/WE hereby name and appoint ______________________, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of **VIVANT CORPORATION** to be held at the Cebu Country Club, Cebu City, on June 24, 2010 at 10:30 in the morning, and at any postponement or adjournment thereof.

____
(Place executed)

____
(Date executed)

____
(Printed Name and Signature)

Witnessed by:

____
(Printed Name and Signature)

No.of Shares Held:__________

Securities & Exchange Commission
SEC Form 20-IS

Information Statement Pursuant to Section 20 of the Securities Regulation Code

SEC-CFD
MAY 12 2010

1. **Check the appropriate box:**

   Preliminary Information Statement: (√)

   Definitive Information Statement: ( )

2. **Name of Registrant as specified in its charter:** **VIVANT CORPORATION**

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

4. **SEC Registration Number:** 17522

5. **BIR Tax Identification Code:** 242-603-734-000

6. **Address of Principal Office:** Suite 907 Ayala Life-FGU Center, Cebu Business Park, Cebu City, Philippines 6000

7. **Registrant's Telephone Number, including area code:** (032) 234-2256
   (032) 234-2285

8. **Date, Time and Place of meeting of the security holders:** June 24, 2010 (Thursday)
   Cebu Country Club
   Gov. M. J. Cuenco Avenue
   Banilad, Cebu City
   10:30am

9. **Approximate date on which the Information Statement is first to be sent or given to security holders:** June 2, 2010

10. **Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:**

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	**1,023,456,698**

11. **Are any or all of the registrant's securities listed on a Stock Exchange?** Yes (√) No ( )

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

Other than election to office, no director, officer, nominee for election as a director of the Corporation has any direct or indirect substantial interest in any matter to be acted upon during the Meeting.

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

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

Class of Voting Shares as of April 30, 2010

The Corporation has effectively 1,023,456,698 issued and outstanding common shares, all of which are entitled to vote. For the purpose of voting the shares in the Meeting, one share is entitled to one vote.

Record Date

Under the Corporation's By-Laws, the Board of Directors shall have the authority to fix the record date for stockholders entitled to vote at any annual/regular stockholders' meeting. During a meeting held on May 7, 2010 the Board resolved to set May 31, 2010 as the record date to determine the stockholders entitled to notice and to vote in person or by proxy on the day of the Meeting.

Election of Directors and Cumulative Voting Rights

There will be an election of Directors for the year 2010-2011. If stockholders or proxies of stockholders owning more than two-thirds (2/3) of the outstanding capital stock are present and identified in the Meeting, voting shall be by raising of hands or *viva voce*, or by ballot, if requested by any voting stockholder. Every stockholder of common shares may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; *provided,* that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the whole number of directors to be elected.

As condition precedent to the exercise of the cumulative voting rights, no delinquent stock shall be allowed to vote. No discretional authority to cumulate votes is solicited.

No proxy solicitation is being made.

Security Ownership of Certain Record and Beneficial Owners and Management

As of April 30, 2009, the following are the persons known to the Corporation to be the direct or indirect record or beneficial owner of more than 5% of any class of the Issuer's voting securities:

(1) Title of class	(2) Name and address of record owner and relationship with issuer	3) Name of Beneficial Ownership and Relationship with Record Owner	(4)Citizenship	(5) No. of Shares Held	(6) Percentage
Common	MAI-I Resources Corporation 375-G Acacia St.,	Dennis N. A. Garcia; Director	Filipino	522,468,973	51.05%

	Lahug, Cebu City /Stockholder				
Common	JEG Development Corporation Blue Garden Commercial Complex, Wilson St.,Lahug, Cebu City /Stockholder	Ramontito E. Garcia, Chairman	Filipino	341,662,121	33.88%
Common	Mirant Global Corporation 5F,CTC Building, 2232 Roxas Blvd., Pasay City /Stockholder	Alfred V. Ty, Director	Filipino	116,555,553	11.39%

Dennis N. A. Garcia or Gil A. Garcia, II or Charles Sylvestre A. Garcia, directors of MRC, will vote for the shares of MRC.

Ramontito E. Garcia or Jose Marko G. Sarmiento, Chairman and Director, respectively, will vote for the shares of JDC.

Alfred V. Ty, Director of Mirant Global Corporation will vote for the shares of Mirant Global Corporation.

Security Ownership of Management

As of April 30, 2009 the following are the amount and nature of ownership of management:

(1) Title of class	(2) Name of Beneficial Owner	(3)Amount and nature of beneficial ownership	(4) Citizenship	(5)Percent of Class
Directors				
Common	Dennis N.A. Garcia	1(Direct)	Filipino	0.00%
Common	Ramontito E. Garcia	1(Direct)	Filipino	0.00%
Common	Efren P. Sarmiento	1(Direct)	Filipino	0.00%
Common	Gil A. Garcia, II	1(Direct)	Filipino	0.00%
Common	Charles Sylvestre A. Garcia	1 (Direct)	Filipino	0.00%
Common	Jose Marko G. Sarmiento	1 (Direct)	Filipino	0.00%
Common	Elbert M. Zosa	626(Direct)	Filipino	0.00%
Common	Alfred V. Ty	1 (Direct)	Filipino	0.00%
Common	Emil Andre M. Garcia	1 (Direct)	Filipino	0.00%
Common	Raul Ch. Rabe	1 (Direct)	Filipino	0.00%
Common	Jesus B. Garcia, Jr.	1 (Direct)	Filipino	0.00%
Other Directors and Officers				
	Arlo A. G. Sarmiento	0	Filipino	n.a.
	Jess Anthony N. Garcia	0	Filipino	n.a.
	Joan A. Giduquio-Baron	0	Filipino	n.a.
Common	**All Directors and Officers as a group**	**636 (Record)**	**Filipino**	**0.00%**

There are no arrangements that may result in a change in control of the Corporation.

Voting Trust Holders of 5% Or More

No person holds more than five per centum (5%) of the Corporation's common equity under a voting trust or similar agreement.

Changes in Control

There are no arrangements that had resulted in a change in control of the Corporation during the period covered by this report.

Item 5. Directors and Executive Officers

There will be an election of Directors during the Meeting. The Directors and Officers of the Corporation elected on June 19, 2009 shall hold office until the due election of their successors during the Meeting. The Nomination and Election Committee composed of: Atty. Jesus B. Garcia, Jr. (Chairman), Messrs. Dennis N. A. Garcia (member), Ramontito E. Garcia (member), and Arlo A. G. Sarmiento (member) have screened nominations for candidates to the Board of Directors. Messrs. Dennis N. A. Garcia and Ramontito E. Garcia formally nominated the candidates to the Nominations and Election Committee of the Corporation.

As conveyed to the Corporate Secretary, the following are the nominees for election to the Board of Directors for the year (2010 – 2011), together with their qualifications and business experience for the last five (5) years:

Dennis N. A. Garcia, 60 years old, Filipino; Chairman; Director and member of the Executive Committee of the Company since 2003; President and Co-Chairman of the Executive Committee of Visayan Electric Company, Inc., Vice Chairman of Cebu Private Power Corporation; President of Vivant Energy Corporation, and Hijos de F. Escaño, Inc.; Director, Abovant Holdings, Inc.; Director, MAI-I Resources Corporation; Director of VICS-Amlan Holdings Corp.; Director of VICS-Bakun Holding Corporation; Director, Delta P. Inc.; Director and Member of the Executive Committee of Cebu Energy Development Corporation; President, JEGVEG Realty, Inc.

Ramontito E. Garcia, 53 years old, Filipino; President of the Company; Director and Member of the Executive Committee of the Company since 2003; Vice-Chairman of Visayan Electric Company, Inc.; Vice President of Cebu Private Power Corporation; Director, Director, Delta P, Inc.; Director of VICS-Amlan Holdings Corp.; Director of VICS-Bakun Holding Corporation; Director, Hijos de F. Escaño, Inc.; Director, Cebu Energy Development Corporation; CEO, JEG Development Corporation, Vice President, JEGVEG Realty, Inc. and Director, Cebu Country Club, Inc.

Gil A. Garcia, II, 57 years old, Filipino; Director and Treasurer of the Company; Director and Treasurer of Visayan Electric Company, Inc.; Director of Vivant Energy Corporation and MAI-I Resources Corporation.

Elbert M. Zosa, 62 years old, Filipino; Director of the Company since 2003; Chairman of the Finance Committee of the Company; Executive Vice President of Rizal Commercial Banking Corporation; formerly Senior Vice President/Strategic Planning Head of Equitable PCI Bank; Managing Director (ex-officio) –PCI Capital Corporation; General Manager of the PCI Bank Foundation ; He obtained his MBA from the Wharton School, University of Pennsylvania.

Charles Sylvestre A. Garcia, Filipino, 49 years old, Director of the Company and Member of Executive Committee since 2003; Director of the Visayan Electric Company, Inc.

Efren P. Sarmiento, 59 years old, Filipino; Director of the Company and Member of the Executive Committee since 2003; Director, Reunion Holdings, Inc.; Chairman, Detalia Aurora, Inc.; past President, Mindanao Rattan Corporation; Past Director, Batolini S., Inc., Manila Machineries & Supply, Sarmiento Securities Corporation, Vitarich Corporation and Philippine Fried Chicken, Incorporated.

Jose Marko Anton G. Sarmiento, 31 years old, Filipino; Director and Member of the Executive Committee of the Company since 2008; Director and Chief Operating Officer of JEG Development

Corporation since 2009; Director and Treasury Manager of JEG Development Corporation since 2005 until 2009; Former Assistant Vice President of Detalia Aurora for Manufacturing..

Emil Andre M. Garcia, 31 years old; Filipino; Director since his designation to fill vacant board seat last April 30, 2009; Managing Director of Vismin Advent Traders, Inc.; Secretary and Treasurer of Emag Resources and Development Corporation; President of Christ Company.

Alfred Vy Ty, 42 years old, Filipino; Independent Director of the Company; Corporate Secretary, Metropolitan Bank & Trust Corporation; Vice Chairman, Toyota Motor Philippines Corporation; Chairman, Lexus Manila Inc.; President, Federalland, Inc.; Director, Philippine Long Distance Telephone Company; Chairman, Asia Pacific Top Mgt. (Marco Polo Plaza, Cebu); Corporate Secretary, Metrobank Foundation, Inc and Director, Global Business Power Corporation.

Compliance with SRC Rule 38 (Guidelines on the Nomination and Election of Independent Directors)

The Nomination and Election Committee similarly conducted a nomination of independent directors. It has pre-screened the qualifications of all nominated candidates, resulting in the following Final List of Candidates with their respective nominating stockholders and all pertinent information, who have been nominated by Messrs. Dennis N.A. Garcia and Ramontito E. Garcia who have no relationship to their nominees:

Raul Ch. Rabe, 69 years old, Filipino; Independent Director of the Company since 2003; Chairman, ACK Freight Express, Inc. since 1999; the Of Counsel of the Law Firm of Rodrigo, Berenguer & Guno (Makati City); Corporate Secretary of the Manila Economic & Cultural Office (MECO) since 2001; Director (Regular), the Bank of Commerce; Director, KGL-Negros Navigation; Director (Regular), Pet Plans, Inc. (Makati City); Foreign Service Officer of the Department of Foreign Affairs from 1968 up to 1999; Third to Second Secretary in London, 1972 to 1975; First Secretary in Bucharest, 1975 to 1979; Chief Deputy of Protocol of the Department of Foreign Affairs from 1979 to 1981; Minister Counselor in Jeddah, 1981 to 1982; Minister and later Deputy Chief of Mission in Washington D.C., 1982 to 1984 and 1986 to 1989, respectively; Consul General in Honolulu, 1984 to 1986; Assistant Secretary of the American Affairs, 1989 to 1992; Ambassador to Seoul, 1992 to 1993; Ambassador to Washington, 1993 to 1999; Special Envoy of the President of the Philippines for the America and OIC Countries in 2001.

Jesus B. Garcia, Jr., 65 years old, Filipino; Independent Director of the Company; Chairman of the Audit and Nomination and Election Committee of the Company; Cabinet Secretary, Department of Transportation and Communications (1992–1996); Chairman, SunStar Publishing, Inc.; Chairman, Pan Arts Corporation, Inc., SunStar Management, Inc.; President, Jesever Realty Corporation; President, Madre Realty Corporation; Director (Regular), Eupen Cable Asia, Inc. and Eupen Marketing Asia, Inc.

To the knowledge and/or information of the Corporation the above-named nominees have not been involved in criminal, bankruptcy or insolvency investigations or proceedings for the past five (5) years up to the latest date that are material to evaluation.

To the knowledge and/or information of the Corporation the said persons have not been convicted by final judgment or any offense punishable by the laws of the Republic of the Philippines or of the laws of any other nation/country, including being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities for the past five (5) years up to the latest date.
To the knowledge and/or information of the Corporation the said persons have not been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation for the past five (5) years up to the latest date.

The shareholdings of the above-nominees for independent directors of the Corporation are merely qualifying shares and, individually or added together, does not exceed five percent (5%) of the Corporation's outstanding shares. The Corporation does not have any commitment to the nominees with respect to the issuance of the new common shares of the Corporation.

Executive Officers

Moreover, the Nomination and Election Committee composed of: Atty. Jesus B. Garcia, Jr. (Chairman), Messrs. Dennis N. A. Garcia (member), Ramontito E. Garcia (member), and Arlo A. G. Sarmiento (member) have screened nominations for candidates to the Executive Officer positions for the year 2009 - 2010. Messrs. Dennis N. A. Garcia and Ramontito E. Garcia formally nominated the candidates to the Nominations and Election Committee of the Corporation:

Dennis N. A. Garcia, 60 years old, Filipino; Chairman; Director and member of the Executive Committee of the Company since 2003; President and Co-Chairman of the Executive Committee of Visayan Electric Company, Inc., Vice Chairman of Cebu Private Power Corporation; President of Vivant Energy Corporation, and Hijos de F. Escaño, Inc.; Director, Abovant Holdings, Inc.; Director, MAI-I Resources Corporation; Director of VICS-Amlan Holdings Corp.; Director of VICS-Bakun Holding Corporation; Director, Delta P. Inc.; Director and Member of the Executive Committee of Cebu Energy Development Corporation; President, JEGVEG Realty, Inc.

Ramontito E. Garcia, 53 years old, Filipino; President of the Company; Director and Member of the Executive Committee of the Company since 2003; Vice-Chairman of Visayan Electric Company, Inc.; Vice President of Cebu Private Power Corporation; Director, Director, Delta P, Inc.; Director of VICS-Amlan Holdings Corp.; Director of VICS-Bakun Holding Corporation; Director, Hijos de F. Escaño, Inc.; Director, Cebu Energy Development Corporation; CEO, JEG Development Corporation, Vice President, JEGVEG Realty, Inc. and Director, Cebu Country Club, Inc.

Gil A. Garcia, II, 57 years old, Filipino; Director and Treasurer of the Company; Director and Treasurer of Visayan Electric Company, Inc.; Director of Vivant Energy Corporation and MAI-I Resources Corporation.

Arlo A. G. Sarmiento, 34 years old, Filipino, Chief Operating Officer of the Company since 2003; Director and Member of Executive Committee and Vice President for Utility Economics of Visayan Electric Company, Inc.; Director and Chief Financial Officer of Vivant Energy Corporation; Director and Treasurer, Cebu Private Power Corporation; Director, Delta P, Inc.; Director and Treasurer of Abovant Holdings, Inc; Director and Chief Operating Officer of Hijos de F. Esacaño, Inc. and Chief Financial Officer for JEG Development Corporation.

Jess Anthony N. Garcia, 37 years old, Filipino, Corporate Secretary and Corporate Information Officer of the Company; Corporate Secretary of Vivant Energy Corporation since 2003; Assistant Corporate Secretary of Visayan Electric Company, Inc.; *Juris Doctor* degree from the Ateneo de Manila University School of Law; member of the California Bar since 2002; professor of law at the University of Cebu; Managing Partner of J.P. Garcia and Associates.

Joan A. Giduquio-Baron, 39 years old, Filipino, the Assistant Corporate Secretary and Compliance Officer since 2003; Corporate Secretary, JEGVEG Realty Inc. since 2007; *Juris Doctor* from the Ateneo de Manila University School of Law in 1996; and Master in Management degree from the Asian Institute of Management (AIM) in 2001; Partner of J.P. Garcia and Associates; Associate Attorney with Puno and Puno Law Offices for 1997-2001.

Significant Employees

The Corporation considers its entire work force as significant employees. Everyone is expected to work together as a team to achieve the Corporation's goal and objectives.

Family Relationships

Messrs. Dennis N. A. Garcia, Charles Sylvestre A. Garcia and Gil A. Garcia, II are brothers, or related within the second civil degree by consanguinity.

Mr. Ramontito E. Garcia is related within the fourth civil degree by consanguinity (cousin) to Messrs. Dennis N. A. Garcia, Charles Sylvestre A. Garcia and Gil A. Garcia, II, and related within the second civil degree by affinity (brother-in-law) to Mr. Efren P. Sarmiento.

Mr. Elbert M. Zosa is a brother-in-law of Messrs. Dennis N. A. Garcia, Charles Sylvestre A. Garcia, and Gil A. Garcia, II or related within the second civil degree by affinity.

Mr. Emil Andre M. Garcia is the son of Mr. Dennis N. A. Garcia, and is related within the third civil degree by consanguinity to Charles Sylvestre A. Garcia and Gil A. Garcia.

Mr. Arlo A. G. Sarmiento is the son of Mr. Efren Sarmiento, and related within the third civil degree by consanguinity (nephew) to Mr. Ramontito E. Garcia. He is also related within the fifth civil degree by consanguinity to Mssrs. Dennis N. A. Garcia, Charles Sylvestre A. Garcia, and Gil A. Garcia, II. He is also related within the fourth civil degree by consanguinity to Emil Andre M. Garcia.

Mr. Jose Marko Anton G. Sarmiento is the son of Mr. Efren P. Sarmiento and brother of Mr. Arlo Sarmiento, thus, related within the second civil degree by consanguinity to Mr. Arlo Sarmiento. He is also related within the fifth civil degree by consanguinity to Mssrs. Dennis N. A. Garcia, Charles Sylvestre A. Garcia, and Gil A. Garcia, II.

Atty. Jess Anthony N. Garcia is related within the third civil degree by consanguinity (nephew) to Atty. Jesus B. Garcia, Jr.

Other than the foregoing, there are no other family relationships known to the Corporation.

<u>Involvement in Certain Legal Proceedings</u>

The Corporation is not involved in any material litigation.

To the knowledge and/or information of the Corporation, the incumbent Directors and Executive Officers of the Corporation are not, presently, or during the last five (5) years, involved or have been involved in criminal, bankruptcy or insolvency investigations or proceedings for the past five (5) years up to the latest date. There is also no bankruptcy petition filed by or against any business of which they were general partners or executive officers at the time of the bankruptcy or within two years prior to that time.

To the knowledge and/or information of the Corporation, the said persons have not been convicted by final judgment or any offense punishable by the laws of the Republic of the Philippines or of the laws of any other nation/country, including being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities for the past five (5) years up to the latest date.

To the knowledge and/or information of the Corporation, the said persons have not been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation for the past five (5) years up to the latest date.

<u>Certain Relationships and Related Transactions</u>

In the normal course of business, the Corporation transacts with companies who are considered related parties under PAS 24, *Related Party Disclosures*. These transactions consist mainly of non-interest bearing cash advances to associates and stockholders, non-interest bearing cash advances from associates, US dollar-denominated trade and loan receivable from Delta P, Management fees from the Corporation's associates, non-interest short term receivables from its officers and employees, and compensation of key management personnel (please refer to Note 15 of the 2009 audited financial statements).

Resignation of Directors

No director has resigned or declined to stand for re-election to the board of directors because of a disagreement with the Corporation on any matter relating to the registrant's operations, policies or practices.

Item 6. Compensation of Directors and Executive Officers

There is no action proposed to be taken with respect to any bonus, profit sharing or other compensation plan, contract or arrangement in which any director or executive officer of the Corporation will participate; any pension or retirement plan in which any person will participate; and any granting or extension to any person of any options, warrants or rights to purchase any securities on a pro rata basis.

The following is a Summary Compensation Table on the aggregate compensation paid and accrued during the last two (2) calendar years on the Corporation's Chief Executive Officer and the two (2) most highly compensated executive officers:

Compensation of top (4) executive officers

Information as to the aggregate compensation paid and accrued during the last two calendar years to the Corporation's President and the four (4) most highly compensated executive officers are as follows:

SUMMARY COMPENSATION TABLE

Annual Compensation

(a) Name & Principal Position	(b) Year	(c) Salary (P)	(d) Bonus	(e) Other Annual Compensation
Dennis N. A. Garcia, Chairman	2008			
Ramontito E. Garcia, President	2008			
Arlo A. G. Sarmiento, COO	2008			
Ramontito E. Garcia, Chairman	2009			
Dennis N. A. Garcia, President	2009			
Arlo A. G. Sarmiento, COO	2009			
All above-named officers and directors as a Group	2008	5,347,251.89	1,222,222.21	
	2009	7,642,375.93	1,222,222.21	
	2010 (est.)	6,216,810.80	1,222,222.21	

Other than those disclosed above, there are no other executive officers who are compensated.

Other than honoraria for meetings attended, there are no standard arrangements pursuant to which directors of the Issuer are compensated, or are to be compensated, directly or indirectly, for any services provided as a director, including any additional amounts payable for committee participation or special assignments for the last completed fiscal year and the ensuing year.

The Corporation has management consultancy contracts with Mai-I Resources Corporation and JEG Development Corporation.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

The COO, Mr. Arlo A. G. Sarmiento has an employment contract with the Corporation for his position as Chief Operating Officer, containing a fixed monthly compensation, with his corresponding duties and responsibilities as such. There are no compensatory plan or arrangement, including payments to be received from the Corporation, with respect to a named executive officer where such plan or arrangement results or shall result from the resignation, retirement or any other termination of such executive officer's employment with the Corporation and its subsidiaries or from a change-in-control of the Corporation or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all period payments or installments, which exceeds P2,500,000.

No director or executive officer has outstanding warrants or options exercisable against the Corporation.

Item 7. Independent Public Accountants

During the 2009 Annual Stockholders' Meeting, KPMG Manabat Sanagustin & Co. was re-appointed as auditors for 2009-2010. There were no disagreements with the former external auditor on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to the satisfaction of the former accountant, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report. The Audit Committee is composed of: Atty. Jesus B. Garcia, Jr. (Chairman), Messrs. Ramontito E. Garcia (Member), Elbert M. Zosa (Member), and Gil A. Garcia II (Member).

For the last three (3) fiscal years, there have been no disagreements with the former independent accountants on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Representatives of KPMG Manabat Sanagustin & Co. will be present at the Meeting to respond to any queries in regard to the financial statements and will have the opportunity to make a statement, should they so desire.

The Corporation is in compliance with SEC Memorandum Circular No. 08-03 (Rotation of External Auditors) in relation to Rule 68 of the Implementing Rules and Regulations of the Securities Regulation Code.

In a SEC Form 17-C dated March 20, 2006, the Corporation disclosed that In compliance with SEC Memorandum Circular No. 08-03 (Rotation of External Auditors), the Board of Directors today resolved to replace BDO Alba Romeo & Company with Punongbayan & Araullo as its external auditors. BDO Alba Romeo & Company has been the external auditor of Vivant Corporation since January 2003. There has been no disagreement with respect to the transfer of the account or other accounting/auditing issues with the previous external auditors.

Subsequently, during the annual stockholders' meeting held on June 10, 2009, KPMG Manabat Sanagustin & Co. was appointed as external auditor for the year 2009-2010. The same was reported in a SEC Form 17-C report.

External Audit Fees and Services

The external audit and consultancy fees for the years 2009 and 2008 were as follows:

	Year ended December 31, 2009 (in Pesos)	Year ended December 31, 2008 (in Pesos)
Audit Fees	345,000.00	345,000.00
Other Audit-Related Fees	0.00	0.00
Total	**345,000.00**	**345,000.00**

Audit services of external auditors for the years 2009 and 2008 had been pre–approved by the Audit Committee. The Committee had also reviewed the extent and nature of these services to ensure that the independence of the external auditors is preserved.

Item 8. Compensation Plans

There is no action to be taken by the Corporation at the Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

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

There is no action to be taken with respect to the authorization or issuance of any security.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

There is no action to be taken with respect to the authorization or issuance of any security, or with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken with respect to any transaction involving any merger, consolidation, acquisition, sale or transfer of all or any substantial part of the assets, or liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition of Property

As disclosed to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc., Vivant Energy Corporation ("VEC"), the wholly-owned subsidiary of the Corporation, together with Aboitiz Power Corporation, formed Abovant Holdings, Inc. in which VEC owns 40% equity therein. In turn, Abovant Holdings, Inc. owns 44% of the Cebu Energy Development Corporation, a consortium with Metrobank's Global Business Power Corporation and Formosa Heavy Industries of Taiwan. Cebu Energy Development Corporation will be investing in a 246 MW coal-fired power plant in Toledo City, Cebu.

Item 14. Restatement of Accounts

In compliance with the pronouncements of the ASC and the regulations of the SEC, the Company has adopted all the relevant PFRSs in its financial statements for the year ended December 31, 2005, with January 1, 2004 as its transition date. The transition from the previous generally accepted accounting principles (GAAP) in the Philippines to PFRSs has been made in accordance with PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards.*

The Corporation's financial statements for 2009 and the comparatives presented for 2008 comply with all presentation and disclosure requirements of the relevant Philippine Financial Reporting Standards applicable for accounting periods commencing on or after January 1, 2005.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

1. Approval of the Minutes of the June 19, 2009 Annual Meeting of Stockholders.

Summary of the Minutes of the June 19, 2009 Annual Meeting

The following is a summary of the items in the Agenda taken during the 2008 Annual Stockholders' Meeting:

(1) Approval and adoption of the minutes of the June 27, 2008 Annual Stockholders' Meeting;

(2) Annual Report of the Officers;

(3) Ratification of all acts and resolutions of the Board of Directors and Management in the ordinary course of business for the fiscal year 2008;

(4) Election of the following members of the Board of Directors for the year 2009 - 2010:

1. Dennis N. A. Garcia
2. Emil Andre' M. Garcia
3. Gil A. Garcia, II
4. Charles Sylvestre A. Garcia
5. Elbert M. Zosa
6. Ramontito E. Garcia
7. Efren P. Sarmiento
8. Jose Marko Anton G. Sarmiento
9. Alfred V. Ty
10. Amb. Raul Ch. Rabe (Independent Director)
11. Atty. Jesus B. Garcia, Jr. (Independent Director)

(5) Confirmation of the appointment of KPMG Manabat Sanagustin & Co. as external auditor;

Item 16. Matters Not Required to be Submitted

There is no action to be taken with respect to any matter that is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, By-laws or Other Documents

There is no proposal to amend the Articles of Incorporation or By-Laws.

Item 18. Other Proposed Actions

1. Ratification of all Acts and Resolutions of the Board of Directors and Management adopted in the ordinary course of business for fiscal year 2009, together with other resolutions duly adopted in the ordinary course of trade or business::

(a) Approval of contracts in the course of business;
(b) Treasury matters related to opening of accounts and bank transactions;
(c) Appointment of signatories and amendments thereto.

2. Confirmation of the appointment of External Auditors.

Item 19. Voting Procedures

Pursuant to the Corporation Code, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, as of the record date, in his own name in the stock and transfer book of the Corporation.

Approval and Ratification

The approvals to be obtained, as aforementioned, will require the affirmative vote by stockholders representing at least a majority of the Corporation's outstanding common stock present or represented and entitled to vote at the Meeting. Abstentions, with respect to any matter, are treated as shares present and represented and entitled to vote for the purpose of determining whether the stockholders have approved that matter; thus, abstentions have the same effect as negative votes. Broker non-votes and shares as to which proxy authority has been withheld with respect to any matter are not deemed to be present or represented for purposes of determining whether stockholder approval of that matter has been obtained.

Items requiring the vote of stockholders will be presented for approval of the stockholders at the Meeting. If stockholders or proxies of stockholders owning more than majority of the outstanding capital stock are present and identified in the Meeting, voting shall be by raising of hands or *viva voce;* otherwise, voting shall be done in writing by secret ballot and counted thereafter if requested by any voting stockholder. The Corporate Secretary, Atty. Jess Anthony N. Garcia and the Assistant Corporate Secretary, Atty. Joan A. Giduquio-Baron shall validate and count the votes cast.

Voting for Directors

In the election of directors, there must be present, either in person or by representative authorized to act by written proxy, the owners of the majority of the outstanding capital stock. The election shall be by raising of hands or *viva voce*; otherwise, voting shall be done in writing by secret ballot and counted thereafter, if requested by any voting stockholder. A stockholder of record entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at record date, in his own name on the stock books of the corporation, and he may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; *provided,* that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.

Item 20. Legal Proceedings

No material legal proceedings are pending against or filed by the Corporation.

Item 21. Financial and Other Information

The Corporation's audited financial statements for the year ended December 31, 2009 and the First Quarter ended March 31, 2010 are attached hereto.

A copy of the Corporation's Form 17-A will be made available free of charge upon request from the Assistant Corporate Secretary, Atty. Joan A. Giduquio-Baron, located at the 9th Floor, Unit 902, Ayala Life-FGU Center, corner Mindanao Avenue and Biliran Road, Cebu Business Park, Cebu City.

SIGNATURE

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 Cebu on May 12, 2010.

VIVANT CORPORATION
Issuer

By:

JESS ANTHONY N. GARCIA
Corporate Secretary

MANAGEMENT REPORT

Management's Discussion and Analysis

FOR THE YEAR 2009

For the next twelve (12) months, the Corporation shall continue to pursue its primary purpose as a holding company for shares of stock in its investee companies - VECO, Hijos de F. Escano, Inc., Vivant Energy Corporation and VC Ventures Net, Inc.

As a holding company, it shall satisfy its cash requirements through dividends declared by these investee companies.

The Corporation does not anticipate undertaking any product research and development for its operation, nor does it expect any purchase or sale of plant and significant equipment nor any significant change in the number of employees.

(2) Management's Discussion and Analysis

Management uses the following key performance indicators for the Corporation and its investee companies: (a) equity earnings, (b) Earnings before Interest, taxes, Depreciation and Amortization (EBITDA), (c) debt-to-equity ratio, (d) current ratio, and (e) cash flow generated.

(a) Equity Earnings or (Loss)

Equity earnings or (loss) is the Corporation's share in the income or loss of subsidiaries accounted for under the equity method. It indicates the profitability of the subsidiaries and measures their contribution to the profitability of the parent. Equity in net earnings of associated companies decreased by 18% to Php271,578,586 in 2009 from Php329,956,454 in 2008.

(b) EBITDA

Earnings before interest, taxes, depreciation, and amortizations (EBITDA) is calculated by taking operating income and adding back to it interest, depreciation, and amortization expenses. Since EBITDA eliminates the effects of financing and accounting decisions, it can provide a relatively good comparison of the performance of the Corporation with other players in the industry. EBITDA decreased by 11% to Php330,011,764 in 2009 from Php418,988,010 in 2008.

(c) Debt to Equity Ratio

Debt to Equity ratio is computed by dividing total liabilities with total stockholders' equity. As of December 31, 2008, the Corporation is bound by a loan covenant which requires the debt to equity ratio not to exceed Php2:Php1. Debt to Equity ratio increased to Php0.26:Php1 in 2009 from Php0.20:Php1 in 2008.

(d) Current Ratio

Current ratio is computed by dividing current assets with current liabilities. This indicates the liquidity of the Corporation in the short term and measures the peso amount of current asset available to cover a peso amount of current liability. Current Ratio decreased to Php4:Php1 in 2009 from Php7:Php1 in 2008.

(e) Cash Flow Generated

Cash flow generated indicates the ability of the Corporation to generate enough cash for operating, investing, and financing activities. Net Cash Flow Generated decreased to (Php193,684,267) in 2009 from Php 152,555,123 in 2008.

Full Fiscal Year ended December 31, 2009

At the end of 2009 the Corporation had consolidated revenues of Php357,886,754 compared to revenues in the previous year of Php395,912,735, a 10% decrease. Equity in Net Earnings of Associates decreased by 18% to Php271,578,586 in 2009 from Php329,956,454 in 2008. The decrease was due to lower income contributions from its subsidiaries and associates. Management Fees increased by 50% to Php77,922,224 in 2009 from Php 52,000,000 in 2008. Interest income likewise decreased by 53% to Php5,459,679 in 2009 from Php11,561,700 in 2008. The decrease was due to lower cash placements in 2009. Other income increased to Php2,926,265 in 2009 from Php 2,394,581 in 2008. The increase was primarily due to additional rental income

Consolidated operating expenses increased by 12% to Php34,314,809 in 2009 from Php 30,604,692 in 2008. The increase was primarily due to increases in salaries and employee benefits, travel expenses, representation expenses, communication and utilities, and rent and association dues. Salaries and employee benefits increased by 38% to Php10,864,824 in 2009 from Php7,854,449 in 2008. The increase was due to timing difference in the booking of management and employee bonuses. Travel expenses increased by 9% to 1,971,005 in 2009 from Php 1,813,296 in 2008 due to increased business activity. Representation expenses likewise increased by 74% to Php1,290,842 in 2009 from Php743,347 in 2008. The increase was likewise due to increased business activity. Communication and utilities expense increased by 12% to 708,086 in 2009 from Php 630,263 in 2008, due to increased business activity. Rent and association dues increased by 8% to 230,165 in 2009 from Php213,999 in 2008. The Corporation leased additional office space in 2009.

These increases were partly offset by the decrease in security and janitorial expenses, impairment losses on investments and receivables, and other operating expenses. Security and janitorial expenses decreased by 43% to Php180,000 in 2009 from Php315,000 in 2008. The decrease was due to the reduction of the number of security guards. Impairment losses on investments and receivables also decreased by 100% to NIL in 2009 from Php58,900 in 2008. No additional impairment was recognized in 2009. Other operating expenses likewise increased by 4% to Php2,470,323 in 2009 from Php2,373,590 in 2008.

In 2009, net income attributable to the shareholders of the Parent amounted to Php230,792,001, representing a 22% decrease from Php297,799,823 in 2008.

Changes in Registrant's Resources, Liabilities, and Shareholders Equity

The Corporation's consolidated total assets increased by 10% to Php4,196,776,228 in 2009 from Php 3,827,124,625 in 2008, primarily due to the increases in receivables, prepayments and other current assets, and deferred tax assets. Receivables increased by 93% to 1,168,767,321 in 2009 from Php 606,982,196 in 2008 primarily due to additional advances to an associate to be invested in a power project. Prepayments and other current assets increased by 97% to Php21,177,363 in 2009 from Php10,773,975 in 2008 due to the accumulation of creditable withholding taxes and input value added taxes. Deferred tax assets increased by 25% to 20,340,455 in 2009 from Php16,291,898 in 2008 due to the additional NOLCO and MCIT.

The above increases were partly offset by the decreases in cash and cash equivalents, loan receivable, and property and equipment. Cash and cash equivalents decreased by 55% to Php157,887,407 in 2009 from Php351,571,674 due to the sizable advances the Corporation made to an associate to be invested in a power project. Loan receivable likewise decreased by 100% to NIL in 2009 from Php18,072,504 in 2008. The loan receivable was collected in full in 2009. Property and equipment also decreased by 29% to Php13,043,787 in 2009 from Php18,428,612 in 2008. The decrease was primarily due to the reclassification of land improvements into investment property.

Consolidated total liabilities increased by 35% to Php865,250,469 in 2009 from Php 642,955,616 in 2008 primarily due to increases in trade and other payables and notes payable. Trade and other payables increased by 29% to Php29,734,360 in 2009 from Php 23,096,891 in 2008 due to advances from a stockholder. Advances to related parties decreased by 99% to Php1,449,972 in 2009 from Php 119,846,225 in 2008 due to the payment of the advances from CPPC. Deferred tax liabilities likewise increased by 16154% to Php2,031,809 in 2009 from Php12,500 in 2008. The increase pertains to the tax effect of unrealized foreign currency gain.

Stockholders' Equity increased by 5% to Php3,331,525,759 in 2009 from Php3,184,169,009 in 2008 due mainly to the current year's earnings.

Material Changes in Liquidity and Cash Reserves of Registrant

Cash generated from operating activities decreased by 3745% to a net cash used by operating activities of Php46,759,874 in 2009 from a net cash provided by operating activities of Php17,016,655 in 2008 mainly due to higher payments for finance costs.

Net cash provided by investing activities decreased by 32% to 319,054,312 in 2009 from Php 470,546,760 in 2008. Dividends received from associates decreased by 32% to 318,205,196 in 2009 from Php 465,814,815 in 2008.

Net cash used in financing activities increased by 39% to Php465,978,705 in 2009 from Php335,008,292 in 2008. Dividends paid to shareholders decreased by 11% to Php161,336,596 in 2009 from Php181,853,202 in 2008.

Cash inflows are expected to be sufficient for the Corporation's projected outflows in the foreseeable future, and its cash reserves are more than adequate for any given year's average cash requirements.

Material Events and Uncertainties

The Corporation is committed to invest in Cebu Energy Development Corporation and Amlan Hydro Power, Inc. through VEC, that may result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.

There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

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.

There are no material commitments for capital expenditures.

There are no seasonal aspects that had a material effect on the financial condition or results of operations.

FOR THE YEAR 2008

Management uses the following key performance indicators for the Corporation and its investee companies: (a) equity earnings, (b) Earnings before Interest, taxes, Depreciation and Amortization (EBITDA), (c) debt-to-equity ratio, (d) current ratio, and (e) cash flow generated.

(a) Equity Earnings or (Loss)

Equity earnings or (loss) is the Corporation's share in the income or loss of subsidiaries accounted for under the equity method. It indicates the profitability of the subsidiaries and measures their contribution to the profitability of the parent. Equity in net earnings of associated companies increased by 11% to Php329,956,454 in 2008 from Php295,992,135 in 2007.

(b) EBITDA

Earnings before interest, taxes, depreciation, and amortizations (EBITDA) is calculated by taking operating income and adding back to it interest, depreciation, and amortization expenses. Since EBITDA eliminates the effects of financing and accounting decisions, it can provide a relatively good comparison of the performance of the Corporation with other players in the industry. EBITDA decreased by 38% to Php418,602,322in 2008 from Php675,337,032 in 2007.

(c) Debt to Equity Ratio

Debt to Equity ratio is computed by dividing total liabilities with total stockholders' equity. As of December 31, 2008, the Corporation is bound by a loan covenant which requires the debt to equity ratio not to exceed Php2:Php1. Debt to Equity ratio increased to Php0.25:Php1 in 2008 from Php0.09:Php1 in 2007.

(d) Current Ratio

Current ratio is computed by dividing current assets with current liabilities. This indicates the liquidity of the Corporation in the short term and measures the peso amount of current asset available to cover a peso amount of current liability. Current Ratio increased to Php4.69:Php1 in 2008 from Php1.20:Php1 in 2007.

(e) Cash Flow Generated

Cash flow generated indicates the ability of the Corporation to generate enough cash for operating, investing, and financing activities. Net Cash Flow Generated increased to Php 152,555,123 in 2008 from Php124,493,004 in 2007.

Full Fiscal Year ended December 31, 2008

The Corporation ended 2008 with consolidated revenues of Php395,638,291 compared to revenues in the previous year of Php710,383,623, a 44% decrease. Equity in Net Earnings of Associates increased by 11% to Php 329,956,454 in 2008 from Php295,992,135 in 2007. The decrease was due to higher income contributions from associate companies in 2008. Management Fees increased by 60% to Php 52,000,000 in 2008 from Php32,401,664 in 2007. Other income decreased to Php 2,394,581 from Php377,845,740 in 2007. The decrease was primarily due to a one-time gain recognized in 2007 pertaining to the excess of net assets acquired over cost.

Consolidated operating expenses increased by 8% to Php 30,715,936 in 2008 from Php28,323,210 in 2007. The increase was primarily due to the increases in professional fees, salaries and employee benefits, travel expenses, depreciation and amortization, representation expenses, communication and utilities, rent and association dues, and impairment loss. Professional fees increased by 10% to Php13,845,330 in 2008 from Php12,537,434 in 2007. The increase was due to increased business activities in 2008. Salaries and employee benefits increased by 94% to Php 7,854,449 in 2008 from Php4,034,729 in 2007. The increase was due to the increase in salaries and benefits of employees as well as bonuses granted to management. Travel expenses likewise increased by 131% to Php 1,813,296 in 2008 from Php 783,189 in 2007. The increase was due to increased business activity in 2008. Depreciation and amortization increased by 69% to Php 1,769,186 in 2008 from Php 1,047,953 in 2007. The increase was due to the adoption of new accounting rules pertaining to depreciation of assets. Representation expenses increased by 22% to Php 743,347 in 2008 from Php 606,934 in 2007. The increase was due to increased business activities in 2008. Communication and utilities expense likewise increased by 40% to Php 630,263 in 2008 from Php 450,647 in 2007. The increase was due to increased business activities in 2008. Rent and association dues increased by 27% to Php213,999 in 2008 from Php168,324 in 2007. The increase pertain to the association dues of an office unit which was previously rented out. Impairment loss was likewise recognized in 2008 which loss pertains to the decline in the fair values of the Corporation's available-for-sale investments. No such impairment loss was recognized in 2007.

The above increases were, however, offset by the decreases in taxes and licenses, security and janitorial and other operating expenses. Taxes and licenses decreased by 22% to Php 987,332 in 2008 from Php1,262,359 in 2007. The decrease was due to lower business taxes and realty taxes in 2008. Security and janitorial expenses decreased by 12% to Php 315,000 in 2008 to Php 360,000 in 2007. The decrease was due to the reduction in security personnel. Other operating expenses likewise decreased by 65% to Php 2,484,834 in 2008 from Php7,071,641 in 2007. The decrease was due to losses recognized in 2007 pertaining to the sale of investment property and available-for-sale investments as well as losses on litigation.

As a result, consolidated net income decreased by 43% to Php 383,228,375 from Php 668,666,774 in 2007. In 2008, net income attributable to shareholders of the Parent amounted to Php297,799,823, a 52% decrease from Php 615,104,256 in 2007.

Changes in Registrant's Resources, Liabilities, and Shareholders Equity

The Corporation's consolidated total assets increased by 55% to Php 3,515,296,445 in 2008 from Php2,271,161,719 in 2007. The increase in total assets was primarily due to the increase cash and cash equivalents, receivables, prepaid expenses and other current assets, investments in associates, property and equipments, and investment properties. Cash and cash equivalents increased by 77% to Php 351,571,674 in 2008 from Php 199,016,551 in 2007. The increase primarily came from loan proceeds. Receivables increased by 2711% to Php 606,982,196 in 2008 from Php 21,591,500 in 2007, The increase was due to various advances made to an associate company for investment purposes. Prepaid expenses and other current assets increased by 328% to Php10,773,975 in 2008 from Php 2,519,488 in 2007. The increase was due to the accumulation of creditable withholding taxes. Investments in associates increased by 25% to Php 2,261,006,895 in 2008 from Php 1,808,778,878 in 2007. The inrease was due to equity in the net earnings of associate companies and the recognition of the Corporation's share in appraisal increment of the assets of a subsidiary. Property and equipments increased by 12% to Php 18,428,612 in 2008 from Php 16,447,171 in 2007. The increase was due to acquisition of additional office equipments. Investment properties likewise increased by 36% to Php 182,334,000 in 2008 from Php 134,142,826 in 2007. The increase was due to the recognition of appraisal increment on the properties.

The above increases were, however, offset by the decrease in loans receivable. Loans receivable decreased by 19% to Php 18,072,504 in 2008 from Php 22,231,320 in 2007. The decrease was due to collection of receivables.

Consolidated total liabilities increased by 279% to Php 706,555,617 in 2008 from Php186,144,412 in 2007. The increase was primarily due to availment of a long term loan from a local bank.. Trade and other payables increased by 85% to Php 23,096,892 in 2008 from Php12,499,674 in 2007. The increase was due to accruals for interest payments on the loans. Likewise, advances from stockholders and associates increased by 6% to Php 183,446,225 in 2008 from Php 173,602,982 in 2007. The increase was due to additional advances from an associate company in 2008.

Stockholders' Equity increased by 35% to Php 2,808,740,829 in 2008 from Php2,085,017,307 in 2007. This growth was due mainly to earnings for the year and revaluation reserves arising from the appraisal increment in the properties of a subsidiary and an associate company.

Material Changes in Liquidity and Cash Reserves of Registrant

Cash generated from operating activities increased by 48% to Php 32,794,656 in 2008 from Php22,148,975 in 2007 mainly due to management fees and interest income in 2008.

Net cash provided by investing activities increased by 432% to Php 404,556,451 in 2008 from Php76,018,992 in 2007. Dividends received from associates increased by 88% to Php 402,214,815 in 2008 from Php214,010,760 in 2007.

Net cash used in financing activities increased to Php 284,795,984 in 2008 from a net cash flow of Php26,325,537 in 2007. Dividends paid to shareholders increased by 24% to Php 181,853,202 in 2008 from Php146,942,391 in 2007.

Cash inflows are expected to be sufficient for the Corporation's projected outflows in the foreseeable future, and its cash reserves are more than adequate for any given year's average cash requirements. Furthermore, the Corporation has financial commitments within the next twelve months to Cebu Energy Development Corporation.

Material Events and Uncertainties

The Corporation is committed to invest in Cebu Energy Development Corporation, through VEC's investment in Abovant Holdings, Inc. that may result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.

There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

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.

Other than the material commitment of its wholly-owned subsidiary VEC for Cebu Energy Development Corporation, there are no material commitments for capital expenditures.

There are no seasonal aspects that had a material effect on the financial condition or results of operations.

The Corporation intends to continue pursuing its primary purpose of being a holding company and does not intend to substantially deviate from the same.

FOR THE INTERIM PERIOD (FIRST QUARTER 2010)

Management uses the following key performance indicators for Vivant Corporation (the "Corporation") and its investee companies: (a) Equity earnings, (b) Earnings before Interest, taxes, depreciation and amortization (EBITDA), (c) Debt-to-equity ratio, (d) Current ratio, and (e) Cash flow generated.

(a) Equity Earnings

Equity earnings (or loss) is the Corporation's share in the income or loss of subsidiaries accounted for under the equity method. It indicates the profitability of the subsidiaries and measures their contribution to the profitability of the parent. Equity earnings for the 1st Quarter of 2010 amounted to Php62,274,472, representing a 64% increase from the equity earnings in 1st Quarter of 2009 which amounted to Php37,921,710.

(b) EBITDA

Earnings before interest, taxes and depreciation (EBITDA) is calculated by taking operating income and adding back to it the interest, depreciation, and amortization expenses. Since EBITDA eliminates the effects of financing and accounting decisions, it can provide a relatively good comparison of the performance of the Corporation with other players in the industry. EBITDA for the 1st quarter of 2010 amounted to Php76,210,348, representing a 43% increase compared to that of the 1st quarter of 2009 which amounted to Php53,309,329.

(c) Debt-to-Equity Ratio

Debt-to-Equity ratio is computed by dividing total liabilities with total stockholders' equity. At present, the Corporation is bound by a loan covenant that requires a limit of 2:1 debt-to-equity ratio. Debt-to-equity ratio as of the end of 1st quarter of 2010 is Php0.37:1.00 compared with a debt to equity ratio of Php0.26:1.00 at the end of the year 2009.

(d) Current Ratio

Current ratio is computed by dividing current assets with current liabilities. This indicates the liquidity of the Corporation in the short term and measures the peso amount of current asset available to cover a peso amount of current liability. Current ratio as of the end of 1st quarter of 2010 is Php3.07:1 compared with a current ratio of Php3.69:1 as at the beginning of the year 2010.

(e) Cash flow Generated

Cash flow generated indicates the ability of the Corporation to generate enough cash for operating, investing, and financing activities. Net cash inflow as of the end of 1st quarter of 2010 amounted to Php317,565,940, compared with the net cash outflow during the same period last year amounting to Php333,849,569.

Quarter ended March 31, 2010

Consolidated Financial Results of Operations

Vivant Corporation ended the 1st quarter of 2010 with total revenues of Php83,723,541, compared with the 1st quarter of the previous year which amounted to Php60,919,913. Of the total revenues, Php62,274,472 came from equity in net earnings of subsidiaries and associates, Php18,890,393 came from rendering of services, and Php2,558,676 came from interest and other income.

Operating expenses for the 1st quarter of 2010 decreased by 1% over that of the 1st quarter of the previous year. For the 1st quarter of 2010, operating expenses amounted to Php7,920,145 compared with Php8,014,536 in the same period last year. The increase in total operating expenses was principally due to the increases in rent and association dues, taxes and licenses, SEC/PSE expenses and other general and administrative expenses. Rent and association dues increased by 236% to Php 170,202 in the 1st quarter of 2010 from Php50,709 in the same period last year. The increase was due to the lease of a temporary office space in 2010. Taxes and licenses increased by 132% to Php1,276,620 in the 1st quarter of 2010 from Php549,533 in the same period last year. The increase was due to higher revenues in 2009 as against 2008. SEC/PSE expenses likewise increased by 47% to Php603,839 in the 1st quarter of 2010 from Php409,383 in the same period last year. The increase was due to higher year-end stock market price of the Corporation in 2009 as against 2008. Finally, other general and administrative expenses increased by 10% to Php297,773 in the 1st quarter of 2010 from Php270,186 in the same period last year. The increase was due to higher repairs and health insurance expenses.

The above increases were, however, partly offset by the decreases in salaries and employees' benefits, professional fees, representation, communication and utilities, travel expenses, security and janitorial, and repairs and maintenance. Salaries and employees' benefits decreased by 15% to Php3,321,553 in the 1st quarter of 2010 from Php3,915,308 in the same period last year. The decrease was due to timing difference in the booking of bonuses. Professional fees decreased by 56% to Php295,396 in the 1st quarter of 2010 from Php667,728 in the same period last year. The decrease was due to the termination of some of the Corporation's consultancy and service agreements in 2010. Representation expenses likewise decreased by 41% to Php70,711 in the 1st quarter of 2010 from Php119,685 in the same period last year. The decrease was due to lower business development activities for the current period as against the same period last year. Communication and utilities expenses likewise decreased by 21% to Php114,931 in the 1st quarter of 2010 from Php90,000145,865 in the same period last year. The decrease was due to the cost containment measures being undertaken by the Corporation. Travel expenses likewise decreased by 33% to Php169,597 in the 1st quarter of 2010 from Php252,020 in the same period last year. The decrease was due to lower business development activities for the current period as against the same period last year. Security and janitorial expenses also decreased by 17% to Php37,500 in the 1st quarter of 2010 from Php45,000 in the same period last year. The decrease was due to the cost containment measures being undertaken by the Corporation in 2010. Finally, repairs and maintenance expenses likewise decreased by 47% to Php30,071 in the 1st quarter of 2010 from Php57,167 in the same period last year. The decrease was due to the cost containment measures being undertaken by the Corporation in 2010.

Finance cost increased by 23% to Php15,123,585 in the 1st quarter of 2009 from Php12,294,559 in the same period last year. The increase was due to higher outstanding loan balance as of the 1st quarter of 2010 as against the same period last year.

As a result, the Corporation's net income for the 1st quarter of 2010 amounted to Php47,014,975, or 29% higher than the Php36,325,573 net income in the same period last year.

Changes in Registrant's Consolidated Resources, Liabilities and Shareholders' Equity

The Corporation's total assets increased by 11% to Php4,649,275,462 as of the end of the 1st quarter of 2010 from Php4,196,776,228 at the beginning of the year. This increase was mainly due to the following:

1. Cash and cash equivalents increase by 201% to Php475,453,347 as of the end of the 1st quarter of 2010 from Php157,887,497 at the beginning of the year. The increase was due to additional cash advances from an associate.
2. Advances, loans and other receivables increased by 6% to Php1,237,828,158 as of the 1st quarter of 2010 from Php1,168,767,321 at the beginning of the year. The increase was mainly due to additional advances made to associates for investments in projects; and
3. Prepayments and other current assets increased by 26% to Php26,753,794 as of the 1st quarter of 2010 from Php21,177,363 at the beginning of the year. The increase was primarily due to accumulation of creditable withholding taxes.
4. Property and Equipments increased by 27% to Php16,604,282 as of the 1st quarter of 2010 from Php13,043,787 at the beginning of the year. The increase was due to office renovations and additional office equipments.

Total liabilities increased by 45% to Php1,257,069,894 as of the 1st quarter of 2010 from Php865,250,469 at the beginning of the year. The increase was primarily due to the increases in accounts payable and other liabilities, and advances from an associate. Accounts payable and other liabilities increased by 23% to Php40,990,303 as of the 1st quarter of 2010 from Php33,216,142 at the beginning of the year. The increase was due to the accrual of interest and other expenses. Advances from an associate increased by 100% to Php526,079,591 as of the 1st quarter of 2010 from NIL at the beginning of the year. These increases were partly offset by the decrease in the loans payable-current. Loans payable-current decreased by 43% to Php190,000,000 as of the 1st quarter of 2010 from Php332,000,000 at the beginning of the year. This was due to the repayments of some of the Corporation's short-term loans in the 1st quarter of 2010.

The current ratio decreased to Php3.30:Php1 as of the 1st quarter of 2010 from Php3.69:Php1 at the beginning of 2010. The decrease was due to the increase in the total current liabilities.

The debt-to-equity ratio increased to Php0.37:Php1.00 as of the 1st quarter of 2010 from Php0.26:1.00 at the beginning of the year.

Total stockholders' equity increased by 2% to Php3,397,584,431 as of the end of the 1st quarter of 2010 from Php3,331,525,759 at the beginning of the year. The increase was principally due to the earnings for the period.

Material Changes in the Consolidated Liquidity and Cash Reserves of Registrant

Net cash used by operations for the three months ended March 31, 2010 decreased to Php64,347,380 from Php397,959,112 in the same period last year. The decrease was primarily due to less advances to associates for investments in projects. Net cash used by investing activities for the three months ended March 31, 2010 amounted to Php2,166,271 as against a cash inflow of Php1,609,542 in the same period last year. The decrease was principally due to higher capital expenditures in office renovations and equipments in 2010. Net cash provided by financing activities for the period ended March 31, 2010 increased to Php384,079,591 from Php62,500,000 in the same period last year. The increase was due to additional cash advances from an associate in the 1st quarter of 2010. As of March 31, 2010, net cash balance amounted to Php475,453,347 compared to the Php17,722,105 net cash balance at the end of the same period last year.

Cash inflows are expected to be sufficient for the Corporation's projected outflows in the foreseeable future, and its cash reserves are more than adequate for any given year's average cash requirements.

Material Events and Uncertainties

There are no material commitments that may result in or that are reasonably likely to result in the registrant's liquidity increasing or decreasing in any material way.

There are no known trends, demands, commitments, 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 issuer's continuing operations.

There are no events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Corporation with unconsolidated entities or other persons created during the reporting period.

There are no material commitments for capital expenditures.

There are no seasonal aspects that had a material effect on the financial condition or results of operations.

Financial Instruments and Financial Risk Management

The Corporation and its subsidiaries (the "Group") are exposed to a variety of financial risks which resulted from its operating and investing activities. The Group focuses on actively securing its short-to-medium term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below.

Credit Risk

Credit Risk represents the risk of loss the Group would incur if counterparties fail to perform their contractual obligations. The Group's credit risk arises principally from its receivables.

Generally, the maximum credit risk exposure of financial assets is their carrying amount as shown in the balance sheets. Credit risk, therefore, is only disclosed in circumstances where the maximum potential loss differs significantly from the financial asset's carrying amount. The Group's receivables are actively monitored to avoid significant concentrations of credit risks. Please refer to the Note 2.1 of the Notes to the Interim Financial Statements as of March 31, 2010 for the aging analysis of the Group's receivables.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance its operations and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained from related party advances and short-term loans when necessary.

Foreign Currency Risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the Philippine Peso (PHP), which is United States Dollar (USD).

The Group's exposure to foreign currency risk based on amounts is as follows:

	March 31, 2010	
Loans Receivables	USD	0
Trade Receivables		0
Cash		0
Gross Exposure	USD	0

The average exchange rate for the three months ended March 31, 2010 was USD1=P46.027. The exchange rate applicable as of March 31, 2010 is USD1=P45.220.

Sensitivity Analysis

A 10% strengthening of the Philippine Peso against USD as of March 31, 2010 would have increased equity and profit by Php0.00. A 10% weakening of the Philippine Peso against the USD as of March 31, 2010 would have an equal but opposite effect, on the basis that all other variables remain constant.

The Group absorbs the risk and favorable and unfavorable exchange rate movement as they arise.

The Corporation neither issue nor invest in complex securities particularly on derivatives.

The Corporation does not have investments in foreign securities.

The carrying values of cash and cash equivalents, receivables, trade and other payables approximate their fair values due to the short-term maturity of these instruments.

The Corporation does not have financial instruments which are traded in the market.

Market Price and Dividends

Market Information

The Corporation has 1,023,456,698 common shares listed with the Philippine Stock Exchange. They are not listed and traded in any foreign exchange. These are the high and low sales prices for each quarter within the last two fiscal years:

	High	Low
	2008	
Quarter 1	5.9	5.9
Quarter 2	5.0	5.0
Quarter 3	4.0	4.0
Quarter 4	4.0	4.0
	2009	
Quarter 1	4.0	4.0
Quarter 2	5.5	5.5
Quarter 3	3.5	3.5
Quarter 4	5.9	4.0
	2010	

Quarter 1	4.5	4.0

As of the last practicable trading date on March 29, 2010, the shares of the Company traded at Php 4.50 per share.

Stockholders of the Corporation

As of March 31, 2010, which is the most recent available tabulation, there are approximately 1,574 shareholders, and the following are the top 20 shareholders with the number of shares respectively held and the percentage of total shares outstanding held by each:

	NAME	NO. OF SHARES	%
1	Mai-I Resources Corporation	522,468,973	51.05
2	JEG Development Corporation	341,662,121	33.38
3	Mirant Global Corporation	116,555,553	11.39
4	Garcia De Escano, Antonio V.A. &/Or Lucia &/Or Kristalle Marie F. Garcia	10,499,404	1.03
5	Garcia De Escano, Antonio V.A. &/Or Lucia &/Or Maria Teresa	10,499,404	1.03
6	Garcia De Escano, Antonio V.A. &/Or Lucia F. Garcia &/Or Sari Jeanne G. Malixi	10,499,404	1.03
7	PCD Nominee Corporation	6,164,018	0.60
8	Arce, Aurelia C.	1,375,000	0.13
9	Arce, Zenaida D.	859,375	0.08
10	Arce, Eulalio C.	343,750	0.03
11	Arce, Erlinda D.	93,750	0.01
12	Vibal, Esther A.	79,250	0.01
13	Vibal, Esther &/Or Stella Lawson &/Or Aida Gutierrez	62,500	0.01
14	Arce, Ofelia De Guzman	46,562	0.00
15	Chua, Linda &/Or Alberto Chua	35,625	0.00
16	Cruz, Alfredo A.	34,062	0.00
17	Arce, Ofelia de Guzman	31,250	0.00
18	Tio Ong, Alberto	31,250	0.00
19	Lavin, Marietta P.	27,750	0.00
20	EBC Securities Corporation	20,625	0.00

TOTAL NO. OF SHARES **1,021,389,626**

Dividends Distributed by the Corporation

The By-Laws of the Corporation permit dividends to be declared and paid out of unrestricted retained earnings, which shall be payable in cash, property or stock to all stockholders on the basis of the outstanding stock held by them, as often and at such times as the Corporation's Board of Directors may determine and in accordance with the requirements of the Corporation Code and applicable laws. Common shareholders are entitled to dividends, as may be declared by the Board of Directors from time to time.

On June 19, 2009, the Board approved the declaration of cash dividend of Php 0.09673 per share to all shareholders of record as of July 3, 2009. The dividend was paid on July 9, 2009.

On June 27, 2008, the Board approved the declaration of cash dividend of Php 0.096731 per share to all stockholders of record as of July 11, 2008. The dividend was paid on July 31, 2008.

On June 28, 2007, the Board approved the declaration of cash dividend of Php P0.088 per share to all stockholders of record as of July 12, 2007. The dividend was paid on July 26, 2007.

Pursuant to the Loan Agreement signed by the Corporation with Metropolitan Bank and Trust Company, the Corporation, without prior written consent of the bank, shall not "declare or pay dividends to its stockholders (other than dividends payable solely in shares of its capital stock) if payment of any sum due to the Bank hereunder is in arrears."

Recent Sales of Unregistered or Exempt Securities

There were no recent sales within the past three (3) years which were not registered under the Securities Regulation Code.

Description of Registrant's Securities

A total of 1,023,456,698 common shares are issued and outstanding.

The Articles of Incorporation of the Corporation provide that common shares have full voting rights as provided by law, and are entitled to dividends, as may be declared by the Board of Directors from time to time. However, owners of common shares have no pre-emptive rights to any and all issuances or disposition of any class of shares of the Corporation.

The Corporation has no intentions of issuing debt securities, stock options, convertible securities, or warrants.

Independent Public Accountants

During the annual stockholders' meeting held on June 19, 2009, KPMG Manabat Sanagustin & Co. was appointed as external auditor for the year 2009-2010.

For the last three (3) fiscal years, there have been no disagreements with the former independent accountants on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Representatives of KPMG Manabat Sanagustin & Co. will be present at the Meeting to respond to any queries in regard to the financial statements.

External Audit Fees and Services

The external audit and consultancy fees for the years 2009 and 2008 were as follows:

	Year ended December 31, 2009 (In Pesos)	**Year ended December 31, 2008 (In Pesos)**
Audit Fees	345,000.00	345,000.00
Other Audit-Related Fees	0.00	0.00
Total	**345,000.00**	**345,000.00**

Audit services of external auditors for the years 2009 and 2008 had been pre–approved by the Audit Committee. The Committee had also reviewed the extent and nature of these services to ensure that the independence of the external auditors is preserved.

There are no other assurance and related services by the external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements.

There are no fees billed in each of the last two (2) fiscal years for professional services tendered by the external auditor for tax accounting, compliance, advise, planning and any other form of tax services.

There are no other fees billed in each of the last two (2) fiscal years for products and services provided by the external auditor other than as already disclosed.

Corporate Governance

The Corporation has adopted the Corporate Governance Self-Rating Form of the Commission, the criteria and the rating system therein as a means of measurement or determination of the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance.

In Paragraph 2.2.2.1 (Nomination Committee) of the Manual, it is required that the Nomination Committee must have "at least 3 voting members, one of whom shall be an independent director and 1 non-voting member in the person of the Head, Group HRD." As the Corporation is operating on a lean workforce, there is no position for "Head, Group HRD". Thus, in lieu of such Head, the Chief Operating Officer was nominated and duly elected as the 4^{th} member of the Nomination Committee.

Moreover, to ensure compliance with leading practices on good corporate governance and to improve corporate governance of the company, members of the board of directors and top-level management are encouraged to attend seminars on good corporate governance to improve corporate governance in the future. Other than the slight deviation as above-described, the Corporation has substantially complied with the provisions of its Manual on Corporate Governance.

Brief Description of the Business

Vivant Corporation is a holding company, with investments in various projects in the power generation and distribution sectors.

Through its wholly-owned Vivant Energy Corporation ("VEC"), the Company has 35% equity in Delta P, Inc., an independent power producer based in the island of Palawan. VEC also owns 40% of Cebu Private Power Corporation, another independent power producer located in Cebu City. Recently, VEC, with the Aboitiz Power Corporation, formed Abovant Holdings, Inc. and invested 40% equity therein. Abovant Holdings, Inc., in turn, owns 44% of the Cebu Energy Development Corporation, a consortium between Metrobank's Global Business Power Corporation and Formosa Heavy Industries of Taiwan. Cebu Energy Development Corporation is investing in the expansion project of independent power producer Toledo Power Company, based in Toledo City, Cebu.

VEC also has investments in companies that, in turn, have investments in a mini-hydroelectric plant in Amlan, Negros Oriental, and administration contract with a hydroelectric plant in Northern Luzon.

In addition to investments in the power generation sector, the Company directly owns 22% of the second largest electric distribution utility of the country, the Visayan Electric Company, Inc. (VECO). It also directly holds 50.88% in Hijos de F. Escaño, Inc., which, in turn, owns 25% of VECO.

Finally, the Company wholly owns VC Ventures Net, Inc., a holding company.

There is no bankruptcy, receivership or similar proceeding initiated against the Company, Hijos de F. Escano, Inc. ("HDFE"), VECO, JDC, MRC, VEC, VC Ventures Net, Inc., Cebu Private Power Corporation, Delta P, Inc. or Abovant Holdings, Inc.

There has been no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

Patents, Government Approvals, Research And Development And Environmental Laws.

The Corporation does not have any patent, trademark, copyright, license, franchise, concessions and royalty agreements.

No fund has been or is allocated to research and development.