

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

Dionisio E. Carpio, Jr.

(Contact Person)

8811-0465

(Company Telephone Number)

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Month Day
(Fiscal Year)

**Definitive
SEC Form 20-IS**

(Form Type)

0	5	2 nd Friday
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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

SEC-MSRD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

674

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20 – IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter: **Medco Holdings, Inc.**
3. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines
4. SEC Identification Number: **39652**
5. BIR Tax Identification Code: **004-844-938**
6. Address of principal office Postal Code
31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue
Makati City, Metro Manila, Philippines **1229**
7. Registrant's telephone number, including area code: **(632) 8811-0465 to 66**
8. Date, time and place of the meeting of security holders
May 12, 2023 at 10:00 a.m.
9. Approximate date on which the Information Statement is first to be sent or given to security holders – **April 20, 2023**
10. In case of proxy Solicitations: **(Not applicable)**
11. Securities registered pursuant to Section 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common	3,159,292,441 shares

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes **x** No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Of the total outstanding capital stock of the Company of 3,159,292,441 common shares, 700,000,000 are listed on the First Board of the Philippine Stock Exchange (PSE). The Company's application for additional listing of 2,459,292,441 shares is currently pending approval by the PSE.



MEDCO HOLDINGS, INC.

Notice of Annual Meeting of Stockholders

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of the Stockholders of Medco Holdings, Inc. (the "Corporation") which will be held on 12 May 2023, Friday, at 10:00 a.m. The meeting will be held and conducted virtually online at www.medco.com.ph/asm by remote communication and voting will be in absentia. The agenda for the meeting is as follows:

- I. Call to Order;
- II. Certification of Notices and Quorum;
- III. Approval of the minutes of the annual meeting of stockholders held on 13 May 2022;
- IV. Approval of the Annual Report and the Audited Financial Statements as of December 31, 2022;
- V. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 13 May 2022;
- VI. Election of the members of the Board of Directors for the year 2023. The procedure for the nomination and election of directors is set forth in Item 5 of the Information Statement;
- VII. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2023; and
- VIII. Other matters.

For the purpose of the meeting, only stockholders of record as of 19 April 2023 are entitled to attend and vote in the said meeting. In accordance with the guidance of the SEC dated March 14, 2022 on virtual corporate meetings as a means to foster stakeholder participation, the Corporation's Board of Directors has approved on 31 March 2023 in accordance with SEC rules a virtual stockholders' meeting for 2023. The meeting will be held online by remote communication and voting will be in absentia. The specific procedures for participating in the meeting through remote communication and voting in absentia are set forth below.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit **on or before 27 April 2023** via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit **on or before 5:00 p.m. on 2 May 2023** via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2023 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
- b. For the Election of Directors, a stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.
- c. The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.
- d. Except for the Election of Directors, all the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting. For the Election of Directors, the top seven (7) nominees with the most number of votes are elected.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 12 May 2023. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 20 April 2023 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.

Medco Holdings, Inc.

By:

A handwritten signature in black ink, appearing to be 'Pauline C. Tan', is written over a light blue rectangular background.

PAULINE C. TAN
Assistant Corporate Secretary

Makati City, Philippines, 31 March 2023

WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

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

- (a) The Annual Meeting of the stockholders of Medco Holdings, Inc. (the "Corporation" or "Company") shall be held on:

Date : May 12, 2023

Time: 10:00 a.m.

Place: To be held and conducted virtually online at **www.medco.com.ph/asm** by remote communication and voting will be *in absentia*. The presiding officer will conduct the online meeting at the principal office of the Corporation.

The complete mailing address of the principal office of the Corporation is as follows:

31st Floor, Rufino Pacific Tower,
6784 Ayala Avenue, Makati City,
Metro Manila, Philippines

- (b) Copies of this Information Statement will be sent or given to the stockholders on or about April 20, 2023.

Item 2. Dissenters' Right of Appraisal

Under Section 80 of the Revised Corporation Code of the Philippines, the following are the instances when a stockholder may exercise his appraisal right:

1. In case the Company decides to invest its funds in another corporation or business outside of its primary purpose;
2. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
3. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets of the Corporation; and
4. In case of merger or consolidation.

In order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder must have voted against the proposed corporate action at the annual meeting. Within thirty (30) days after the date of the annual meeting at which meeting such stockholder voted against the corporate action, the dissenting stockholder shall make a written demand on the Corporation for the fair value of his shares which shall be agreed upon by the dissenting stockholder and the Corporation. If the proposed corporate action is implemented, the Corporation shall pay the dissenting stockholder upon surrendering the certificates of stock representing his shares, the fair value of said shares on the day prior to the date on which the vote was taken. If the dissenting stockholder and the Corporation cannot agree on the fair value of the shares within sixty (60) days from the date of stockholders' approval of the corporate action, then the determination of the fair value of the shares shall be determined by three

(3) disinterested persons, one (1) of whom shall be named by the dissenting stockholder, one (1) by the Corporation and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Corporation within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 80 to 85 of the Revised Corporation Code.

Nothing in the agenda of this meeting will give rise to the possible exercise by the shareholders of the right of appraisal.

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

- (a) None of the following persons have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon:
 - (1) A person who has been a director or officer of the Corporation at any time since the beginning of the last fiscal year;
 - (2) A nominee for election as a director of the Corporation; and
 - (3) An associate of any of the foregoing persons.
- (b) No director of the Corporation has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the Annual Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) Outstanding Shares

There are 3,159,292,441 issued and outstanding common shares as of 28 February 2023. Each share is entitled to one (1) vote. The Corporation has only one (1) class of security.

About 2,832,612,888 of the Corporation's shares are owned by foreigners and this constitutes about 89.66% of the Corporation's total outstanding shares.

- (b) Record Date and Share Ownership

Only stockholders of record in the books of the Corporation at the close of business on, 19 April 2023 (the "Record Date") is entitled to vote at the Annual Meeting. Presence in person or by proxy of stockholders owning a majority of the issued and outstanding common shares as of the Record Date will be required for a quorum.

- (c) Cumulative Voting

Pursuant to the Revised Corporation Code, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock issued and outstanding as of the Record Date, in his own name in the stock and transfer book of the Corporation; and said stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one (1) 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 number of directors to be elected. The formula may be stated as follows: Number of shares held on Record Date x number of directors to

be elected = Total votes that may be cast. This right to cumulative voting is expressly recognized in Article V of Section 8 of the Amended By-Laws of the Corporation.

- (d) (1) Security Ownership of Certain Record and Beneficial Owners as of 28 February 2023.

Title of class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Name of Person Voting on Behalf of Beneficial Owner	Citizenship	No. of Shares Held	Percent of class
Common	Bonham Strand Investments Ltd. c/o 19 Keppel Road #03-05, JA Poh Building, Singapore (Parent Company of the Issuer)	Millenium Empire Holdings, Ltd. Quijano & Associates (BVI) Limited, P.O. Box 3159, Road Town, Tortola, British Virgin Islands (Parent Company of the Record Owner)	Dionisio E. Carpio, Jr.	Foreign	2,201,421,241	69.68%
Common	PCD Nominee Corp. Makati Stock Exchange Bldg., Ayala Avenue Makati City (No Relationship with Issuer)	Various beneficial owners	N/A	Filipino/ Others	340,571,156	10.78%
Common	Citivist Asia Limited c/o Room 2301, Tower One, Lippo Centre, 89 Queensway Hong Kong (Significant Shareholder of the Issuer)	Citivist Asia Limited c/o Room 2301, Tower One, Lippo Centre, 89 Queensway Hong Kong	Dionisio E. Carpio, Jr.	Foreign	322,314,874	10.20%
Common	Xu Hanjiang The Office Tower Convention Plaza Suite 1607, I Harbour Road, Wanchai, Hongkong (No Relationship with Issuer)	Xu Hanjiang The Office Tower Convention Plaza Suite 1607, I Harbour Road, Wanchai, Hongkong	N/A	Foreign	258,113,200	8.17%

The Company has no knowledge of the specific persons who will be designated as the representatives of the PCD Nominee Corporation during the annual stockholders' meeting.

- (2) Security Ownership of Management

To the extent known to the Board of Directors, as of 28 February 2023, there is no security beneficial ownership of Management, other than the shares held for their own account by the following directors:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Ownership
Common Stock	Bobby Cheng Sai Chong	1	direct	British	Nil
Common Stock	Dionisio E. Carpio, Jr.	1,000	direct	Filipino	Nil
Common Stock	Edna D. Reyes	20,000	direct	Filipino	Nil
Common Stock	Pauline C. Tan	1	direct	Filipino	Nil
Common Stock	Magher S. Baul	1	direct	Filipino	Nil
Common Stock	Juan Victor S. Tanjuatco	4	direct	Filipino	Nil
Common Stock	Rodolfo B. Fernandez	4	direct	Filipino	Nil
	TOTAL	21,011			

(3) Voting Trust Holders of Five Percent (5%) Or More

None.

(4) Changes in Control

At present, there are no other arrangements which may result in a change in control of the Corporation.

Item 5. Directors and Executive Officers

(a) (1) Directors and Positions Held/Business Experience for the Last Five (5) Years

The current members of the Corporation's Board of Directors together with a description of their other positions held and business experience for the last five years are enumerated as follows:

BOBBY CHENG SAI CHONG, British, aged 74, has been a director of the Corporation since September 18, 2006 and has been appointed as the Chairman of the Board of Directors on July 23, 2009. He has more than thirty (30) years experience in banking and finance. He attended the Barnard College in Hong Kong and took up a course in Commerce and Finance.

DIONISIO E. CARPIO, JR., Filipino, aged 76, has been a director of the Corporation since 1998 and its President from September 2006 up to present. He was the treasurer of the Corporation from 1998 to 2006. He is currently also a director of Manila Exposition Complex, Inc. Mr. Carpio holds a Bachelor of Science degree in Mechanical Engineering from the De La Salle University and a Masters degree in Business Management from the Asian Institute of Management. He has more than forty (40) years experience in commercial, investment and trust banking, as well as line management.

EDNA D. REYES, Filipino, aged 75, has been a director of the Corporation since 2000 and was its Treasurer between 2006 and 2007. She was also the Chairperson of the Board of MAIC until April 27, 2017. She has more than forty (40) years of experience in banking, particularly in international and correspondent banking as well as foreign operations. She has a Bachelor of Science degree in Commerce from the University of Santo Tomas.

PAULINE C. TAN, Filipino, aged 53, has been a director of the Corporation since 2009. She has been the treasurer and compliance officer of the Corporation since September 20, 2007. She worked in The Hong Kong Chinese Bank Limited in 1994. She was a director of Lippo Securities, Inc. and of MAIC from 1995 to 1999 and of Manila Exposition Complex, Inc. from 1995 to 2000 and from 2012 to the present. She was also the Managing Director of Sun Hung Kai Securities Philippines, Inc. from 1999 to June 2000. She has a Bachelor of Arts degree in Mass Communication from St. Scholastica's College.

MAGHER S. BAUL, Filipino, aged 34 was elected as a director of the Corporation on January 11, 2019. She is a Junior Partner at Jovellanos-Kho, Mendiola and Pabalate Law Offices (formerly Kho, Bustos, Malcontento and Argosino Law Offices). Ms. Baul is a member of the Philippine bar. She holds a Bachelor of Science in Legal Management and a Bachelor of Laws degree from San Beda College.

RODOLFO B. FERNANDEZ, Filipino, 66, has more than thirty-five years of experience in banking, particularly in Trust and Estate Planning, Corporate and Retail Banking, Compliance and Good Governance and as Chief Legal Officer and General Counsel. Atty. Fernandez is an Independent Director of Crown Equities, Inc. and a Director and Legal Consultant of RG Financial Services Inc. He is a member of the Integrated Bar of the Philippines and the Tax Management Association of the Philippines and holds a Bachelor of Laws degree from the University of the Philippines.

JUAN VICTOR S. TANJUATCO, aged 74, is an Independent Director of Premium Leisure Corp., IP Ventures, Inc., and a Director of Ketmar Fast Food Corporation. Previously, he served in the same capacity on the board of Insular Savings Bank and Asiatrust Development Bank. A career banker, he was the former President of Export and Industry Bank and previously held various executive positions at Credit Agricole Indosuez in Manila, New Zealand and Hongkong, where, after 21 years, he retired as Deputy General Manager in Manila. Mr. Tanjuatco holds a Bachelor of Arts Degree in Economics from the Ateneo de Manila University (cum laude) and a Masters in Business Administration, major in Finance, from the Wharton School, University of Pennsylvania.

All of the incumbent directors stand for re-election to the Board of Directors.

(2) Procedure for the Nomination and Election of Directors, including Independent Directors

All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Corporate Secretary of the Corporation at its principal office not earlier than forty (40) days nor later than twenty (20) days prior to the date of the regular or special meeting of stockholders for the election of directors. Nominations which are not submitted within such nomination period shall not be valid. Only a stockholder of record entitled to notice of and vote at the regular or special meeting of stockholders for the election of directors shall be qualified to be nominated and elected as director of the Corporation.

In line with established procedures, a formal nomination of a Director must be signed by a stockholder and submitted to the Corporate Secretary.

The Corporate Secretary, guided by the Bylaws, Revised Manual on Corporate Governance and the Revised Corporation Code, forwards the said nominations to the Nominations Committee. In accordance with the Revised Manual on Corporate Governance, the Nominations Committee passes upon the qualifications of the nominees. The process includes an examination of each nominee's business background and company affiliations, and ascertains that the nominees for independent director do not possess any of the disqualifications to serve as an independent director of the Corporation as provided in Section

38 of the Securities Regulation Code and its Implementing Rules and Regulations. The members of the Nomination Committee are Mr. Rodolfo B. Fernandez (Chairman), Mr. Juan Victor S. Tanjuatco and Mr. Dionisio E. Carpio, Jr.

In compliance with SRC Rule 38, the Manual of Corporate Governance of the Corporation provides the following guidelines on the nomination and election of directors, including independent directors:

- a. The Nomination Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the following qualifications and disqualifications:

Qualifications:

- Holder of at least one (1) share of stock of the Corporation;
- He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
- He shall be at least twenty one (21) years old;
- He shall have proven to possess integrity and probity; and
- He shall be assiduous.

Disqualifications:

- Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions;
- Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the SRC, the Corporation Code, or any other law administered by the SEC or Bangko Sentral ng Pilipinas ("BSP"), or any rule, regulation or order of the SEC or BSP;
- Any person judicially declared to be insolvent;
- Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

- b. Any of the following shall be a ground for the temporary disqualification of a director:

- Refusal to fully disclose the extent of his business interest as required under the SRC and the implementing Rules and Regulations thereof. This qualification shall be in effect as long as his refusal persists;
- Absence or non-participation for whatever reason/s for more than 50% of all meetings, both regular and special, of the Board of Directors during the incumbency, or any twelve (12)-month period during said incumbency. In view of the modern technology, however, attendance at Board meetings through teleconference or videoconference will be allowed. This disqualification applies for purposes of the succeeding election;
- Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
- Being under preventive suspension by the Corporation;
- If the independent director becomes an officer or employee of the same corporation he shall be automatically disqualified from being an independent director; or
- Conviction that has not yet become final referred to in the grounds for disqualification of directors.

- c. The Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:

- The nature of the business of the corporations which he is a director;
- Age of the director;
- Number of directorships/active memberships and officerships in other corporations or organizations; and
- Possible conflict of interest.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

The amendment of the Company's By-Laws to incorporate the provisions of SRC Rule 38, as amended, was approved by the SEC on September 12, 2007.

Directors and Executive Officers

The following have been nominated as Members of the Board of Directors for the ensuing year:

Name	Citizenship	Age
Bobby Cheng Sai Chong	British	74
Dionisio E. Carpio, Jr.	Filipino	76
Edna D. Reyes	Filipino	75
Pauline C. Tan	Filipino	53
Magher S. Baul	Filipino	34
Rodolfo B. Fernandez*	Filipino	66
Juan Victor S. Tanjuatco*	Filipino	75

*As Independent Director

For the election of Directors, Stockholders entitled to vote may vote such number of shares for as many persons as there are Directors to be elected, or may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares shall equal or may distribute them on the same principle among as many candidates as they shall see fit.

Mr. Rodolfo B. Fernandez and Mr. Juan Victor S. Tanjuatco possess all the qualifications and none of the disqualifications of an independent director.

The members of the Board of Directors to be elected at the Annual Meeting shall serve for a term of one (1) year or until their successors shall have been elected and qualified.

(3) Executive Officers

The following are the principal officers of the Corporation:

Chairman of the Board	Bobby Cheng Sai Chong
President and Corporate Information Officer	Dionisio E. Carpio, Jr.
Corporate Secretary	Jonas S. Khaw
Treasurer, Compliance Officer and Assistant Corporate Secretary	Pauline C. Tan

In addition to those already shown above, the following is description of the other positions held by the remaining principal officers and their business experience for the last five years:

Atty. Jonas S. Khaw, Filipino, aged 43, has been the Corporate Secretary of the Corporation since December 15, 2017. He is a partner in the law firm Picazo Buyco Tan Fider & Santos. Atty. Khaw holds a Juris Doctor and Bachelor of Science in Management Engineering degrees both from the Ateneo de Manila University. He is also the Assistant Corporate Secretary of Bloomberg Resorts Corporation, a publicly listed company.

(4) Significant Employees

There are no other employees who are expected by the Corporation to make a significant contribution to its business. Moreover, the business of the Corporation is not highly dependent on the services of certain key personnel.

(5) Family Relationship

There are no family relationships among the current and nominated directors and officers of the Corporation.

(6) Involvement in Certain Legal Proceedings

Based on their individual responses after due inquiry as of date hereof, none of the following events occurred with respect to any of the foregoing nominees and executive officers during the past five (5) years up to the latest date that would be material to an evaluation of their ability or integrity to act as directors or executive officers of the Corporation, except as otherwise provided below:

- (a) Any bankruptcy petition filed by or against any business of which the nominee was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time.
- (b) Any conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) 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 the nominee's involvement in any type of business, securities, commodities or banking activities; and
- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

As of date, there are no material pending legal proceedings to which the registrant or any of its subsidiaries or affiliates is a party.

(7) Certain Relationships and Related Transactions During the Last Two (2) Years

As stated in Note 12 of the Notes to the Financial Statements (Annex "B" of the Information Statement), the Company's related parties include its stockholders, other entities through common ownership and/or with interlocking directors, its retirement fund and key management personnel as described below.

- **Summary of Related Party Transactions**

A summary of the Company's related party transactions as of December 31, 2022, 2021 and 2020 are as follows:

		Amounts of Transactions			Outstanding Receivable (Payable)	
	Notes	2022	2021	2020	2022	2021
Related parties under common ownership and with interlocking directors and officers:						
Cash advances obtained	12.2	(5,300,000)	-	-	(8,540,000)	(3,150,000)
Cash advances to related parties	12.3	2,950,000	-	-	2,950,000	
Lease of office space	12.4	P 312,000	P 312,000	P 312,000	P -	P -
Other receivables	8	69,887	57,432	-	725,646	655,759
Other payables	10, 12.7	(989,826)	-	-	(989,826)	-
Key management personnel –						
Salaries and other benefits	12.5	2,385,000	2,385,000	2,405,769	-	-
Retirement fund	12.6	1,130,531	(352,310)	(335,177)	(1,270,637)	(2,401,168)

- **Due to Related Parties**

Due to a related party pertain to noninterest-bearing, unsecured cash advances from related parties for working capital requirements and other purposes. The advances are generally payable in cash upon demand and is presented as Due to Related Parties in the statements of financial position.

- **Due from Related Parties**

The Company grant advances to related parties for working capital requirements and other purposes. The advances are noninterest-bearing, unsecured, collectible in cash upon demand. These entities are related parties of the Company by virtue of having interlocking directors and common executive officers. As of December 31, 2022, the outstanding receivable is P2,950,000, which is presented as Due from Related Parties in the 2022 statement of financial position. There is no outstanding receivable as of December 31, 2021.

In 2020, the Company provided an allowance for doubtful accounts amounting to P2,000 which were recognized as part of Impairment Losses in the 2020 statement of comprehensive income. There was no similar transaction in 2022 and 2021.

- **Lease of Office Space**

The Company leases its office space from a related party under common ownership for a period of one year, renewable upon mutual agreement of the parties. Total rent charged to operations are presented as Occupancy in the statements of comprehensive income. The Company does not have any outstanding liabilities arising from these transactions as of December 31, 2022 and 2021 as the payments are made every month.

- **Key Management Personnel Compensation**

The compensation and benefits provided to key management personnel generally consist of short-term employee benefits. These are presented as part of Employee Benefits in the statements of comprehensive income (see Note 13.1 of the Notes to the Financial Statements (Annex "B" of the Information Statement)).

- **Transactions with the Retirement Fund**

The retirement fund for the defined benefit post-employment plan is administered and managed by a trustee bank. The fair value and the composition of the plan assets as of December 31, 2022 and 2021 are presented in Note 13.2 of the Notes to the Financial Statements (Annex “B” of the Information Statement).

The retirement fund neither provides any guarantee or surety for any obligation of the Company nor its investments covered by any restrictions or liens.

The details of the contributions of the Company to the plan are presented in Note 13.2.

- **Other Payables**

In 2022, the Parent Company transferred funds to the Company in relation to the Parent Company’s tender offer. As of December 31, 2022, the outstanding payable is P989,826 (see Note 10 of the Notes to the Financial Statements (Annex “B” of the Information Statement)). No similar transactions occurred in 2021 and 2020.

Other than those identified above, the Corporation has no other agreements with any material Related Party.

The Corporation’s policy with respect to related party transactions is to ensure that these transactions are entered into on terms at least comparable to those available from unrelated third parties.

(b) Others

No one has resigned or declined to stand for re-election to the Board of Directors since the last stockholders’ meeting due to any disagreement with the Corporation on any matter relating to the Corporation’s operations, policies or practices.

The Board of Directors has no reason to believe that any of the said nominees will be unwilling or unable to serve if elected as a director. Each director shall serve until the next annual meeting of the stockholders or, in case of vacancy due to resignation, until his successor is elected or appointed. The candidates for election as directors at the Annual Meeting who receive the highest number of affirmative votes will be elected.

Item 6. Compensation of Directors and Executive Officers

(a) Annual Compensation of the Top Executive Officers of the Corporation

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
Dionisio E. Carpio, Jr. (President)	2021	None	None	P45,000
	2022	None	None	P45,000
	2023 (Estimated)	None	None	P45,000
Pauline C. Tan (Treasurer and Compliance Officer)	2021	P2,340,000	None	P45,000
	2022	P2,340,000	None	P45,000
	2023 (Estimated)	P2,340,000	None	P45,000
All Top Executive Officers and Directors as a group	2021	P2,340,000	None	P321,000
	2022	P2,340,000	None	P321,000
	2023 (Estimated)	P2,340,000	None	P321,000

Notes:

1. The aforementioned Other Annual Compensation consists only *per diems* given to directors.

2. Each Director receives *per diems* of P2,000 for each board committee meeting
3. The Corporate Secretary does not receive a salary but the law firm in which he is a partner is paid a professional retainer fee.

(b) Compensation of Directors

Since the dates of their election, except for *per diems*, the Directors have served without compensation. Except for *per diems*, the Directors did not receive any other amount or form of compensation for committee participation or special assignments.

The Amended By-laws of the Corporation does not provide for compensation for the directors. As of the date of this Information Statement, no standard arrangements have been made in respect of director compensation. For the ensuing year, the Corporation does not foresee payment of compensation for directors, except reasonable *per diems* annually for each director. The Corporation, however, does not discount the possibility that director compensation other than reasonable *per diems* may be given in the future.

Pursuant to Article VI, Section 8 of the Amended By-Laws of the Corporation, such compensation may be fixed by the directors with the approval of a majority of the stockholders and will in no case exceed 10% of the net income before income tax of the Corporation for the preceding year.

(c) Employment Contracts

There are no formal employment contracts between the Corporation and its executive officers and other officers. The terms and conditions of their employment are governed by applicable laws.

(d) Warrants and Options Outstanding

There are no outstanding warrants and options held by the Corporation's directors, executive officers and other officers.

Item 7. Appointment of Independent Public Accountants

Thirteen years ago, Punongbayan & Araullo, the Philippine representative of Grant Thornton International, was appointed as the external auditor of the Corporation.

The re-appointment of Punongbayan & Araullo, the current independent auditor for the Corporation for the current year, represented by Mr. Nelson J. Dinio, the partner-in-charge, will require the affirmative vote of a majority of the common shares of the Corporation present or represented and entitled to vote at the Annual Meeting. SEC Memorandum Circular No. 8, Series of 2003 and SEC Rule 68 (3) (b) (iv) require the rotation of the external auditor every five (5) years and the two-year cooling off period in the re-engagement of the same signing partner or individual auditor. At this time, there is no need to replace or rotate the current independent auditor, Mr. Nelson J. Dinio of Punongbayan & Araullo. The Corporation has complied with the two-year cooling off period.

The appointment of the partner-in-charge will be in compliance with SEC Rule 68, Paragraph 3(b)(iv) on the requirement on the rotation of external auditors.

A representative of the external auditor is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from the stockholders.

During the past three (3) fiscal years, there have been no disagreements with the independent auditors on accounting and financial disclosures.

External Audit Fees

In compliance with Memorandum Circular No. 14, Series of 2004, the following matters on the external audit fees are reported:

(a) Audit and Audit-Related Fees

The aggregate fees billed for the professional services rendered by Punongbayan & Araullo amounted to P406,550 in 2022 for the regular audit of the Corporation's annual financial statements in connection with the statutory and regulatory filings of the Corporation.

The aggregate fees billed for the professional services rendered by Punongbayan & Araullo amounted to P418,880, in 2021 for the regular audit of the Corporation's annual financial statements in connection with the statutory and regulatory filings of the Corporation.

There was no other assurance or related services rendered for tax accounting, compliance, advice, planning and any other form of tax services.

(b) Tax Fees

For the last 2 fiscal years, the Corporation did not engage the services of an external auditor for tax-related services.

(c) All Other Fees

For the last 2 fiscal years, the Corporation did not engage the services of an external auditor other than the services reported in item (a) on Audit and Audit-Related Fees.

(d) Audit Committee's Approval Policies and Procedures

The Audit Committee meets with the external auditor to plan and discuss the matters to be audited including any accounting issues. The draft of the audited financial statements must be approved by the Audit Committee before the same is finalized by the external auditor.

In selecting the external auditor, the Audit Committee evaluates the integrity and competence of the proposed external auditor and limits its selection to SEC-accredited external auditors only.

Under the Corporation's Manual of Corporate Governance, the audit committee shall be composed of at least three (3) members of the Board, the majority of whom shall be independent directors. The chairman of this Committee should be an independent director. Each member shall have adequate understanding at least or competence at most of the Corporation's financial management systems and environment.

The Audit Committee has the following duties and responsibilities:

1. Check all financial reports against its compliance with pertinent accounting standards, including regulatory requirements.
2. Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management.
3. Pre-approve all audit plans, scope and frequency one (1) month before the conduct of the external audit.
4. Perform direct interface functions with the external auditors.
5. Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform:
 - a. Definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standards (IAS) compliant.
 - b. An accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.

6. Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Corporation through a step-by-step procedures and policies handbook that will be used by the entire organization.

The members of the Audit Committee of the Corporation are Mr. Juan Victor S. Tanjuatco (Chairman), Ms. Edna D. Reyes (Member) and Mr. Rodolfo B. Fernandez (Member).

Item 8. Compensation Plans

Not Applicable

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

Not Applicable

Item 10. Modification or Exchange of Securities

Not Applicable

Item 11. Financial and Other Information

Please find attached a copy of the financial statements of the Corporation as of 31 December 2022 and management's discussion and analysis and plan of operation.

Representatives of Punongbayan & Araullo, the principal accountants for the current year and for the most recently completed fiscal year, are expected to be present at the annual meeting. They will have an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

Not Applicable

Item 13. Acquisition or Disposition of Property

Not Applicable

Item 14. Restatement of Accounts

Not Applicable

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following reports/minutes shall be submitted for approval/ratification:

Approval of Minutes of the Annual Meeting of the Stockholders held last 13 May 2022

The Minutes of the Annual Meeting of the stockholders of the Corporation held on 13 May 2022 will be presented for approval of the stockholders. Such action on the part of the stockholders will not constitute approval or disapproval of the matters referred to in the Minutes since the stockholders' approval and action on those items have already been obtained in those meetings and subsequently carried out.

The Minutes and related records are available for inspection by any stockholder at the office of the Corporation at any reasonable hour during business hours. Copies of the Minutes and other records may be furnished upon written request at the stockholder's expense. In addition, copies of the Minutes shall be distributed among the stockholders present in the Annual Meeting for their review and consideration.

The Minutes of the Annual Meeting of the stockholders held on 13 May 2022 pertain to the following matters:

- a. Approval of the minutes of the annual meeting of stockholders held on 14 May 2021;
- b. Approval of the Annual Report and the Audited Financial Statements as of 31 December 2021;
- c. Approval and ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 14 May 2021;
- d. Election of the following members of the Board of Directors for the year 2022;
 - i. Mr. Bobby Cheng Sai Chong
 - ii. Mr. Dionisio E. Carpio, Jr.
 - iii. Ms. Edna D. Reyes
 - iv. Ms. Pauline C. Tan
 - v. Juan Victor S. Tanjuatco (independent director)
 - vi. Rodolfo B. Fernandez (independent director); and
 - vii. Magher S. Baul
- e. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2022.

Approval of the Annual Report and Audited Financial Statements for 2022

The 2022 Management Report and the Audited Financial Statements of the Corporation for the period ended December 31, 2022 together with the accompanying notes to financial statements prepared by Punongbayan & Araullo (collectively, the “Financial Statements”) will be submitted for approval of the stockholders at the Annual Meeting.

The information and representations in the Financial Statements are the responsibility of the Management of the Corporation. The Financial Statements have been prepared in conformity with generally accepted accounting principles. The Board of Directors reviewed the Financial Statements before their submission for approval to the stockholders. Punongbayan & Araullo had examined the Financial Statements in accordance with generally accepted auditing standards and had expressed their opinion on the fairness of the presentation in their report to the Board of Directors and stockholders of the Corporation.

Approval of the Management Report and the Financial Statements for 2022 requires the affirmative vote of a majority of the votes cast at the Annual Meeting by the stockholders entitled to vote thereon.

Ratification of All Acts, Contracts, Investments and Resolutions of the Board of Directors and Management since the last Annual Meeting

The stockholders shall consider the approval and ratification of all the significant acts, contracts, investments and resolutions of the Board of Directors and Management since the date of the last annual meeting, 13 May 2022.

<u>28 February 2022</u>	Approval of Audited Financial Statements for 2021
31 March 2022	The Board of Directors approved the conduct of a virtual Annual Stockholders’ Meeting on May 13, 2022 and the agenda and the procedures for registration and participation therein.
<u>13 May 2022</u>	<p>The following were appointed by the Board as officers of the Corporation.</p> <p>Mr. Bobby Cheng Sai Chong - Chairman Mr. Dionisio E. Carpio, Jr. - President and Corporate Information Officer Atty. Jonas S. Khaw - Corporate Secretary Ms. Pauline C. Tan – Treasurer, Compliance Officer and Assistant Corporate Secretary</p>

	<p>The Board approved the election of the following members to the following Committees.</p> <p>Audit Committee Juan Victor S. Tanjuatco - Chairman Edna D. Reyes - Member Rodolfo B. Fernandez - Member</p> <p>Corporate Governance, Nominations and Remuneration Committee Rodolfo B. Fernandez - Chairman Dionisio E. Carpio, Jr. - Member Juan Victor S. Tanjuatco - Member</p>
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There were no other significant acts, contracts or investments of the Board of Directors other than those done in the regular course of the business of the Corporation.

Requirements under Section 49 of the Revised Corporation Code of the Philippines

- (a) MED has an effective shareholder voting mechanism which is included in the Company's Bylaws, Manual on Corporate Governance and SEC Form 20-IS.

During the virtual annual stockholders' meeting held on 13 May 2022 at www.medco.com.ph/asm, only Stockholders of record were entitled to notice and to vote at the Annual Stockholders' Meeting. The common stock voted on matters scheduled to be taken up at the Annual Meeting with each share being entitled to cast one (1) vote.

Professional Stock Transfer, Inc. validated the votes during the Proxy Validation Date. Validation of proxies was done by the Corporate Secretary and persons designated by the Corporate Secretary who were under his supervision and control, in accordance with the procedure and guidelines set out in the MED's Bylaws and Rule 20(11)(b) of the Amended Implementing Rules and Regulations of the Securities Regulation Code.

- (b) The stockholders were given the opportunity to ask questions during the meeting and the company answered the same. The questions and answers can be found in the minutes of the annual stockholders' meeting is disclosed in the company website at www.medco.com.ph/sec_pse_reports.html.
- (c) The following are the matters discussed and resolutions reached for the 2022 Annual Stockholders Meeting:

MATTERS DISCUSSED/ RESOLUTIONS REACHED
Approval of the Minutes of the Annual Meeting of Stockholders Held on 14 May 2021
Approval of the Annual Report and the Audited Financial Statements as of 31 December 2021
Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 14 May 2021
Election of the members of the Board of Directors
Appointment of External Auditor

(d) The voting results* during the 2022 Annual Stockholders' Meeting are as follows:

AGENDA ITEMS	VOTING RESULTS*		
	APPROVING	DISSENTING	ABSTAINING
Approval of the Minutes of the Annual Meeting of Stockholders Held on 14 May 2021	2,816,108,326	None	None
Approval of the Annual Report and the Audited Financial Statements as of December 31, 2021	2,816,108,326	None	None
Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 14 May 2021	2,816,108,326	None	None
Election of the members of the Board of Directors			
1. Dionisio E. Carpio, Jr.	2,816,108,326	None	None
2. Edna D. Reyes	2,816,108,326	None	None
3. Bobby Cheng Sai Chong	2,816,108,326	None	None
4. Pauline C. Tan	2,816,108,326	None	None
5. Magher S. Baul	2,816,108,326	None	None
6. Rodolfo B. Fernandez (Independent Director)	2,816,108,326	None	None
7. Juan Victor S. Tanjuatco (Independent Director)	2,816,108,326	None	None
Appointment of External Auditor	2,816,108,326	None	None

*Every resolution for approval of the stockholders in this meeting was introduced by a motion duly seconded during the virtual meeting. The Chairman asked if there was any objection to every motion. Since there were no objections, all the motions were carried without a vote. The number of votes indicated here are the votes on the resolution from: (a) votes of proxies with instructions; (b) votes submitted during the virtual meeting; and (c) votes of the Chairman as holder of proxies, which would have been counted if there was a voting on the resolution.

(e) Stockholders holding 2,816,108,326 shares were present in person or by proxy for the annual stockholders' meeting on 13 May 2022 conducted virtually via www.medco.com.ph/asm

The Directors and Officers who attended the meeting were as follows:

Chairman of the Board	Bobby Cheng Sai Chong
President and Corporate Information Officer	Dionisio E. Carpio, Jr.
Director, Treasurer and Assistant Corporate Secretary	Pauline C. Tan
Director	Edna D. Reyes
Director	Magher S. Baul
Independent Director	Juan Victor S. Tanjuatco
Corporate Secretary	Jonas S. Khaw

The stockholders and PCD Beneficial Owners who were present in person or by proxy during the Annual Stockholders' Meeting on May 13, 2022 were as follows:

- | | |
|----------------------------------|----------------------------|
| 1. Suncentury Asia Limited | 6. Dionisio E. Carpio, Jr. |
| 2. Bonham Strand Investment Ltd. | 7. Pauline C. Tan |
| 3. Citivest Asia Limited | 8. Magher S. Baul |
| 4. Xu Hanjiang | |
| 5. Bobby Cheng Sai Chong | |

- (f) Material information on the current stockholders and voting rights were provided during the meeting and in Items 2 and 19 of the SEC Form 20-IS. The Assistant Corporate Secretary informed the stockholders that stockholders as of record date of April 19, 2022 were entitled to vote in the meeting. Stockholders representing 2,816,108,326 shares, out of 3,159,292,441 outstanding shares, or 89.14% of total outstanding shares, were present in person, registered to vote in absentia, or by proxy in the meeting.
- (g) To determine and measure the effectiveness of the Board of Directors, the Company is guided by its Manual on Corporate Governance which is available on the Company website: www.medco.com.ph/corporate_governance.html. The Board conducted an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees. It also established an internal self-rating and evaluation system.
- (h) On director disclosure on self-dealings, MED follows the SEC rule requiring Directors and Officers to report their dealings in Company shares within five (5) trading days from the date of the MED share-related transactions. MED discloses to the PSE and SEC the ownership (direct and indirect) and any acquisition or disposal of MED securities by MED Directors, Officers and controlling shareholders pursuant to the PSE Revised Disclosures and the Securities Regulations Code. Directors and Officers are likewise prohibited from buying or selling MED securities during the period within which material non-public information is obtained and up to two (2) full trading days after the price sensitive information is disclosed. MED also discloses purchases of its shares from the market within the same day or before the start of the next trading day. On related party transactions, see discussion on Related Party Transactions in Note 12, *Related Party Transactions*, of the Annual Audited Consolidated Financial Statements.

Item 16. Matters Not Required to be Submitted

Not Applicable

Item 17. Amendment of Charter, Bylaws or Other Documents

Not Applicable

Item 18. Other Proposed Action

Not Applicable

Item 19. Voting Procedures

Stockholders of record as of 19 April 2023 may vote at the scheduled stockholders' meeting.

Stockholders who intend to attend and participate in the virtual meeting in person or through proxy shall first submit **on or before 27 April 2023** via email to MEDSHMeeting@medco.com.ph the scanned copy of their Letter of Intent to attend and participate via proxy or by remote communication and a copy of the stockholder's valid government-issued ID showing photo and personal details. Once validated, a registered stockholder will receive via email the proxy form and voting ballot. Stockholders must submit **on or before 2 May 2023** via email to MEDSHMeeting@medco.com.ph their duly accomplished proxy form and/or voting ballot. Validation of proxies shall be on 4 May 2023 at 5:00 p.m. at the office of the Corporation. Only stockholders who have notified the Corporation of their intention to participate in the virtual meeting and have registered themselves or their proxies, will be included in the determination of a quorum. We are not soliciting your proxy. All agenda items indicated in the Notice of the Meeting will be set out in the voting ballot and the stockholder may vote as follows:

- a. For all items, except for Election of Directors, the stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the stockholder's shares.
- b. For the Election of Directors, a stockholder entitled to vote: (i) may vote such number of shares owned by it for as many persons as there are Directors to be elected; or (ii) may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by the number of their shares; or (iii) may distribute them on the same principle among as many candidates as may be seen fit.

c. The Corporation's stock transfer agent and Office of the Corporate Secretary will tabulate all votes received and will validate the results.

d. Except for the Election of Directors, all the items in the Agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting. For the Election of Directors, the top seven (7) nominees with the most number of votes are elected.

Registered stockholders will receive the meeting link and password to log on to the meeting two (2) days before the stockholders' meeting. We encourage all registered stockholders to log onto the meeting link 45 minutes before the meeting starts, to avoid any technical difficulty. The meeting will start promptly at 10:00 a.m. on 12 May 2023. The meeting shall be recorded in audio and video format and copies shall be posted by the Company in its website. The procedures for voting and participation in the meeting through remote communication are also discussed further in the Information Statement which shall be made available to the public not later than 20 April 2023 through PSE Edge and the Corporation's website at www.medco.com.ph/asm. For any questions or inquiries, including request for assistance in the registration process, please contact our Office of the Corporate Secretary through MEDSHMeeting@medco.com.ph.

The following matters require the following votes:

Subject Matter	Votes Required
Approval of Minutes of the Annual Stockholders' Meeting	Majority of the votes cast
Approval of the Annual Report and Audited Financial Statements	Majority of the votes cast
Approval and Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management	Majority of the votes cast
Election of Directors	The top seven (7) nominees with the most number of votes are elected
Reappointment of Punongbayan & Araullo	Majority of the votes cast

Item 20. Proxies:

Not Applicable

Attached herewith are copies of the Management Report of the Corporation (Annex "A"); and the SEC Form 17-A Annual Report and Audited Financial Statements of the Corporation for the year ended 31 December 2022 (Annex "B"); the Certificates of Independent Directors (Annex "C"); and the Certification on no connection with government agencies (Annex "D").

A FREE COPY OF THE CORPORATION'S ANNUAL REPORT ON SEC FORM 17-A WILL BE MADE AVAILABLE UPON WRITTEN REQUEST ADDRESSED TO MS. PAULINE C. TAN WITH OFFICE ADDRESS AT THE 31ST FLOOR, RUFINO PACIFIC TOWER, 6784 AYALA AVENUE, MAKATI CITY, METRO MANILA, PHILIPPINES. HOWEVER, A REASONABLE FEE SHALL BE CHARGED FOR THE REPRODUCTION OF EXHIBITS THEREOF.

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

APR 19 2023

MEDCO HOLDINGS, INC.

By:



DIONISIO E. CARPIO, JR.
President

Schedule 1 – Proxy Form and Voting Ballot

Instructions for submission of attached Proxy Form and Voting Ballot

1. Submission of the Proxy Form and Voting Ballot

- (a) The proxy form and voting ballot must be completed, signed and dated by the shareholder or his duly authorized representative.
- (b) If the shares of stock are owned by two or more joint owners, the proxy form and voting ballot must be signed by all of the joint owners.
- (c) If the shares of stock are owned in an "and/or" capacity, the proxy form and voting ballot must be signed by either one of the owners.
- (d) If the shares of stock are owned by a corporation, association, or partnership, the proxy form and voting ballot must be accompanied by a certification, signed by a duly authorized officer, partner or representative of such corporation, association, or partnership, that the person signing the proxy form and voting ballot has been authorized by the governing body or has the power pursuant to its bylaws, constitutive documents of such corporation, association, or partnership, for such purpose.
- (e) A proxy form and voting ballot given by a broker or dealer in respect of shares of stock carried by such broker or dealer for the account of a customer must be supported by a sworn certification that the same is given with the express prior authorization of such customer.
- (f) If any customer of a broker or dealer who is the beneficial owner of shares of stock executes a sub-proxy, the broker or dealer shall certify that the signature on the sub-proxy is the true and genuine signature of its customer.

2. Revocation of Proxy

An owner of shares of stock who has given a proxy has the power to revoke it by a written instrument duly signed and dated, which must be received at the Corporation's principal office not later than 5:00 p.m. on 2 May 2023. The automatic revocation of a proxy upon attendance in person of the stockholder will not apply in this virtual stockholders meeting.

3. Validation of Proxies

Proxy validation will be held at the Principal Office of the Corporation on 4 May 2023 at 5:00 p.m. Validation of proxies will be done by the Office of the Corporate Secretary and the Stock Transfer Services Inc., in accordance with the procedure and guidelines set out in the Corporation's Bylaws and Rule 20.11.2 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

**MEDCO HOLDINGS, INC.
PROXY AND VOTING BALLOT**

The undersigned (the "Principal") hereby:

(Please choose and check only one option below)

☐ in case of appointment of a proxy, constitutes and appoints [Name of Proxy] _____ or in his absence, the Chairman of the meeting, as his/her attorney-in-fact and proxy (the "Proxy"), so that the Proxy or any other person empowered by the Proxy, shall have, without need of further authorization from the Principal, full power and authority to represent and vote all of the shares of stock of the Principal in Medco Holdings, Inc. (the "Corporation") at the annual stockholders' meetings of the Corporation on 12 May 2023, or any adjournment thereof, on the agenda matters set forth below, as fully and to all intents and purposes as such Principal might do if present and acting in person.

☐ in case of voting in absentia, casts its votes on the agenda matters set forth below:

(Please indicate below your votes or the votes to be cast by the Proxy. If the proxy form and voting ballot is returned without indicating the intended vote on any of the matters below, the Proxy shall vote on said matters in a way that the Proxy shall deem fit.)

Agenda Item	Choose one option below		
1. Approval of the Minutes of the Annual Stockholders' Meeting held on 13 May 2022	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
2. Approval of the Approval of the Annual Report and the Audited Financial Statements as of 31 December 2022	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
3. Approval and Ratification of the acts, contracts, investments and resolutions of the Board and management of the Corporation since the last annual meeting on 13 May 2022	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN
Choose one option below for each candidate			
4. Election of the members of the Board of Directors	YES (The candidate will be given the votes corresponding to the total number of shares voting)	For cumulative voting, please indicate the number of votes to be given to each candidate (provided that the total votes given to all candidates shall not exceed 7 times the number of shares voting)	ABSTAIN (no vote will be given)
i. Dionisio E. Carpio, Jr.	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
ii. Edna D. Reyes	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
iii. Bobby Cheng Sai Chong	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
iv. Pauline C. Tan	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
v. Magher S. Baul	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
vi. Rodolfo B. Fernandez	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN
vii. Juan Victor S. Tanjuatco	<input type="checkbox"/> YES		<input type="checkbox"/> ABSTAIN

	Choose one option below		
5. Re-appointment of Punongbayan and Araullo, the Philippine representative of Grant Thornton International, as external auditors of the Corporation for the year 2023	<input type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSTAIN

IN WITNESS WHEREOF, this proxy form and voting ballot has been executed by the Principal on the date and place indicated below.

Signature over Printed Name of Principal

Date signed: _____

Place signed: _____

Annex “A”

MANAGEMENT REPORT

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis should be read in conjunction with the section on “Brief Description of the General Nature and Scope of Business of Medco Holdings, Inc.” of this Report, the Audited Financial Statements as of 31 December 2022 and the related Notes to Financial Statements.

Plan of Operation

The Corporation implemented the following recapitalization plan after it was approved by the Securities and Exchange Commission (SEC) on April 24, 2018:

- (a) decrease in the authorized capital stock from P700,000,000 to P35,000,000 through a reduction in the par value per share from P1.00 to P0.05;
- (b) the use of the additional paid-in capital thereby created to reduce the outstanding deficit;
- (c) increase in authorized capital stock from P35,000,000 to P470,000,000; and,
- (d) the subscription by Bonham Strand Investments Ltd. and Mr. Xu Han Jiang to a total of 2,459,292,441 common shares issued out of the increase in authorized capital stock which was paid through the assignment of debts owed to said creditors amounting to P122,964,622.

With the implementation of its recapitalization plan, the Corporation achieved a turnaround in 2018 when it became profitable and earned a net income of P2,738,406 thereby posting retained earnings of P383,373,182 as of December 31, 2018.

In 2019, the Corporation was again profitable with a net income of P758,572 resulting in a further improvement in its stockholders’ equity to P75,229,067.

Upon the onset of the COVID-19 pandemic in the Philippines in March 2020, the Philippine government imposed strict community quarantine restrictions starting in that month and covering the remaining months of 2020 and the entire 2021. Such restrictions caused the immediate stoppage of operations of MEC in March 2020 and the cancellation of all exhibition activities scheduled then and in the remaining months of 2020. Thus, MEC had to immediately stop paying dividends to its stockholders.

Quarantine restrictions of varying strictness persisted in 2021 which enabled MEC to operate for short durations during the year conducting the few activities allowed by such restrictions. Thus, MEC continued to incur substantial operating losses in 2021.

In 2022, the gradual loosening up of community quarantine restrictions as the number of daily infections steadily declined allowed MEC to resume its operations and generate substantially-improved revenues thereby enabling the company to trim down its net loss to near break-even level. Despite its positive operational and financial recovery last year, MEC’s cash balance and retained earnings position did not yet reach sufficient levels to enable it to start paying dividends then. MEC’s non-payment of dividends in the years 2020 through 2022 resulted in the Corporation’s incurring net losses during these three years.

As MEC’s financial performance is projected to continue to improve further in 2023, we are confident that this affiliate can resume paying dividends soon - if not this year. In view of this, we are now optimistic about the Corporation’s prospects for 2023 and beyond. The Corporation continually seeks out potential additional sources of income in the normal course of its corporate strategic planning to maximize shareholder value and improve its net income.

The Corporation is nonetheless confident that it can satisfy its cash requirements not only in the next twelve (12) months but also on a longer term basis. Its liquid assets as at December 31, 2022 consisted of

P3.2 million of cash and cash equivalents. The Corporation does not have to raise additional funds in the next 12 months. In case the Corporation has any unforeseen cash requirement that cannot be met by its internal sources, its external sources of liquidity would consist of, among others, advances from its affiliate companies and/or major shareholders.

As of December 31, 2022, the Corporation has three (3) employees: a company driver, a messenger, and an administrative personnel.

In the next 12 months, the Corporation does not: (a) have plans to perform any product research and development, (b) have plans to purchase or sell any plant and significant equipment; and (c) expect significant changes in its number of employees.

The Corporation does not have any material commitments for capital expenditures or any significant elements of income or loss (from continuing operations).

Results of Operations for the years ended December 31, 2022, 2021 and 2020

2022

Total revenues for the year ended 2022 increased by 124% compared to the previous year's figure. The Corporation's revenues for this year consisted mainly of foreign exchange gain (91%) and interest income from short-term placements and bank deposits (9%).

The bulk of the increase in revenues was mainly due to the foreign exchange gain realized during the year under review. The exchange rates of a peso to a US dollar at various conversion dates were higher than the exchange rate when the dollar remittance was received from the parent company. The significant depreciation in the peso exchange rate resulted in a substantial increase of approximately 2,284% in the said foreign exchange gain account. However, interest income contracted because of the decrease in the deposit placements due to withdrawals for the Corporation's working capital requirement.

During the year under review, expenses comprised mainly of employee benefits (56%), professional fees (11%), occupancy (6%), membership fees and dues (5%), transportation (4%), representation (4%) and other expenses (14%). Total expenses decreased by 12% compared to the prior year. This was mainly attributable to the non-recurrence of the mutually-agreed interest charge paid to Manila Exposition Complex, Inc. (MEC) which was booked in the second quarter of 2021. Aside from this, the professional fee decreased by 35% due to the non-engagement of the services of a law firm that previously rendered services to the Corporation in 2021. Impairment losses also decreased by 26% as compared to last year.

Other components of expenses such as membership fees and dues, taxes and licenses, representation, as well other expenses, also posted a decrease in 2022. This was the result of the Corporation's continuing cost-cutting measures.

2021

Total revenues for the year ended 2021 decreased by 81% compared to the previous year's figure. The Corporation's revenues for this year consisted mainly of interest income from short-term placements and bank deposits (91%), and foreign exchange gain (9%).

The significant decline in revenues was mainly due to the reduction of interest income. This was the result of the substantial reduction in the short-term placements due to the withdrawals for the Corporation's working capital requirement. In addition, the bank interest rates for said short-term placements this year were lower, ranging from 0.40% to 0.55% per annum as compared to last year's interest rates of 0.50% to 2.50% per annum.

On the other hand, total expenses increased by approximately 15% compared to the prior year. During the year under review, expenses comprised mainly of employee benefits (46%), professional fees (14%), interest expense (10%), occupancy (5%), membership fees and dues (4%), and other expenses (21%).

The increase in the 2021 expenses was mainly due to the mutually-agreed interest charge paid to Manila Exposition Complex, Inc. (MEC) on the unremitted first (1st) tranche of the capital call. Professional fees also increased by 19% this year as compared to last year's figure, due to the payment of professional fee for the engagement of the services of a law firm. Employee benefits also increased due to the payment of prior years' health card renewal premiums which were only billed this year.

Other components of expenses such as transportation, membership fees and dues, communication, as well other expenses, declined in 2021. This was the result of the Corporation's continuing cost-cutting measures.

2020

Total revenues for the year ended 2020 decreased by 97% compared to the previous year's figure. During the year under review, the revenues consisted solely of interest income from short-term time deposit placements and savings accounts with local banks.

The significant decline in revenues was mainly due to the 100% decline in dividend income and 58% reduction in interest income.

No cash dividend was received from Manila Exposition Complex, Inc. (MEC) for the year 2020 due to the negative impact of the COVID-19 pandemic in its operations. Interest income also contracted because of the decrease in the deposit placements of the Corporation due to the withdrawals for its working capital requirement. Furthermore, interest rates for short-term placements also decreased from a range of 2.40% to 5.25% in 2019 to 0.50% to 2.50% in 2020.

On the expense side, total expenses declined by 2% compared to the previous year's figure. During the year under review, expenses were mainly comprised of salaries and employee benefits (51%), professional and management fees (14%), occupancy (6%), membership fees and dues (5%), transportation (4%), representation (4%) and other expenses (16%).

The decline in the 2020 expenses was mainly due to the decrease in communication expenses. Mailing costs for the distribution of the Definitive Information Statement were incurred for the regular and special stockholders' meeting held in 2019. In 2020, the regular stockholders' meeting was held online and there was no special stockholders' meeting held. As a consequence of not holding a special stockholders' meeting in 2020, directors' per diem also decreased by approximately 17%.

Other components of expenses such as representation, employee benefits, transportation, taxes and licenses, as well other expenses, also posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures. However, the professional fees increased by 24% this year as compared to last year's figure. This was due to the payment of professional services for the incorporation of Medco Investments Limited in the British Virgin Islands and the economic substance annual reporting which were both rendered by Comsec Worldwide Limited.

Financial Condition and Changes in Financial Condition as of December 31, 2022, 2021 and 2020

2022

With respect to the balance sheet as at the end of 2022, total assets increased by 12% as compared to the end of last year. Total assets were composed of financial assets at fair value through other comprehensive income (85%), cash and cash equivalents (7%), due from related parties (7%), and receivables (1%).

There was a 10% increase in the Financial Assets at Fair Value through Other Comprehensive Income (FVOCI) account due to the higher fair value of the Corporation's investment in Manila Exposition Complex, Inc. (MEC). The fair value of said investment for 2022 amounted to P38,142,260 as compared to last year's figure of P34,531,079, which was determined by the auditors using the market approach – price/book value. Furthermore, the due from related parties account increased by 100% as a result of the advances granted to a related party in 2022.

However, a decline in the cash and cash equivalent account was noted during the year under review. As mentioned in the foregoing results of operations for 2022, there was a reduction in the deposit placements of the Corporation due to the withdrawals for its working capital requirement.

On the liabilities side, a significant increase of 92% was noted. The Corporation obtained advances from its parent company to further meet its working capital requirements. Moreover, the parent company transferred funds to the Corporation in relation to the parent company's tender offer thereby increasing the accounts payable and accrued expenses account by 555%. On the other hand, the post-employment benefit obligation account went down by 47% as compared to the previous year.

As at December 31, 2022 the total shareholders' fund of the Corporation amounted to P34 million.

2021

As to the balance sheet as at the end of 2021, total assets decreased by 9% compared to the previous year. Total assets were composed of financial assets at fair value through other comprehensive income (86%), cash and cash equivalents (13%), and receivables (2%).

The decrease was mainly due to the 55% drop in cash and cash equivalents which was used to meet the Corporation's working capital requirement. However, there was a 7% increase in the Financial Assets at Fair Value through Other Comprehensive Income (FVOCI) account due to the higher fair value of the Corporation's investment in Manila Exposition Complex, Inc. (MEC). As determined by the Corporation's auditors, the fair value of said investment for this year amounted to P34,531,079 as compared to last year's figure of P32,273,202. The receivables account also increased by 12% due to the advances granted to related parties.

On the other hand, there was a 7% increase on the liabilities side this year compared to the prior year. This increase was due to the recognition of a higher amount of post-employment benefit obligation this year.

As at December 31, 2021, the total shareholders' fund of the Corporation amounted to P34.5 million.

2020

With reference to the statement of financial position, total assets decreased by 45% compared to last year's figure. Total assets were composed of financial assets at fair value through other comprehensive income (73%), cash and cash equivalents (25%), receivables and other assets (2%).

Significant movements were noted in some components thereof, specifically in the financial assets at fair value through other comprehensive income (FVOCI) and cash and cash equivalent accounts. The decline in total assets was mainly due to the lower fair value of the Corporation's investment in MEC. Per valuation of Punongbayan & Araullo's audit team, the fair value of said investment for this year amounted to P32,273,202 as compared to last year's fair value of P63,497,773. Thus, there was a 49% decline in the fair value of said investment as at the end of 2020. As discussed in the foregoing results of operations for 2020, cash and cash equivalents account likewise declined by 31%.

On the other hand, there was a 6% increase on the liabilities side this year as compared to the prior year. The increase was due to the amount of the post-employment benefit obligation recognized this year which was 20% higher as compared to year 2019.

As at December 31, 2020, the total shareholders' fund of the Corporation amounted to P38.6 million.

Prospects for 2023

The year 2022 was significantly better than 2021. The country's economy had started to gradually revive and many business sectors resumed their operations during that year due to the staggered loosening up of community quarantine restrictions as the number of daily infections steadily declined. As a result of this positive development, the Corporation's affiliate MEC likewise resumed operating its exhibition business

allowing its total revenues in 2022 to soar upward not far from pre-pandemic levels and thereby enabling the company's net loss to be trimmed down to near-break-even level.

In view of this, we are now optimistic about the Corporation's prospects for 2023. As its affiliate's financial performance is expected to continue to improve further, we are hopeful that MEC can resume paying dividends soon - if not this year.

Key Variable and Other Qualitative and Quantitative Factors

The Corporation is not aware of any trends, events or uncertainties that would materially affect its liquidity and its operations as a whole. There are also no material commitments for capital expenditure or any significant elements of income or loss from continuing operations. The Corporation does not also anticipate any liquidity problem within the next twelve (12) months. The Corporation has no default or breach of any note, loan, lease or other indebtedness or financing arrangement. There are also no past due trade payables.

The Corporation's internal sources of short-term and long-term liquidity are its liquid assets which as at December 31, 2022 consisted of P3.2 million of cash and cash equivalents. Its external sources of liquidity would consist of advances from its affiliate companies and/or major shareholders.

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

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

Furthermore, there were no other known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. Aside from those already mentioned above, the Corporation is also not aware of any events that will cause a material change in the relationship between the costs and revenues.

The top five (5) performance indicators of the Corporation for the past three (3) fiscal years are presented below:

- a. Revenue Growth- This measures how fast the Corporation's business is expanding. The ratio shows the annualized rate of increase (or decrease) of the Corporation's revenues.
- b. Net Income Growth- Similar to revenue growth, this ratio is an indicator of the rate of growth of the Corporation's bottom line figure.
- c. Return on Equity- For an investor who wants to have an indication of his investment returns, this ratio provides such a measure.
- d. Current Ratio- This ratio measures the Corporation's ability to pay its currently maturing obligations.
- e. Debt-to-Equity Ratio- This ratio offers a method of assessing the Corporation's financial health and gauging the balance sheet durability.

Medco Holdings, Inc.
Top Five (5) Performance Indicators
December 31, 2022, 2021 and 2020

		<u>2022</u>	<u>2021</u>	<u>2020</u>
1. Revenue Growth	$\frac{\text{Revenue Y1-Y0}}{\text{Revenue Y0}}$	124.34%	-81.09%	-96.88%
2. Net Income Growth*	$\frac{\text{Net Income Y1-Y0}}{\text{Net Income Y0}}$	-12.88%	17.77%	-803.65%
3. Return on Equity	$\frac{\text{Net Income}}{\text{Stockholders' Equity}}$	-16.09%	-18.23%	-13.83%
4. Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.71x	1.70x	3.51x
5. Debt-to-Equity-Ratio	$\frac{\text{Total Liabilities}}{\text{Stockholders' Equity}}$	0.32x	0.17x	0.14x

*Net Loss in 2022, 2021,
and 2020

Note:

Y1= Current year

Y0= Previous year

BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF BUSINESS OF MEDCO HOLDINGS, INC.

Medco Holdings, Inc. (“MHI” or “MED” or the “Corporation”)

Medco Holdings, Inc. (“MHI” or “MED” or the “Corporation”) is an investment holding company listed on the Philippine Stock Exchange (“PSE”). It was incorporated in the Philippines on October 23, 1969 as the Mindanao Exploration & Development Corporation and adopted its current name in 1995.

Prior to 1995, MHI was engaged in mineral exploration and development. In 1995, the Corporation embarked on a major corporate shift that resulted in its transformation into an investment holding company. In line with the change in its primary business purpose, the Corporation sold all its rights, titles, interests including all liabilities and obligations in its mining lease contracts and operating agreements to South Seas Oil & Mineral Exploration Development Co., Inc.

Thereafter, the Corporation has been engaged in investment holding activities. It does not produce or sell any product, or render any service. At present, its investment portfolio is comprised of holdings in companies involved in financial services and the operation of exhibition halls and conference facilities for trade development.

In 2018, following the equity restructuring and recapitalization plan implemented during the year and the issuance of new shares, Bonham Strand Investments Ltd. (BSIL) acquired 69.67% ownership over the Corporation. BSIL is an entity engaged in investment holding and registered in the British Virgin Islands.

In May 2022, in view of the change of control resulting from BSIL’s acquisition of 69.67% ownership of the Corporation in 2018, the Securities and Exchange Commission (SEC) directed BSIL to conduct a Mandatory Tender Offer to minority shareholders in accordance with the provisions of Rule 19 of the Securities Regulation Code.

BSIL dutifully complied with the said SEC directive and, on December 21, 2022, the Company filed its Final Tender Offer Report with the SEC and the Philippine Stock Exchange. As a result of BSIL’s acquisition thereunder of 242,000 MED shares tendered by a minority shareholder, BSIL’s ownership in the Corporation increased to 69.68%.

Details of the affiliated companies and their activities as at December 31, 2022 are as follows:

<u>Name</u>	<u>Place of incorporation</u>	<u>Fully paid-up common share capital</u>	<u>Percentage of direct equity ownership of MHI</u>	<u>Principal Activities</u>
Export & Industry Bank, Inc (In receivership)	Philippines	₱4,734,452,540	2.45%	Commercial banking
Manila Exposition Complex, Inc.	Philippines	₱165,000,000	18.18%	Exhibition hall operation

Export & Industry Bank, Inc. (“Exportbank”) (In receivership)

Exportbank was engaged in the business of commercial banking and of trust and funds management, and exercised all the powers of a commercial bank, trust company, and a corporation in general, as provided for under the General Banking Act, as amended, the rules and regulations of the Bangko Sentral ng Pilipinas, the Corporation Code of the Philippines and other applicable laws.

On April 26, 2012, the Monetary Board in its Resolution No. 686 decided to prohibit Export and Industry Bank, Inc. from doing business in the Philippines and to place its assets and affairs under

receivership pursuant to Section 30 of the Republic Act (R.A) No. 7653 (the New Central Bank Act). The Philippine Deposit Insurance Corporation was designated as Receiver of the said commercial bank.

Other Affiliate

Manila Exposition Complex, Inc. (MEC) is not a significant affiliate of the Corporation.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

1. External Audit Fees and Services

Please refer to the discussion in Item 7 of the 20-IS.

2. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

Please refer to the discussion in Item 7 of the 20-IS.

COMPLIANCE ON THE CORPORATE GOVERNANCE

a. Evaluation System established by the Corporation to measure or determine the level of compliance of the Board of Directors and top level management with its Manual of Corporate Governance.

The Corporation accomplishes and submits its Integrated Annual Corporate Governance Report ("I-ACGR") to the SEC. The Corporation reviews the specific recommendations in the I-ACGR and determines whether it fully complies with it. Any deviation is immediately discussed among the members of the management. As of this date, the Corporation has sufficiently complied with its Manual on Corporate Governance. There has been no deviation from the Manual on Corporate Governance.

b. Measures being undertaken by the Corporation to fully comply with the adopted leading practices on good corporate governance.

To strictly observe and implement the provisions of its Manual of Corporate Governance, the following penalties are imposed, after notice and hearing, on the Corporation's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provision of the Manual of Corporate Governance:

- In case of first violation, the subject person shall be reprimanded.
- Suspension from office shall be imposed in case of second violation.
- The duration of the suspension shall depend on the gravity of the violation.
- For third violation, the maximum penalty of removal from office shall be imposed.

The commission of a third violation of the Manual of Corporate Governance by any member of the board of the Corporation or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship.

The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposing penalty for such violation, for further review and approval of the Board.

c. Any deviation from the Corporation's Manual of Corporate Governance. Including a disclosure of the name and position of the persons involved and sanctions imposed on said individual.

As of this date, the Corporation has sufficiently complied with its Manual on Corporate Governance. There has been no deviation from the Manual on Corporate Governance.

d. Any plan to improve corporate governance of the Corporation.

The Corporation accomplishes and submits its Integrated Annual Corporate Governance Report ("I-ACGR") to the SEC annually. The Corporation reviews the specific recommendations in the I-ACGR and determines whether it fully complies with it. Any deviation is immediately discussed among the members of the management.

MARKET PRICE AND DIVIDENDS ON THE CORPORATION'S COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

(1) Market Information

The Corporation's common shares are listed and traded on the PSE.

The high and low price of such common shares for the first quarter of 2023 were as follows:

<u>1st Quarter</u>	
<u>High</u>	<u>Low</u>
P0.22	P0.14

The high and low prices for each quarter of 2022 were as follows:

<u>1st Quarter</u>		<u>2nd Quarter</u>		<u>3rd Quarter</u>		<u>4th Quarter</u>	
<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
P0.34	P0.28	P0.34	P0.25	P0.29	P0.20	P0.26	P0.15

The high and low prices for each quarter of 2021 were as follows:

<u>1st Quarter</u>		<u>2nd Quarter</u>		<u>3rd Quarter</u>		<u>4th Quarter</u>	
<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
P0.62	P0.36	P0.45	P0.37	P0.41	P0.32	P0.35	P0.28

The closing price of the Corporation's shares as of 13 March 2023, the latest practicable trading date, is 0.1680.

(2) Holders

Based on the records of the Corporation's stock transfer office, Philippine Stock Transfer, Inc., as at 28 February 2023 there were 674 holders of the common stock of the Corporation. Below are the names of the top 20 shareholders and the number of shares and the percentage of total shares outstanding held by each stockholder.

	Name	No. of Shares Held	% of Total
1.	Bonham Strand Investment Ltd.	2,201,421,241	69.68%
2.	PCD Nominee Corp. - Filipino	324,694,154	10.28%
3.	Citivist Asia Limited	322,314,874	10.20%
4.	Xu Hanjiang	258,113,200	8.17%
5.	Suncentury Asia Limited	34,500,000	1.09%
6.	PCD Nominee Corp. - Foreign	15,877,002	0.51%
7.	Gatchalian, Rexlon	1,000,000	0.03%
8.	Lo, Eduardo	394,000	0.01%
9.	Ibardolaza, Marita	100,000	negligible
10.	Chong, Lilian	50,000	negligible
11.	Bautista, Emmanuel T. &/or Bernardita P. Bautista	40,000	negligible
12.	Uy, Arturo &/or Arnel Uy	40,000	negligible
13.	Guevara, Anna Georgina	23,000	negligible
14.	Cua, Henry	20,000	negligible
15.	Libertad Development Corp.	20,000	negligible
16.	Ong, Lyn	20,000	negligible
17.	Ramos, Angela	20,000	negligible
18.	Avis, Jose T.	19,000	negligible
19.	Cua, Bernice Yang	10,011	negligible
20.	Banda, Jovita L.	10,000	negligible

	Dy, Aurora	10,000	negligible
	Gili, Guillermo Jr.	10,000	negligible
	Guevarra, Anna Giorgina Arroyo	10,000	negligible
	Jacinto, Robert	10,000	negligible
	Marquez, Mary Joan G.	10,000	negligible
	Ng Siok Go	10,000	negligible
	Osi, Avelino	10,000	negligible
	Reambillo, Ma. Leonora	10,000	negligible
	Tan Cheng Leng	10,000	negligible

As at 31 December 2022, the number of shares held by the public was 635,535,315 shares and the public ownership level of the Corporation is at 20.12%.

(3) Dividends

No cash dividends have been declared by the Corporation on its common stock for the last 10 years. The Corporation Code of the Philippines provides that dividends may only be declared out of unrestricted retained earnings. As of December 31, 2022, the Corporation has a Retained Earnings Deficit of (P297,968,935) which restricts the Corporation from declaring dividends.

The directors will consider dividend payments after taking into account such factors as the Corporation's cash flow, future expansion plans and prevailing bank interest rates.

(4) Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

There were no sales of any unregistered securities of the Corporation within the past three years.



Annex "B"

Medco Holdings, Inc.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of Medco Holdings, Inc. is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Medco Holdings, Inc.'s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Medco Holdings, Inc. or to cease operations, or has no realistic alternative to do so.

The Board of Directors is responsible for overseeing the Medco Holdings, Inc.'s financial reporting process.

The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders.

Punongbayan & Araullo Grant Thornton, the independent auditors appointed by the stockholders, has audited the financial statements of the Medco Holdings, Inc. in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.

Sai Chong Cheng
Chairman of the Board
TIN 911-812-692

Dionisio E. Carpio, Jr.
President
TIN 115-321-387

Pauline C. Tan
Treasurer
TIN 100-666-150

Signed this 3rd day of March 2023

MAR 29 2023

SUBSCRIBED AND SWORN to before me this _____ day of _____ at **CITY OF MANILA**, affiants exhibiting to me their Senior Citizen ID/SSS Numbers as follows:

Sai Chong Cheng
Dionisio E. Carpio, Jr.
Pauline C. Tan

15061
03-1710841-7
33-0293610-9

April 12, 2010/Quezon City, Philippines
Manila, Philippines
Manila, Philippines

Doc. No. 315
Page No. 64
Book No. 1
Series of 2023

ATTY. HENRY D. ADASA

NOTARY PUBLIC CITY OF MANILA

APPOINTMENT 097/12/31/2023 MANILA

BP NO. 181139 / 01/03/2023

PTR NO. 0821145 / 01/03/2023

REG. NO. 19579, 10170, 172-928-029

31/F Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1229, Philippines

Tels.: (632) 8841-0405 Fax: (632) 8840-3549

(15) 1481 TAYLORMAN ST., STA. CRUZ, MANILA



Financial Statements and
Independent Auditors' Report

Medco Holdings, Inc.

December 31, 2022, 2021 and 2020

Report of Independent Auditors

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

T +63 2 8988 2288

The Board of Directors and the Stockholders
Medco Holdings, Inc.
(A Subsidiary of Bonham Strand Investments Ltd.)
31st Floor, Rufino Pacific Tower
6784 Ayala Avenue, Makati City

Report on the Audit of the Financial Statements

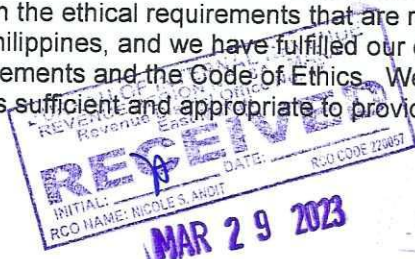
Opinion

We have audited the financial statements of Medco Holdings, Inc. (the Company), which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2022 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Valuation of Financial Assets at Fair Value Through Other Comprehensive Income*Description of the Matter*

The fair valuation of the financial assets of the Company is considered a key area of focus in our audit due to the use of significant quantitative unobservable inputs in computing the market value of these financial assets. The Company has unquoted equity securities classified as Financial Assets at Fair Value through Other Comprehensive Income (FVOCI). The fair value of the financial assets is determined using the market approach – price/book value and net asset valuation approach.

The fair value of the Company's financial assets at FVOCI amounted to P38,142,260 and P34,531,079 as of December 31, 2022 and 2021, respectively.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the valuation of financial assets at FVOCI included, among others, the items enumerated below.

- assessing the reasonableness of unobservable inputs used and evaluating the valuation techniques used by the management;
- comparing the methodologies applied and assumptions used by the management with our expectations and emerging market activities; and,
- reviewing the formulas used in fair market valuation and recomputing the fair values based on inputs and methodologies applied.

The Company's policy, judgments and estimates on accounting for Financial Assets at FVOCI is disclosed in Notes 2 and 3 to the financial statements and an analysis about the details of the assets' components is presented in Note 7.



Other Information

Management is responsible for the other information. The other information comprises the information included in the Company's Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022, but does not include the financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2022 are expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

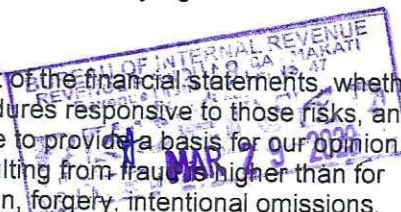
Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

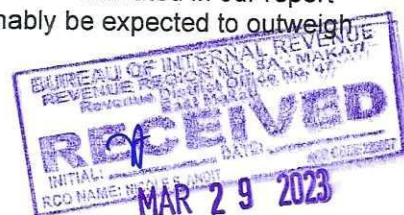


- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2022 required by the Bureau of Internal Revenue as disclosed in Note 19 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with PFRS. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The engagement partner on the 2022 audit resulting in this independent auditors' report is Nelson J. Dinio.

PUNONGBAYAN & ARAULLO


By: **Nelson J. Dinio**
Partner

CPA Reg. No. 0097048

TIN 201-771-632

PTR No. 9566632, January 3, 2023, Makati City

SEC Group A Accreditation

Partner - No. 97048-SEC (until financial period 2023)

Firm - No. 0002 (until Dec. 31, 2024)

BIR AN 08-002511-032-2022 (until Oct. 13, 2025)

Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 3, 2023



MAR 29 2023

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2022 AND 2021
(Amounts in Philippine Pesos)

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	6	P 3,228,882	P 5,029,155
Receivables - net	8	725,646	671,747
Due from related parties	12	<u>2,950,000</u>	<u>-</u>
Total Current Assets		6,904,528	5,700,902
NON-CURRENT ASSET			
Financial assets at fair value through other comprehensive income	7	<u>38,142,260</u>	<u>34,531,079</u>
TOTAL ASSETS		<u>P 45,046,788</u>	<u>P 40,231,981</u>
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Accrued expenses and other liabilities	10	P 1,291,504	P 197,096
Due to related parties	12	<u>8,450,000</u>	<u>3,150,000</u>
Total Current Liabilities		9,741,504	3,347,096
NON-CURRENT LIABILITY			
Post-employment defined benefit obligation	13	<u>1,270,637</u>	<u>2,401,168</u>
Total Liabilities		<u>11,012,141</u>	<u>5,748,264</u>
EQUITY			
Capital stock	5	157,964,622	157,964,622
Additional paid-in capital	5	25,498,912	25,498,912
Revaluation reserves - net	7, 13	(516,459,952)	(521,487,362)
Retained earnings	5	<u>367,031,065</u>	<u>372,507,545</u>
Net Equity	5	<u>34,034,647</u>	<u>34,483,717</u>
TOTAL LIABILITIES AND EQUITY		<u>P 45,046,788</u>	<u>P 40,231,981</u>

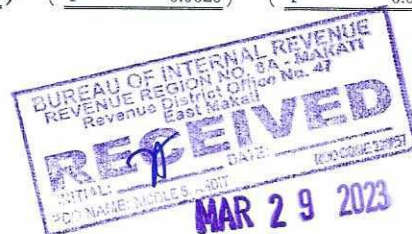
See Notes to Financial Statements



MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
INCOME				
Foreign exchange gains - net	4, 14	P 77,951	P 3,270	P -
Interest income	6	7,645	34,885	201,770
		<u>85,596</u>	<u>38,155</u>	<u>201,770</u>
EXPENSES				
Salaries and employee benefits	13	3,129,899	2,934,178	2,827,448
Professional and management fees		589,000	900,000	755,205
Occupancy	12	312,000	312,000	312,000
Membership fees and dues		257,575	260,575	268,575
Transportation		227,789	220,141	237,521
Representation		219,872	220,128	220,533
Impairment losses	9, 12	147,462	198,273	160,531
Net interest expense	7, 13	80,439	637,190	97,337
Communication		47,076	40,815	41,813
Taxes and licenses		17,694	18,351	17,635
Foreign exchange losses - net	4, 14	-	-	3,210
Others	11	531,137	576,024	557,326
		<u>5,559,943</u>	<u>6,317,675</u>	<u>5,499,134</u>
LOSS BEFORE TAX		(5,474,347)	(6,279,520)	(5,297,364)
TAX EXPENSE	14	(2,133)	(6,973)	(40,352)
NET LOSS		(5,476,480)	(6,286,493)	(5,337,716)
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss				
Fair value gain (loss) on financial assets at fair value through other comprehensive income	7	3,611,181	2,257,877	(31,224,571)
Remeasurements of post-employment defined benefit obligation	13	1,416,229	(78,995)	(75,452)
Other Comprehensive Income (Loss)		<u>5,027,410</u>	<u>2,178,882</u>	<u>(31,300,023)</u>
TOTAL COMPREHENSIVE LOSS		(P 449,070)	(P 4,107,611)	(P 36,637,739)
Basic and Diluted Loss Per Share	15	(P 0.0017)	(P 0.0020)	(P 0.0017)

See Notes to Financial Statements.



MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	<u>Capital Stock</u> (see Note 5)	<u>Additional Paid-in Capital</u> (see Note 5)	<u>Revaluation Reserves - net</u> (see Notes 7 and 13)	<u>Retained Earnings</u> (see Note 5)	<u>Total Equity</u>
Balance at January 1, 2022	P 157,964,622	P 25,498,912	(P 521,487,362)	P 372,507,545	P 34,483,717
Total comprehensive income (loss)	-	-	5,027,410	(5,476,480)	(449,070)
Balance at December 31, 2022	<u>P 157,964,622</u>	<u>P 25,498,912</u>	<u>(P 516,459,952)</u>	<u>P 367,031,065</u>	<u>P 34,034,647</u>
Balance at January 1, 2021	P 157,964,622	P 25,498,912	(P 523,666,244)	P 378,794,038	P 38,591,328
Total comprehensive income (loss)	-	-	2,178,882	(6,286,493)	(4,107,611)
Balance at December 31, 2021	<u>P 157,964,622</u>	<u>P 25,498,912</u>	<u>(P 521,487,362)</u>	<u>P 372,507,545</u>	<u>P 34,483,717</u>
Balance at January 1, 2020	P 157,964,622	P 25,498,912	(P 492,366,221)	P 384,131,754	P 75,229,067
Total comprehensive loss	-	-	(31,300,023)	(5,337,716)	(36,637,739)
Balance at December 31, 2020	<u>P 157,964,622</u>	<u>P 25,498,912</u>	<u>(P 523,666,244)</u>	<u>P 378,794,038</u>	<u>P 38,591,328</u>

See Notes to Financial Statements.

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

	Notes	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before tax		(P 5,474,347)	(P 6,279,520)	(P 5,297,364)
Adjustments for:				
Impairment losses	9, 12	147,462	198,273	160,531
Unrealized foreign exchange losses (gains) - net	4, 14	(14,997)	(3,270)	3,210
Interest income	6	(77,951)	(34,885)	(201,770)
Interest expense	7	-	568,553	-
Operating loss before working capital changes		(5,419,833)	(5,550,849)	(5,335,393)
Decrease (increase) in receivables		(2,278,253)	(70,371)	24,859
Increase in due from related parties	12	(725,646)	-	-
Increase in other assets		(147,462)	(198,214)	(158,531)
Increase (decrease) in accrued expenses and other liabilities		1,094,408	16,774	(40,304)
Increase in post-employment defined benefit obligation		285,698	273,315	259,725
Cash used in operations		(7,191,088)	(5,529,345)	(5,249,644)
Interest received		77,951	33,898	199,708
Cash paid for interest charges	7	-	(568,553)	-
Cash paid for income taxes	14	(2,133)	(6,973)	(40,352)
Net Cash Used in Operating Activities		(7,115,270)	(6,070,973)	(5,090,288)
CASH FLOWS FROM A FINANCING ACTIVITY				
Proceeds from advances obtained from related parties	12	5,300,000	-	-
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents		14,997	3,270	(3,210)
NET DECREASE IN CASH AND CASH EQUIVALENTS		(1,800,273)	(6,067,703)	(5,093,498)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		5,029,155	11,096,858	16,190,356
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 3,228,882	P 5,029,155	P 11,096,858

Supplemental Information on a Non-cash Investing Activity –

The Company has recognized fair value gain in 2022 and 2021 amounting to P3,611,181 and P2,257,877, respectively, and fair value loss in 2020 amounting to P31,224,571 from its investment in Manila Exposition Complex (see Note 7).

See Notes to Financial Statements.

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 AND 2020
(Amounts in Philippine Pesos)

1. GENERAL INFORMATION

1.1 Corporate Information

Medco Holdings, Inc. (the Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on October 23, 1969. The Company currently conducts business as an investment holding company. Its shares of stock are publicly traded at the Philippine Stock Exchange (PSE).

The Company is a subsidiary of Bonham Strand Investments Ltd. (BSIL) with an ownership of 69.68% and 69.67% as of December 31, 2022 and 2021, respectively. BSIL is an entity engaged in investment holding and registered in British Virgin Islands.

The registered office address of the Company, which is also its principal place of business, is located at 31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City. The registered office address of BSIL, which is also its principal place of business, is located at Akara Building, 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

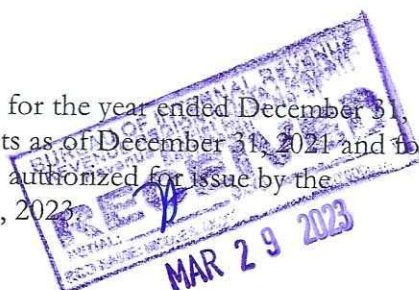
1.2 Continuing Impact of COVID-19 Pandemic on the Company's Business

The COVID-19 pandemic started to become widespread in the Philippines in early March 2020 and its impact has been continuing until the date of the approval of these financial statements. In 2022, the country's economic status improved because of reopening of local and international travels and loosening of health and safety protocols and restrictions. Demand and supply of products are slowly returning to pre-pandemic levels. As a result, overall continuing impact of the COVID-19 pandemic to the Company is continuously improving and Company's operations is slowly going back to its pre-pandemic levels.

Management will continue to take actions to continually improve the operations as the need arises. Based on the foregoing improvements, management projects that the Company would continue to report positive results of operations and would remain liquid to meet current obligations as they fall due. Accordingly, management has not determined material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern due to the effects of the pandemic.

1.3 Approval of Financial Statements

The financial statements of the Company as at and for the year ended December 31, 2022 (including the comparative financial statements as of December 31, 2021 and for the years ended December 31, 2021 and 2020 were authorized for issue by the Company's Board of Directors (BOD) on March 3, 2023.



2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of Preparation of Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board and approved by the Philippine Board of Accountancy.

The Company has qualified as a small entity (SE) based on the criteria set by the SEC. Entities qualifying as SEs are required to use the Philippine Financial Reporting Standard for SEs as their financial reporting framework. However, due to the exemptions from SEC being a listed entity, the Company has opted to use PFRS in the preparation of its financial statements.

The financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) Presentation of Financial Statements

The financial statements are prepared in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Company presents all items of income and expenses and other comprehensive income (losses) in a single statement of comprehensive income.

The Company presents a third statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the statement of financial position at the beginning of the preceding period. The related notes to the third statement of financial position are not required to be disclosed.

(c) Functional and Presentation Currency

These financial statements are presented in Philippine pesos, the Company's functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the financial statements of the Company are measured using its functional currency. Functional currency is the currency of the primary economic environment in which the Company operates.

2.2 Adoption of New and Amended PFRS

(a) Effective in 2022 that are Relevant to the Company

The Company adopted for the first time the following amendments and annual improvements to PFRS, which are mandatorily effective for annual periods beginning on or after January 1, 2022:

PAS 37 (Amendments)	:	Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to PFRS (2018-2020 Cycle)		
PFRS 9 (Amendments)	:	Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities
PFRS 16 (Amendments)	:	Leases – Lease Incentives

Discussed below are the relevant information about these pronouncements.

- (i) PAS 37 (Amendments), *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract*. The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services. Costs that relate directly to a contract include both incremental costs of fulfilling that contract (e.g., direct labor and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g., the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments resulted in a revision in the Company's policy to include both incremental costs and an allocation of other costs when determining whether a contract was onerous. The amendments apply prospectively to contracts existing at the date when the amendments are first applied. Management assessed that there is no significant impact on the Company's financial statements as a result of the change since none of the existing contracts as of January 1, 2022 would be identified as onerous after applying the amendments.
- (ii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments which do not have significant impact and which are effective from January 1, 2022, are relevant to the Company's financial statements:
 - a. PFRS 9 (Amendments), *Financial Instruments – Fees in the '10 per cent' Test for Derecognition of Liabilities*. The amendments clarify the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

- b. Illustrative Examples Accompanying PFRS 16, *Leases – Lease Incentives*. The amendments remove potential for confusion regarding lease incentives by deleting from Illustrative Example 13 the reimbursement relating to leasehold improvements as it had not been explained clearly enough as to whether the reimbursement would meet the definition of a lease incentive in accordance with PFRS 16.

(b) *Effective in 2022 that is not Relevant to the Company*

Among the amendments to PFRS which are mandatorily effective for annual periods beginning on or after January 1, 2022, the following are not relevant to the Company's financial statements:

- (i) PAS 16 (Amendments), *Property, Plant and Equipment – Proceeds Before Intended Use*. (effective from January 1, 2022)
- (ii) PFRS 3 (Amendments), *Business Combinations - Reference to the Conceptual Framework* (effective from January 1, 2022)
- (ii) Annual Improvements to PFRS 2018-2020 Cycle. Among the improvements, the following amendments, which are effective from January 1, 2022, are not relevant to the Company:
 - a. PFRS 1, *First-time Adoption of Philippine Financial Reporting Standards – Subsidiary as a First-time Adopter*
 - b. PAS 41, *Agriculture – Taxation in Fair Value Measurements*

(c) *Effective Subsequent to 2022 but not Adopted Early*

There are amendments and annual improvements to existing standards effective for annual periods subsequent to 2022, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and none of these are expected to have significant impact on the Company's financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current* (effective from January 1, 2023)
- (ii) PAS 1 and PFRS Practice Statement 2 (Amendments), *Presentation of Financial Statements – Disclosure of Accounting Policies* (effective from January 1, 2023)
- (iii) PAS 8 (Amendments), *Accounting Estimates – Definition of Accounting Estimates* (effective from January 1, 2023)
- (iv) PAS 12 (Amendments), *Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction* (effective from January 1, 2023)

2.3 Current versus Non-current Classification

The Company presents assets and liabilities in the statement of financial position based on current or non-current classification. An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the reporting period; or,
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or,
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred income tax assets and liabilities are classified as non-current assets and liabilities.

2.4 Financial Instruments

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions in the financial instrument.

(a) Financial Assets

For purposes of classifying financial assets, an instrument is considered an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of PAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

(i) Classification, Measurement and Reclassification of Financial Assets

The classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The classification and measurement of financial assets are described below in the succeeding pages.

Financial Assets at Amortized Cost

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within the Company's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

All financial assets meeting these criteria are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any allowance for expected credit losses (ECL).

The Company's financial assets at amortized cost are presented in the statement of financial position as Cash and Cash Equivalents, Receivables – net, and Due from Related Parties.

Financial assets measured at amortized cost are included in current assets, except for those with maturities greater than 12 months after the end of reporting period, which are classified as non-current assets.

For purposes of cash flows reporting and presentation, cash and cash equivalents comprise accounts with original maturities of three months or less, including cash. These generally include cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit impaired. For credit-impaired financial assets at amortized cost, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance). The interest earned is recognized in the statement of comprehensive income as Interest Income.

Financial Assets at Fair Value Through Other Comprehensive Income

The Company accounts for financial assets at fair value through other comprehensive income (FVOCI) if the assets meet the following conditions:

- they are held under a business model whose objective is to hold to collect the associated cash flows and sell ("hold to collect and sell"); and,
- the contractual terms of the financial assets give rise to cash flows that are SPPI on the principal amount outstanding.

At initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate equity investments as at FVOCI; however, such designation is not permitted if the equity investment is held by the Company for trading or as mandatorily required to be classified as fair value through profit or loss (FVTPL). The Company has designated unquoted equity instruments as at FVOCI.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value, with no deduction for any disposal costs. Gains and losses arising from changes in fair value, including the foreign exchange component, are recognized in other comprehensive income and are reported as part of Revaluation Reserves - net account in equity. When the asset is disposed of, the cumulative gain or loss previously recognized in the Revaluation Reserves - net account is not reclassified to profit or loss but is reclassified directly to Retained Earnings account.

Any dividends earned on holding equity instruments are recognized under the Income section of the statement of comprehensive income, when the Company's right to receive dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and, the amount of the dividend can be measured reliably, unless the dividends clearly represent recovery of a part of the cost of the investment.

The Company can only reclassify financial assets if the objective of its business model for managing those financial assets changes.

A change in the objective of the Company's business model will take effect only at the beginning of the next reporting period following the change in the business model.

(ii) *Evaluation of Impairment of Financial Assets*

The Company assesses its ECL on its financial assets carried at amortized cost on a forward-looking basis. Recognition of credit losses is no longer dependent on the Company's identification of a credit loss event. Instead, the Company considers a broader range of information in assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

For cash and cash equivalents, the Company applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are low credit risk investments.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of a counterparty defaulting at its financial obligation over a given time horizon, either over the next 12 months or the remaining lifetime of the obligation.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial instrument due from a counterparty and those that the Company would expect to receive, including the realization of any collateral or effect of any credit enhancement.
- *Exposure at default* – It represents the gross carrying amount of the financial instruments in the event of default which pertains to its amortized cost.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

(iii) Derecognition of Financial Assets

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

(b) Financial Liabilities

Financial liabilities, which include Accrued Expenses and Other Liabilities (except tax related liabilities and government payables included therein) and Due to Related Parties, are recognized initially at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Company does not have an unconditional right to defer settlement of liability for at least 12 months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. Financial liabilities are also derecognized when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

(c) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the statement of financial position when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and must be legally enforceable for both entity and all counterparties to the financial instruments.

2.5 Other Assets

Other assets pertain to other resources controlled by the Company as a result of past events. They are recognized in the financial statements when it is probable that the future economic benefits will flow to the Company and the asset has a cost or value that can be measured reliably.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Company beyond one year after the end of the reporting period or in the normal operating cycle of the business, if longer, are classified as non-current assets.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.10).

2.6 Provisions and Contingencies

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

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pre-tax rate that reflects market assessments and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

2.7 Revenue and Expense Recognition

Currently, the Company does not have any revenue source except those arising from financial assets which are under PFRS 9 (i.e., dividends and interest income).

Expenses are recognized in profit or loss upon utilization of the goods or services or at the date they are incurred.

2.8 Leases - Company as Lessee

For any new contracts entered into, the Company considers whether a contract is, or contains, a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition, the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
- the Company has the right to obtain substantially all of the economic benefits from the use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and,
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

The Company has elected to account for short-term leases using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

2.9 Foreign Currency Transactions and Translation

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

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

2.10 Impairment of Non-financial Assets

The Company's non-financial assets are subject to impairment testing. These assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, assets are tested for impairment either individually or at the cash-generating unit level.

Impairment loss is recognized in profit or loss for the amount by which the assets or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the assets or cash generating unit's recoverable amount exceeds its carrying amount.

2.11 Employee Benefits

The Company provides post-employment benefits to employees through a defined benefit plan, certain defined contribution plans, and other employee benefits which are recognized as follows:

(a) Short-term employee benefits

Short-term employee benefits include salaries, contributions to government agencies, and non-monetary benefits provided to current employees, which are expected to be settled before 12 months after the end of the reporting period during which employee services are rendered, but does not include termination benefits.

These benefits are recognized in profit or loss when the services are rendered.

(b) Post-employment defined benefit plan

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

The liability recognized in the statement of financial position for defined benefit post-employment plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually or every two years by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of zero coupon government bonds [using the reference rates published by Bloomberg using its valuation technology, Bloomberg Valuation (BVAL)], that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability. BVAL provides evaluated prices that are based on market observations from contributed sources.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in net interest), are reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, taking account of any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Interest Expense or Interest Income account in the statement of comprehensive income. Past service costs are recognized immediately in profit or loss in the period of a plan amendment or curtailment.

(c) *Post-employment defined contribution plan*

A defined contribution plan is a post-employment plan under which the Company pays fixed contributions into an independent entity (such as the Social Security System). The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognized if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

(d) *Termination Benefits*

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.12 Income Taxes

Tax expense recognized in profit or loss comprises the sum of current tax and deferred tax not recognized in other comprehensive income or directly in equity, if any.

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

Deferred tax is accounted for using the liability method on temporary differences at the end of the reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carry forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deferred tax assets are to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

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

The measurement of deferred tax liabilities and deferred tax assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or deferred tax liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if the Company has a legally enforceable right to set off current tax assets against current tax liabilities and the deferred taxes relate to the same entity and the same taxation authority.

2.13 Related Party Relationships and Transactions

Related party transactions are transfers of resources, services or obligations between the Company and its related parties, regardless of whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company; (b) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual; and (c) the Company's partially funded retirement plan.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

Based on the requirement of SEC Memorandum Circular 2019-10, *Rules of Material Related Party Transactions of Publicly-listed Companies*, transactions amounting to 10% or more of the total consolidated assets based on its latest consolidated financial statements that were entered into with related parties are considered material.

All individual material related party transactions shall be approved by at least two-thirds (2/3) vote of the Group's BOD, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-thirds of the outstanding capital stock. For aggregate related party transactions within a 12-month period that breaches the materiality threshold of 10% of the Group's consolidated total assets based on the latest consolidated financial statements, the same board approval would be required for the transactions that meet and exceed the materiality threshold covering the same related party.

2.14 Equity

Capital stock represents the nominal value of shares that have been issued, reduced by the decrease in par value as approved by the SEC.

Additional paid-in capital (APIC) represents premium received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from APIC, net of any related income tax benefits.

Revaluation reserves - net comprise fair value changes of financial assets at FVOCI and remeasurements of the defined benefit post-employment plan.

Retained earnings includes the current and prior period results of operations as reported in the profit or loss section of the statement of comprehensive income and the application of surplus from the decrease in par value of capital stock due to the equity restructuring scheme.

2.15 Loss Per Share

Basic loss per share is computed by dividing net loss attributable to shareholders of the Company by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current year, if any.

Diluted loss per share is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares. Currently, the Company does not have potentially dilutive shares outstanding; hence, the diluted earnings (loss) per share is equal to the basic loss per share.

2.16 Events After the End of the Reporting Period

Any post year-end event that provides additional information about the Company's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

3.1 Critical Management Judgments in Applying Accounting Policies

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

(a) Evaluation of Business Model Applied in Managing Financial Instruments

The Company developed business models which reflect how it manages its portfolio of financial instruments. The Company's business models need not be assessed at entity level or as a whole but shall be applied at the level of a portfolio of financial instruments (i.e., group of financial instruments that are managed together by the Company) and not on an instrument-by-instrument basis (i.e., not based on intention or specific characteristics of individual financial instrument).

In determining the classification of a financial instrument, the Company evaluates in which business model a financial instrument or a portfolio of financial instruments belong to taking into consideration the objectives of each business model established by the Company (e.g., held-for-trading, generating accrual income, direct matching to a specific liability) as those relate to the Company's investment and trading strategies.

(b) *Testing the Cash Flow Characteristics of Financial Assets and Continuing Evaluation of the Business Model*

In determining the classification of financial assets, the Company assesses whether the contractual terms of the financial assets give rise on specified dates to cash flows that are SPPI on the principal outstanding, with interest representing time value of money and credit risk associated with the principal amount outstanding. Moreover, the assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual term that changes the timing or amount of cash flows (unless it is a variable interest rate that represents time value of money and credit risk) does not meet the amortized cost criteria. In cases where the relationship between the passage of time and the interest rate of the financial instrument may be imperfect, known as modified time value of money, the Company assesses the modified time value of money feature to determine whether the financial instrument still meets the SPPI criterion. The objective of the assessment is to determine how different the undiscounted contractual cash flows could be from the undiscounted cash flows that would arise if the time value of money element was not modified (the benchmark cash flows). If the resulting difference is significant, the SPPI criterion is not met. In view of this, the Company considers the effect of the modified time value of money element in each reporting period and cumulatively over the life of the financial instrument.

(c) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provisions and contingencies are discussed in Note 2.6 and relevant disclosures are presented in Note 16.

3.2 Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period:

(a) *Estimation of Allowance for ECL*

The measurement of the allowance for ECL on receivables and due from related parties is an area that requires the use of significant assumptions about the future economic conditions and credit behaviour (e.g., likelihood of counterparties defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 4.2.

(b) *Determination of Fair Value Measurement for Financial Instruments*

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the end of reporting period.

The carrying values of the Company's financial assets at FVOCI and the amounts of fair value changes recognized on those assets are disclosed in Note 7.

(c) *Determination of Realizable Amounts of Deferred Tax Assets*

The Company reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. No deferred tax assets were recognized as of December 31, 2022 and 2021 as the Company's management believes that the Company will not be able to generate sufficient taxable profit in the coming years against which the assets can be utilized (see Note 14).

(d) *Evaluation of Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.10). Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Accumulated impairment loss recognized on the Company's other assets is disclosed in Note 9.

(e) *Valuation of Post-employment Defined Benefit Obligation*

The determination of the Company's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by an independent actuary in calculating such amounts. Those assumptions include, among others, discount rates and expected rate of salary increases. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or loss and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 13.2.

4. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks in relation to financial instruments. The Company's financial assets and financial liabilities by category are summarized in Note 17. The main types of risks are market risk, credit risk, and liquidity risk. The Company's risk management is coordinated with the BOD and focuses on actively securing the Company's short to medium-term cash flows by minimizing the exposure to financial markets.

The Company does not actively engage in the trading of financial assets for speculative purposes, nor does it write options. The relevant financial risks to which the Company is exposed to are described below and in the succeeding pages.

4.1 Market Risk

The Company is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risk which result from both its operating, investing and financing activities.

(a) Foreign Currency Risk

Most of the Company's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates mainly arise from the Company's cash and cash equivalents, which are primarily denominated in United States (U.S.) dollars.

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

As at December 31, 2022 and 2021, the U.S. dollars denominated financial assets, translated into Philippine pesos at the closing rate amounted to P2,727,889 and P60,675, respectively.

The sensitivity of profit before tax with respect to changes in Philippine peso against U.S. dollar exchange rates is identified by management to have an insignificant impact on the Company's financial statements.

(b) Interest Rate Risk

The Company monitors interest rate movements and adjusts on its applicable financial assets and financial liabilities, if any, as may be deemed necessary. At December 31, 2022 and 2021, the Company is exposed to changes in market interest rates through its cash and cash equivalents which are subject to variable interest rates (see Note 6). Management believes that the impact of changes in market interest rates is not material to the financial statements. All other financial assets and financial liabilities are noninterest bearing.

4.2 Credit Risk

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments from granting receivables to customers including related parties and placing deposits with banks. The Company continuously monitors defaults of customers and other counterparties, identified either individually or by Company, and incorporates this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the statements of financial position or in the detailed analysis provided in the notes to financial statements, as summarized in the succeeding page.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	6	P 3,228,882	P 5,029,155
Due from related parties	12	2,950,000	-
Receivables - net	8	<u>725,646</u>	<u>671,747</u>
		<u>P 6,904,528</u>	<u>P 5,700,902</u>

None of the Company's financial assets are secured by collateral or other credit enhancements, except for cash and cash equivalents as described below.

(a) *Cash and Cash Equivalents*

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution.

(b) *Due from Related Parties*

The Company's due from related parties is repayable on demand and the contractual period is the very short period needed to transfer the cash once demanded. Management determines possible impairment based on the related parties' ability to repay the advances upon demand at the reporting date taking into consideration historical defaults from the related parties. Accordingly, no impairment was recognized in 2022.

(c) *Receivables*

The credit risk for interest and other receivables is considered negligible as this pertains to interest earned from short-term placements, which normally matures within 30 to 92 days.

4.3 *Liquidity Risk*

The Company manages its liquidity needs by carefully monitoring cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as based on a rolling 30-day projection. Long-term liquidity needs for a six-month and one-year period are identified monthly.

As at December 31, 2022 and 2021, the Company's financial liabilities have contractual maturities of within one year as presented below.

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Accrued expenses and other liabilities	10	P 1,235,626	P 150,527
Due to related parties	12	<u>8,450,000</u>	<u>3,150,000</u>
		<u>P 9,685,626</u>	<u>P 3,300,527</u>

Due to the Company's financial condition, related parties have not required immediate payment of the amounts due to them to enable the Company to conduct normal business operations.

5. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

5.1 *Capital Management Objectives, Policies and Procedures*

The Company's capital management objectives are to ensure that the Company continues as a going concern. With the current financial condition of the Company, the management is working closely with the parent company and the BOD to achieve these objectives.

Relevant information is shown below.

	<u>2022</u>	<u>2021</u>
Total liabilities	P 11,012,141	P 5,748,264
Total equity	<u>34,034,647</u>	<u>34,483,717</u>
Debt-to-equity ratio	<u>0.32 : 1.00</u>	<u>0.17 : 1.00</u>

As at December 31, 2022 and 2021, the Company is not subject to any externally imposed capital requirements.

5.2 *Track Record of Registration of Securities*

On April 24, 2018, the SEC approved the decrease in the Company's authorized capital stock from P700,000,000 divided into 700,000,000 common shares to P35,000,000 divided into 700,000,000 common shares by reducing the par value per share from P1.00 to P0.05. In addition, the SEC also approved the application of the resulting surplus amounting to P665,000,000 against the outstanding deficit as of December 31, 2017. On the same day, the SEC approved the Company's application for increase of its capital stock from P35,000,000 divided into 700,000,000 common shares to P470,000,000 divided into 9,400,000,000 shares. The payables to BSIL and Mr. Xu Hanjiang totalling P122,964,622 were used as subscription for this application.

The Company has a total authorized capital stock of P470,000,000 divided into 9,400,000,000 common shares with a P0.05 par value as at December 31, 2022 and 2021. There are 3,159,292,441 issued and outstanding shares with a total par value of P157,964,622 as of December 31, 2022 and 2021.

The Company has 476 stockholders owning 100 or more shares each of the Company's capital stock as at December 31, 2022 and 2021.

On November 18, 1975, the SEC approved the listing at the PSE of the Company's shares totalling 700,000,000. As of December 31, 2022 and 2021, there are 674 and 673 holders of the listed shares equivalent to 100% of the Company's total outstanding shares, respectively. Such listed shares closed at P0.163 and P0.33 per share as of December 31, 2022 and 2021, respectively. The Company has no other securities being offered for trading in any stock exchange. As of December 31, 2022, the Company has a pending application for listing of its newly authorized securities with the PSE.

6. CASH AND CASH EQUIVALENTS

This account consists of:

	<u>2022</u>	<u>2021</u>
Cash in banks	P 3,228,882	P 404,691
Short-term placements	<u>-</u>	<u>4,624,464</u>
	<u>P 3,228,882</u>	<u>P 5,029,155</u>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods between 30 to 32 days and earn annual effective interest ranging from 0.30% to 0.40% in 2022, 0.40% to 0.55% in 2021, and 0.50% to 2.50% in 2020. Interest earned from cash and cash equivalents is reported as Interest Income in the statements of comprehensive income.

7. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

The Company's financial assets at FVOCI pertains to unquoted equity securities. The reconciliation of the carrying amounts of these financial assets are as follows:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 34,531,079	P 32,273,202
Fair value gain	<u>3,611,181</u>	<u>2,257,877</u>
Balance at end of year	<u>P 38,142,260</u>	<u>P 34,531,079</u>

The Company has designated the equity securities as financial assets at FVOCI because they are held for long-term investments and are neither held-for-trading nor designated as at FVTPL. The investment in unquoted equity security of the Company as at December 31, 2022 and 2021 mainly pertains to the Company's investment in Manila Exposition Complex, Inc. (MEC) representing 18.18% ownership interest (P31,268,750), investment in I-Mart Corporation (I-Mart) representing 10% ownership interest (P45,000,000) and investment in Export and Industry Bank, Inc. (EIB) representing 2.45% ownership (P478,380,834).

In 2019, the Company and other shareholders of MEC had a special agreement on the 1st tranche of capital call in the amount of P30,000,000 for the funding of the World Trade Center Metro Manila's expansion project. However, due to the adverse business effects of the pandemic, the Company decided to withdraw its participation on the capital call in 2021. Although this special arrangement has been overtaken by subsequent events, the Company has honored its commitment to pay interest on its deferred remittance amounting to P568,553 based on MEC's average bank placement rate and is presented as part of Net interest expense in the 2021 statement of comprehensive income. No similar transaction occurred in 2022.

In 2022 and 2021, the fair value of the Company's investment in MEC is determined using market approach - price/book value, while the fair values of the investments in I-Mart and EIB were determined using the net asset valuation approach in both years. Hence, these assets are categorized under Level 3 of the fair value hierarchy (see Note 18.2). No cash dividends were received from MEC in 2022, 2021 and 2020.

The investments in I-Mart and EIB are carried at nil in the financial statements as of December 31, 2022 and 2021. The related fair value losses are accumulated as part of the Revaluation Reserves - net account under the equity section of the statements of financial position.

8. RECEIVABLES

This account consists of the following:

	<u>2022</u>	<u>2021</u>
Accounts receivable	P 40,313,000	P 40,313,000
Interest receivables	-	987
Other receivables	<u>725,646</u>	<u>670,760</u>
	41,038,646	40,984,747
Allowance for impairment	<u>(40,313,000)</u>	<u>(40,313,000)</u>
	<u>P 725,646</u>	<u>P 671,747</u>

The accounts receivable of the Company pertains to advances granted to a foreign corporation. These advances matured on August 31, 2000. Full allowance for impairment has been provided on this balance as management believes that it may no longer be collectible.

Other receivables pertain to the taxes and licenses paid by the Company on behalf of Classic Tycoon Investment Limited and Fair Navigator Limited, related parties under common ownership, with registered address at British Virgin Islands (see Note 12.1). The outstanding receivables are unsecured, noninterest-bearing and collectible in cash on demand (see Note 12.1). These receivables are subject to credit risk. Based on management's review, management determines that the related losses are immaterial to the financial statements. This assessment is undertaken each financial year based on the Company's ECL model as fully disclosed in Note 4.2.

9. OTHER ASSETS - Net

This account consists of the following:

	<u>2022</u>	<u>2021</u>
Input value added tax (VAT)	P 2,411,188	P 2,263,726
Allowance for impairment	<u>(2,411,188)</u>	<u>(2,263,726)</u>
	<u>P -</u>	<u>P -</u>

In 2021, the Company written-off the Miscellaneous other assets amounting to P59 as the management assessed that they can no longer utilized it. The related impairment loss is presented as part of Impairment Losses in the 2021 statement of comprehensive income. No similar transaction occurred in 2022.

A reconciliation of the allowance for impairment of input VAT at the beginning and end of year is shown below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 2,263,726	P 2,065,512
Impairment during the year	<u>147,462</u>	<u>198,214</u>
Balance at end of year	<u>P 2,411,188</u>	<u>P 2,263,726</u>

The Company recognized impairment losses on its input VAT since management believes that the Company will not be able to offset such against any future tax liabilities. The amounts of impairment losses amounting to P0.1 million in 2022, and P0.2 million in 2022 and 2021 are presented as part of Impairment Losses in the statements of comprehensive income.

10. ACCRUED EXPENSES AND OTHER LIABILITIES

This account consists of the following:

	<u>2022</u>	<u>2021</u>
Accrued expenses	P 245,800	P 150,527
Due to the government agencies	55,878	46,569
Other payables	<u>989,826</u>	<u>-</u>
	<u>P 1,291,504</u>	<u>P 197,096</u>

Accrued expenses primarily include unpaid professional fees, transportation and other expenses as of the end of the reporting dates.

Other payables include transfers made by the Parent Company to the Company on behalf of expenses incurred during the Parent Company's tender offer (see Note 12).

11. OTHER EXPENSES

This account consists of:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Directors' fee	P 276,000	P 276,000	P 276,000
Publication expenses	89,969	89,969	29,489
Insurance	13,498	29,149	56,881
Repairs and maintenance	11,900	42,414	5,000
Training and seminar	4,000	-	17,500
Office supplies	1,560	6,560	1,560
Miscellaneous	<u>134,210</u>	<u>131,932</u>	<u>170,896</u>
	<u>P 531,137</u>	<u>P 576,024</u>	<u>P 557,326</u>

Miscellaneous refers to bank charges, notarial fees and other expenses.

12. RELATED PARTY TRANSACTIONS

The Company's related parties include its stockholders, other entities through common ownership and/or with interlocking directors, its retirement fund and key management personnel as described below.

12.1 Summary of Related Party Transactions

A summary of the Company's related party transactions as of December 31, 2022, 2021 and 2020 are as follows:

		Amounts of Transactions			Outstanding Receivable (Payable)	
	Notes	2022	2021	2020	2022	2021
Related parties under common ownership and with interlocking directors and officers:						
Cash advances obtained	12.2	(P 5,300,000)	P -	P -	(P 8,450,000)	(P 3,150,000)
Cash advances to related parties	12.3	2,950,000	-	-	2,950,000	-
Lease of office space	12.4	312,000	312,000	312,000	-	-
Other receivables	8	69,887	57,432	-	725,646	655,759
Other payables	10, 12.7	(989,826)	-	-	(989,826)	-
Key management personnel –						
Salaries and other benefits	12.5	2,385,000	2,385,000	2,405,769	-	-
Retirement fund	12.6	1,130,531	(352,310)	(335,177)	(1,270,637)	(2,401,168)

12.2 Due to Related Parties

Due to related parties pertain to noninterest-bearing, unsecured cash advances from related parties for working capital requirements and other purposes. The advances are generally payable in cash upon demand and is presented as Due to Related Parties in the statements of financial position.

12.3 Due from Related Parties

The Company grants advances to related parties for working capital requirements and other purposes. The advances are noninterest-bearing, unsecured, collectible in cash upon demand. These entities are related parties of the Company by virtue of having interlocking directors and common executive officers. As of December 31, 2022, the outstanding receivable is P2,950,000, which is presented as Due from Related Parties in the 2022 statement of financial position. There is no outstanding receivable as of December 31, 2021.

In 2020, the Company provided an allowance for doubtful accounts amounting to P2,000 which was recognized as part of Impairment Losses in the 2020 statement of comprehensive income. There was no similar transaction in 2022 and 2021.

12.4 Lease of Office Space

The Company leases its office space from a related party under common ownership for a period of one year, renewable upon mutual agreement of the parties. Total rent charged to operations are presented as Occupancy in the statements of comprehensive income. The Company does not have any outstanding liabilities arising from these transactions as of December 31, 2022 and 2021 as the payments are made every month.

12.5 Key Management Personnel Compensation

The compensation and benefits provided to key management personnel generally consist of short-term employee benefits. These are presented as part of Employee Benefits in the statements of comprehensive income (see Note 13.1).

12.6 Transactions with the Retirement Fund

The retirement fund for the defined benefit post-employment plan is administered and managed by a trustee bank. The fair value and the composition of the plan assets as of December 31, 2022 and 2021 are presented in Note 13.2.

The retirement fund neither provides any guarantee or surety for any obligation of the Company nor its investments covered by any restrictions or liens.

The details of the contributions of the Company to the plan are presented in Note 13.2.

12.7 Other Payables

In 2022, the Parent Company transferred funds to the Company in relation to the Parent Company's tender offer. As of December 31, 2022, the outstanding payable is P989,826 (see Note 10). No similar transactions occurred in 2021 and 2020.

13. EMPLOYEE BENEFITS

13.1 Employee Benefits Expense

Details of salaries and employee benefits are presented below.

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Short-term employee benefits	P 2,924,640	P 2,729,500	P 2,665,060
Post-employment defined benefits	<u>205,259</u>	<u>204,678</u>	<u>162,388</u>
	<u>P 3,129,899</u>	<u>P 2,934,178</u>	<u>P 2,827,448</u>

13.2 Post-employment Defined Benefit

(a) Characteristics of the Defined Benefit Plan

The Company maintains a partially funded, tax-qualified, non-contributory post-employment benefit plan that is being administered by a trustee bank that is legally separated from the Company. The trustee bank managed the fund in coordination with the Company's Management Committee who acts in the best interest of the plan assets and is responsible for setting the investment policies. The post-employment plan covers all regular full-time employees.

The normal retirement age is 65. The plan also provides for an early retirement at age 50 with a minimum of ten years of credited service and voluntary separation with a minimum of five years of credited service, both subject to the approval of the Company's BOD. Normal retirement benefit is an amount equivalent to 100% of the final monthly salary for every year of credited service.

(b) *Explanation of Amounts Presented in the Financial Statements*

Actuarial valuations are made every two years to update the retirement benefit costs and the amount of contributions. The 2022 amounts presented below and in the succeeding pages are based on the actuarial valuation report obtained from an independent actuary. No actuarial valuation was done in 2021.

The amounts of post-employment benefit obligation recognized in the statements of financial position are determined as follows:

	<u>2022</u>	<u>2021</u>
Present value of obligation	P 3,024,171	P 4,164,581
Fair value of the plan assets	(1,753,534)	(1,763,413)
	<u>P 1,270,637</u>	<u>P 2,401,168</u>

The movements in the present value of the post-employment benefit obligation recognized in the books follow:

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 4,164,581	P 3,831,546
Current service cost	205,259	204,678
Interest cost	139,513	128,357
Actuarial gain due to:		
Changes in financial assumptions	(1,210,485)	-
Experience adjustments	(274,697)	-
Balance at end of year	<u>P 3,024,171</u>	<u>P 4,164,581</u>

The movements in the fair value of plan assets are presented below.

	<u>2022</u>	<u>2021</u>
Balance at beginning of year	P 1,763,413	P 1,782,688
Interest income	59,074	59,720
Loss on plan assets (excluding amounts included in net interest)	(68,953)	(78,995)
Balance at end of year	<u>P 1,753,534</u>	<u>P 1,763,413</u>

The composition of the fair value of plan assets at the end of the reporting period by category and risk characteristics is shown in the succeeding page.

	<u>2022</u>	<u>2021</u>
Cash and cash equivalents	P 9,332	P 1,161
Debt securities:		
Unit investment trust funds (UITF)	1,324,110	1,339,442
Philippine government bonds	401,614	417,378
Interest receivable	19,075	6,064
Accrued trust fees	(597)	(632)
	<u>P 1,753,534</u>	<u>P 1,763,413</u>

The fair values of the above debt securities are determined based on quoted market prices in active markets (classified as Level 1 of the fair value hierarchy).

The Company's plan assets earned a return (loss) of (P9,879), (P19,275), and P108,376 in 2022, 2021, and 2020, respectively. Plan assets do not comprise any of the Company's own financial instruments or any of its assets occupied and/or used in its operations.

The components of amounts recognized in profit or loss and in other comprehensive income in respect of the defined benefit post-employment plan are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
<i>Reported in profit or loss:</i>			
Current service cost	P 205,259	P 204,678	P 162,388
Net interest expense	<u>80,439</u>	<u>68,637</u>	<u>97,337</u>
	<u>P 285,698</u>	<u>P 273,315</u>	<u>P 259,725</u>
<i>Reported in other comprehensive income (loss):</i>			
Actuarial losses (gains) arising from:			
Changes in financial assumptions	P 1,210,485	P -	(P 813,291)
Experience adjustments	274,697	-	724,564
Return (loss) on plan assets (Excluding amounts included in net interest expense)	(68,953)	(78,995)	<u>13,275</u>
	<u>P 1,416,229</u>	<u>(P 78,995)</u>	<u>(P 75,452)</u>

Current service cost is presented as part of Salaries and Employee Benefits in the statements of comprehensive income.

Net interest expense is included as part of Net Interest Expense in the statements of comprehensive income.

Amounts recognized in other comprehensive income were included within items that will not be reclassified subsequently to profit or loss.

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used for the Company's obligation:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Current service cost	6.92%	3.35%	3.35%
Expected rate of salary increase	4.00%	3.50%	3.50%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working lives of an individual retiring at the age of 65 is 12 for both males and females.

These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero-coupon government bond with terms to maturity approximating to the terms of the post-employment obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

The plan exposes the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

(i) *Investment and Interest Risks*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bond will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and other assets and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has relatively substantial investment in government debt securities while it also invests in cash and cash equivalents, and UITF for liquidity purposes. Due to the long-term nature of the plan obligation, a level of continuing equity investments in debt securities is an appropriate element of the Company's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the plan participants both during and after their employment, and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Company's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described in the succeeding page.

(i) *Sensitivity Analyses*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the defined benefit obligation as of December 31, 2022 and 2021:

	<u>Impact on Defined Benefit Obligation</u>		
	<u>Change in assumption</u>	<u>Increase in assumption</u>	<u>Decrease in assumption</u>
<u>December 31, 2022</u>			
Discount rate	100 basis points (P	306,784) P	345,553
Salary increase rate	100 basis points	352,541 (318,257)
<u>December 31, 2021</u>			
Discount rate	100 basis points (P	750,698) P	637,064
Salary increase rate	100 basis points	657,871 (730,060)

The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognized in the statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Company ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in long-term fixed interest securities (i.e., government or other debt securities) with maturities that match the benefit payments as they fall due and in the appropriate currency. The Company actively monitors how the duration, and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

In view of this, investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets.

There has been no change in the Company's strategies to manage its risks from previous periods.

(iii) *Funding Arrangements and Expected Contributions*

The plan is currently underfunded by P1,270,637. While there are no minimum funding requirement in the country, the size of the underfunding may pose a cash flow risk in about 20 years' time when a significant number of current employees is expected to retire.

14. TAXES

The components of tax expense as reported in the profit or loss section of the statement of comprehensive income are as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Final tax at 20% and 15%	P 1,471	P 6,973	P 40,352
MCIT at 1%	<u>662</u>	<u>-</u>	<u>-</u>
	<u>P 2,133</u>	<u>P 6,973</u>	<u>P 40,352</u>

The reconciliation of tax on pretax loss for 2022, 2021 and 2020 computed at the applicable statutory tax rates to tax expense reported in the profit or loss section of the statements of comprehensive income is presented below.

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Tax on pre-tax loss at 20% in 2022 and 2021, and 30% in 2020	(P 1,094,869)	(P 1,255,904)	(P 1,589,209)
Adjustment for income subjected to lower tax rates	(58)	(4)	(20,179)
Tax effects of:			
Unrecognized deferred tax asset on temporary differences	1,023,766	1,177,882	1,536,626
Non-deductible expenses	<u>73,294</u>	<u>84,999</u>	<u>113,114</u>
Tax expense	<u>P 2,133</u>	<u>P 6,973</u>	<u>P 40,352</u>

The Company did not recognize net deferred tax assets on net operating loss carry over (NOLCO) and other temporary differences since management believes that the related benefits may not be fully utilized considering the current status of operations of the Company. Details of unrecognized net deferred tax assets are as follows:

	<u>2022</u>		<u>2021</u>	
	<u>Amount</u>	<u>Tax Effect</u>	<u>Amount</u>	<u>Tax Effect</u>
Allowance for impairment	P 40,315,000	P 8,063,000	P 40,315,000	P 8,063,000
NOLCO	15,582,157	3,116,431	15,939,810	3,187,962
Retirement benefit obligation	2,550,504	510,101	2,264,806	452,961
Unamortized past service cost	223,660	44,732	295,951	59,190
Unrealized foreign currency gains - net	(14,997)	(2,999)	(3,270)	(654)
MCIT	<u>662</u>	<u>662</u>	<u>66</u>	<u>66</u>
	<u>P 58,656,986</u>	<u>P 11,731,927</u>	<u>P 58,812,363</u>	<u>P 11,762,525</u>

The breakdown of the Company's NOLCO as at December 31, 2022, which can be claimed as deductions from future taxable income within three or five years from the year the tax loss was incurred, is presented below. Specifically, NOLCO incurred in 2021 and 2020 can be claimed as a deduction from the gross income until 2026 and 2025, respectively, in accordance with Republic Act No. 11494, *Bayaniban to Recover as One Act*. The NOLCO incurred in 2022 and 2019 shall be valid for a period of three years.

<u>Year</u>		<u>Original Amount</u>	<u>Expired Balance</u>		<u>Remaining Balance</u>	<u>Valid Until</u>
2022	P	4,913,834	P -	P	4,913,834	2025
2021		5,708,824	-		5,708,824	2026
2020		4,959,499	-		4,959,499	2025
2019		<u>5,271,487</u>	<u>5,271,487</u>		<u>-</u>	
	P	<u>20,853,644</u>	P	<u>5,271,487</u>	P	<u>15,582,157</u>

The Company is subject to MCIT which is computed at 1% in 2022 and 2021 and 2% in 2020 of gross income, net of allowable deductions, as defined under the tax regulations, or RCIT whichever is higher. There was no RCIT incurred in 2022 and 2021 as the Company is in a tax loss position in both years. However, the Company incurred MCIT in 2022, which the Company can claim as deduction against any RCIT until 2025, amounting to P662 due to realized foreign currency gains. No MCIT was incurred in 2021 and 2020.

In 2022, 2021 and 2020, the Company opted to claim itemized deductions in computing for its income tax due.

15. BASIC AND DILUTED EARNINGS (LOSS) PER SHARE

Basic and diluted earnings (loss) per share for the years ended December 31, 2022, 2021, and 2020 is computed as follows:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net loss attributable to the shareholders of the Company	(P 5,476,480)	(P 6,286,493)	(P 5,337,716)
Divided by the weighted average number of outstanding shares	<u>3,159,292,441</u>	<u>3,159,292,441</u>	<u>3,159,292,441</u>
Basic and diluted loss per share	(P <u>0.0017</u>)	(P <u>0.0020</u>)	(P <u>0.0017</u>)

The Company has no potentially dilutive common shares as of December 31, 2022 and 2021.

16. COMMITMENTS AND CONTINGENCIES

There are commitments and contingencies that arise in the normal course of the Company's operations which are not reflected in the financial statements. As at December 31, 2022 and 2021, management is of the opinion that losses, if any, that may arise from these commitments and contingencies will not have a material effect on the Company's financial statements.

17. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

17.1 Carrying Amounts and Fair Values by Category

The Company has no financial assets at fair value whose fair value is required to be disclosed. For the Company's financial assets and financial liabilities at amortized cost as of December 31, 2022 and 2021, management considers that their carrying values approximate or equal their fair values, thus, no further comparison is presented. Fair value determination of such financial instruments is discussed in Note 18.

17.2 Offsetting of Financial Assets and Financial Liabilities

The Company has not set off financial instruments and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by the respective BOD and stockholders of both parties or upon instruction by its major stockholders. There was no potential offsetting as at December 31, 2022 and 2021.

18. FAIR VALUE MEASUREMENT AND DISCLOSURES

18.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Company, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Company uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

18.2 Financial Instruments Measured at Fair Value

The Company holds financial assets at FVOCI. The fair value of investments in I-Mart and EIB has been determined based on the net asset approach. The assets are carried at nil as of December 31, 2022 and 2021.

In 2022 and 2021, the Company used the market approach – price/book value as its valuation method in determining the fair value of investments in MEC. The approach is based on valuation technique for unquoted equity instruments, which maximizes the use of relevant observable inputs (i.e., PSE Index) and minimizes the use of unobservable inputs in accordance with PFRS 13.

All financial assets at FVOCI are categorized under Level 3 of the fair value hierarchy.

The Company has no financial liabilities measured at fair value as of December 31, 2022 and 2021.

18.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

Management considers that due to the short duration of financial assets and financial liabilities measured at amortized cost, as disclosed in Note 17, their carrying amounts as of December 31, 2022 and 2021 approximate their fair value. Except for cash and cash equivalents which is classified under Level 1, all other financial instruments are classified under Level 3 wherein inputs are not based on observable data.

There were neither transfers between Levels 1 and 2 nor changes in Level 3 instruments in both years.

19. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE

Presented in the succeeding pages is the supplementary information on taxes, duties and license fees paid or accrued by the Company during the taxable year which is required by the Bureau of Internal Revenue (BIR) under Revenue Regulation No. 15-2010 to be disclosed as part of the notes to financial statements. This supplementary information is not a required disclosure under PFRS.

(a) *Output VAT*

The Company did not declare output VAT for the year ended December 31, 2022 as it did not have any transactions in 2022 which are subject to output VAT.

(b) *Input VAT*

The movements of input VAT in 2022 are summarized below.

Balance at beginning of year	P	2,263,726
Current year's domestic purchases of services lodged under administrative expenses		<u>147,462</u>
Balance at end of year	P	<u>2,411,188</u>

(c) *Taxes on Importation*

The Company did not have any importations subject to custom duties and tariff fees.

(d) *Excise Tax*

The Company did not have any transactions which are subject to excise tax.

(e) *Documentary Stamp Tax*

The Company did not have any transactions which are subject to documentary stamp tax.

(f) *Taxes and Licenses*

Details taxes and licenses of the Company in 2022 are shown below.

Licenses and permit fees	P	14,043
Barangay clearance		2,570
Community tax		581
Registration		<u>500</u>
	P	<u>17,694</u>

(g) *Withholding Taxes*

The total withholding taxes of the Company for the year ended December 31, 2022 are shown below.

Compensation and benefits	P	573,552
Expanded		76,715
Final		<u>11,250</u>
	P	<u>661,517</u>

(b) *Deficiency Tax Assessments and Tax Cases*

As at December 31, 2022, the Company does not have any final deficiency tax assessments with the BIR or tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

Report of Independent Auditors on Supplementary Schedules Required by the Securities and Exchange Commission Filed Separately from the Basic Financial Statements

Punongbayan & Araullo

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

T +63 2 8988 2288

**The Board of Directors and the Stockholders
Medco Holdings, Inc.
(A Subsidiary of Bonham Strand Investments Ltd.)**
31st Floor, Rufino Pacific Tower
6784 Ayala Avenue, Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Medco Holdings, Inc. (the Company) for the year ended December 31, 2022, on which we have rendered our report dated March 3, 2023. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code 68. Such supplementary information is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards and is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PUNONGBAYAN & ARAULLO


By: **Nelson J. Dinio**
Partner

CPA Reg. No. 0097048
TIN 201-771-632
PTR No. 9566632, January 3, 2023, Makati City
SEC Group A Accreditation
Partner - No. 97048-SEC (until financial period 2023)
Firm - No. 0002 (until Dec. 31, 2024)
BIR AN 08-002511-032-2022 (until Oct. 13, 2025)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 3, 2023

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
LIST OF SUPPLEMENTARY INFORMATION
DECEMBER 31, 2022

Schedule	Description	Page No.
Schedules Required under Annex-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets	1
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)	2
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	N/A
D	Long-term Debt	N/A
E	Indebtedness to Related Parties	3
F	Guarantees of Securities of Other Issuers	N/A
G	Capital Stock	4
Other Required Information		
	Reconciliation of Retained Earnings	5
	Map Showing the Relationship Between and Among Related Entities	6

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2022
(Amounts in Philippine Pesos)

<i>Name of issuing entity and association of each issue (i)</i>	<i>Number of shares or principal amount of bonds or notes</i>	<i>Amount shown on the balance sheet</i>	<i>Valued based on the fair value at end of reporting period</i>	<i>Dividend received and accrued</i>
Manila Exposition Complex, Inc.	300,000	P 38,142,260	P 38,142,260	P -
I-Mart Corporation	100,000	-	-	-
Export and Industry Bank, Inc.	463,292,500	-	-	-
Total Financial Asset at Fair Value Through Other Comprehensive Income		<u>P 38,142,260</u>	<u>P 38,142,260</u>	<u>P -</u>

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
**SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES
AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)**
DECEMBER 31, 2022
(Amounts in Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at end of period</i>
			<i>Amounts collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non-current</i>	
<i>Due from Related Parties:</i>							
Classic Tycoon Investment Limited	P 327,880	P 34,943	P -	P -	P 362,823	P -	P 362,823
Fair Navigator Limited	327,880	34,943	-	-	362,823	-	362,823
Capital Place International Ltd.	-	2,950,000	-	-	2,950,000	-	2,950,000
<i>Advances to Employees</i>							
(recorded under the Receivables account)	15,000	-	(15,000)	-	-	-	-
<i>Grand Total</i>	<u>P 670,760</u>	<u>P 3,019,886</u>	<u>(P 15,000)</u>	<u>P -</u>	<u>P 3,675,646</u>	<u>P -</u>	<u>P 3,675,646</u>

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
SCHEDULE E - DUE TO RELATED PARTIES
DECEMBER 31, 2022
(Amounts in Philippine Pesos)

<i>Name of related parties</i>	<i>Balance at beginning of the year</i>	<i>Balance at end of the year</i>
<i>Amounts Due to Related Parties</i>		
Lippo Securities, Inc.	P 3,150,000	P 3,150,000
Bonham Strand Investments Ltd.	-	5,300,000
Total	<u>P 3,150,000</u>	<u>P 8,450,000</u>

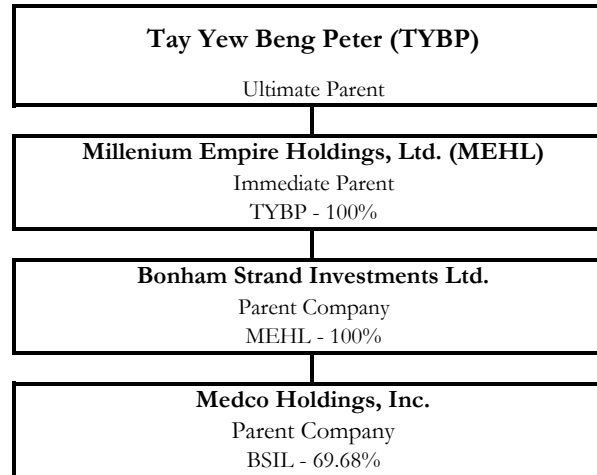
MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
SCHEDULE G - CAPITAL STOCK
DECEMBER 31, 2022

<i>Title of Issue</i>	<i>Number of Shares Authorized</i>	<i>Number of Shares Issued and Outstanding under Related Balance Sheet Caption</i>	<i>Number of Shares. Reserved for Options, Warrants, Conversions and Other Rights</i>	<i>Number or Shares Held By</i>		
				<i>Related Parties (Parent, Affiliates)</i>	<i>Directors, Officers and Employees</i>	<i>Others</i>
Common Shares (par P0.05)	9,400,000,000	3,159,292,441	Not Applicable	2,523,736,115	21,011	635,535,315

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City
Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2022

Retained Earnings at Beginning of Year	P 372,507,545
Non-declarable Portion from Equity Restructuring	(665,000,000)
Net Loss Realized during the Year	
Net loss per audited financial statements	(<u>5,476,480</u>)
Deficit at End of Year	(<u><u>P 297,968,935</u></u>)

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
Map Showing the Relationship Between and Among Related Entities
December 31, 2022



Report of Independent Auditors on Components of Financial Soundness Indicators

Punongbayan & Araullo

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

T +63 2 8988 2288

The Board of Directors and the Stockholders
Medco Holdings, Inc.
(A Subsidiary of Bonham Strand Investments Ltd.)
31st Floor, Rufino Pacific Tower
6784 Ayala Avenue, Makati City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Medco Holdings Inc. (the Company) for the years ended December 31, 2022 and 2021, on which we have rendered our report dated March 3, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Schedule on Financial Soundness Indicators, including their formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2022 and 2021 and for the years then ended and no material exceptions were noted.

PUNONGBAYAN & ARAULLO


By: Nelson J. Dinio
Partner

CPA Reg. No. 0097048
TIN 201-771-632
PTR No. 9566632, January 3, 2023, Makati City
SEC Group A Accreditation
Partner - No. 97048-SEC (until financial period 2023)
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BIR AN 08-002511-032-2022 (until Oct. 13, 2025)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

March 3, 2023

MEDCO HOLDINGS, INC.
(A Subsidiary of Bonham Strand Investments Ltd.)
Supplemental Schedule of Financial Soundness Indicators
December 31, 2022 and 2021

Ratio	Formula	2022	Formula	2021
Liquidity ratio	Total Current Assets Divided by Total Current Liabilities	0.71	Total Current Assets Divided by Total Current Liabilities	1.70
	Total Current Assets P 6,904,528		Total Current Assets P 5,700,902	
	Divided by: Total Current Liabilities 9,741,504		Divided by: Total Current Liabilities 3,347,096	
	Current Ratio 0.71		Current Ratio 1.70	
Solvency ratio	Total Assets Divided by Total Liabilities	4.09	Total Assets Divided by Total Liabilities	7.00
	Total Assets P 45,046,788		Total Assets P 40,231,981	
	Divided by: Total Liabilities 11,012,141		Divided by: Total Liabilities 5,748,264	
	Solvency ratio 4.09		Solvency ratio 7.00	
Debt-to-equity ratio	Total Liabilities Divided by Total Equity	0.32	Total Liabilities Divided by Total Equity	0.17
	Total Liabilities P 11,012,141		Total Liabilities P 5,748,264	
	Divided by: Total Equity 34,034,647		Divided by: Total Equity 34,483,717	
	Debt-to-equity ratio 0.32		Debt-to-equity ratio 0.17	
Asset-to-equity ratio	Total Assets Divided by Total Equity	1.32	Total Assets Divided by Total Equity	1.17
	Total Assets P 45,046,788		Total Assets P 40,231,981	
	Divided by: Total Equity 34,034,647		Divided by: Total Equity 34,483,717	
	Asset-to-equity ratio 1.32		Asset-to-equity ratio 1.17	
Interest cost coverage ratio	Earnings before interest and taxes (EBIT) Divided by Interest Expense	-67.06	Earnings before interest and taxes (EBIT) Divided by Interest Expense	-8.86
	EBIT (P 5,393,908)		EBIT (P 5,642,330)	
	Divided by: Interest Expense 80,439		Divided by: Interest Expense 637,190	
	Interest cost coverage ratio -67.06		Interest cost coverage ratio -8.86	
Return on equity	Net Profit Divided by Total Equity	-0.16	Net Profit Divided by Total Equity	-0.18
	Net Profit (P 5,476,480)		Net Profit (P 6,286,493)	
	Divided by: Total Equity 34,034,647		Divided by: Total Equity 34,483,717	
	Return on equity -0.16		Return on equity -0.18	
Return on assets	Net Profit Divided by Total Assets	-0.12	Net Profit Divided by Total Assets	-0.16
	Net Profit (P 5,476,480)		Net Profit (P 6,286,493)	
	Divided by: Total Assets 45,046,788		Divided by: Total Assets 40,231,981	
	Return on assets -0.12		Return on assets -0.16	
Cost to income ratio	Cost and Expenses Divided by Total Revenues	64.96	Cost and Expenses Divided by Total Revenues	165.58
	Cost and Expenses P 5,559,943		Cost and Expenses P 6,317,675	
	Divided by: Total Revenues 85,596		Divided by: Total Revenues 38,155	
	Cost to income ratio 64.96		Cost to income ratio 165.58	
Earnings per share	Net Profit Divided by Average Outstanding Shares	-0.0017	Net Profit Divided by Average Outstanding Shares	-0.0020
	Net Profit (P 5,476,480)		Net Profit (P 6,286,493)	
	Divided by: Average Outstanding Shares 3,159,292,441		Divided by: Average Outstanding Shares 3,159,292,441	
	Earnings per share -0.0017		Earnings per share -0.0020	

Annex "C"

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Rodolfo B. Fernandez**, Filipino, of legal age and a resident of 37 Berlin St., Capitol Park Homes, Bgy. Old Balara, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director (ID) of Medco Holdings, Inc. (the "Corporation").
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

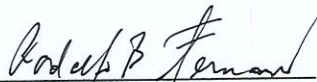
COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Crown Equities, Inc.	Independent Director	2018 to present
RG Financial Services, Inc.	Director	June 8, 2017 to present

3. I possess all the qualifications and none of the disqualifications to serve as an ID of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Corporation.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding, except for the following cases:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A


6. I am not connected with any government agency or its instrumentalities.
7. I shall faithfully and diligently comply with my duties and responsibilities as ID under the SRC and its IRR, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this APR 18 2023 day of MAKATI CITY.


Rodolfo B. Fernandez

SUBSCRIBED AND SWORN to before me this APR 18 2023 day of MAKATI CITY,
affiant personally appeared before me and exhibited to me his Senior Citizen ID No. 33664 Issued on
March 5, 2018 in Quezon City.

Doc. No. 252 ;
Page No. 52 ;
Book No. II ;
Series of 2023


CELINA MARIE S. HILARIO
Appointment No. M-328
Notary Public for Makati City
Until December 31, 2023
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80942
PTR No. 9573202/Makati City/01-07-2023
IBP No. 292504/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2022

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Juan Victor S. Tanjuatco**, Filipino, of legal age and a resident of 355 San Juanico St., Ayala Alabang, Muntinlupa City 1780, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director (ID) of **MEDCO Holdings, Inc.** (the "Corporation") and have been its ID since May 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Premium Leisure Corp.	Independent Director	May 2014 to April 2023
IP Ventures, Inc.	Independent Director	2011 to present
Ketmar Fast Food Corporation	Director	2004 to present

3. I possess all the qualifications and none of the disqualifications to serve as an ID of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of the Corporation.
5. To the best of my knowledge, I disclose that I am the one of the subjects of the following criminal/administrative investigation initiated by the Philippine Deposit Insurance Corporation in connection with my previous employment:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Violation of Section 21 (f) (10) of Republic Act (R.A.) No. 3591, Section 21 (f) (4) of R.A. No. 3591 and Sections 55, 56 and 66 of R.A. No. 8791 in relation to Section 36 of R.A. No. 7653	Department of Justice (DOJ)	The complaint was dismissed in a Resolution dated 9 April 2014 and PDIC's Motion for Reconsideration was denied. Both are the subject of a Petition for Review before the Secretary of Justice. There is no resolution on the petition to date.
Violation of Sections 55, 56 and 66 of R.A. No. 8791	Court of Appeals	The same complaint filed with the DOJ in the above proceeding was filed with Banko Sentral ng Pilipinas (BSP). Three of the five respondents, myself included, were found administratively liable and were fined the amount of Php20,000.00 each (which had been paid under protest). BSP's decision is presently subject of an appeal before the Court of Appeals.

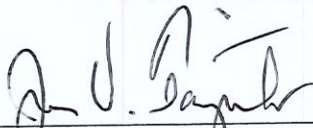


Violation of Article 315 of the Revised Penal Code in relation to Presidential Decree No. 1689, and Section 21 (f) (10) of R.A. No. 3591, as amended	DOJ	In a resolution dated 01 March 2017, five of the seven respondents, myself included, were charged only with the violation of Section 21(f) (10) of R.A. No. 3591, as amended. However, in a Joint Resolution dated 01 February 2019, the resolution dated 01 March 2017 was subsequently modified to dismiss altogether the complaint for violation of Section 21 (f) (10) of R.A. No. 3591, as amended, against all five respondents. PDIC filed a Petition to Review before the Secretary of Justice and there is no resolution to date.
Violation of Section 37 of R.A. No. 7653	BSP	The same complaint filed with the DOJ mentioned in the immediately preceding paragraph was filed with BSP. There is no resolution on the matter to date.
Violation of Section 21 (f) (10) of R.A. No. 3591	Court of Appeals	In a decision dated 25 October 2019, the trial court acquitted both accused (myself included) of the charges for failure of the prosecution to prove their guilt beyond reasonable doubt. Private Prosecutor's Motion for Reconsideration, which was only noted but not conformed to by the Public Prosecutor, was denied. PDIC filed a Petition for Certiorari dated 29 July 2020, and the Court of Appeals dismissed the same on 24 November 2022.
Violation of Section 21 (f) (10) of R.A. No. 3591	BSP	The same complaint which gave rise to the case in the immediately preceding paragraph was filed with the BSP. In a Resolution dated 04 August 2022, the Monetary Board found the two respondents, myself included, administratively liable and were fined the amount of Php20,000.00

		each (which had been paid under protest). They were likewise suspended for a period of six (6) months from holding office from any BSP supervised financial institution. Respondents sought reconsideration of the said Resolution and the same is pending to date.
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6. I am not connected with any government agency or its instrumentalities.
7. I shall faithfully and diligently comply with my duties and responsibilities as ID under the SRC and its IRR, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this APR 18 2023 day of MAKATI CITY.


Juan Victor S. Tanjuatco

SUBSCRIBED AND SWORN to before me this APR 18 2023 day of MAKATI CITY affiant personally appeared before me and exhibited to me his Passport Number P9450017B issued on 1 April 2022.

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Page No. 52;
Book No. 11;
Series of 2023


CELINA MARIE S. HILARIO
Appointment No. M-328
Notary Public for Makati City
Until December 31, 2023
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80942
PTR No. 9573202/Makati City/01-07-2023
IBP No. 292504/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2022

Annex "D"

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

SECRETARY'S CERTIFICATE

I, **PAULINE C. TAN**, of legal age, Filipino and with office address at the 31st Floor Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Assistant Corporate Secretary of **MEDCO HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office at the 31st Floor Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila.


2. I hereby certify that no director or officer of the Corporation is connected with any government agency or instrumentality.

IN WITNESS WHEREOF, I have hereunto set my hand this APR 18 2023 in Makati City, Metro Manila.


PAULINE C. TAN
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me this APR 18 2023 at Makati City, Metro Manila, affiant exhibited to me her Drivers Licens No. NO3-08-021130 issued on Oct. 1, 2019.

Doc. No. 251;
Page No. 52;
Book No. II;
Series of 2023.


CELINA MARIE S. HILARIO
Appointment No. M-328
Notary Public for Makati City
Until December 31, 2023
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 80942
No. 9573202/Makati City/01-07-2023
No. 292504/Makati City/01-05-2023
MCLE Exempted-Admitted to the bar in 2022