



**SECURITIES AND EXCHANGE COMMISSION  
Metro Manila, Philippines**

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**FORM 17- A  
ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

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1. For the year ended **December 31, 2019**
2. SEC Identification Number **39652**                      3. BIR Tax Identification No. **004-844-938**
4. **Medco Holdings, Inc.**  
Exact name of registrant as specified in its charter
5. **Metro Manila, Philippines**                      6.  (SEC Use Only)  
Province, Country or other jurisdiction of                      Industry Classification Code:  
incorporation or organization
7. **31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue,  
Makati City, Metro Manila, Philippines**                      **1229**  
Address of principal office                      Postal Code
8. Registrant's telephone number, including area code: **(632) 8811-0465 to 66**
9. Former name, former address, and former fiscal year, if changed since last report. **Not applicable.**
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec 4 and 8 of the RSA
- | <u>Title of each class</u> | <u>Number of shares of common stock<br/>outstanding and amount of debt outstanding</u> |
|----------------------------|--|
| <b>Common</b>              | <b>3,159,292,441 shares (P0.05 par value per share)</b>                                |
11. Are any or all of these securities listed on a Stock Exchange. Yes [ / ]    No [ ]
- | <u>Philippine Stock Exchange (PSE)</u> | <u>Common</u>                      |
|--|------------------------------------|
| Name of Stock Exchange                 | Class of securities listed therein |
12. Check whether the registrant: (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports). Yes [ / ]    No [ ]
- (b) has been subject to such filing requirements for the past 90 days.                      Yes [ / ]    No [ ]
13. As at December 31, 2019, the aggregate market value of the voting stock held by non-affiliates of the registrant was P238,405,239 (based on the closing price of P0.375 per share on December 27, 2019).

## PART I - BUSINESS AND GENERAL INFORMATION

### Item 1. Business

#### (2). Business of Issuer

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.

In 1995, Citivest Asia Limited (“Citivest”), a corporation organized under the laws of the British Virgin Islands, acquired approximately 67% of the outstanding capital stock of the Corporation. In 1997, Citivest purchased additional MED shares which increased its equity stake to 70.67%.

Prior to Citivest’s acquisition of a majority interest in the Corporation, MHI was engaged in mineral exploration and development. With the entry of Citivest, 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 had previously 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 2005, Citivest divested a portion of its shareholdings in the Corporation thereby reducing its equity stake to approximately 46%.

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. As a result of dilution, the equity stake of Citivest declined to 10.20%.

Details of the affiliated companies and their activities as at December 31, 2019 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

From March 29, 2000 up to April 27, 2017, Medco Asia Investment Corporation (“MAIC”), was a 64.54%-owned principal subsidiary of the Corporation. However, on April 27, 2017, the Corporation sold all of its investment holdings in MAIC to a third party.

#### ***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.

In 2017, the Corporation beneficially-owned 10.31% of Exportbank which included the 7.86% equity investment in Exportbank then held by its former subsidiary MAIC. In view of the aforementioned divestment of its shareholdings in MAIC, the Corporation's ownership in the bank has been reduced to its direct equity stake of 2.45%.

***Other Affiliate***

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

***Percentage of Sales or Revenues and Net Income Contributed by Foreign Sales***

During the year under review, there were no sales or revenues and net income contributed by foreign sale.

***Distribution Methods of the Products or Services***

Being just an investment holding company, the Corporation, does not produce or sell any product, or offer any service.

***Status of any publicly-announced new products or service***

None.

***Competition***

None.

***Sources and Availability of Raw Materials and Names of Principal Suppliers.***

The Corporation is not into manufacturing and has no need of raw materials for its businesses.

***Dependence on Single Customer***

None.

***Transactions with Related Parties***

The Corporation borrows funds occasionally for its working capital requirements. Apart from these borrowings, there are no other transactions with related parties.

***Expiration of Patents, Trademarks, Copyrights, Licenses, Franchise, Concessions and Royalty Agreements.***

The Corporation has not entered into agreements related to patents, trademarks, copyrights, licenses, franchise, concessions and royalty.

***Need for Government Approvals of Principal Products or Services.***

None.

### ***Effects of Existing or Probable Governmental Regulations***

The Corporation is subject to the rules and regulations of the SEC and the PSE. It is complying with existing government regulations which have been beneficial to its business. The Corporation is not aware of any probable government regulation that could have any adverse effect on its business.

### ***Cost on Development Activities***

None.

### ***Cost and Effects of Compliance with Environmental Laws***

None.

### ***Total Number of Employees and Number of Full –Time Employees.***

As of December 31, 2019, the Corporation had two (2) employees. One is the company driver, and the other one is an administrative personnel. The Corporation does not anticipate any increase in the number of its employees within the ensuing twelve (12) months. There were no employees covered by a Collective Bargaining Agreement. There are no supplemental benefits or incentive arrangements. The Corporation's employees are not on strike and have never gone on strike in the past.

### **Item 2. Properties**

As at the end of 2019, the Corporation did not own any real property. It is leasing office space in a condominium unit at the 31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila, owned by Capital Place International Limited.

### **Item 3. Legal Proceedings**

As at December 31, 2019 and as far as the management of the Corporation is aware, there are no pending material legal proceedings to which the Corporation is a party or of which any of its property is the subject.

### **Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable.

## **OPERATIONAL AND FINANCIAL INFORMATION**

### **Item 5. Market for Issuer's Common Equity and Related Stockholder Matters**

#### **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 2020 were as follows:

<u>1st Quarter</u>	
<u>High</u>	<u>Low</u>
P0.53	P0.21

The high and low prices for each quarter of 2019 were as follows:

<u>1st Quarter</u>		<u>2<sup>nd</sup> Quarter</u>		<u>3rd Quarter</u>		<u>4<sup>th</sup> 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>
P0.57	P0.44	P0.60	P0.44	P0.57	P0.42	P0.44	P0.35

The high and low prices for each quarter of 2018 were as follows:

<u>1st Quarter</u>		<u>2<sup>nd</sup> Quarter</u>		<u>3rd Quarter</u>		<u>4<sup>th</sup> 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>
P0.70	P0.52	P0.66	P0.51	P0.61	P0.51	P0.54	P0.42

#### *Recent Sales of Unregistered Securities*

On 24 April 2018, MED issued: (1) 2,201,179,241 common shares to Bonham Strand Investments Ltd. for a total subscription price of P110,058,962.05 and (2) 258,113,200 common shares to Mr. Xu Hanjiang for a total subscription price of P12,905,660.00. The issuance of the common shares was an exempt transaction under Section 10(k) of the Securities Regulation Code (The sale of securities by an issuer to fewer than twenty (20) persons in the Philippines during any twelve-month period is an exempt transaction).

#### *Holder, Dividends and Sale of Unregistered Securities*

Based on the records of the Corporation's stock transfer office, Philippine Stock Transfer, Inc., as at December 31, 2019, there were 674 holders of the common stock of the Corporation.

The following are the Company's top 20 registered common stockholders holding listed and unlisted shares as of December 31, 2019:

	<b>Name</b>	<b>No. of Shares Held</b>	<b>% of Total</b>
1.	Bonham Strand Investments Ltd.	2,201,179,241	69.6732%
2.	PCD Nominee Corp.	340,808,156	10.7875%
3.	Citivist Asia Limited	322,314,874	10.2021%
4.	Xu Hanjiang	258,113,200	8.1700%
5.	Suncentury Asia Limited	34,500,000	1.0920%
6.	Gatchalian, Rexlon	1,000,000	0.0317%
7.	Lo, Eduardo	394,000	0.0125%
8.	Ibardolaza, Marita	100,000	0.0032%
9.	Chong, Lilian	50,000	0.0016%
10.	Bautista, Emmanuel T. &/or Bernardita P. Bautista	40,000	0.0013%
11.	Uy, Arturo &/or Arnel Uy	40,000	0.0013%
12.	Guevara, Anna Georgina	23,000	0.0007%
13.	Cua, Henry	20,000	0.0006%
14.	Libertad Development Corp.	20,000	0.0006%
15.	Ong, Lyn	20,000	0.0006%
16.	Ramos, Angela	20,000	0.0006%
17.	Avis, Jose T.	19,000	0.0006%
18.	Cua, Bernice Yang	10,011	0.0003%
19.	Banda, Jovita L.	10,000	0.0003%
20.	Dy, Aurora	10,000	0.0003%

As at December 31, 2019, the number of shares held by the public was 635,747,303 shares and the public ownership level of the Company is at 20.12%.

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. 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.

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

#### Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion and analysis should be read in conjunction with Item 1 of this report and the Audited Financial Statements and the related Notes to Financial Statements in Exhibit A of this Report.

#### ***Plan of Operation***

Although the Corporation incurred a net loss in 2017 which resulted in a capital deficiency of P83,484,211, it became profitable and earned a net income of P2,738,406 in 2018 and attained a positive stockholders' equity of P54,369,186 with the implementation of its recapitalization plan during that year. The Corporation reported a deficit of P807,746,058 as of December 31, 2017 but achieved a turnaround with retained earnings of P383,373,182 as of December 31, 2018.

The Corporation has implemented the following recapitalization plan, which 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.

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. Barring unforeseen adverse developments in the country's economy and business environment, management believes that the Corporation will continue to achieve positive financial results in future years.

The Corporation is confident that it can satisfy its cash requirements not only in the next twelve (12) months but also on a long-term basis. Its liquid assets as at December 31, 2019 consisted of P16.2 million of cash and cash equivalents. 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, 2019, there were two (2) employees of the Corporation. One is the company driver, and the other one is an administrative personnel. The Company does not anticipate any increase in the number of its employees within the ensuing twelve (12) months.

## ***Results of Operations for the years ended December 31, 2019, 2018 and 2017***

### **2019**

Total revenues for the year ended 2019 decreased by 29% compared to the previous year. The Corporation's revenues for this year consisted of dividend income (93%) and interest income from short-term placements and bank deposits (7%).

The decrease in revenues was mainly due to the dividend income received from Manila Exposition Complex, Inc. (MEC) which was lower by 33% as compared to the previous year. Interest income, however, increased because of the additional time deposit placements during the year with a corresponding higher interest rate as compared to last year.

On the other hand, total expenses decreased by approximately 12% compared to the prior year. The expenses for this year were composed of employee benefits (51%), professional fees (11%), occupancy (6%), membership fees & dues (5%), transportation (5%), representation (4%) and other expenses (18%).

The decrease in this year's expenses was mainly due to the lower amount of taxes & licenses paid by the Corporation. In 2018, documentary stamp tax was paid in relation to the original issuance of MED shares to Bonham Strand Investments Ltd. and Mr Xu Hanjiang. No payment of this nature was incurred in 2019. This year's membership fees and dues also decreased by 19% as compared to last year.

Other components of expenses such as representation and employee benefits also posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures.

### **2018**

Total revenues for the year ended 2018 increased by approximately 35% compared to the previous year. Consolidated revenues for this year consisted mainly of dividend income (98%), interest income from short-term placement and bank deposits (1.90%), and foreign exchange gain (0.10%).

The increase in consolidated revenues was mainly due to the increase in dividend income received from Manila Exposition Complex, Inc. (MEC). Interest income increased because of the higher amount of cash and cash equivalents in 2018 than in 2017 which were placed as time deposit placements with a local bank.

On the other hand, total consolidated expenses decreased by approximately 22% compared to the prior year. The expenses for this year were composed of employee benefits (45%), taxes & licenses (20%), professional fees (9%), occupancy (5%), representation (4%), and other expenses (17%).

The decrease in the 2018 expenses relative to 2017 was mainly due to the lower fees paid by the Corporation in 2018. Payment of SEC fees in relation to the filing of increase in authorized capital of the Corporation was made in 2017. No payment of this nature was incurred in 2018. Also in 2017, professional fees were paid for the loan verification report and the fairness opinion rendered by independent financial advisors on the Corporation's debt to equity conversion. No such fees were paid in 2018.

Other components of expenses, such as transportation, representation, communication, employee benefits as well as other expenses posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures.

## **2017**

Total consolidated revenues for the year ended 2017 includes the results of operations of the Parent Company (MHI) for the year and the results of operations of MAIC from January 1, 2017 to April 27, 2017. It is noteworthy that there is an increase in consolidated revenues by 668% compared to the previous year. Consolidated revenues for this year consisted mainly of gain on deconsolidation of subsidiary (91%), dividend income (8.70%) and interest income from short-term placement and bank deposits (.30%).

The recognition of gain on deconsolidation of subsidiary in the 2017 consolidated statement of comprehensive income was the result of the Corporation's sale of all its investment holdings in MAIC to a third party on April 27, 2017. The difference between the consideration received and the net asset value as of disposal date of MAIC amounting to P63,033,564 was recognized and presented therein as gain on deconsolidation of subsidiary. As MAIC was in a capital deficiency position, its disposal resulted in the derecognition of accumulated losses in the consolidated figures equivalent to the recognition of gain on deconsolidation. It is noteworthy that such gain does not pertain to any actual earnings being realized by the Corporation but is rather just a result of compliance with the requirements of accounting standards.

On the other hand, total consolidated expenses decreased by approximately 21% compared to the prior year. The expenses for this year were composed of employee benefits (42%), professional fees (13%), membership fees and dues (11%), occupancy (7%), taxes and licenses (7%), representation (5%) and other expenses (15%).

The decrease in the 2017 consolidated expenses relative to 2016 was due mainly to the non-consolidation MAIC's salaries, employee benefits and representation expenses after the date of sale of the subsidiary.

Other components of expenses, such as occupancy, communication and foreign exchange losses, also posted a decrease in the year under review.

## ***Financial Condition and Changes in Financial Condition as of December 31, 2019, 2018 and 2017***

### **2019**

With respect to the balance sheet as at the end of 2019, there was a 35% increase in total assets as compared to the previous year. Total assets were composed of financial assets at fair value through other comprehensive income (79%), cash and cash equivalents (20%) and receivables, due from related parties and other assets (1%).

The increase in the total assets was mainly due to the 46% 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 our auditors, the fair value of said investment for this year amounted to P63,497,773 as compared to last year's figure of P43,457,288.

On the other hand, there was a slight decrease on the liabilities side this year as compared to the prior year. The decrease was due to the lower amount of the post-employment benefit obligation recognized this year.

As at December 31, 2019, the total shareholders' fund of the Corporation amounted to P75.2 million.

## **2018**

As to the balance sheet as at the end of this year, total assets increased by 34% compared to the previous year. Total assets were composed of financial assets at fair value through other comprehensive income (73%), cash and cash equivalents (26%), due from related parties, receivables and other assets (1%).

The increase was mainly due to the fair value changes in the Corporations' financial assets at Fair Value through Other Comprehensive Income (FVOCI), relating to investment in Manila Exposition Complex, Inc. (MEC). In accordance with the provisions of PFRS 9, which took effect during the year, this account was reclassified from Available-for-Sale (AFS) Financial Assets to Financial Assets at Fair Value through Other Comprehensive Income (FVOCI). Furthermore, based thereon, the unquoted equity securities under the AFS Financial Asset account in the 2017 balance sheet with a carrying amount of P31,268,750 was determined to have a fair value of P43,457,288 as at December 31, 2018. The cash and cash equivalents account also increased by 37%. This was due to the 50% increase in the cash dividend received from MEC this year as compared with that of last year's dividend. Another reason for the increase was because of the cash payment made by Capital Place International Ltd. (CPIL) for the advances it owed to the Corporation thereby also decreasing the due from related parties account.

There was a significant decrease on the liabilities side this year as compared to the prior year. The decrease was due to the reclassification of both Due to Bonham Strand Investments Ltd. and Due to Mr. Xu Hanjiang accounts to Capital Stock, following the approval of the SEC of the capital increase and the issuance of new MED shares.

As at December 31, 2018, the total shareholders' fund of the Corporation amounted to P54.3 million.

## **2017**

The consolidated statement of financial position as of December 31, 2017 pertains solely to the balances of the Parent Company.

Referring to the balance sheet as at the end of this year, total assets increased by 111% compared to the previous year. Total assets were mainly composed of available-for-sale investments (70%), cash and cash equivalents (25%), and due from related parties and receivables (5%).

The increase in the cash and cash equivalents account was due to the cash payment made by MAIC for the advances it owed prior to its being sold thereby also decreasing the due to related parties account on the liabilities side. The derecognition of the intercompany payable of former subsidiary MAIC also contributed to the decrease in the due to related parties account.

As at December 31, 2017, the total shareholders' fund of the Corporation resulted in a capital deficiency of P83.5 million.

## ***Prospects for 2020***

In 2020, it is unfortunate that the country's economy has been drastically impacted by the still-ongoing global COVID-19 crisis. Thus, the national GDP is expected to incur negative growth this year. It is nonetheless our hope that the strict community quarantine restrictions implemented by the Philippine government since the beginning of the pandemic will produce a significant and lasting alleviation of the crisis in our country by the third quarter of the year. Such a positive development will allow more and more business sectors to gradually restart their operations that have been disrupted by the government-mandated shutdown and thereby help cushion the downward slide in economic activity during the remaining months of the year.

The foregoing pessimistic outlook is regrettably expected to adversely affect the Corporation's revenues and bottom line this year as the current crisis has also impaired the dividend paying capacity of MEC, its affiliate investee company.

***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, 2019 consisted of P16.2 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 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, 2019, 2018 and 2017**

		Parent		Consolidated
		2019	2018	2017
1. Revenue Growth	$\frac{\text{Revenue Y1-Y0}}{\text{Revenue Y0}}$	(29.44%)	34.53%	668.00%
2. Net Income Growth*	$\frac{\text{Net Income Y1-Y0}}{\text{Net Income Y0}}$	(72.30%)	NA	NA
3. Return on Equity**	$\frac{\text{Net Income}}{\text{Stockholders' Equity}}$	1.01%	5.04%	NA
4. Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	4.99x	4.77x	0.10x
5. Debt-to-Equity-Ratio**	$\frac{\text{Total Liabilities}}{\text{Stockholders' Equity}}$	0.07x	0.09x	NA

\*Net Loss in 2017

\*\*Capital Deficiency in 2017

Note:

Y1= Current year

Y0= Previous year

Item 7. Financial Statements

The Financial Statements and related Notes to Financial Statements of MHI for the past 3 years ended 31 December 2019 appear on the Index to Financial Statements and Supplementary Schedules page of this Report.

Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

NONE

## PART III - CONTROL AND COMPENSATION INFORMATION

### Item 9. Directors and Executive Officers of the Registrant

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

The members of the Corporation's Board of Directors as at December 31, 2019 together with a brief description of their other positions held and business experience for the last five years are enumerated as follows:

BOBBY CHENG SAI CHONG, British, aged seventy (70), 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 seventy-three (73), 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.

CALY D. ANG, Filipino, aged seventy-two (72), has been a director of the Corporation and of MAIC since 1995. She has been an independent director of the Corporation since 2006 and of MAIC from 2006 to April 27, 2017. She is the president and general manager of Multi-World Philippines International, Inc. from 1989 up to the present and a director and president of Concord World Properties, Inc. from 1991 to the present. She graduated from Adamson University, Manila obtaining a Bachelor of Science degree in Commerce in 1969 and a MBA from the same institution in 1971.

SOLOMON R. B. CASTRO, Filipino, aged fifty-one (51), has been a director of the Corporation since 1998 to the present. He has been an independent director since 2002. He was the corporate secretary and vice president-legal counsel of MAIC from May 1997 to August 1998. He is the managing director and senior advisor of CFP Strategic Transaction Advisors, Inc. since 2010. He is also an infrastructure transaction specialist for the International Finance Corporation, the private sector arm of the World Bank Group, since 2008. Mr. Castro is a member of the Philippine bar. He holds a Bachelor of Science degree in Business Administration and a Bachelor of Laws degree from the University of the Philippines. He also has a Master of Laws degree from Cornell University, New York. His practice areas include public-private partnerships, project finance, banking, securities regulation, mergers and acquisitions, and general corporate law.

EDNA D. REYES, Filipino, aged seventy-two (72), 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 fifty (50), 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 thirty (30) was elected as a director of the Corporation last January 11, 2019. She is a Junior Partner at Jovellanos-Kho, Malcontento and Associates 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.

Executive Officers

The following are the principal officers of the Corporation:

Chairman of the Board	-	Bobby Cheng Sai Chong
President/Corporate Information Officer	-	Dionisio E. Carpio, Jr.
Corporate Secretary	-	Jonas S. Khaw
Treasurer/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:

JONAS S. KHAW, Filipino, aged thirty-nine (39), is the corporate secretary of the Corporation. He has been the corporate secretary since 15 December 2017 up to the present. He is a member of the Philippine Bar and 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 Bloomberry Resorts Corporation, a publicly listed company.

(2) 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 key personnel.

(3) Family Relationship

None.

(4) Involvement in Certain Legal Proceedings

Based on their individual responses after due inquiry as of December 31, 2019, none of the following events occurred with respect to any of the foregoing nominees and executive officers during the past five (5) years 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.

Item 10. Executive Compensation

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

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
Dionisio E. Carpio, Jr. (President)	2018	None	None	P45,000
	2019	None	None	P55,000
	2020 (Estimated)	None	None	P45,000
Pauline C. Tan (Treasurer and Compliance Officer)	2018	P2,340,000	None	P45,000
	2019	P2,340,000	None	P55,000
	2020 (Estimated)	P2,340,000	None	P45,000
All Top Executive Officers and Directors as a group	2018	P2,340,000	None	P274,000
	2019	P2,340,000	None	P391,000
	2020 (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 meeting.
3. The Corporate Secretary does not receive a salary but his law firm is paid a professional retainer fee.

(2) 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.

(3) 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.

(a) 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.

(b) Compensatory Plan or Arrangement

There are formal compensatory plans or arrangements between the Corporation and its executive officers and other officers.

(c) Warrants and Options Outstanding

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

Item 11. Security Ownership of Certain Beneficial Owners and Management-

*Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's Outstanding Stock as of December 31, 2019:*

Title of class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent 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)	Foreign	2,201,179,241	69.6732%
Common	PCD Nominee Corp. Makati Stock Exchange Bldg., Ayala Avenue Makati City (No Relationship with Issuer)	Various beneficial owners	Filipino/Others	340,808,156	10.7875%
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	Foreign	322,314,874	10.2021%
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	Foreign	258,113,200	8.1700%

## Security Ownership of Management

To the extent known to the Board of Directors, as of December 31, 2019, 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	Dionisio E. Carpio, Jr.	1,000	(direct)	Filipino	Nil
Common Stock	Edna D. Reyes	50,000	(indirect)	Filipino	Nil
	TOTAL	51,000			

Aside from the above, Mr. Carpio and the other directors hold qualifying shares in the Corporation.

Voting Trust Holders of 5% or More - None

Changes in Control - None

### Item 12. Certain Relationships and Related Transactions (See Note 12 of the Notes to the Financial Statements)

The Corporation in the ordinary course of business, grants and obtains advances to and from related parties as well as non-related third parties.

### Item 13. 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 has accomplished and submitted its Corporate Governance Self-Rating Form ("CG-SRF") to the SEC. The Corporation reviews the specific policies and regulations on the CG-SRF 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. At the end of each fiscal year, the Corporation submits a certification of the attendance of its directors in meetings of the Board of Directors with such attendance having consistently complied with regulatory requirements.

- 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 imposable 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 Corporate Governance Self-Rating Form ("CG-SRF") to the SEC annually. The Corporation reviews the specific policies and regulations on the CG-SRF and determines whether it fully complies with it. Any deviation is immediately discussed among the members of the management.

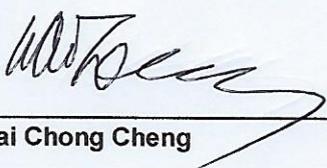
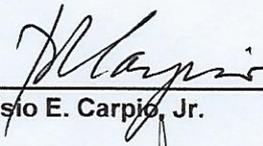
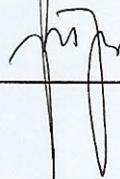
Attached as Annex A of this Annual Report is the Sustainability Report of the Company.

#### **PART IV - EXHIBITS AND SCHEDULES**

	<b><u>Page/Incorporation by Reference</u></b>
(1) Financial Statements Balance Sheets Statements of Income Statements of Cash Flow Notes to Financial Statements	Please see accompanying Index to Financial Statements and Supplementary Schedules
(2) Sustainability Report of the Company	Annex A
(3) Plan of Acquisition	not applicable
(4) Instruments Defining the Rights of Securities Holders	not applicable
(5) Voting Trust Agreement	not applicable
(6) Annual Report to Security Holders	not applicable
(7) Change in Certifying Accountant	not applicable
(8) Report furnished to Security Holders	not applicable
(9) Subsidiaries of the Registrant	not applicable
(10) Published Report Regarding Matter Submitted to Vote of Security Holders	not applicable
(11) Consents of Experts and Independent Counsel	not applicable
(12) Power of Attorney	not applicable

**SIGNATURES**

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this Report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on April 16, 2020.

<u>Signature</u>	<u>Capacity</u>
 _____ <b>Sai Chong Cheng</b>	Chairman of the Board
 _____ <b>Dionisio E. Carpio, Jr.</b>	President
 _____ <b>Pauline C. Tan</b>	Treasurer

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S.

**SUBSCRIBED AND SWORN** to before me this **JUN 23 2020**, affiants exhibiting to me their Passport/SSS Numbers as follow:

<b>NAMES</b>	<b>SSS / PASSPORT NO.</b>	<b>DATE OF ISSUE</b>	<b>PLACE OF ISSUE</b>
Sai Chong Cheng	K01843092	October 26, 2010	Hong Kong Special Administrative Region
Dionisio E. Carpio, Jr	03-1710841-7		Manila
Pauline C. Tan	33-0293610-9		Manila

Doc. No. 231 ;  
Page No. 40 ;  
Book No. 7 ;  
Series of 2020

  
**RUBEN T. M. RAMIREZ**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2021  
IBP No. 093489/ 10-18-19 CY 2020  
ROLL NO. 28947/ MCLE 6 / 3-22-19  
PTR NO. MKT. 8117044/ 1-2- 20 APPT. NO. M-168



# Medco Holdings, Inc.

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Medco Holdings, Inc.** (the Company) is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2019 and 2018, 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 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 to do so.

The Board of Directors is responsible for overseeing the Company'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, the independent auditors appointed by the stockholders, has audited the financial statements of the Company 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 16<sup>th</sup> day of April 2020

JUN 23 2020

MAKATI CITY

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiant exhibiting to me their SSS /Passport Numbers as follow:

Sai Chong Cheng	K01843092	October 26, 2010/Hong Kong Special Administrative Region
Dionisio E. Carpio, Jr.	03-1710841-7	Manila, Philippines
Pauline C. Tan	33-0293610-9	Manila, Philippines

Doc. No. 233  
Page No. 48  
Book No. 7  
Series of 2020

**RUBEN T. M. RAMIREZ**  
NOTARY PUBLIC  
UNTIL DEC. 31, 2021

IBP No. 093489/ 10-18-19 CY 2020

ROLL NO. 28947/MCLE 6 / 3-22-19

APPT. NO. M-166

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

Tels.: (632) 811-04-65 to 67 Fax (632) 811-0521



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**Financial Statements and  
Independent Auditors' Report**

**Medco Holdings, Inc.**

**December 31, 2019, 2018 and 2017**



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

T +63 2 8988 2288

## **Report of Independent Auditors**

**The Board of Directors and the Stockholders**  
**Medco Holdings, Inc.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
31<sup>st</sup> 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, 2019 and 2018, and the statements of comprehensive income, statements of changes in equity (capital deficiency) and statements of cash flows for the three years in the period ended December 31, 2019, and notes to 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, 2019 and 2018, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2019 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.



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**Certified Public Accountants**  
Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd

[grantthornton.com.ph](http://grantthornton.com.ph)

Offices in Cavite, Cebu, Davao  
BOA/PRC Cert of Reg. No. 0002  
SEC Accreditation No. 0002-FR-5

***Emphasis of a Matter***

We draw attention to Note 19 in the notes to financial statements which describes the negative impact of the business disruption as a result of the coronavirus outbreak to the Company's financial condition and performance after the end of the reporting period. Our opinion is not modified in respect to this matter.

***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 (FVOCI)***

***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. The fair value of the financial assets is determined using dividend discount model and net asset valuation approach.

The fair value of the Company's financial assets at fair value through other comprehensive income amounted to P63,497,773 and P43,457,288 as of December 31, 2019 and 2018, 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 valuations techniques used by the management.
- Comparing the methodologies applied and assumptions used by the management with our expectations and emerging market activity.
- Reviewing the formulas used in fair market valuation and recomputing the fair values based on inputs and methodologies applied.

The Company's disclosures about the details of the Financial Assets at Fair Value through Other Comprehensive Income account are presented in Note 7 to the financial statements.



### ***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, 2019, 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, 2019 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.

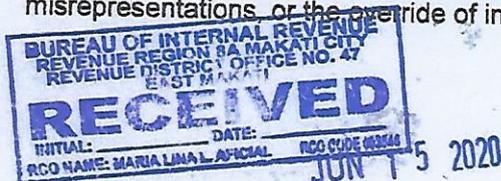
Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***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.

JUN 15 2020





### 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, 2019 required by the Bureau of Internal Revenue as disclosed in Note 21 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 2019 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. 8116543, January 2, 2020, Makati City  
SEC Group A Accreditation  
Partner - No. 97048-SEC (until Dec. 31, 2023)  
Firm - No. 0002-FR-5 (until Mar. 26, 2021)  
BIR AN 08-002511-032-2019 (until Sept. 4, 2022)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

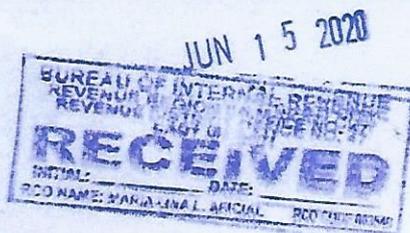
April 16, 2020

JUN 15 2020



**MEDCO HOLDINGS, INC.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2019 AND 2018**  
*(Amounts in Philippine Pesos)*

	Notes	2019	2018
<b><u>A S S E T S</u></b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	P 16,190,356	P 15,402,926
Receivables - net	8	623,186	648,508
Due from related parties	12	2,000	2,000
Total Current Assets		16,815,542	16,053,434
<b>NON-CURRENT ASSETS</b>			
Financial assets at fair value through other comprehensive income - net	7	63,497,773	43,457,288
Other assets - net	9	59	59
Total Non-current Assets		63,497,832	43,457,347
<b>TOTAL ASSETS</b>		<b>P 80,313,374</b>	<b>P 59,510,781</b>
<b><u>LIABILITIES AND EQUITY</u></b>			
<b>CURRENT LIABILITIES</b>			
Accrued expenses and other liabilities	10	P 220,626	P 217,090
Due to related parties	12	3,150,000	3,150,000
Total Current Liabilities		3,370,626	3,367,090
<b>NON-CURRENT LIABILITY</b>			
Post-employment benefit obligation	13	1,713,681	1,774,505
Total Liabilities		5,084,307	5,141,595
<b>EQUITY</b>			
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	( 492,366,221 )	( 512,467,530 )
Retained earnings	5	384,131,754	383,373,182
Total Equity	5	75,229,067	54,369,186
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>P 80,313,374</b>	<b>P 59,510,781</b>

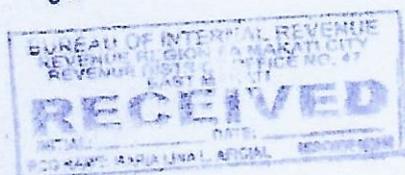


*See Notes to Financial Statements.*

**MEDCO HOLDINGS, INC.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017**  
*(Amounts in Philippine Pesos)*

	Notes	2019	2018	2017
<b>INCOME</b>				
Dividends	7	P 6,000,000	P 9,000,000	P 6,000,000
Interest income	6	475,259	173,925	121,619
Foreign exchange gains - net		-	3,313	129
Gain on sale of a subsidiary	1	-	-	700,000
		<u>6,475,259</u>	<u>9,177,238</u>	<u>6,821,748</u>
<b>EXPENSES</b>				
Employee benefits	13	2,866,795	2,869,955	3,033,133
Professional and management fees		607,900	607,420	1,272,500
Occupancy	12	312,000	312,000	312,000
Membership fees and dues		258,575	319,000	1,157,860
Transportation		255,139	32,715	222,223
Representation		239,689	250,214	328,329
Communication		144,938	62,596	96,821
Impairment losses	9	149,272	137,177	202,433
Net interest expense	13	120,207	98,623	295,374
Taxes and licenses	21	18,602	1,267,889	682,788
Foreign exchange losses - net		2,353	-	-
Others	11	646,105	446,252	645,917
		<u>5,621,575</u>	<u>6,403,841</u>	<u>8,249,378</u>
<b>PROFIT (LOSS) BEFORE TAX</b>		<b>853,684</b>	<b>2,773,397</b>	<b>( 1,427,630)</b>
<b>TAX EXPENSE</b>	14	<b>95,112</b>	<b>34,991</b>	<b>24,306</b>
<b>NET PROFIT (LOSS)</b>		<b>758,572</b>	<b>2,738,406</b>	<b>( 1,451,936)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
<b>Item that will not be reclassified subsequently to profit or loss</b>				
Fair value gain (loss) on financial assets at other comprehensive income	7	20,040,485	( 9,296,356)	-
Remeasurements of post-employment defined benefit obligation	13	60,824	( 38,169)	394,098
<b>Other Comprehensive Income (Loss)</b>		<b>20,101,309</b>	<b>( 9,334,525)</b>	<b>394,098</b>
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		<b>P 20,859,881</b>	<b>( P 6,596,119)</b>	<b>( P 1,057,838)</b>
<b>Basic and Diluted Earnings (Loss) Per Share</b>	15	<b>P 0.0002</b>	<b>P 0.0020</b>	<b>( P 0.0020)</b>

*See Notes to Financial Statements.*



**MEDCO HOLDINGS, INC.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
**STATEMENTS OF CHANGES IN EQUITY (CAPITAL DEFICIENCY)**  
**FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017**  
*(Amounts in Philippine Pesos)*

	Capital Stock (see Note 5)	Additional Paid-in Capital (see Note 5)	Revaluation Reserves - net (see Notes 7 and 13)	Retained Earnings (Deficit) (see Notes 5)	Total Equity (Capital Deficiency)
Balance at January 1, 2019	P 157,964,622	P 25,498,912	( P 512,467,530 )	P 383,373,182	P 54,369,186
Total comprehensive income	-	-	20,101,309	758,572	20,859,881
<b>Balance at December 31, 2019</b>	<b>P 157,964,622</b>	<b>P 25,498,912</b>	<b>( P 492,366,221 )</b>	<b>P 384,131,754</b>	<b>P 75,229,067</b>
Balance at January 1, 2018					
As previously reported	P 700,000,000	P 25,498,912	( P 1,237,065 )	( P 807,746,058 )	( P 83,484,211 )
Effect of adoption of PFRS 9	-	-	( 501,895,940 )	523,380,834	21,484,894
As restated	700,000,000	25,498,912	( 503,133,005 )	( 284,365,224 )	( 61,999,317 )
Decrease in the par value of capital stock	( 665,000,000 )	665,000,000	-	-	-
Equity restructuring	-	( 665,000,000 )	-	665,000,000	-
Issuance of shares during the year	122,964,622	-	-	-	122,964,622
Total comprehensive income (loss)	-	-	( 9,334,525 )	2,738,406	( 6,596,119 )
<b>Balance at December 31, 2018</b>	<b>P 157,964,622</b>	<b>P 25,498,912</b>	<b>( P 512,467,530 )</b>	<b>P 383,373,182</b>	<b>P 54,369,186</b>
Balance at January 1, 2017	P 700,000,000	P 25,498,912	( P 1,631,163 )	( P 806,294,122 )	( P 82,426,373 )
Total comprehensive income (loss)	-	-	394,098	( 1,451,936 )	( 1,057,838 )
<b>Balance at December 31, 2017</b>	<b>P 700,000,000</b>	<b>P 25,498,912</b>	<b>( P 1,237,065 )</b>	<b>( P 807,746,058 )</b>	<b>( P 83,484,211 )</b>

*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, 2019, 2018 AND 2017**  
*(Amounts in Philippine Pesos)*

	Notes	2019	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit (loss) before tax	P	853,684	P	2,773,397 ( P 1,427,630)
Adjustments for:				
Dividend income	7	( 6,000,000 )	( 9,000,000 )	( 6,000,000 )
Interest income	6	( 475,259 )	( 173,925 )	( 121,619 )
Impairment losses	9	149,272	137,177	202,433
Unrealized foreign exchange losses (gains) - net		2,353	( 3,313 )	( 129 )
Gain on sale of subsidiary	1	-	-	( 700,000 )
Operating loss before working capital changes		( 5,469,950 )	( 6,266,664 )	( 8,046,945 )
Increase in other assets		( 149,272 )	( 137,177 )	( 199,733 )
Decrease (increase) in receivables		25,322	( 10,664 )	( 6,847 )
Decrease in due from related parties		-	1,350,000	7,650,000
Decrease in due to related party		-	-	( 120,180,426 )
Decrease in post-employment benefit obligation		-	-	( 3,476 )
Increase in accrued expenses and other liabilities		3,536	59,071	120,116,915
Cash used in operations		( 5,590,364 )	( 5,005,434 )	( 670,512 )
Interest received		475,259	173,925	121,619
Cash paid for final taxes		( 95,112 )	( 34,991 )	( 24,306 )
Net Cash Used in Operating Activities		( 5,210,217 )	( 4,866,500 )	( 573,199 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Dividends received		6,000,000	9,000,000	6,000,000
Proceeds from sale of a subsidiary	1	-	-	700,000
Cash From Investing Activities		6,000,000	9,000,000	6,700,000
Effect of Foreign Exchange Rate Changes on Cash and Cash Equivalents		( 2,353 )	3,313	129
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>787,430</b>	<b>4,136,813</b>	<b>6,126,930</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>		<b>15,402,926</b>	<b>11,266,113</b>	<b>5,139,183</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>P 16,190,356</b>	<b>P 15,402,926</b>	<b>P 11,266,113</b>

**Supplemental Information on Non-cash Investing Activity --**

In 2018, the Company entered into a SEC-approved equity restructuring process that includes the decrease of the par value of capital stock and applying the resulting surplus against outstanding deficit as of December 31, 2017. The Company also issued new shares through the application of liabilities that are previously presented under the Accrued Expenses and Other Liabilities account in the 2017 statement of financial position (see Note 5).

*See Notes to Financial Statements.*

**MEDCO HOLDINGS, INC.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019, 2018 and 2017**  
*(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).

On April 27, 2017, the Company sold all of its investment holdings over Medco Asia Investment Corporation (MAIC) to a third party. Accordingly, MAIC had been deconsolidated in 2017 and the Company had no longer prepared a consolidated financial statements starting 2018.

In 2018, following the SEC-approved equity restructuring process entered into during the year and the issuance of new shares, Bonham Strand Investments Ltd. (BSIL) acquired 69.67% ownership over the Company and thereby making the Company its subsidiary. BSIL is an entity engaged in investment holding and registered in the British Virgin Islands. Prior to this, the Company was 46.04% owned by Citivest Asia Limited, also an entity engaged in investment holding and registered in the British Virgin Islands.

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

***1.2 Approval of Financial Statements***

The financial statements of the Company as at and for the year ended December 31, 2019 (including the comparative financial statements as at December 31, 2018 and for the years ended December 31, 2018 and 2017) were authorized for issue by the Company's Board of Directors (BOD) on April 16, 2020.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies that have been used in the preparation of these financial statements are summarized 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 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 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 2019 that are Relevant to the Company*

The Company adopted for the first time the following new standard, amendments, interpretation and annual improvements to existing standards, which are mandatorily effective for annual periods beginning on or after January 1, 2019:

PAS 19 (Amendments)	:	Employee Benefits – Plan Amendment, Curtailment or Settlement
PFRS 9 (Amendments)	:	Financial Instruments – Prepayment Features with Negative Compensation
PFRS 16	:	Leases
International Financial Reporting Interpretations Committee (IFRIC) 23	:	Uncertainty over Income Tax Treatments

Annual Improvements to  
PFRS (2015-2017 Cycle)  
PAS 12 (Amendments) : Income Taxes – Tax Consequences of  
Dividends

Discussed below and in the succeeding page are the relevant information about these new PFRS, interpretations and improvements.

- (i) PAS 19 (Amendments), *Employee Benefits – Plan Amendment, Curtailment or Settlement*. The amendments clarify that past service cost and gain or loss on settlement is calculated by measuring the net defined benefit liability or asset using updated actuarial assumptions and comparing the benefits offered and plan assets before and after the plan amendment, curtailment or settlement but ignoring the effect of the asset ceiling that may arise when the defined benefit plan is in a surplus position. Further, the amendments now require that if an entity remeasures its net defined benefit liability or asset after a plan amendment, curtailment or settlement, it should also use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after the change to the plan. The application of these amendments had no significant impact on the Company's financial statements.
- (ii) PFRS 9 (Amendments), *Financial Instruments – Prepayment Features with Negative Compensation*. The amendments clarify that prepayment features with negative compensation attached to financial assets may still qualify under the “solely payments of principal and interests” (SPPI) test. As such, the financial assets containing prepayment features with negative compensation may still be classified at amortized cost or at fair value through other comprehensive income (FVOCI). The application of these amendments had no significant impact on the Company's financial statements.
- (iii) PFRS 16, *Leases*. The new standard replaced PAS 17, *Leases*, and its related interpretation IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, Standard Interpretations Committee (SIC) 15, *Operating Leases – Incentives* and SIC 27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. For lessees, it requires an entity to account for leases “on-balance sheet” by recognizing a “right-of-use” asset and lease liability arising from contract that is, or contains, a lease.

The adoption of the standard did not result in any adjustments to the amounts recognized in the financial statements as the lease contract is only for a period of one year and renewable upon mutual agreement of the parties. The related accounting policies is presented in Note 2.9.

- (iv) IFRIC 23, *Uncertainty over Income Tax Treatments*. This interpretation provides clarification on the determination of taxable profit, tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over income tax treatments. The core principle of the interpretation requires the Company to consider the probability of the tax treatment being accepted by the taxation authority. When it is probable that the tax treatment will be accepted, the determination of the taxable profit, tax bases, unused tax losses, unused tax credits and tax rates shall be on the basis of the accepted tax treatment. Otherwise, the Company has to use the most likely amount or the expected value, depending on the surrounding circumstances, in determining the tax accounts identified immediately above. The application of this standard had no significant impact on the Company's financial statements.
- (v) Annual Improvements to PFRS 2015-2017 Cycle. Among the improvements, only PAS 12 (Amendments), *Income Taxes – Tax Consequences of Dividends*, is identified by management relevant to the Company but had no significant impact on the Company's financial statements. The amendments clarify that an entity should recognize the income tax consequence of dividend payments in profit or loss, other comprehensive income or equity according to where the entity originally recognized the transactions that generated the distributable profits

(b) *Effective in 2019 that is not Relevant to the Company*

The following amendments and annual improvements to existing standards are mandatorily effective for annual periods beginning on or after January 1, 2019 but are not relevant to the Company's financial statements:

PAS 28 (Amendments)	: Investment in Associates and Joint Ventures – Long-term Interest in Associates and Joint Ventures
Annual Improvements to PFRS (2015-2017 Cycle)	
PAS 23 (Amendments)	: Borrowing Costs – Eligibility for Capitalization
PFRS 3 and 11 (Amendments)	: Business Combinations and Joint Arrangements – Remeasurement of Previously Held Interests in a Joint Operations

(c) *Effective Subsequent to 2019 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2019, which are adopted by the FRSC. Management will adopt the relevant pronouncements in accordance with their transitional provisions presented in the succeeding page; and, unless otherwise stated, none of these are expected to have significant impact on the Company's financial statements.

- (i) PAS 1 (Amendments), *Presentation of Financial Statements*, and PAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material* (effective from January 1, 2020). The amendments provide a clearer definition of ‘material’ in PAS 1 by including the concept of ‘obscuring’ material information with immaterial information as part of the new definition, and clarifying the assessment threshold (i.e., misstatement of information is material if it could reasonably be expected to influence decisions made by primary users, which consider the characteristic of those users as well as the entity’s own circumstances). The definition of material in PAS 8 has been accordingly replaced by reference to the new definition in PAS 1. In addition, amendment has also been made in other Standards that contain definition of material or refer to the term ‘material’ to ensure consistency.
  
- (ii) Revised Conceptual Framework for Financial Reporting (effective from January 1, 2020). The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

### **2.3 Financial Assets**

Financial assets are recognized when the Company becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as 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.

Regular purchases and sales of financial assets are recognized on their trade date (i.e., the date that the Company commits to purchase or sell the asset).

(a) *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 that are relevant to the Company are described below.

(i) *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 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 allowance for expected credit loss (ECL).

The Company's financial assets categorized as amortized cost are presented 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.

(ii) *Financial Assets at Fair Value Through Other Comprehensive Income*

The Company accounts for financial assets at 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 certain equity instruments as at FVOCI on initial recognition.

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 are recognized in other comprehensive income and are reported as part of Revaluation Reserves account in equity. When the asset is disposed of, the cumulative gain or loss previously recognized in the Revaluation Reserves 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.

*(b) Impairment of Financial Assets at Amortized Cost*

At the end of the reporting period, the Company assesses and recognizes allowance for ECL on its financial assets measured at amortized cost. The measurement of ECL involves consideration of broader range of information that is available without undue cost or effort at the reporting date about past events, current conditions, and reasonable and supportable forecasts of future economic conditions (i.e., forward-looking information) that may affect the collectability of the future cash flows of the financial assets.

The Company uses the external benchmarking approach to calculate ECL for its receivables. The provision rates are derived from published global credit ratings by external rating agencies (e.g., Moody's Credit Review). As referenced to these external credit benchmarks, the Company defines the credit ratings based on internal default experience, and appropriately determines the equivalent internal credit ratings. Referenced probability is then derived from the latest annual global corporate default study published by the external rating agencies. The Company makes an annual re-assessment of the applicability and reliability of the reference rates used.

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 considered to be low credit risk investments.

For financial assets at amortized cost, the allowance for credit losses is based on the ECL associated with the probability of default of a financial instrument in the next 12 months, unless there has been a significant increase in credit risk since the origination of the financial asset, in such case, a lifetime ECL for a purchased or originated credit impaired, the allowance for credit losses is based on the change in the ECL over the life of the asset. The Company recognized a loss allowance for such losses at each reporting date.

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.

(c) *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.

#### **2.4 Other Assets**

Other current 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

#### **2.5 Financial Liabilities**

Financial liabilities, which include accrued expenses and other liabilities (except tax-related liabilities included therein), and due to related parties, are recognized when the Company becomes a party to the contractual terms of the instrument. All interest-related charges incurred on a financial liability are recognized as an expense in the profit or loss section of the statement of comprehensive income.

Accrued expenses and other liabilities, 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 the liability for at least twelve 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. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

### ***2.6 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 a 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.

### ***2.7 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 pretax 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.

### ***2.8 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.

## **2.9 Leases - Company as Lessee**

### *(a) Accounting for Leases in Accordance with PFRS 16 (2019)*

For any new contracts entered into on or after January 1, 2019, 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 and leases of low-value assets 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.

### *(b) Accounting for Leases in Accordance with PAS 17 (2018)*

Leases which do not transfer to the Company substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in profit or loss on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

The Company determines whether an arrangement is, or contains, a lease based on the substance of the arrangement. It makes an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

## **2.10 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.

### ***2.11 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 asset's 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 asset's or cash generating unit's recoverable amount exceeds its carrying amount.

### ***2.12 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) 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, noncontributory 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.

(b) *Defined Benefit Contribution Plans*

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.

(c) *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, *Provisions, Contingent Liabilities and Contingent Assets*, 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.

### ***2.13 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 carryforward 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 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.

### ***2.14 Related Party Relationships and Transactions***

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

### ***2.15 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 (deficit) 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.

### ***2.16 Earnings (Loss) Per Share***

Basic earnings (loss) per share is computed by dividing net profit (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 earnings (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 earnings (loss) per share.

### ***2.17 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*

Under PFRS 9, 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) *Distinction Between Operating and Finance Leases (2018)*

The Company has entered in a lease agreement as lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. As at December 31, 2018, management has determined that the current lease agreement is an operating lease.

(d) *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 2.7 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 behavior (e.g., likelihood of counterparties defaulting and the resulting losses) (see 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) *Determining 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, 2019 and 2018 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) *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 2.11). 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 losses 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 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 and advances to and from related parties, which are primarily denominated 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, 2019 and 2018, the U.S. dollars denominated financial assets, translated into Philippine pesos at the closing rate amounted to P60,356 and P62,588, 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 makes adjustments on its applicable financial assets and financial liabilities, if any, as may be deemed necessary. At December 31, 2019 and 2018, 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 below.

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	6	<b>P 16,190,356</b>	P 15,402,926
Receivables – net	8	<b>623,186</b>	648,508
Due from related parties	12	<b>2,000</b>	2,000
		<b><u>P 16,815,542</u></b>	<b><u>P 16,053,434</u></b>

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) *Receivables*

The provision rates based on external benchmarking are derived from published global credit ratings by external rating agencies, e.g., Standard & Poors credit rating, Moody's Credit Review, etc. These rating agencies uses evaluation of current and historical information and assesses the potential impact of foreseeable future events as basis for the credit ratings. As referenced to these external credit benchmarks, the Company defines the credit ratings based on internal default experience, potential impact of foreseeable future events as basis for the credit ratings. Management has used Moody's Credit Review rating of "Baa" on due from related parties as basis for the credit loss rates to compute for the ECL. Management has assessed that the computed ECL is immaterial; hence, no loss allowance was recognized as at December 31, 2019 and 2018.

The credit risk for interest receivable is considered negligible as this pertains to interest earned from short-term placements, which normally matures within 30-35 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 on the basis of a rolling 30-day projection. Long-term liquidity needs for a six-month and one-year period are identified monthly.

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

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Accrued expenses and other liabilities	10	<b>P 143,844</b>	P 144,200
Due to related parties	12	<u><b>3,150,000</b></u>	<u>3,150,000</u>
		<u><b>P 3,293,844</b></u>	<u>P 3,294,200</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>2019</u>		<u>2018</u>
Total liabilities	<b>P 5,084,307</b>	P	5,141,595
Total equity	<b>75,229,067</b>		54,369,186

As at December 31, 2019 and 2018, 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, 2019 and December 31, 2018. There are 3,159,292,441 issued and outstanding shares with a total par value of P157,964,622 as of December 31, 2019 and 2018.

As at December 31, 2019 and 2018, the Company has 477 and 478 stockholders, respectively, owning 100 or more shares each of the Company's capital stock.

On November 18, 1975, the SEC approved the listing at the PSE of the Company's shares totalling 700,000,000. As at December 31, 2019 and 2018, there are 674 and 675 holders, respectively, of the listed shares equivalent to 100% of the Company's total outstanding shares. Such listed shares closed at P0.38 per share and P0.47 per share as at December 31, 2019 and 2018, respectively. The Company has no other securities being offered for trading in any stock exchange. It currently has a pending application for listing of its newly authorized securities with the PSE.

### 5.3 *Effect of Adoption of PFRS 9, Financial Instruments*

In 2018, the Company adopted PFRS 9. The adoption resulted into adjustments in the Company's Revaluation Reserves and Retained Earnings (Deficit) accounts in the statement of financial position.

## 6. CASH AND CASH EQUIVALENTS

This account consists of:

	<u>2019</u>	<u>2018</u>
Cash in banks	<b>P 795,706</b>	P 327,179
Short-term placements	<u>15,394,650</u>	<u>15,075,747</u>
	<b><u>P 16,190,356</u></b>	<b><u>P 15,402,926</u></b>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods between 30 to 35 days and earn annual effective interest ranging from 2.40% to 5.25% in 2019 and 1.38% to 5.25% in 2018. 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 investment securities at FVOCI pertains to unquoted equity securities. The reconciliation of the carrying amounts of these financial assets are as follows:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	<b>P 43,457,288</b>	P 52,753,644
Fair value gain (loss)	<u>20,040,485</u>	<u>( 9,296,356)</u>
Balance at end of year	<b><u>P 63,497,773</u></b>	<b><u>P 43,457,288</u></b>

The Company has designated the above equity securities as 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, 2019 and 2018 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).

The fair value of the Company's investment in MEC is determined using dividend discount model while the fair values of the investments in I-Mart and EIB were determined using the net asset valuation approach. Hence, these assets are categorized under Level 3 of the fair value hierarchy (see Note 18.2). The Company received cash dividends amounting to P6.0 million, P9.0 million and P6.0 million in 2019, 2018 and 2017, respectively, from its investment in MEC.

The investments in I-Mart and EIB are carried at nil in the financial statements as of December 31, 2019 and 2018. 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>2019</u>	<u>2018</u>
Accounts receivable	<b>P 40,313,000</b>	P 40,313,000
Interest receivables	<b>17,085</b>	47,563
Advances to employees	<b>7,774</b>	2,618
Other receivables	<u><b>598,327</b></u>	<u>598,327</u>
	<b>40,936,186</b>	40,961,508
Allowance for impairment	<u><b>(40,313,000)</b></u>	<u>(40,313,000)</u>
	<u><b>P 623,186</b></u>	<u>P 648,508</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 by examining based on the Company's ECL model as fully disclosed in Note 4.2.

## 9. OTHER ASSETS

This account consists of the following:

	<u>Note</u>	<u>2019</u>	<u>2018</u>
Input value added tax (VAT)	21 (b)	<b>P 1,906,981</b>	P 1,757,709
Miscellaneous		<u><b>59</b></u>	<u>59</u>
		<b>1,907,040</b>	1,757,768
Allowance for impairment		<u><b>(1,906,981)</b></u>	<u>(1,757,709)</u>
		<u><b>P 59</b></u>	<u>P 59</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 2019 and 2018, and P0.2 million in 2017 are presented as Impairment losses in the statements of comprehensive income.

## 10. ACCRUED EXPENSES AND OTHER LIABILITIES

This account consists of the following:

	<u>2019</u>	<u>2018</u>
Accrued expenses	<b>P 143,844</b>	P 144,200
Due to the government agencies	<u>76,782</u>	<u>72,890</u>
	<b><u>P 220,626</u></b>	<b><u>P 217,090</u></b>

Accrued expenses primarily include unpaid professional fees as of the end of the reporting dates.

## 11. OTHER EXPENSES

This account consists of:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Directors' fee	<b>P 334,000</b>	P 229,000	P 279,000
Office supplies	<b>74,791</b>	51,911	87,476
Insurance	<b>70,286</b>	39,297	106,187
Training and seminar	<b>31,804</b>	31,600	23,200
Hotel accommodation	<b>12,710</b>	-	-
Repairs and maintenance	<b>7,136</b>	-	18,997
Publication expenses	<b>2,897</b>	7,836	-
Miscellaneous	<u>112,481</u>	<u>86,608</u>	<u>131,057</u>
	<b><u>P 646,105</u></b>	<b><u>P 446,252</u></b>	<b><u>P 645,917</u></b>

Miscellaneous refers to bank charges and notarial fees.

## 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, 2019 and 2018 are as follows:

	Notes	<u>Amounts of Transactions</u>			<u>Outstanding</u>		
		<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>Receivable (Payable)</u>	<u>2019</u>	<u>2018</u>
<b>Subsidiary –</b>							
Cash advances granted	12.3	<b>P -</b>	P -	( P 9,000,000)	<b>P -</b>	P -	-
<b>Related parties under common ownership and with interlocking directors and officers:</b>							
Lease of office space	12.2	<b>312,000</b>	312,000	312,000	-	-	-
Cash advances obtained	12.4	-	-	( 20,180,426)	<b>( 3,150,000)</b>	( 3,150,000)	-
Cash advances granted	12.2	-	( 1,350,000)	-	<b>2,000</b>	2,000	-
Other receivables	8	-	-	21,830	<b>598,327</b>	598,327	-
<b>Key management personnel –</b>							
Salaries and other benefits	12.5	<b>2,395,000</b>	2,385,000	2,395,000	-	-	-

### ***12.2 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 (see Note 16.1). 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 at December 31, 2019 and 2018 as the payments are made every month.

### ***12.3 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 and presented as Due from Related Parties in the statements of financial position.

These entities are related parties of the Company by virtue of having interlocking directors and common executive officers. There was no impairment loss recognized with respect to amounts due from related parties based on management's assessment.

The movements in this account follow:

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	<b>P 2,000</b>	P 1,352,000
Collections	<u>-</u>	<u>(1,350,000)</u>
Balance at end of year	<b><u>P 2,000</u></b>	<b><u>P 2,000</u></b>

### ***12.4 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.

### ***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).

### ***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, 2019 and 2018 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.

### 13. EMPLOYEE BENEFITS

#### 13.1 Employee Benefits Expense

Details of salaries and employee benefits are presented below.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	<b>P 2,680,885</b>	P 2,688,014	P 2,852,942
Post-employment defined benefits	<u>185,910</u>	<u>181,941</u>	<u>180,191</u>
	<b><u>P 2,866,795</u></b>	<b><u>P 2,869,955</u></b>	<b><u>P 3,033,133</u></b>

#### 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 10 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 periodically or every two years to update the retirement benefit costs and the amount of contributions. All amounts presented below and in the succeeding pages are based on the actuarial valuation report obtained from an independent actuary in 2017.

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

	<u>2019</u>	<u>2018</u>
Present value of obligation	<b>P 3,387,993</b>	P 3,029,980
Fair value of the plan assets	<b><u>(1,674,312)</u></b>	<b><u>(1,255,475)</u></b>
	<b><u>P 1,713,681</u></b>	<b><u>P 1,774,505</u></b>

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

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	<b>P 3,029,980</b>	P 2,694,965
Current service cost	<b>185,910</b>	181,941
Interest cost	<u><b>172,103</b></u>	<u>153,074</u>
Balance at end of year	<u><b>P 3,387,993</b></u>	<u>P 3,029,980</u>

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

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	<b>P 1,255,475</b>	P 958,629
Interest income	<b>51,896</b>	54,451
Return (loss) on plan assets (excluding amounts included in net interest)	<b>60,824</b>	( 38,169)
Contributions to the plan	<u><b>306,117</b></u>	<u>280,564</u>
Balance at end of year	<u><b>P 1,674,312</b></u>	<u>P 1,255,475</u>

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

	<u>2019</u>	<u>2018</u>
Cash and cash equivalents	<b>P 323,473</b>	P 779,303
Debt securities:		
Philippine government bonds	<b>1,165,533</b>	470,852
Unit investment trust funds (UITF)	<b>168,404</b>	-
Interest receivable	<b>18,956</b>	6,881
Accrued trust fees	<u><b>(2,054)</b></u>	<u>(1,561)</u>
	<u><b>P 1,674,312</b></u>	<u>P 1,255,475</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 of P112,720 and P16,282 in 2019 and 2018, 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>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in profit or loss:</i>			
Current service cost	<b>P 185,910</b>	P 181,941	P 180,191
Net interest expense	<u><b>120,207</b></u>	<u>98,623</u>	<u>111,177</u>
	<u><b>P 306,117</b></u>	<u>P 280,564</u>	<u>P 291,368</u>

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in other comprehensive income:</i>			
Actuarial gains arising from:			
Changes in financial assumptions	P -	P -	P 189,580
Experience adjustments	-	-	218,988
Return (loss) on plan assets (excluding amounts included in net interest expense)	<u>60,824</u>	<u>(38,169)</u>	<u>(14,470)</u>
	<u>P 60,824</u>	<u>(P 38,169)</u>	<u>P 394,098</u>

Current service cost is presented as part of 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>2019</u>	<u>2018</u>	<u>2017</u>
Current service cost	5.68%	5.68%	5.68%
Expected rate of salary increase	4.00%	4.00%	4.00%

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 18 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 below and 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, 2018, which did not materially change as of December 31, 2019:

	<u>Impact on Defined Benefit Obligation</u>		
	<u>Change in assumption</u>	<u>Increase in assumption</u>	<u>Decrease in assumption</u>
Discount rate	100 basis points (P	365,255) P	427,946
Salary increase rate	100 basis points	433,373 (	378,109)

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 P1,713,681 based on the latest actuarial valuation. 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. CURRENT AND DEFERRED TAXES

Tax expense reported in profit or loss of the Company for the years ended December 31, 2018 and 2017 pertains solely to final taxes on interest income earned from cash and cash equivalents. In 2019, the Company also incurred minimum corporate income tax (MCIT) amounting to P66 in addition to final tax from interest income amounting to P95,046.

The reconciliation of tax on pretax profit (loss) for 2019, 2018 and 2017 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>2019</u>	<u>2018</u>	<u>2017</u>
Tax on pretax profit (loss) at 30%	<b>P 256,105</b>	P 832,019	(P 428,289)
Adjustment for income subjected to lower tax rates	<b>( 47,532)</b>	( 17,187)	( 12,180)
Tax effects of:			
Nontaxable income	<b>( 1,800,000)</b>	( 2,700,000)	( 1,800,000)
Unrecognized deferred tax asset on temporary differences	<b>1,589,276</b>	1,814,255	2,113,971
Nondeductible expenses	<b>97,263</b>	105,904	150,804
Tax expense	<b><u>P 95,112</u></b>	<u>P 34,991</u>	<u>P 24,306</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:

	2019		2018	
	Amount	Tax Effect	Amount	Tax Effect
Allowance for impairment	P 40,313,000	P 12,093,900	P 40,313,000	P 12,093,900
NOLCO	19,207,956	5,762,387	19,149,694	5,744,908
Retirement benefit obligation	1,713,681	514,104	1,774,505	532,351
Unamortized past service cost	482,193	144,658	461,979	138,594
Unrealized foreign currency losses (gains) – net	2,353	706	( 3,313)	( 994)
MCIT	66	66	-	-
	<u>P 61,719,249</u>	<u>P 18,515,821</u>	<u>P 61,695,865</u>	<u>P 18,508,759</u>

The breakdown of the Company's NOLCO as at December 31, 2019, which can be claimed as deductions from future taxable income within three years from the year the taxable loss was incurred, is shown below.

Year	Original Amount	Expired Balance	Remaining Balance	Valid Until
2019	P 5,271,487	P -	P 5,271,487	2022
2018	6,040,305	-	6,040,305	2021
2017	7,896,164	-	7,896,164	2020
2016	5,213,225	( 5,213,225)	-	2019
	<u>P 24,421,181</u>	<u>P 5,213,225</u>	<u>P 19,207,956</u>	

The Company is subject to MCIT which is computed at 2% of gross income, as defined under the tax regulations, or regular corporate income tax (RCIT) whichever is higher. There was no RCIT incurred in 2019 and 2018 as the Company is in a tax loss position in both years. However, the Company incurred MCIT in 2019, which the Company claim as deduction against any RCIT due until 2022, amounting to P66 due to realized foreign currency gains.

In 2019 and 2018, each entity in 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 loss per share for the years ended December 31, 2019, 2018 and 2017 is computed as follows:

	2019	2018	2017
Net profit (loss) attributable to the shareholders of the Company	P 758,572	P 2,738,406	(P 1,451,936)
Divided by the weighted average number of outstanding shares	<u>3,159,292,441</u>	<u>1,676,885,609</u>	<u>700,000,000</u>
Basic and diluted earnings (loss) per share	<u>P 0.0002</u>	<u>P 0.0020</u>	<u>(P 0.0020)</u>

The Company has no potentially dilutive common shares as at December 31, 2019, and 2018.

## 16. COMMITMENTS AND CONTINGENCIES

### 16.1 Operating Lease Commitments

The Company is a lessee under a non-cancellable lease agreement covering certain office space. The lease is for a period of one year which may be renewed for another year upon mutual agreement if contracting parties (see Note 12.2). Future minimum lease payments of the Company amounted to P130,000 as of December 31, 2019 and 2018.

### 16.2 Others

There are other 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, 2019 and 2018, 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 carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the statements of financial position are shown below.

	Notes	2019		2018	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial assets</b>					
At amortized cost:					
Cash and cash equivalents	6	P 16,190,356	P 16,190,356	P 15,402,926	P 15,402,926
Receivables - net	8	623,186	623,186	648,508	648,508
Due from related parties	12	<u>2,000</u>	<u>2,000</u>	<u>2,000</u>	<u>2,000</u>
		16,815,542	16,815,542	16,053,434	16,053,434
Financial assets at FVO					
Equity securities	7	<u>63,497,773</u>	<u>63,497,773</u>	<u>43,457,288</u>	<u>43,457,288</u>
		<b><u>P 80,313,315</u></b>	<b><u>P 80,313,315</u></b>	<b><u>P 59,510,722</u></b>	<b><u>P 59,510,722</u></b>
<b>Financial liabilities at amortized cost</b>					
Accrued expenses and other liabilities	10	P 143,844	P 143,844	P 144,200	P 144,200
Due to related parties	12	<u>3,150,000</u>	<u>3,150,000</u>	<u>3,150,000</u>	<u>3,150,000</u>
		<b><u>P 3,293,844</u></b>	<b><u>P 3,293,844</u></b>	<b><u>P 3,294,200</u></b>	<b><u>P 3,294,200</u></b>

### 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. As such, the Company's outstanding receivables from related parties amounting to P2,000 as of December 31, 2019 and 2018 can be offset against a portion of outstanding liabilities to related parties of P3,150,000 as of those dates (see Note 12).

## 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, 2019 and 2018.

The fair value of the investment in MEC was determined using the dividend discount model. The approach is based on valuation technique for unquoted equity instruments, which maximizes the use of relevant observable inputs (i.e., BVAL reference rates, Philippine Dealing & Exchange Corp. rates and 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, 2019 and 2018.

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

The table below shows the fair value hierarchy of the Company's classes of financial assets and financial liabilities measured at fair value in the statements of financial position on a recurring basis as of December 31, 2019 and 2018.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b><u>December 31, 2019</u></b>				
<i>Financial assets:</i>				
Cash and cash equivalents	P 16,190,356	P -	P -	P 16,190,356
Receivables - net	-	-	623,186	623,186
Due from related parties	-	-	2,000	2,000
	<u><b>P 16,190,356</b></u>	<u><b>P -</b></u>	<u><b>P 625,186</b></u>	<u><b>P 16,815,542</b></u>
<b><u>December 31, 2019</u></b>				
<i>Financial liabilities:</i>				
Accrued expenses and other liabilities	P -	P -	P 143,844	P 143,844
Due to related parties	-	-	3,150,000	3,150,000
	<u><b>P -</b></u>	<u><b>P -</b></u>	<u><b>P 3,293,844</b></u>	<u><b>P 3,293,844</b></u>
<b><u>December 31, 2018</u></b>				
<i>Financial assets:</i>				
Cash and cash equivalents	P 15,402,926	P -	P -	P 15,402,926
Receivables - net	-	-	648,508	648,508
Due from related parties	-	-	2,000	2,000
	<u><b>P 15,402,926</b></u>	<u><b>P -</b></u>	<u><b>P 650,508</b></u>	<u><b>P 16,053,434</b></u>
<b><u>December 31, 2018</u></b>				
<i>Financial liabilities:</i>				
Accrued expenses and other liabilities	P -	P -	P 144,200	P 144,200
Due to related parties	-	-	3,150,000	3,150,000
	<u><b>P -</b></u>	<u><b>P -</b></u>	<u><b>P 3,294,200</b></u>	<u><b>P 3,294,200</b></u>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

The fair values of the financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability based on the instrument where the significant inputs required to determine the fair value of such instruments are not based on observable market data.

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

## 19. EVENTS AFTER THE END OF THE REPORTING PERIOD

### *19.1 Acquisition of new subsidiary*

On January 20, 2020, the Company invested in a new wholly owned subsidiary, Medco Investments Limited (MIL). MIL was incorporated in the British Virgin Islands, also as a holding company.

### *19.2 Impact of COVID-19*

In December 2019, a novel strain of corona virus (COVID-19) was reported to have surfaced in China. The World Health Organization has declared the outbreak as a 'public health emergency of international concern.' COVID-19 started to become widespread in the Philippines in early March 2020 causing the government to declare the country in a state of public health emergency followed by implementation of enhanced quarantine and social distancing measures and restrictions within the National Capital Region with other cities and provinces in the country enacting similar measures thereafter. This resulted in a wide-ranging business suspension - disrupting the supply chains, affecting production and sales across a range of industries, and weakening the stock market.

While the disruption is currently expected to be temporary, management expect the suspension of businesses to negatively impact the Company's financial condition and results of operations, specifically with respect to its investments in financial assets at FVOCI. However, the severity of these consequences will depend on certain developments, including the duration and spread of the outbreak, the impact on Company's investee and the effectiveness of government support programs, all of which are uncertain and cannot be predicted as of the date of the issuance of the Company's financial statements.

As part of government efforts to mitigate the impact of the outbreak, the World Trade Center in Pasay City, which is the investee's main asset and source of income, was converted into a 500-bed temporary healthcare facility catering to COVID-19 patients. Accordingly, the revenue generating activities of MEC will be significantly affected that may ultimately result into a lower fair value of the investment and the inability of MEC to declare dividends in subsequent periods. As of the date of the release of the financial statements, management is not able to reliably estimate the impact of the outbreak on the Company's financial position and results of operation for future periods.

In support and compliance with the government measures to protect the welfare and interest of the Company's employees and other stakeholders, the Company has implemented safety measures and activated its business continuity procedures. Management believes that these measures can mitigate the further negative impact of the outbreak to the Company's business and to its financial condition and performance.

The Company has determined that these events are non-adjusting subsequent events. Accordingly, their impact was not reflected in the Company's financial statements as of and for the year ended December 31, 2019.

**20. OTHER INFORMATION REQUIRED BY THE SECURITIES AND EXCHANGE COMMISSION**

Republic Act No. 11232, *An Act Providing for the Revised Corporation Code of the Philippines* (the Revised Corporation Code), took effect on March 8, 2019. The new provisions of the Revised Corporation Code or any amendments thereof have no significant impact to the Company's financial statements.

**21. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE**

Presented below and in the succeeding page 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 (RR) No. 15-2010 to 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, 2019 as it did not have any transactions in 2019 which are subject to output VAT.

*(b) Input VAT*

The movements of input VAT in 2019 are summarized below.

Balance at beginning of year	P	1,757,709
Current year's domestic purchases of services lodged under administrative expenses		<u>149,272</u>
Balance at end of year	<u>P</u>	<u>1,906,981</u>

The balance of input VAT is presented under the Other Assets account in the 2019 statement of financial position (see Note 9).

*(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 2019 are shown below.

Licenses and permit fees	P	14,703
Barangay clearance		2,570
Community tax		829
Registration		<u>500</u>
	P	<u>18,602</u>

(g) *Withholding Taxes*

The total withholding taxes of the Company for the year ended December 31, 2019 are shown below.

Compensation and benefits	P	582,196
Expanded		80,322
Final		<u>13,750</u>
	P	<u>676,268</u>

(h) *Deficiency Tax Assessments and Tax Cases*

As at December 31, 2019, 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



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

**Punongbayan & Araullo**

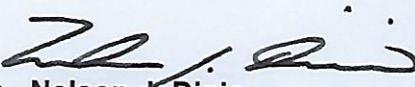
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**The Board of Directors and the Stockholders  
Medco Holdings, Inc.  
(A Subsidiary of Bonham Strand Investments Ltd.)  
31<sup>st</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue, Makati City**

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, 2019, on which we have rendered our report dated April 16, 2020. 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. 8116543, January 2, 2020, Makati City  
SEC Group A Accreditation  
Partner - No. 97048-SEC (until Dec. 31, 2023)  
Firm - No. 0002-FR-5 (until Mar. 26, 2021)  
BIR AN 08-002511-032-2019 (until Sept. 4, 2022)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

April 16, 2020

**Certified Public Accountants**

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Offices in Cavite, Cebu, Davao  
BOA/PRC Cert of Reg. No. 0002  
SEC Accreditation No. 0002-FR-5

**MEDCO HOLDINGS, INC.**  
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**DECEMBER 31, 2019**

**Financial Statements**

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Independent Auditors' Report  
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as at December 31, 2018)  
Statement of Comprehensive Income for the year ended December 31, 2019  
(with Comparative Figures for the years ended December 31, 2018 and 2017)  
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(with Comparative Figures for the years ended December 31, 2018 and 2017)  
Statement of Cash Flows for the year ended December 31, 2019  
(with Comparative Figures for the years ended December 31, 2018 and 2017)  
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**Supplementary Schedules**

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from the Basic Financial Statements

Schedule	Description
A	Financial Assets
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
C	Intangible Assets - Other Assets
D	Long-Term Debt
E	Indebtedness to Related Parties
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G	Capital Stock

Reconciliation of Retained Earnings  
Map Showing the Relationship Between and Among Related Entities  
Schedule of Financial Soundness Indicators

**MEDCO HOLDINGS, INC.**  
**SCHEDULE A - FINANCIAL ASSETS**  
**DECEMBER 31, 2019**  
*(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 63,497,773	P 63,497,773	P 6,000,000
I-Mart Corporation	100,000	-	-	-
Export and Industry Bank, Inc.	463,292,500	<u>-</u>	<u>-</u>	<u>-</u>
<b>Total Financial Asset at Fair Value Through Other Comprehensive Income</b>		<b><u>P 63,497,773</u></b>	<b><u>P 63,497,773</u></b>	<b><u>P 6,000,000</u></b>

MEDCO HOLDINGS, INC.  
SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES  
AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)  
DECEMBER 31, 2019  
(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>	
<b>Amounts Due from Related Parties:</b>							
CTC Entrepreneurs Corp.	P 1,000	p -	P -	p -	P 1,000	p -	P 1,000
Keytrend Technologies Phils.	1,000	-	-	-	1,000	-	1,000
Classic Tycoon Investment Limited	299,164	-	-	-	299,164	-	299,164
Fair Navigator Limited	299,163	-	-	-	299,163	-	299,163
<b>Advances to Employees:</b>							
(recorded under the Receivables account)	<u>2,618</u>	<u>14,318</u>	<u>( 9,162)</u>	<u>-</u>	<u>7,774</u>	<u>-</u>	<u>7,774</u>
<b>Grand Total</b>	<b><u>P 602,945</u></b>	<b><u>P 14,318</u></b>	<b><u>( P 9,162)</u></b>	<b><u>p -</u></b>	<b><u>P 608,101</u></b>	<b><u>-</u></b>	<b><u>P 608,101</u></b>

**MEDCO HOLDINGS, INC.**  
**SCHEDULE C - INTANGIBLE ASSETS - OTHER ASSETS**  
**DECEMBER 31, 2019**  
*(Amounts in Philippine Pesos)*

<i>Description</i>	<i>Beginning balance</i>	<i>Additions at cost</i>	<i>Charged to cost and expenses</i>	<i>Charged to other accounts</i>	<i>Other changes additions (deductions)</i>	<i>Ending balance</i>
--------------------	--------------------------	--------------------------	-------------------------------------	----------------------------------	---	-----------------------

- nothing to report -

Note: The Company has no intangible assets as of December 31, 2019.

**MEDCO HOLDINGS, INC.**  
**SCHEDULE D - LONG-TERM DEBT**  
**DECEMBER 31, 2019**  
*(Amounts in Philippine Pesos)*

<i>Title of issue and type of obligation</i>	<i>Amount authorized by indenture</i>	<i>Amount shown under caption "Current portion of long-term debt" in related balance sheet</i>	<i>Amount shown under caption "Long-Term Debt" in related balance sheet</i>
--	---------------------------------------	--	---

- nothing to report -

**MEDCO HOLDINGS, INC.**  
**SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)**  
**DECEMBER 31, 2019**  
*(Amounts in Philippine Pesos)*

<i>Name of related party</i>	<i>Balance at beginning of period</i>		<i>Balance at end of period</i>	
<i>Amounts Due to Related Parties</i>				
Lippo Securities, Inc.	P	3,150,000	P	3,150,000

**MEDCO HOLDINGS, INC.**  
**SCHEDULE F - GUARANTEE OF SECURITIES OF OTHER ISSUERS**  
**DECEMBER 31, 2019**  
*(Amounts in Philippine Pesos)*

<i>Name of issuing entity of securities guaranteed by the company for which this statement is filed</i>	<i>Title of issue of each class of securities guaranteed</i>	<i>Total amount of guaranteed and outstanding</i>	<i>Amount owned by person for which statement is filed</i>	<i>Nature of guarantee</i>
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- nothing to report -

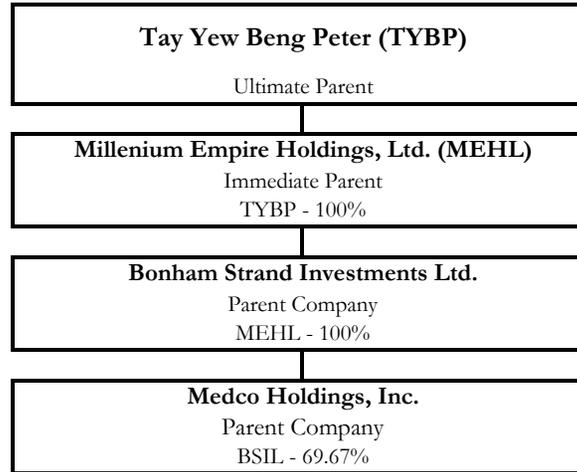
**MEDCO HOLDINGS, INC.**  
**SCHEDULE G - CAPITAL STOCK**  
**DECEMBER 31, 2019**

<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	9,400,000,000	3,159,292,441	Not Applicable	2,523,494,115	51,023	635,747,303

**MEDCO HOLDINGS, INC.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
31st Floor, Rufino Pacific Tower 6784 Ayala Avenue, Makati City  
**DECEMBER 31, 2019**  
**Reconciliation of Retained Earnings Available for Dividend Declaration**  
**For the Year Ended December 31, 2019**

<b>Retained Earnings at Beginning of Year</b>	P 383,373,182
<b>Non-declarable Portion from Equity Restructuring</b>	( 665,000,000 )
<b>Net Profit Realized during the Year</b>	
Net profit per audited financial statements	<u>758,572</u>
<b>Deficit at End of Year</b>	( <u>P 280,868,246</u> )

**MEDCO HOLDINGS, INC.**  
Map Showing the Relationship Between and Among Related Entities  
December 31, 2019





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**Grant Thornton**

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**Report of Independent Auditors  
on Components of  
Financial Soundness Indicators**

**Punongbayan & Araullo**  
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The Enterprise Center  
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1200 Makati City  
Philippines

T +63 2 988 2288

**The Board of Directors and the Stockholders**  
**Medco Holdings, Inc.**  
*(A Subsidiary of Bonham Strand Investments Ltd.)*  
31<sup>st</sup> 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, 2019 and 2018, on which we have rendered our report dated April 16, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary 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, 2019 and 2018 and for each of the two years in the period ended December 31, 2019 and no material exceptions were noted.

**PUNONGBAYAN & ARAULLO**

  
By: **Nelson J. Dinio**  
Partner

CPA Reg. No. 0097048  
TIN 201-771-632  
PTR No. 8116543, January 2, 2020, Makati City  
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April 16, 2020

**Certified Public Accountants**

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**MEDCO HOLDINGS INC.**  
**Supplemental Schedule of Financial Soundness Indicators**  
**December 31, 2019 and 2018**

	2019	2018
<b>Liquidity Ratio</b> <sup>1</sup>	<b>4.99</b>	4.77
<b>Debt to Equity Ratio</b> <sup>2</sup>	<b>0.07</b>	0.09
<b>Asset to Equity Ratio</b> <sup>3</sup>	<b>1.07</b>	1.09
<b>Return on Assets</b> <sup>4</sup>	<b>0.9%</b>	4.6%
<b>Return on Equity</b> <sup>5</sup>	<b>1.0%</b>	5.0%
<b>Cost to Income Ratio</b> <sup>6</sup>	<b>0.87</b>	0.70
<b>Interest Cost Coverage Ratio</b> <sup>7</sup>	N/A	N/A
<b>Earnings per Share</b> <sup>8</sup>	<b>PHP 0.0002</b>	PHP 0.0020

<sup>1/</sup> *Current Assets over Current Liabilities*

<sup>2/</sup> *Total Liabilities over Equity*

<sup>3/</sup> *Total Assets over Equity*

<sup>4/</sup> *Net Income over Total Assets*

<sup>5/</sup> *Net Income over Total Equity*

<sup>6/</sup> *Cost and Expenses over Revenues*

<sup>7/</sup> *EBIT over Interest Expense*

<sup>8/</sup> *Net Income over Weighted Average Number of Common Outstanding Shares*

# Annex A: Reporting Template

(For additional guidance on how to answer the Topics, organizations may refer to Annex B: Topic Guide)

## Contextual Information

Company Details	
Name of Organization	Medco Holdings, Inc.
Location of Headquarters	31/F, Rufino Pacific Tower, 6784 Ayala Ave., Makati City, Philippines
Location of Operations	Philippines
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	This report will solely cover the operations of Medco Holdings, Inc.
Business Model, including Primary Activities, Brands, Products, and Services	Investment Holding Company
Reporting Period	January 1, 2019 to December 31, 2019
Highest Ranking Person responsible for this report	President

*\*If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

## Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. <sup>1</sup>
<p>Medco Holdings, Inc. (MED) is a holding company whose primary investment is in Manila Exposition Complex, Inc. (MEC), the company that operates the World Trade Center Metro Manila (WTCMM). As MED's investment in MEC is only 18.18%, it is not considered a subsidiary. Thus, our report will solely focus on the operations of MED.</p>

<sup>1</sup> See [GRI 102-46](#) (2016) for more guidance.

## ECONOMIC

### Economic Performance

#### Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	6,475,259	PhP
Direct economic value distributed:		
a. Operating costs	1,015,463	PhP
b. Employee wages and benefits	2,866,795	PhP
c. Payments to suppliers, other operating costs	1,739,317	PhP
d. Dividends given to stockholders and interest payments to loan providers	0	PhP
e. Taxes given to government	790,050	PhP
f. Investments to community (e.g. donations, CSR)	0	PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
MED's primary investment in MEC, the owner and operator of the WTCMM, regularly earns dividend income which in turn enables MED to pay the salaries of its employees and provide their benefits as well as adequately covering its other operating costs and expenses, including payments to utility companies and suppliers. MED's two nominee Directors sit in MEC's Board thereby closely monitoring and directing the performance of MEC's management and being actively involved in setting that company's overall policies and strategies.	Employees Stockholders Suppliers	MED is continuously looking for investments that would increase shareholder value and enable the company to provide for its employees.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Given that the company's dividend stream depends on the profit performance of MEC, an economic	Employees Stockholders	MED aims to diversify its portfolio of investments in order to mitigate the adverse impact to its revenue-generating

downturn that will negatively affect the operations of the WTCMM will inevitably diminish MEC's dividend paying capacity and directly impact on MED's revenues.	Suppliers	ability of any economic downturn that may hamper MEC's profitability.
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
It is unfortunate that the Philippine economy has suffered in 2020 due to the COVID-19 crisis and will likely experience negative growth this year. However, it is expected to recover in 2021 although its GDP growth rate then may be slower than prior years.	Employees Stockholders Suppliers	MED will continue to look for new investment prospects to diversify its portfolio and thereby enable the company to weather any future economic downturn.

#### Climate-related risks and opportunities<sup>2</sup>

Governance	Strategy	Risk Management	Metrics and Targets
Being an investment holding company, MED's climate-related risks and opportunities are insignificant in scope and thus considered immaterial.	The actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning are considered immaterial	The organization has no material climate-related risks.	The organization has no material climate-related risks.
<b>Recommended Disclosures</b>			
a) Not applicable.	a) Not applicable.	a) Not applicable.	a) Not applicable.
b) Not applicable.	b) Not applicable.	b) Not applicable.	b) Not applicable.
	c) Not applicable.	c) Not applicable.	

<sup>2</sup> Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

## Procurement Practices

### Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	Not material.	Not material.

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
MED is a holding company. As its primary business is investing in companies, it does not directly utilize raw materials nor does it procure much supplies.	The effect on shareholders is not material.	Management applies conventional business measures in monitoring and controlling procurement of supplies.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Corruption and fraud	Stockholders Government	Close monitoring and control of procurement practices
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Reduction of procurement costs	Stockholders	Close monitoring and control of procurement practices

## Anti-corruption

### Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	2	100%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	0	0%
Percentage of directors and management that have received anti-corruption training	7	100%
Percentage of employees that have received anti-corruption training	2	100%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
The company has a code of business conduct and ethics whereby employees are expected to conduct business on a sound, fair and prudent manner.	Employees Suppliers Regulators Government	Management ensures that the company code of business conduct and ethics are strictly adhered to by its employees.
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Employees may still be tempted to perform corrupt practices if left unchecked.	Employees Suppliers Regulators Government	Management continually establishes control measures in order to avoid corrupt practices.
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
As the organization is geared toward growth, having a code of business conduct and ethics will ensure that the company's employees would abide by the law.	Employees Suppliers Regulators Government	Management will continually monitor its employees' compliance with the company's code of business ethics.

#### Incidents of Corruption

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED will not tolerate corrupt actions and will commence disciplinary actions on erring	Employees Stockholders Regulators	Management ensures that the company code of business conduct and ethics are strictly adhered to by its employees.

employees.	Government	
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Employees may still be tempted to perform corrupt practices if left unchecked.	Employees Stockholders Regulators Government	Management continually establishes control measures in order to avoid corrupt practices.
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Having employees that avoid corruption and abide by the law will prevent personnel problems and ensure that the company will flourish.	Employees Stockholders Regulators Government	Management will continually monitor its employees' compliance with the company's code of business ethics.

## ENVIRONMENT

### Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	0	GJ
Energy consumption (gasoline)	0	GJ
Energy consumption (LPG)	0	GJ
Energy consumption (diesel)	0	GJ
Energy consumption (electricity)	5,980	kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (gasoline)	0	GJ
Energy reduction (LPG)	0	GJ
Energy reduction (diesel)	0	GJ
Energy reduction (electricity)	Minimal	kWh
Energy reduction (gasoline)	0	GJ

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED consumes electricity for its office use where administrative work is done. The company's energy saving methods are conversion of light bulbs to LED and the conscious effort of turning off of computers, lights and air-conditioning unit when not in use.	Employees Stockholders Utility Supplier Government	Management continuously finds ways to minimize energy usage and thereby reduce costs.
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Employees might not cooperate with the company's energy reduction programs.	Employees Stockholders	Management will continually educate its employees on the benefits of being conscious about energy reduction efforts.
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Finding ways to save on energy costs will translate to a reduction in	Employees	Management continuously finds ways to

the company's expenses.	Stockholders	minimize energy usage.
-------------------------	--------------	------------------------

#### Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal	0	Cubic meters
Water consumption	Not material	Cubic meters
Water recycled and reused	0	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Given the nature of MED's business and its lean manpower complement, water usage is confined to the employees' personal use. The administration of MED's office building has initiated water conservation measures in order to minimize water consumption of building occupants.	Employees Stockholders Utility Supplier Community Government	As is the case with energy consumption, employees are encouraged to conserve water.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The current precarious level in water dams may result in a water shortage in the metropolis during the summer months.	Employees Stockholders Utility Supplier Community Government	As is the case with energy consumption, employees are encouraged to conserve water.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Given the demand for water, MED may look for investment opportunities in water related enterprises.	Stockholders Community Government	Management will look at organizations and programs that would promote water conservation and provide support for such.

#### Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
<ul style="list-style-type: none"> <li>renewable</li> </ul>	0	kg/liters

• non-renewable	0	kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services	0	%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities, therefore does not have any raw materials.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	0	
Habitats protected or restored	0	ha
IUCN <sup>3</sup> Red List species and national conservation list species with habitats in areas affected by operations	0	

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED does not own nor lease any facility that is located in or is near a protected area. Its office is located in a financial district in Makati City.	Not applicable	Not applicable

<sup>3</sup> International Union for Conservation of Nature

<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

## Environmental impact management

### Air Emissions

#### GHG

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Direct (Scope 1) GHG Emissions	0	Tonnes CO <sub>2</sub> e
Energy indirect (Scope 2) GHG Emissions	0	Tonnes CO <sub>2</sub> e
Emissions of ozone-depleting substances (ODS)	0	Tonnes

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

### Air pollutants

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
NO <sub>x</sub>	0	kg
SO <sub>x</sub>	0	kg
Persistent organic pollutants (POPs)	0	kg
Volatile organic compounds (VOCs)	0	kg
Hazardous air pollutants (HAPs)	0	kg
Particulate matter (PM)	0	kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

## Solid and Hazardous Wastes

### Solid Waste

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total solid waste generated	0	kg
Reusable	0	kg
Recyclable	0	kg
Composted	0	kg
Incinerated	0	kg
Residuals/Landfilled		kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

Hazardous Waste

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total weight of hazardous waste generated	0	kg
Total weight of hazardous waste transported	0	kg

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

Effluents

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total volume of water discharges	0	Cubic meters
Percent of wastewater recycled	0	%

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED is an investment holding company that does not engage in manufacturing activities.	Not applicable	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>

	<b>affected?</b>	
Not applicable	Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Not applicable	Not applicable	Not applicable

## Environmental compliance

### Non-compliance with Environmental Laws and Regulations

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	0	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	0	#
No. of cases resolved through dispute resolution mechanism	0	#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
MED has not broken any environmental laws and regulations.	Employees Stockholders	MED is mindful of the importance of protecting the environment and therefore is conscious about following environmental laws.
<b>What are the Risk/s Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Possible violation of any environmental laws and regulations.	Employees Stockholders Community	MED is implementing responsible and proper procedures and practices to make sure that it does not violate such laws and regulations.
<b>What are the Opportunity/ies Identified?</b>	<b>Which stakeholders are affected?</b>	<b>Management Approach</b>
Given that there is a global consciousness on environmental preservation, there will be a greater opportunity to invest in companies that value the protection of the environment.	Employees Stockholders Community	MED will favor investing in companies that care for the environment.

## SOCIAL

### Employee Management

#### Employee Hiring and Benefits

##### Employee data

Disclosure	Quantity	Units
Total number of employees <sup>4</sup>		
a. Number of female employees	1	#
b. Number of male employees	1	#
Attrition rate <sup>5</sup>	0	rate
Ratio of lowest paid employee against minimum wage	1:1	ratio

##### Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	0%	0%
PhilHealth	Y	0%	0%
Pag-ibig	Y	0%	0%
Parental leaves	Y	0%	0%
Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	100%	100%
Housing assistance (aside from Pag-ibig)	N	Not applicable	Not applicable
Retirement fund (aside from SSS)	Y	0%	0%
Further education support	N	Not applicable	Not applicable
Company stock options	N	Not applicable	Not applicable
Telecommuting	N	Not applicable	Not applicable
Flexible-working Hours	N	Not applicable	Not applicable
(Others)	N	Not applicable	Not applicable

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Employee morale is boosted and attrition is minimized when employees feel that they are being taken care of by their company. This covers all departments and employee ranks.	The company abides by the directives of the SSS, PhilHealth and Pag-ibig with regard to monthly company contributions as well as collects and remits each employee's share. Policies on loan

<sup>4</sup> Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

<sup>5</sup> Attrition rate = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

<p>Clients and suppliers are willing to deal with the company since it abides by the law and provides additional benefits to its employees.</p>	<p>and other benefits are also adhered to.</p> <p>Employee leaves are also specified in the company's employee manual.</p> <p>The company has likewise established a retirement plan for its employees and contributes to this annually.</p>
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<p>Manila's traffic problems worsen yearly and is making the employees' daily commute time longer, which may affect productivity.</p>	<p>Management is open to studying the benefits of allowing telecommuting and flexible working hours for the employees.</p>
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
<p>Should telecommuting and flexible working hours be adopted, the company will be able to boost employee morale and improve productivity. Savings in terms of utility costs may also be enjoyed by the company.</p>	<p>Management is open to studying the benefits of allowing telecommuting and flexible working hours.</p>

#### Employee Training and Development

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Total training hours provided to employees		
a. Female employees	4	hours
b. Male employees	0	hours
Average training hours provided to employees		
a. Female employees	4	hours/employee
b. Male employees	0	hours/employee

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
<p>The provision of annual seminars for the members of management allows them to be abreast with current trends, particularly in the field of corporate governance.</p> <p>The company is also able to comply with government regulations.</p>	<p>The company provides opportunities for employees to participate in seminars that are relevant to their work.</p>
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
<p>Time away from the office to attend seminars and trainings occasionally lessens productivity.</p>	<p>Management looks for seminars and trainings that will not take away too much time from the office but would still enhance the employee's</p>

	work knowledge.
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Allowing the employees to participate in seminars would enable them to apply what they have learned for the improvement of the organization.	Management welcomes suggestions from employees with regard to the improvement of productivity, policies and procedures.

#### Labor-Management Relations

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
% of employees covered with Collective Bargaining Agreements	0	%
Number of consultations conducted with employees concerning employee-related policies	3	#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
Consultations with employees with regard to employee-related policies allows the employees to air their grievances with management, if there are any. Management is likewise able to relay to the employees any new policies that need to be followed.	Management is open to hearing the grievances of employees, if there are any, and will conduct more consultations, when needed.
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Despite such consultations, there could still be difficulties encountered in addressing the employee's grievances.	Management constantly strives to find solutions that are fair to both the employee and the company.
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
The relationship between management and employees would be strengthened if employees feel that their superiors are listening to their concerns.	Management will always find ways for employees to be heard.

#### Diversity and Equal Opportunity

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
% of female workers in the workforce	50%	%
% of male workers in the workforce	50%	%
Number of employees from indigenous communities and/or vulnerable sector*	1	#

*\*Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
Employees are not discriminated upon as long as they can do the work. This fosters an environment that encourages employees to excel in their capabilities.	Management values its employees and does not discriminate.
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Employees with physical disabilities might have a slower output.	Management will provide ample time for the completion of work assigned.
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Employee support given to the vulnerable sector will boost their morale and translate to higher productivity.	Management will always provide work opportunities for people belonging to the vulnerable sector.

## Workplace Conditions, Labor Standards, and Human Rights

### Occupational Health and Safety

<b>Disclosure</b>	<b>Quantity</b>	<b>Units</b>
Safe Man-Hours	3,792	Man-hours
No. of work-related injuries	0	#
No. of work-related fatalities	0	#
No. of work related ill-health	0	#
No. of safety drills	1	#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
Holding annual safety drills, in this case fire/earthquake drills, will allow the employees to properly respond and minimize casualties and injuries in the event of an actual fire/earthquake in our place of work.	Management encourages all employees to participate in the annual fire/earthquake drills.
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
A very strong and devastating earthquake might hit the metropolis anytime.	Safety is management's priority that is why it mandates employees to join fire/earthquake drills. Employees are also encouraged to attend seminars on first aid.

What are the Opportunity/ies Identified?	Management Approach
Employees should be encouraged to stay healthy and fit in order to avoid sickness, injuries and fatalities.	Management will look into programs that would enhance employees' health.

### Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	0	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	Y	Company employees' manual Hepatitis B Workplace Policy and Program HIV & AIDS Workplace Policy and Program Tuberculosis Workplace Policy and Program Sexual Harassment Policy

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
MED is a law-abiding company that gives great value to human rights. Given these, MED has had a low turnover.	Management is conscious about complying with the law, especially those related to our workforce. Apart from the company policies mentioned earlier, the company has also implemented its Occupational Safety and Health Program, Smoke-Free Workplace Policy and Program, Breastfeeding Policy and Drug-Free Workplace Policy.
What are the Risk/s Identified?	Management Approach
The company may be exposed to higher premium payments for the employee's health insurance coverage should employees have health-related issues.	Management gives weight to its employees' health and well-being and will continue to provide its employees with health insurance coverage despite the risk of higher premium.

What are the Opportunity/ies Identified?	Management Approach
Being compliant with labor laws will make the company attractive to potential employees. It will also foster loyalty within the organization.	Management will always abide by laws that are promulgated by the Department of Labor and Employment.

### Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

Given that our company is a investment holding company, we only primarily purchase office supplies, which does not require an accreditation.

Do you consider the following sustainability topics when accrediting suppliers? NOT APPLICABLE

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance		
Forced labor		
Child labor		
Human rights		
Bribery and corruption		

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Not applicable	Not applicable
What are the Risk/s Identified?	Management Approach
Not applicable	Not applicable
What are the Opportunity/ies Identified?	Management Approach
Not applicable	Not applicable

### Relationship with Community

#### Significant Impacts on Local Communities

Operations with significant (positive or negative)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on	Collective or individual rights that have been identified that	Mitigating measures (if negative) or enhancement measures (if

impacts on local communities (exclude CSR projects; this has to be business operations)			indigenous people (Y/N)?	or particular concern for the community	positive)
Not applicable					

*\*Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: \_\_\_\_\_

Certificates	Quantity	Units
FPIC process is still undergoing	0	#
CP secured	0	#

What are the Risk/s Identified?	Management Approach
MED is a holding company and does not have any operations that have any significant impact on our local community.	Not applicable
What are the Opportunity/ies Identified?	Management Approach
Not applicable	Not applicable

## Customer Management

### Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	Not applicable	Not applicable

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach

MED's operations do not involve interaction with customers.	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	0	#
No. of complaints addressed	0	#

*\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
MED is not engaged in the production of any consumer product.	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	0	#
No. of complaints addressed	0	#

*\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
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MED is not engaged in the production of any consumer product.	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable

#### Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	0	#
No. of complaints addressed	0	#
No. of customers, users and account holders whose information is used for secondary purposes	0	#

*\*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
MED's operations do not involve interaction with customers.	Not applicable
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Not applicable	Not applicable

#### Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	0	#

<b>What is the impact and where does it occur? What is the organization's involvement in the impact?</b>	<b>Management Approach</b>
As MED is a listed company, any breach of its security protocols for safeguarding confidential data could	The company's employees manual embodies the company code of business conduct and ethics

subject the company to penalties imposed by the Philippine Stock Exchange and the Securities and Exchange Commission.	that specifies the company rules and the employees' duties and responsibilities to ensure data security as well as penalties for violations thereof. Management ensures such rules are strictly adhered to by its employees.
<b>What are the Risk/s Identified?</b>	<b>Management Approach</b>
Although the company has never experienced a data security breach, it acknowledges that the possibility of such breach exists in the form of employee theft of soft data stored in office computers or unauthorized employee reproduction of files kept in filing cabinets. Another identifiable risk is that unknown external hackers may gain illegal access to the company's data server.	Management constantly reminds all employees to strictly adhere to company rules on data security. Furthermore, MED employs the contractual services of an IT and Data Security Consultant to monitor the security of the office computer server and desktop computers and recommend the necessary security hardware and software for acquisition as well as security protocols for implementation of company management.
<b>What are the Opportunity/ies Identified?</b>	<b>Management Approach</b>
Opportunities to safeguard data security can be identified through full awareness about the availability of new hardware, software and protocols to enhance and ensure complete protection against data hackers.	Management intends to always follow the recommendations of its IT and Data Security Consultant for safeguarding the company's confidential data.

## UN SUSTAINABLE DEVELOPMENT GOALS

### Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
MED does not have a substantial investment in a corporation that may be considered its subsidiary. MED also does not manufacture any product nor provide any services.	MED is supportive of UN's no poverty goal despite not having any products nor services. The company and its employees donate used but sellable items to Caritas Manila in support of its Segunda Mana program for the poor.	We can still try to do more to help alleviate poverty in the country.	MED will continue to support the programs of Caritas Manila. It will likewise look for other institutions geared towards helping the poor and will support its programs.

*\* None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*