

# Certification

I, Annabelle T. Abunda, Finance and Compliance Officer of Wellex Industries, Inc., with SEC registration number 0000011790 with principal office at 35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas, cor. Meralco Ave., Ortigas Center, Pasig City, on oath state:

- 1) That on behalf of Wellex Industries, Inc., I have caused this Definitive Information Statement (DIS) SEC Form IS-20 to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company, Wellex Industries, Inc., will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 4) That I fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereto set my hands this SEP 04 2023 day of \_\_\_\_\_, 2023.



Affiant

TIN: 205-231-659

SUBSCRIBED AND SWORN to before me this SEP 04 2023 day of \_\_\_\_\_, 2023.

PASIG CITY

WIT NO. 411  
PAGE NO. 81  
BOOK NO. 181  
SERIES OF 201

FEDERATED DAYABAO  
NOTARY PUBLIC

For Pasig City, Paleros and San Juan City  
Appointments No. 108 (2022-2023) valid until 12/31/2023  
MCLE Exemption No. VB-BP003719 valid until 04/14/23  
RPL No. 46377; TBP LRN 62459; OR 535866; 06/24/2001  
TIN 123-011-785; PTR 0161665; 01/06/23; Pasig City  
Unit 5, West Tower PSD, Exchange Road  
Ortigas Center, Pasig City Tel. #632-8631-0990





**WELLEX INDUSTRIES, INC.**  
LISTED IN THE PHILIPPINE STOCK EXCHANGE

**TABLE OF CONTENTS**

	<b>Page</b>
<b>Notice to Stockholders</b>	<b>3</b>
<b>Proxy Form</b>	<b>4</b>
<b>Information Statement</b>	<b>5-22</b>
<b>Certificates of Independent Directors and Corporate Secretary</b>	<b>23-28</b>
<b>Management Report</b>	<b>29-62</b>
<b>Directors and Executive Officers</b>	<b>63-68</b>
<b>(Education and Business Experience)</b>	
<b>Audited Financial Statements, Independent Auditor's Report and Audit Report on Additional Components of the Financial Statements for the year 2022</b>	<b>69-147</b>
<ul style="list-style-type: none"><li>• <b>Statement of Management's Responsibility for Financial Statements</b></li><li>• <b>Independent Auditor's Report</b></li><li>• <b>Statements of Financial Position</b></li><li>• <b>Statements of Comprehensive Income</b></li><li>• <b>Statements of Changes in Equity</b></li><li>• <b>Statements of Cash Flows</b></li><li>• <b>Notes to Company Financial Statements</b></li><li>• <b>Audit Report of Additional Components of the Financial Statements</b></li><li>• <b>Appendices and Supplementary Schedules</b></li></ul>	
<b>Financial Statements for the Quarter Ended June 30,2023 and 2022</b>	<b>148-200</b>
<ul style="list-style-type: none"><li>• <b>Statements of Financial Position</b></li><li>• <b>Statements of Comprehensive Income</b></li><li>• <b>Statements of Changes in Equity</b></li><li>• <b>Statements of Cash Flows</b></li><li>• <b>Notes to Company Financial Statements</b></li><li>• <b>Appendix</b></li></ul>	



## WELLEX INDUSTRIES, INC.

### NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder:

Please be advised that the annual meeting of the stockholders of **WELLEX INDUSTRIES INC.** (the "Corporation"), in accordance to SEC Memorandum Circular No. 6, Series of 2020 will be held on Wednesday, **October 04, 2023 at 10:00 a.m** and in light of the COVID-19 pandemic, to ensure the safety and welfare of our stockholders, the meeting will be conducted virtually via secure online meeting (zoom application) platform to pass upon the matters:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Previous Stockholders' Meeting for the year 2022;
4. President's Report to the Stockholders for the Year 2022 and Approval of the Annual Report;
5. Ratifications of the Acts of the Board and Management;
6. Election of the Board of Directors to Serve for the Term 2023-2024;
7. Appointment of External Auditor;
8. Appointment of External Counsel;
9. Other matters; and
10. Adjournment.

The record date for the purpose of determining the stockholders who are entitled to vote in said stockholders' meeting is **September 08, 2023**. The stock and transfer book will be closed from **September 11, 2023 to October 04, 2023**.

PARTICIPATION ONLY VIA REMOTECOMMUNICATION. Stockholders can only participate in the meeting by remote communication on **October 04, 2023**. Stockholders as of **September 08, 2023**, the Record Date, who intend to participate or be represented in the virtual annual stockholders meeting may register by notifying the Corporation by email at [wellexindustries.ASM@gmail.com](mailto:wellexindustries.ASM@gmail.com) not later than October 2, 2023 and shall first submit a copy of proof of identity, ownership and other certification/information for validation purposes and/or duly accomplished proxy instrument for a representative to the virtual meeting, if applicable. After validation, the stockholder shall thereafter receive an email confirmation and details with link to log in and view the annual stockholders' meeting 2023 of the recorded schedule.

VOTES MAY BE CAST ONLY THROUGH ONLINE CASTING OF VOTES/PROXIES ON OR BEFORE **October 02, 2023** (at 10:00A.M.). Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

WE ARE NOT SOLICITING YOUR PROXY.

Pasig City, Philippines, August 22, 2023.

  
AMANDO J. PONSARAN JR.  
Corporate Secretary  
Unit 3104, 31<sup>st</sup> Floor Antel Global Corporate Centre  
#3 Dona Julia Vargas Avenue, Ortigas Center, Pasig City

*Note: Electronic copy of Information Statement and other pertinent documents are available on the Company's website ([www.wellexindustries.com](http://www.wellexindustries.com)) and PSE Edge portal*

**BALLOT / PROXY FORM**

Please mark as applicable:

**Vote By Ballot:** The undersigned stockholder of **WELLEX INDUSTRIES, INC.** (the “Company”) casts his/her vote on the agenda items for the Annual Meeting of Stockholders on **October 4, 2023**.

**Vote By Proxy:** The undersigned, stockholder of **WELLEX INDUSTRIES, INC.** (the “Company”), do hereby constitutes and appoints \_\_\_\_\_, or in his/her absence, the Chairman of the meeting, as attorney-in-fact and proxy, with the power of substitution, to represent and vote upon \_\_\_\_\_ shares registered in the name of undersigned stockholder, at the Annual Meeting of Stockholders on **October 4, 2023** and any of its adjournment(s). If I fail to indicate my vote on the items specified below, my proxy shall vote in accordance with the recommendation of Management. Management recommends a “FOR ALL” vote for proposal 9, and a “FOR” vote for proposals 1 through 8.\*

ITEM NO.	SUBJECT MATTER	ACTION		
		Yes	No	Abstain
3	<ul style="list-style-type: none"> <li>Approval of Minutes of Previous Meeting held on October 4, 2022</li> </ul>			
4	<ul style="list-style-type: none"> <li>Approval of Annual Financial Statements as of December 31, 2022</li> </ul>			
5	<ul style="list-style-type: none"> <li>Ratification of all acts and resolutions of the Board of Directors and Management adopted during the preceding year.</li> </ul>			
6	<ul style="list-style-type: none"> <li>Election of Directors</li> </ul> <p>*All nominees listed below:                      Ruben D. Torres                      William T. Gatchalian                      Kenneth T. Gatchalian                      Elvira A. Ting                      Lamberto B. Mercado, Jr.                      Richard L. Ricardo                      Omar M. Guinomla                      Sergio R. Ortiz-Luis, Jr.                      Renato C. Francisco (<i>Independent Director</i>)                      Josaias T. Dela Cruz (<i>Independent Director</i>)                      Aristeo R. Cruz (<i>Independent Director</i>)</p> <p><i>Note:                      To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list the name(s) under.</i></p>	FOR ALL*	WITHHOLD FOR ALL*	EXCEPTION
7	<ul style="list-style-type: none"> <li>Appointment of Diaz Murillo Dalupan and Co. CPAs, as external auditor for 2023</li> </ul>			
8	<ul style="list-style-type: none"> <li>Appointment of Corporate Counsels, Phils. Law Offices as external legal counsel for 2023</li> </ul>			
9	<ul style="list-style-type: none"> <li>At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the Meeting.</li> </ul>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

\_\_\_\_\_  
 PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
 SIGNATURE OF STOCKHOLDER /  
 NAME AND SIGNATURE OR AUTHORIZED REPRESENTATIVE

\*THIS BALLOT/PROXY FORM SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE OCTOBER 2, 2023. KINDLY EMAIL TO **WELLEXINDUSTRIES.ASM@GMAIL.COM**

THIS BALLOT/PROXY FORM IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED “FOR” THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANYTIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

THE FULL DETAILS OF THE REGISTRATION AND VOTING PROCEDURES WILL BE AVAILABLE ON THE COMPANY’S WEBSITE. PLEASE GO TO <https://wellexindustries.com/annualstockholdersmeeting.html>

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 20-IS  
INFORMATION STATEMENT PURSUANT TO SECTION 20  
SECURITIES REGULATION CODE**

1. Check the appropriate box:  
Preliminary Information Statement  
 Definitive Information Statement
  
2. Name of Registrant as specified in its charter: **WELLEX INDUSTRIES, INC.**
  
3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
  
4. SEC Identification Number: **11790**
  
5. BIR Tax Identification Code: **003-946-426-000**
  
6. Address of registrant's principal office: **35<sup>th</sup> Flr. One Corporate Centre, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City 1605**
  
7. Registrant's telephone number, including area code: **(632) 8706-7888**
  
8. Date, time and place of the annual stockholders' meeting:  
**Date & Time: October 4, 2023 at 10:00 A.M.**  
**Place: 35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Avenue, Ortigas Center, Pasig City, 1605 (Virtually or via Remote Communication in accordance with SEC Memorandum Circular No. 6 series of 2020)**
  
9. Approximate date on which the Information Statement is first to be published through alternative mode of distribution through the Corporation's Website and PSE Edge: **September 12, 2023**
  
10. In case of proxy Solicitation : **Not applicable**
  
11. Securities registered pursuant to Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
<b>Common Shares- P1.00 par value</b>	<b>Issued and Outstanding - 3,271,952,740</b>

12. Are any or all of registrant's securities listed on the Philippine Stock Exchange?

Yes   X   No     

The common shares of the Corporation are listed on the Philippine Stock Exchange.

## **PART 1**

### **A. GENERAL INFORMATION**

#### **Item 1. Date, Time and Place of Meeting of Security Holders**

Date, Time and Place of Meeting:

**October 4, 2023**

**10:00 A.M.**

**35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, 1605 (Via Remote Communication in accordance with SEC Memorandum Circular No. 6 series of 2020)**

Complete Registrant's Mailing Address (Principal Office):

**35<sup>th</sup> Flr. One Corporate Centre Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, 1605**

The approximate date on which the Information Statement are first to be published through alternative mode of distribution through Corporation's Website and PSE Edge:

**September 12, 2023**

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

Instances of appraisal right of dissenters with respect to any matter to be acted upon provided in Section 80 of the Revised Corporation Code of the Philippines:

- (a) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets;
- (c) In case of merger or consolidation; and
- (d) In case of Investment of corporate funds for any purpose other than the primary purpose of the corporation.

In instances wherein the stockholder has voted against a proposed corporate action, the statutory procedures required to be followed by dissenting security holders in order to perfect such rights are, as follows:

- (a) The dissenting stockholder shall make a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken. Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action;
- (b) If, within (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the (2) thus chosen. Then findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation;

There are no matters or proposed corporate actions to be taken up during the annual stockholders' meeting which may give rise to a possible exercise of security holders of their appraisal rights under Title X of the Corporation of the Philippines.

**THE STOCKHOLDER MUST VOTE AGAINST THE PROPOSED CORPORATE ACTION IN ORDER TO AVAIL HIMSELF OF THE APPRAISAL RIGHT**

**Item 3. Interest of Certain Persons in Matters to be acted upon**

Each of the incumbent Directors or Officers of the Corporation since the beginning of the last fiscal year or any associate of any of the foregoing persons do not have any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.

None of the incumbent Directors of the Corporation has issued any notice in writing of an intention to oppose any action to be taken by the registrant at the meeting.

**B. CONTROL AND OTHER INFORMATION**

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

(a) Class of Voting Shares as of August 31, 2023:

Common Shares:	Shares Outstanding	No. of Vote Each Share is Entitled
<b>Filipino</b>	3,259,522,963	<b>One (1) vote per share</b>
<b>Foreigner</b>	12,429,777	<b>One (1) vote per share</b>
<b>Total</b>	3,271,952,740	

The Corporation has 3,271,952,740 outstanding common shares, the only class of shares issued by the Corporation, as of August 31, 2023. Every stockholder shall be entitled to one vote for each share of stock held as of record date September 8, 2023.

(b) Out of the total outstanding shares of 3,271,952,740 as of August 31, 2023, number of shares of Common Stock owned by foreigners was 12,429,777 or 0.38%. *Each share is entitled to one vote as of the established record date.*

Record Date:

(c) All stockholders of record as of **September 8, 2023** are entitled to notice and vote at the Corporation's Annual Meeting of the Stockholders.

(d) Manner of Voting:

The election of directors shall be taken up at the meeting and pursuant to Section 23 of the Revised Corporation Code of the Philippines. The holders of common stock are entitled to one vote per share but in connection with the cumulative voting feature applicable to the election of directors, each stockholder is entitled to as many votes as shall equal the number of shares held by such person at the close of business on the record date, multiplied by the number of directors to be elected. A stockholder may cast all such votes for a single nominee or may apportion such votes among any two or more nominees.

**The report attached to this SEC Form 20-IS is the management report to stockholders required under SRC Rule 20 to accompany the SEC Form 20-IS and is hereinafter referred to as the "Management Report".**

Security Ownership of Certain Record and Beneficial Owners and Management:

(1) Security Ownership of Certain Record and Beneficial Owners

As of August 31, 2023 the Corporation knows of no one who beneficially owns in excess of 5% of the Corporation's common stock except as set forth in the table below. The percentage of shares held is based on the outstanding shares of 3,271,952,740.



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	% to total o/s shares
Common	PCD Nominee Corporation 37F Tower 1, The Enterprise Center, 6766 Ayala Ave. cor. Paseo De Roxas, Makati City (Stockholder)	PCD Participants and their clients (see Schedule A)	Filipino	931,005,225	28.454
Common	William T. Gatchalian, 35F One Corporate Centre, Julia Vargas, Ortigas Center, Pasig City (Stockholder)	same as record owner	Filipino	835,000,100	25.520
Common	Dee Hua T. Gatchalian, 35F One Corporate Centre, Doña Julia Vargas ave., Ortigas Center, Pasig City (Stockholder)	same as record owner	Filipino	492,962,532	15.066
Common	Sherwin T. Gatchalian, 35F One Corporate Centre, Doña Julia Vargas ave., Ortigas Center, Pasig City (Stockholder)	same as record owner	Filipino	317,750,100	9.711
Common	Shinji Kobayashi, c/o TWGI, 35F One Corporate Centre, Doña Julia Vargas ave., Ortigas Center, Pasig City (Stockholder)	same as record owner	Filipino	210,650,000	6.438

Schedule A. PCD Nominee Corp. (PCNC) is a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCD"), is the registered owner of the shares in the books of the Company's transfer agent. The beneficial owner of such shares is PCD's participants who hold the shares on their behalf or in behalf of their clients. Shares lodged with PCD are voted through its appointed proxy, whom the Company can only determine on October 2, 2023, the deadline for submission of proxies. PCD is not related to Wellex Industries, Inc.

(2) Security Ownership of Management (As of August 31, 2023)

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Atty. Ruben D. Torres	100 (direct)	Filipino	0.000
Common	Kenneth T. Gatchalian	100,000,100 (direct)	Filipino	3.056
Common	Elvira A. Ting	111,850,000 (direct)	Filipino	3.418
Common	William T. Gatchalian	835,000,100 (direct)	Filipino	25.520
Common	Atty. Lamberto B. Mercado, Jr.	200 (direct)	Filipino	0.000
Common	Richard L. Ricardo	460,000 (direct)	Filipino	0.014
Common	Omar M. Guinomla	100,000 (direct)	Filipino	0.003
Common	Sergio R. Ortiz-Luis, Jr.	100 (direct)	Filipino	0.000
Common	Renato C. Francisco	100 (direct)	Filipino	0.000
Common	Josaias T. Dela Cruz	2,000 (direct)	Filipino	0.000
Common	Atty. Aristeo R. Cruz	10,000 (direct)	Filipino	0.000
	Amando J. Ponsaran, Jr.	-	Filipino	0.000
	Annabelle T. Abunda	-	Filipino	0.000
<b>All directors and officers as a group</b>		<b>1,047,422,700</b>		<b>32.011</b>

(3) There is no person who holds more than 5% of a class under a voting trust holder or similar agreement.

(4) There has been no arrangement of which may result in a change in the control of the registrant.

(e) No change in control of the corporation has occurred since the beginning of its last year.

#### **Item 5. Directors and Executive Officers**

Information required hereunder is incorporated by reference to the section entitled "Directors and Executive Officers of the Registrant" on pages 64 to 68 of the Management Report.

The following are the nominees for election as members of the Board of Directors of the corporation for the ensuing year:

	<b>Name</b>	<b>Position</b>	<b>Age</b>	<b>Citizenship</b>
1.	Atty. Ruben D. Torres	Chairman	81	Filipino
2.	Kenneth T. Gatchalian	President/CEO	47	Filipino
3.	Elvira A. Ting	Vice President	62	Filipino
4.	William T. Gatchalian	Director	73	Filipino
5.	Atty. Lamberto B. Mercado Jr.	Director	57	Filipino
6.	Richard L. Ricardo	Treasurer	60	Filipino
7.	Omar M. Guinomla	Director	51	Filipino
8.	Sergio R. Ortiz-Luis, Jr.	Director	80	Filipino
9.	Renato C. Francisco	Independent Director	74	Filipino
10.	Josaias T. Dela Cruz	Independent Director	62	Filipino
11.	Atty. Aristeo R. Cruz	Independent Director	57	Filipino

The aforementioned nominees are all incumbent directors. All nominees in the final list were pre-screened by the Nomination Committee and their qualifications are presented on pages 64 to 68 of Management Report. The independent directors, Atty. Aristeo R. Cruz, Mr. Renato C. Francisco and Mr. Josaias T. Dela Cruz will be serving their 3rd year, respectively, when elected during the annual meeting. A company's independent director shall serve for a maximum cumulative term of nine (9) years. After which, the independent director shall be perpetually barred from re-election as such. In the instance that a company wants to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting pursuant to SEC Memorandum Circular No. 4 Series of 2017 (Term Limit of Independent Directors).

The name of the person who recommended the nomination of the foregoing candidates for independent directors is Ms. Elvira A. Ting. She has no relationships with these nominees.

None of the candidates for independent directors of the Corporation are related to Wellex Industries, Inc.

The Members of the Nomination Committee are the following:

1. Renato C. Francisco – Chairman (Independent Director)
2. Elvira A. Ting - Member
3. Kenneth T. Gatchalian - Member

Information required by SEC under SRC Rule 38 on the nomination and election of Independent Directors.

#### **A. Definition**

1. An independent director is a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the corporation and includes, among others, any person who:
  - 1.1 Is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
  - 1.2 Does not own more than two percent (2%) of the shares of the corporation and/or its related companies or any of its substantial shareholders;
  - 1.3 Is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose,

relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

- 1.4 Is not acting as a nominee or representative of any director or substantial shareholder of the corporation, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed of Trust or under any contract or arrangement;
  - 1.5 Has not been employed in any executive capacity by the corporation, any of its related companies and/or by any of its substantial shareholders within the last two (2) years;
  - 1.6 Is not retained, either personally or through his firm or any similar entity, as professional adviser, by the corporation, any of its related companies and/or any of its substantial shareholders, within the last two (2) years; or
  - 1.7 Has not engaged and does not engage in any transaction with the corporation and/or with any of its related companies and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and are immaterial.
2. No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of this Code, committed within five (5) years prior to the date of his election, shall qualify as an independent director. This is without prejudice to other disqualifications which the corporation's Manual on Corporate Governance provides.
  3. Any controversy or issue arising from the selection, nomination or election of independent directors shall be resolved by the Commission by appointing independent directors from the list of nominees submitted by the stockholders.
  4. When used in relation to a company subject to the requirements above:
    - 4.1 Related company means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and
    - 4.2 Substantial shareholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

## **B. Qualifications and Disqualifications of Independent Directors**

1. An independent director shall have the following qualifications:
  - 1.1 He shall have at least one (1) share of stock of the corporation;
  - 1.2 He shall be at least a college graduate or he has sufficient management experience to substitute for such formal education or he shall have been engaged or exposed to the business of the corporation for at least five (5) years;
  - 1.3 He shall be twenty-one (21) years old up to seventy (70) years old, however, due consideration shall be given to qualified independent directors up to the age of eighty (80);
  - 1.4 He shall have been proven to possess integrity and probity; and
  - 1.5 He shall be assiduous.
2. No person enumerated under Section II (5) of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:
  - 2.1 He becomes an officer or employee of the corporation where he is such member of the board of directors/trustees, or becomes any of the persons enumerated under letter (A) hereof;
  - 2.2 His beneficial security ownership exceeds two percent (2%) of the outstanding capital stock of the corporation where he is such director;
  - 2.3 Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family;
  - 2.4 Such other disqualifications that the Corporate Governance Manual provides.

### **C. Number of Independent Directors**

All companies are encouraged to have independent directors. However, issuers of registered securities and public companies are required to have at least two (2) independent directors or at least twenty percent (20%) of its board size, whichever is the lesser.

### **D. Nomination and Election of Independent Directors**

1. The Nomination Committee (the "Committee") shall have at least three (3) members, one of whom is an independent director. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the corporation's information or proxy statement or such other reports required to be submitted to the Commission.
2. Nomination of independent director/s shall be conducted by the Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Corporation is required to submit to the Commission. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.
5. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as independent director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained nor allowed on the floor during the actual annual stockholders' meeting.
6. Election of Independent Director/s
  - 6.1 Except as those required under this Rule and subject to pertinent existing laws, rules and regulations of the Commission, the conduct of the election of independent director/s shall be made in accordance with the standard election procedures of the company or its by-laws.
  - 6.2 It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent director/s. He shall ensure that independent director/s is elected during the stockholders' meeting.
  - 6.3 Specific slot/s for independent directors shall not be filled-up by unqualified nominees.
  - 6.4 In case of failure of election for independent director/s, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

### **E. Termination/Cessation of Independent Directorship**

In case of resignation, disqualification or cessation of independent directorship and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation, the vacancy shall be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, upon the nomination of the Committee otherwise, said vacancies shall be filled by the stockholders in a regular or special meeting called for that purpose. An independent director so elected to fill a vacancy shall serve only for the unexpired term of his predecessor in office.

The procedures for the "Nomination and Election of Independent Directors pursuant to SRC Rule 38" are to be incorporated in the By-Laws of the Corporation. The Board of Directors approved the amendments to the Corporation's By-Laws to adopt SRC Rule 38 on December 14, 2004.

The By-Laws of the corporation were amended after the Stockholders' meeting on July 1, 2011 which includes the provisions of SRC Rule 38, as approved by the Board of Directors and Stockholders during the last Stockholders' meeting dated December 14, 2004.

#### F. Term Limits for Independent Directors

Pursuant to SEC Memorandum Circular No. 4 Series of 2017, the Commission in its en banc meeting on March 9, 2017 resolved to amend its rules on the term limit of independent directors as follows:

1. A company's independent director shall serve for a maximum cumulative term of nine (9) years;
2. After which, the independent director shall be perpetually barred from re-election as such in the same company, but may continue to qualify as a non-independent director;
3. In the instance that a company wants to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting; and
4. Reckoning of the cumulative nine-year term is from 2012.

#### Significant Employees

There are no other employees other than the officers mentioned in the preceding subsection who are expected to make significant contribution to the business.

#### Family Relationships

Except for the father and son relationship between Mr. William T. Gatchalian and Mr. Kenneth T. Gatchalian and Ms. Elvira A. Ting who is the sister-in-law of Mr. William T. Gatchalian, there are no family relationship up to fourth civil degrees either by consanguinity or affinity exists among the directors and executives.

#### Involvement in Certain Legal Proceedings

None of the directors and executive officers was involved in certain legal proceedings during the past five (5) years up to the latest date. Neither have they been convicted by final judgment in any criminal proceedings, or been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in an action by any court or administrative bodies to have violated a securities and commodities law.

#### Certain Relationships and Related Transactions

The Group, in the normal course of business, has transactions with related parties. The following table summarizes the transactions with related parties for the year ended December 31, 2022 and 2021. Please refer to Note 20 of the Audited Consolidated Financial Statements attached to this report for the broad discussions.

	Increase/ (Decrease) (%)	2022		2021	
		Receivables	Payables	Receivables	Payables
The Wellex Group, Inc.	(5.33%)	₱48,132,755	₱13,722,810	₱50,841,257	₱13,722,810
Metro Alliance Holdings & Equities Corp.	–	105,060,000	–	105,060,000	–
Diamond Stainless Corporation	–	–	70,557,800	–	70,557,800
Kenstar Industrial Corporation	–	–	23,539,858	–	23,539,858
Rexlon Realty Corporation	–	–	23,187,370	–	23,187,370
Philippine Estates Corporation	3.26%	500,000	37,275,422	1,000,000	36,615,524
Plastic City Corporation	0.19	–	82,619,427	–	82,465,864
Pacific Rehouse Corporation	–	–	15,540,753	–	15,540,753
International Polymer Corporation	0.13	–	24,091,092	–	24,059,665
Ropeman International Corp.	–	–	3,202,528	–	3,202,528
Polymaster Industrial Corp.	–	–	62,500	–	62,500
Concept Moulding Corp.	(82.84%)	992,500	–	5,784,259	–
Key management and officers	(9.55%)	–	133,826,479	–	147,950,629
		154,685,255	440,905,301	162,685,516	440,905,301
Allowance for doubtful accounts	(2.34%)	(129,010,691)	–	(132,103,302)	–
	(2.04%)	₱25,674,564	₱427,626,039	₱30,582,214	₱440,905,301

Advances to Metro Alliance Holdings and Equities Corp (MAHEC) represent receivable for the value of the land foreclosed to settle the affiliate's loan with Philippine Veterans Bank.

The assignment of intercompany receivables/payables and advances to/from affiliates was in line with the plan of integrating the Group intercompany account balances to facilitate the preparation of intercompany reconciliation, billing and collection and payment processes among the Group.

Ownership Structure and Parent Company

Wellex Industries, Inc. (Parent Company) wholly owns Plastic City Industrial Corporation (PCIC) and subsidiaries. PCIC and subsidiaries have ceased operations but have leased out its warehouse/building facilities.

Resignation of Directors Due to Disagreement

There is no director who resigned or decline to stand for re-election because of disagreement.

Terms of Office

The Directors of Wellex Industries, Inc. are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified.

All officers, except executive officers, shall be elected by the Board of Directors at its first meeting following their election. Every officer so elected shall be subject to removal at any time by the Board of Directors but all officers, unless removed, shall hold office until their successors are duly elected and qualified.

The executive officers shall hold office either by appointment of the Board of Directors or upon contract of employment with the Corporation approved by the board of Directors.

**Item 6. Compensation of Directors & Executive Officers**

The following table lists the names of the Corporation's Directors and Executive Officers Annual Compensation for the two most recent years, including the estimated compensation for year 2023. Due to Company's tight cash position, it was agreed that there would be no compensation to directors and key officers except for a per diem amounting to ₱10,000 for each External and Independent Directors that will attend a regular meeting.

For the year 2022, Mr. Sergio R. Ortiz-Luis, Jr., Mr. Ruben D. Torres, Mr. Renato C. Francisco, Mr. Aristeo R. Cruz and Mr. Josaias T. Dela Cruz, were the only external and independent directors who received a per diem of ₱10,000 each for attending the Annual Stockholders' Meeting. No other payments were made such as bonuses, profit sharing, etc. other than the mentioned per diem for the year 2022. On the same matter, there is none to report for the period January 2023 to present.

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
Atty. Ruben D. Torres Chairman/Director	2023 (est)	-	-	10,000
	2022	-	-	10,000
	2021	-	-	10,000
Kenneth T. Gatchalian President/CEO/Director	2023 (est)	-	-	-
	2022	-	-	-
	2021	-	-	-
Elvira A. Ting Vice President/Director	2023 (est)	-	-	-
	2022	-	-	-
	2021	-	-	-
Richard L. Ricardo Treasurer/Director	2023 (est)	-	-	-
	2022	-	-	-
	2021	-	-	-
William T. Gatchalian, Omar M. Guinomla, Atty. Lamberto Mercado, Jr. Directors	2023 (est)	-	-	-
	2022	-	-	-
	2021	-	-	-
Sergio R. Ortiz-Luis, Jr. Director	2023 (est)	-	-	10,000
	2022	-	-	10,000
	2021	-	-	10,000
Renato C. Francisco, Atty. Aristeo R. Cruz, Josaias T. Dela Cruz, Independent Directors	2023 (est)	-	-	30,000
	2022	-	-	30,000
	2021	-	-	30,000

Total aggregate compensation of directors and officers as a group	2023 (est.)	-	-	50,000
	2022	-	-	50,000
	2021	-	-	50,000

The members of the Compensation Committee are the following:

1. Elvira A. Ting - Chairman
2. Atty. Lamberto B. Mercado, Jr. - Member
3. Kenneth T. Gatchalian - Member

Standard Arrangement

Except for a nominal amount of per diem amounting to ₱10,000 during attendance in regular meetings, there are no standard arrangements to which directors of the Corporation are compensated, or are to be compensated, directly or indirectly for any services provided as a director for the last completed calendar year and ensuing year.

As mentioned, due to tight cash position of the Company, it was agreed that only External and Independent Directors were given a per diem of ₱10,000 during attendance in regular meetings. For the year 2022, here is the list of Directors who received a per diem:

	Name	Position	Per Diem
1.	Ruben D. Torre	Regular Director/Chairman	10,000.00
2.	Kenneth T. Gatchalian	Regular Director/President	-
3.	Elvira A. Ting	Regular Director/Vice President	-
4.	William T. Gatchalian	Regular Director	-
5.	Lamberto B. Mercado, Jr.	Regular Director	-
6.	Richard L. Ricardo	Regular Director/Treasurer	-
7.	Omar M. Guinomla	Regular Director	-
8.	Sergio R. Ortiz-Luis, Jr.	Regular Director	10,000.00
9.	Renato C. Francisco	Independent Director	10,000.00
10.	Josaias T. Dela Cruz	Independent Director	10,000.00
11.	Aristeo R. Cruz	Independent Director	10,000.00
	Total		50,000.00

Other Arrangements

There are no other arrangements pursuant to which any director of the Corporation was compensated, or is to be compensated directly or indirectly for any services provided as a director for the last completed calendar year and ensuing year, for any service provided as a director.

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

There is no employment contract and termination of employees and change-in-control arrangement with directors and executive officers.

Warrants and Options Outstanding

There are no warrants and options outstanding held by Wellex Industries, Inc.'s CEO, executive officers and all officers and directors as a group.

**Item 7. Appointment of Independent Public Accountants**

- a. Diaz Murillo Dalupan and Company (DMDC), upon recommendation by the Audit Committee of the Board of Directors composed of Mr. Atty. Aristeo R. Cruz as Chairman, Sergio Ortiz-Luis, Jr and Atty. Ruben D. Torres as members, was appointed by the stockholders as the principal external auditors for the years 2022, and is again being recommended to the stockholders for re-election as the Company's principal external auditors for the year 2023. The selection of external auditors is made on the basis of credibility, professional reputation, accreditation with the Securities and Exchange Commission, and affiliation with a reputable foreign partner. The professional fees of the external auditors are approved by the Company after approval by the stockholders of the engagement and prior to the commencement of each audit season.
- b. In compliance with SEC Rule 68 paragraph 3(b)(iv) (Rotation of External Auditors), and as adopted by the Company, external auditors or engagement partners are rotated or changed every five years or earlier. Mr. Jozel Francisco C. Santos was the lead engagement partner in 2014 to 2015, Ms. Rosemary D. De Mesa in 2016 to 2018 and Mr. Richard Noel M. Ponce in 2019-2022. Mr. Richard Noel M. Ponce was recommended again for 2023.

- c. Representatives of the said firm are expected to be present at the stockholders' meeting and they will have the opportunity to make statement if they desire to do so and are expected to be available to respond to appropriate questions.
- d. The members of the Audit Committee of the Corporation are the following:
1. Atty. Aristeo R. Cruz – Chairman (Independent Director)
  2. Sergio Ortiz-Luis, Jr. – Member
  3. Atty. Ruben D. Torres – Member

External Audit Fees and Services

Fees approved in connection with the audit and audit-related services rendered by Diaz Murillo and Company pursuant to the regulatory and statutory requirements for the years ended December 31, 2022 and 2021 is shown below, for expressing an opinion on the financial statements and assistance in preparing the annual income tax return:

	2022	2021
Audit Fees	₱1,260,000	₱1,260,000
Out of Pocket Expenses*	151,200	151,200
VAT	169,344	169,344
<b>TOTAL</b>	<b>₱1,580,544</b>	<b>₱1,580,544</b>

No other service such as tax and assurance audit was provided by external auditors to the Company for the calendar year 2022 and 2021.

*\*Out of Pocket Expenses are expenses incurred in the course of the audit such as printing, postage, transportation, communication and other expenses.*

The Audit Committee Approval Policies and Procedures for the services rendered by the External Auditors

The Corporate Governance Manual of the company provides that the audit committee shall, among others:

- 1) Evaluate all significant issues reported by the external auditors relating to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Company.
- 2) Ensure that other non-audit work provided by the external auditors is not in conflict with their functions as external auditors.
- 3) Ensure the compliance of the Company with acceptable audit and accounting standards and regulations.

The Company submitted its Integrated Annual Corporate Governance Report (ACGR) on May 29, 2023 covering the year 2022.

The independent directors have submitted their Certificate of Qualification as required by the SEC vis-à-vis Section 38 of the Securities Regulation Code.

Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements with accountants on accounting and financial disclosure and no change in the Company's independent accountants during the two most recent fiscal years or any subsequent interim period.

**Item 8. Compensation Plans**

Not applicable.

**C. ISSUANCE AND EXCHANGE OF SECURITIES**

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

Wellex Industries, Inc. has no plans yet to increase its authorized capital stock.

**Item 10. Modification or Exchange of Securities**

Wellex Industries, Inc. has no plans yet to modify any of each authorized and issued securities or to exchange then to another class

**Item 11. Financial and Other Information**

Audited Financial Statements as of 31 December 2022, Management's Discussion and Analysis and Market Price of Shares and other data related to the Corporation's financial information are attached hereto. The schedules required under Part IV(c) of Rule 68 are included in the Annual Report.



## Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

There is no action intended to be taken with respect to any transaction involving the following: (1) the merger or consolidation of the Corporation into or with any other entity; (2) the acquisition by the Corporation or any of its stockholders of securities of another person or entity; (3) the acquisition by the Corporation of any other going business or of the assets thereof; (4) the sale or other transfer of all or any substantial part of the assets of the Corporation; and (5) the liquidation or dissolution of the Corporation.

## Item 13. Acquisition or Disposition of Property

There is no action to be taken with respect to any material acquisition or disposition of any property of the Corporation.

## Item 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation.

## D. OTHER MATTERS

### Item 15. Action with Respect to Reports

There is no action to be taken with respect to any report of the Company or its directors, officers or committees, except for the approval of the minutes of the previous annual stockholders meeting of the company which was held last October 4, 2022 and for the ratification of all acts of the Board of Directors during their term of office.

The previous Annual Stockholders' Meeting held on October 4, 2022 was attended, in person or by proxy, by the stockholders representing 2,162,876,322 common shares, constituting 66.10% of the total outstanding capital stock of the Company as of record date September 9, 2022. The attendance constituted a quorum for the approval of all matters in the agenda. The Board of Directors, Officers, external legal counsels and external auditors were also present in the said meeting. Summary of attendance for the determination of quorum as prepared and tabulated by the company's stock transfer agent, BDO Unibank, Inc. of last annual stockholders' meeting held on October 4, 2022 is as follows:

WELLEX INDUSTRIES, INC. DETERMINATION OF QUORUM ANNUAL STOCKHOLDER'S MEETING - OCTOBER 4, 2022			
STOCKHOLDER'S NAME	PROXY	NO. OF SHARES	PERCENTAGE
GATCHALIAN, DEE HUA T.	ELVIRA A. TING / CHAIRMAN	492,962,532	15.07%
GATCHALIAN, KENNETH T.	ELVIRA A. TING / CHAIRMAN	100,000,100	3.06%
GATCHALIAN, WILLIAM T.	ELVIRA A. TING / CHAIRMAN	835,000,100	25.52%
GATCHALIAN, SHERWIN T.	ELVIRA A. TING / CHAIRMAN	317,750,100	9.71%
TING, ELVIRA A.	KENNETH T. GATCHALIAN / CHAIRMAN	110,650,000	3.38%
INTERNATIONAL POLYMER CORP.	ELVIRA A. TING / CHAIRMAN	2,690,000	0.08%
INTERNATIONAL POLYMER CORP.	AMANDO PONSARAN, JR. / CHAIRMAN	10,000	
WESTLINK GLOBAL EQUITIES, INC. (PCD)	ELVIRA A. TING / CHAIRMAN	164,488,400	5.03%
WESTLINK GLOBAL EQUITIES, INC. (PCD)	KRISTINE A. MONTERDE / CHAIRMAN	10,000	0.00%
WESTLINK GLOBAL EQUITIES, INC. (PCD)	KAREN MAE S. ABARRA / CHAIRMAN	10,000	0.00%
WESTLINK GLOBAL EQUITIES, INC. (PCD)	FLORAVICK ANA B. ABAYA / CHAIRMAN	10,000	0.00%
WESTLINK GLOBAL EQUITIES, INC. (PCD)	FRANCIS ANGELO T. VALENTON / CHAIRMAN	10,000	0.00%
WESTLINK GLOBAL EQUITIES, INC. (PCD)	KIMBERLY MAE MAAT / CHAIRMAN	10,000	0.00%
ORIENT PACIFIC CORP.	ELVIRA A. TING / CHAIRMAN	36,340,000	1.11%
PACIFIC REHOUSE CORP.	ELVIRA A. TING / CHAIRMAN	50,000,000	1.53%
RECOVERY DEVELOPMENT CORP.	ELVIRA A. TING / CHAIRMAN	52,335,090	1.60%
PLATINUM SECURITIES, INC. (PCD)	IGNACIO R. ORTIGAS	600,000	0.02%
	<b>Total:</b>	<b>2,162,876,322</b>	
<b>TOTAL ISSUED &amp; OUTSTANDING CAPITAL:</b>		<b>3,271,952,740</b>	
<b>% TO ISSUED &amp; OUTSTANDING CAPITAL:</b>		<b>66.10</b>	

The method by which votes counted from previous meeting:

The 2022 Annual Stockholders' Meeting was conducted via remote communication using Zoom Meeting. Stockholders who notified the Corporation of their intention to participate were given a chance to vote either in absentia or through proxy during their registration or in the given date of casting of votes from September 13 to October 3, 2022. The said registered stockholders and confirmed proxies were given the meeting link and password of the Annual Stockholders' Meeting. The counting of votes was done by the Corporate Secretary with the assistance of BDO Unibank, Inc., Company's stock transfer agent. All votes attaching to the shares owned by stockholders whose proxies were received by the Corporation were casted in accordance with the instructions given or authority granted under proxies. The Corporate Secretary recorded all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose.

All the items of the agenda from previous year's meeting were approved by the stockholders and the voting results as follows:

Agenda	Voting Results		
	For	Against	Abstain
Approval of Minutes of Previous Meeting	100%	0.00%	0.00%
Approval of Annual Report for the year ended December 31, 2021	100%	0.00%	0.00%
Ratification of acts of the Board and Management	100%	0.00%	0.00%
Election of Board of Directors			
Ruben D. Torres	100%	0.00%	0.00%
Kenneth T. Gatchalian	100%	0.00%	0.00%
Elvira A. Ting	100%	0.00%	0.00%
William T. Gatchalian	100%	0.00%	0.00%
Lamberto B. Mercado Jr.	100%	0.00%	0.00%
Richard L. Ricardo	100%	0.00%	0.00%
Omar M. Guinomla	100%	0.00%	0.00%
Sergio R. Ortiz-Luis Jr	100%	0.00%	0.00%
Renato C. Francisco	100%	0.00%	0.00%
Josaias T. Dela Cruz	100%	0.00%	0.00%
Aristeo R. Cruz	100%	0.00%	0.00%
Election of External Auditor	100%	0.00%	0.00%
Election of External Counsel	100%	0.00%	0.00%
Other Matters	100%	0.00%	0.00%

The minutes of the previous meeting last October 4, 2022 contains the approval of the following:

- 1) Minutes of Stockholders meeting held on October 26, 2021;
- 2) Audited Financial Statements for the year ended December 31, 2021;
- 3) Ratification of Corporate Acts of the Board of Directors and Officers of the corporation;
- 4) Appointment of External Counsels;
- 5) Appointment of External Auditors;
- 6) Any other proposed action.

An affirmative vote by the stockholders owning at least a majority of the outstanding capital stock was sufficient for the approval of the above items.

The following directors and officers were present during the 2022 annual stockholders' meeting:

	Name	Position
1.	Atty. Ruben D. Torres	Chairman
2.	Kenneth T. Gatchalian	President/CEO
3.	Elvira A. Ting	Vice President
4.	Richard L. Ricardo	Treasurer
5.	Atty. Lamberto B. Mercado Jr.	Director
6.	Omar M. Guinomla	Director
7.	Sergio R. Ortiz-Luis, Jr.	Director
8.	Renato C. Francisco	Independent Director
9.	Josaias T. Dela Cruz	Independent Director
10.	Atty. Aristeo R. Cruz	Independent Director
11.	Amando J. Ponsaran, Jr.	Corporate Secretary
12.	Annabelle T. Abunda	Compliance Officer

The stockholders and its representative were given a chance to ask questions to the Board of Directors after each discussion of the agenda of the meeting. The registered stockholders and its proxies were also advised to send their questions in advance through [wellexindustries.asm@gmail.com](mailto:wellexindustries.asm@gmail.com). Minutes of the Annual Stockholders Meeting and Organizational Meeting were available in the company website.

For the upcoming Annual Stockholders Meeting on October 4, 2023, below are the agenda, subject for approval of the stockholders:

- a. The Annual Report and Audited Financial Statements for the year ended December 31, 2022 will be presented to the stockholders for approval by a majority vote of the stockholders. Approval of the Annual Report and Audited Financial Statements constitutes a ratification of the Corporation's performance during the previous fiscal year as contained therein.
- b. Minutes of the Annual Stockholders' Meeting held last October 4, 2022 will also be presented to the stockholders for approval by a majority vote of the stockholders
- c. Ratification of the Corporate Acts of the Board of Directors and Executive Officers since October 4, 2022 by a majority vote of the stockholders.
- d. Election of the members of the Board of Directors for the ensuing year
- e. Appointment of External Auditors by a majority vote of the stockholders
- f. Appointment of External Legal Counsels by a majority vote of the stockholders
- g. Other Matters

#### *Acts of the Board of Directors*

At the Annual Stockholders Meeting, stockholders will be asked to approve and ratify the acts of the Board of Directors during their term of office duly disclosed to the SEC and PSE. Since the last Stockholders' Meeting on October 4, 2022, the Board of Directors has authorized several transactions which are pursuant to the Company's ordinary course of business.

Below is a summary of the Corporate Acts of the Board of Directors and Executive Officers since the last Board Meeting subject to ratification of the stockholders on the annual stockholders' meeting:

#### **October 4, 2022**

Annual stockholders' meeting for 2022 agenda of which includes:

- a) Approval of minutes of 2021 stockholders' meeting
- b) Election of members of the board of directors for the year 2022-2023
- c) Approval of 2021 Audited Financial Statements
- d) Appointment of External Auditors
- e) Appointment of External Counsels

#### **March 15, 2023**

Authorization and appointment of Ms. Elvira A. Ting as Corporation's representative to execute and sign a promissory note with related party with maturity date on March 15, 2028.

Authorization and appointment of Mr. Alfred Tolentino as representative of the Corporation to transact business with Registry of Deeds of Pasig and Pasig Assessor's Office.

#### **April 12, 2023**

Approval and authorize to issue the audited financial statements and independent auditor's report for the year ended December 31, 2022 on which Diaz Murillo Dalupan and Company, the external auditors of the Corporation, rendered an unqualified audit opinion.

#### **May 19, 2023**

Approval of the postponement of the Annual Stockholders' Meeting to 1<sup>st</sup> Wednesday of October instead of holding it during the month of May as required in the By-Laws of the Corporation due to lack of time to prepare all the needed materials and documents such as Audited Financial Statements, Information Statement and Management Report.

**July 5, 2023**

Approval to designate company representative to transact with the Bureau of Internal Revenue.

**July 6, 2023**

Approval to designate company representative to transact with Registry of Deeds in Rodriguez, Rizal.

**August 22, 2023**

Setting the date of the annual stockholders' meeting on October 4, 2023 at 10:00 in the morning, virtually or via remote communication. The Board also set September 8, 2023 as record date for purposes of determining the shareholders entitled to receive Notice of Meeting and to vote and be elected during the said meeting.

In year 2022, no material information on the current stockholders, and their voting rights as well as in directors' disclosures on self-dealing and related party transactions. For appraisal and performance report for the board and the criteria and procedure for assessment, please refer to the corporate governance report 2022, which stated that the principle is indicated in the Company's Revised Manual on Corporate Governance. But due to minimal operations of the Company, there was no written self-assessment of each individual or committee's performance.

**Attendance Report on the attendance of Members of the Board during 2022 regular and special meetings:**

	Meetings 2022								Total No. of Meetings held in 2022	Total No. of Meetings Attended	% of Attendance
	Feb 18	Mar 7	Mar 27	Apr 11	Apr 27	Aug 22	Oct 4*	Nov 21			
Ruben D. Torres	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Kenneth T. Gatchalian	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Elvira A. Ting	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
William T. Gatchalian	✓	✓	✓	✓	✓	✓		✓	8	7	87.5%
Lamberto B. Mercado, Jr.	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Richard L. Ricardo	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Sergio Ortiz-Luis, Jr.	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Renato C. Francisco	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Aristeo R. Cruz	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Josaias T. Dela Cruz	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%
Omar M. Guinomla	✓	✓	✓	✓	✓	✓	✓	✓	8	8	100%

\*ASM and Organizational Meeting

**Item 16. Matters Not Required to be Submitted**

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of the stockholders.

**Item 17. Amendment of Charters, By-Laws & Other Documents**

Except for the following, no other amendment was made by the Corporation:

- Articles of Incorporation, Article 1V and to its By-Laws, Board of Directors Section 1, 8-13, as per Board Meeting held on December 17, 2004 and Stockholder's Meeting held thereafter, the same was approved by SEC on July 23, 2007 and October 11, 2007 respectively.
- The Board of Directors in its special meetings held last January 07 and 28, 2008 decided to amend the Primary and Secondary Purposes of the Articles of Incorporation of the Company and the same was approved by the stockholders during the annual stockholders' meeting held on November 20, 2008.

The Board amended the Primary Purpose of the Corporation, from a holding company to a company engaged in the business of mining and oil exploration considering that the government is currently enticing the business sector to develop the country's natural resources on gas and oil. In doing so, the Secondary Purpose of the Company stipulated in Paragraph 2 under the heading "Mining" shall

be taken out and inserted as its Primary Purpose instead. Then, the numbering of the Secondary Purpose shall be adjusted accordingly. This was approved by SEC on April 3, 2009.

3. Amendment of Articles of Incorporation due to change of principal office address from 22nd Floor Citibank Tower, 8741 Paseo de Roxas St., Makati City to 35th Floor, One Corporate Centre, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City was approved by SEC on June 26, 2013.

#### **Item 18. Other Proposed Action**

As of this report, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting.

#### **Item 19. Voting Procedures**

An affirmative vote by the stockholders owning at least a majority of the outstanding capital stock shall be sufficient for the approval of:

- 1) Minutes of Stockholders meeting held on October 4, 2022;
- 2) Audited Financial Statements for the year ended December 31, 2022;
- 3) Ratification of Corporate Acts of the Board of Directors and Officers of the corporation;
- 4) Appointment of External Counsels;
- 5) Appointment of External Auditors;
- 6) Any other proposed action.

#### **The method by which votes will be counted:**

The holders of the majority interest of all outstanding stocks of the Corporation entitled to vote at the meeting present in present or by proxy, shall constitute a quorum for the transaction of business.

The holders of common stock are entitled to one vote per share, but in connection with the cumulative voting feature applicable to the election of directors, each stockholder is entitled to as many votes as shall equal the number of shares held by such person at the close of business on record date, multiplied by the number of directors to be elected. A stockholder may cast all of such votes for a single nominee or may apportion such votes among any two or more nominees. For the election of directors, the counting will be cumulative. The counting of votes will be done by the Corporate Secretary with the assistance of the representatives of the Corporation's stock transfer agent, BDO Unibank, Inc. All votes attaching to the shares owned by stockholders whose proxies were received by the Corporation will be casted in accordance with the instructions given or authority granted under proxies.

The Corporate Secretary shall record all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose.

Due to COVID-19 Global Pandemic, the Board of Directors of Wellex Industries, Inc. has decided to conduct the annual stockholders' meeting via remote communication like Zoom or its equivalent.

A stockholder who has the intention to participate in the Annual Stockholders' Meeting via remote communication or to exercise their vote in absentia or through proxy, should notify the Company by sending the required documents, such as proof of identity, ownership and other certification/information at [wellexindustries.asm@gmail.com](mailto:wellexindustries.asm@gmail.com) from September 11, 2023 to October 2, 2023 (10:00am).

A Stockholder may opt to cast his/her vote/proxy during the registration or until October 2, 2023. Note that only the ballot/proxy form of a successful registrant will be counted as a valid vote. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of your shareholdings from your respective stockbrokers.

Once the stockholder submitted the requested documents through email, the Company will forward it to the Company's stock transfer agent, BDO Stock Transfer, for validation.

If confirmed, that all are true and correct, ballot/proxy form submitted will be counted as a valid vote and a successful registrant will receive the instructions on how to access the livestream and its invitation link to the Annual Stockholders Meeting. For unsuccessful registrant, he/she will receive, either an email or a call from the Company for any deficient/pending documents that needs to be submitted.

Only stockholders who notified the Company of their intention to participate in the virtual meeting and have registered themselves or their proxies will be included in the determination of quorum.

The full details of the registration and voting procedures will be available on the Company's website, [www.wellexindustries.com/annualstockholdersmeeting.html](http://www.wellexindustries.com/annualstockholdersmeeting.html), on September 14, 2023.

We are not soliciting proxies.

## Undertaking

Wellex Industries, Inc., as registrant will provide the stockholders of copy of SEC Form 17-A free of charge. Any written request for a copy of SEC Form 17-A shall be addressed to the Office of the Corporate Secretary c/o WELLEX INDUSTRIES, INC., 35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, Philippines.

## SIGNATURE PAGE

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

~~SEP 04 2023~~

Wellex Industries, Inc.

By:

  
**AMANDO J. PONSARAN, JR.**  
Corporate Secretary

**CERTIFICATE OF INDEPENDENT DIRECTOR**

I, **Aristeo R. Cruz**, Filipino, of legal age and a resident of No. 4 Malhacan Road, Meycauayan City, Bulacan after having been duly sworn in accordance with law do hereby declare that:

1. I am an Independent Director of **WELLEX INDUSTRIES, INC.** since 2021.
2. I am affiliated with the following companies or organizations:

<b>Company</b>	<b>Position</b>	<b>Period of Service</b>
Meycauayan College, Inc.	Vice Chairman / Director Executive Vice President	December 2011 – present October 2021 – present
Cruz Altares & Associates Law Office (formerly Cruz, Castro & Altares Law Office)	Founding and Managing Partner	July 2007 – present
Liberty Bank (A Rural bank), Inc.	Vice President / Compiler	July 2018 – present
Idealand Realty & Development Corp.	President and Chief Operating Officer (COO)	November 2009 – present
Phil-Star Innovation Realty Corp.	Director and Corp. Secretary	October 2011 – present
Statosphere Realty & Development Corp.	President and Chief Operating Officer (COO)	October 2011 – present
Jose & Luz Locsin Foundation Inc.	President	November 2012 – present
Justino Emilia Realty and Management & Development Corporation	Corporate Secretary	March 2008 – present
Waterstreet Realty Corp.	President	June 2012 – present
Metro Alliance Holdings & Equities Corp.	Lead Independent Director	September 2015 – present
Acesite Phils Hotel Corp.	Director	July 2021 – present
Waterfront Philippines, Inc.	Independent Director	July 2021 – present
Forum Pacific, Inc.	Independent Director	October 2021 - present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **Wellex Industries, Inc.**, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of **Wellex Industries, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.

<b>NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER</b>	<b>COMPANY</b>	<b>NATURE OF RELATIONSHIP</b>
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

<b>OFFENSE CHARGED/INVESTIGATED</b>	<b>TRIBUNAL OR AGENCY INVOLVED</b>	<b>STATUS</b>
N/A	N/A	N/A



6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of **Wellex Industries, Inc.** of any changes in the above-mentioned information within five days from its occurrence.

Done this 23 AUG 2023 day, at PASIG CITY



ARISTEO R. CRUZ

Affiant

SUBSCRIBED AND SWORN TO before me this 23 AUG 2023 at \_\_\_\_\_, affiant exhibiting his Tax Identification Number 108-672-299-000.

Doc. No. 199  
Page No. 8  
Book No. 115  
Series of 24

L. Amon  
ATTY. LETICIA M. AMON  
Notary Public  
Pasig, Pateros & San Juan  
Valid Until December 31, 2023  
Roll No. 22188  
PTR AA No. 0112306/01-03-23  
Lifetime IBP Member No. 04286  
Official Receipt No. 574709. IBP Chapter  
MCLE Compliance No. VII-0000050/6-18-2019  
Ground Flr. Armal Centre, U. Velasco, Ave  
Malinao, Pasig City

**CERTIFICATE OF INDEPENDENT DIRECTOR**

I, **Josaias T. Dela Cruz**, Filipino, of legal age and a resident of 304 Hogan Street, Capitol Hills, Quezon City, after having been duly sworn in accordance with law do hereby declare that:

1. I am an Independent Director of **WELLEX INDUSTRIES, INC.** since 2021.
2. I am affiliated with the following companies or organizations:

Company	Position	Period of Service
Wegen Distributed Energy Philippines Holdings Corp.	Treasurer/Vice President for Investor Relations and Financial Planning	2021 – Present
JTDC Spinmeister Laundry Service	Sole Proprietor	2016 – present
Philippine Estates Corporation	Independent Director	2021 – present
Forum Pacific, Inc.	Independent Director	2021 - present

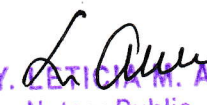
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **Wellex Industries, Inc.**, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of **Wellex Industries, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of **Wellex Industries, Inc.** of any changes in the above mentioned information within five days from its occurrence.

Done this 23 AUG 2023 day 2023, at PASIG CITY

  
**JOSAIAS T. DELA CRUZ**  
 Affiant

SUBSCRIBED AND SWORN TO before me this 23 AUG 2023 at PASIG CITY, affiant exhibiting his Community Tax Certificate No. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_.

Doc. No. 401  
 Page No. 82  
 Book No. 15  
 Series of 5

  
**ATTY. LETICIA M. AMON**  
 Notary Public  
 Pasig, Pateros & San Juan  
 Valid Until December 31, 2023  
 Roll No. 22188  
 PTR AA No. 0112306/01-03-23  
 Lifetime IBP Member No. 04286  
 Official Receipt No. 574709. IBP Chapter  
 MCLE Compliance No. VII-0000050/6-18-2019  
 Ground Flr. Armal Centre, U. Velasco, Ave.  
 Malinao, Pasig City

**CERTIFICATE OF INDEPENDENT DIRECTOR**

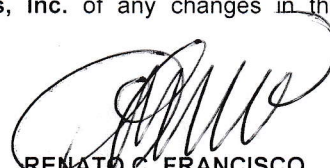
I, **Renato C. Franciso**, Filipino, of legal age and a resident of No. 8 Sparrow St., New Marikina Subdivision, Marikina City, after having been duly sworn in accordance with law do hereby declare that:

1. I am an Independent Director of **WELLEX INDUSTRIES, INC.** since 2021.
2. I am affiliated with the following companies or organizations:

Company	Position	Period of Service
Philippine Estates Corporation	Independent Director	October 2020 – present
Acesite (Phils) Hotels Corporation	Independent Director	October 2020 – present
Sta. Lucia Land, Inc.	Independent Director	June 2023 – present
Waterfront Philippines, Inc.	Independent Director	October 2020 – present
Forum Pacific, Inc.	Independent Director	October 2020 – present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **Wellex Industries, Inc.**, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of **Wellex Industries, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of **Wellex Industries, Inc.** of any changes in the above mentioned information within five days from its occurrence.

Done this 23 AUG 2023 day 23, at PASIG CITY

  
**RENATO C. FRANCISCO**  
 Affiant

23 AUG 2023  
PASIG CITY

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ at \_\_\_\_\_, affiant exhibiting his Community Tax Certificate No. \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_.

Doc. No. 325  
 Page No. 1  
 Book No. 10  
 Series of 23

**ATTY. Leticia M. AMON**  
 Notary Public  
 Pasig, Pateros & San Juan  
 Valid Until December 31, 2023  
 Roll No. 22188  
 PTR AA No. 0112300/01-03-23  
 Lifetime IBP Member No. 04263  
 Official Receipt No. 574709, IBP Chapter  
 MCLE Compliance No. VII-0000050/6-13-2019  
 Ground Flr. Arma! Centre, U. Velasco, Ave.,  
 Malinao, Pasig City

**CERTIFICATION**

I, AMANDO J. PONSARAN, JR., of legal age and with office address at Unit 3104 Antel Global Corporate Center, #3 Doña Julia Vargas Avenue, Ortigas Center, Pasig City, after being duly sworn to in accordance with law, do hereby certify:

I am the duly elected Corporate Secretary of WELLEX INDUSTRIES, INC., a corporation duly organized and existing under Philippine laws with principal office at 35<sup>th</sup> Flr., One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City (the "Corporation").

All incumbent directors and officers of the Corporation are not connected with any government agency or instrumentality, except for Atty. Lamberto B. Mercado, Jr. Attached herewith is a copy of a certification issued by the Philippine National Construction Corporation, allowing/authorizing Atty. Lamberto B. Mercado, Jr. to be director in other corporations.


I execute this certification to comply with the requirements of the Securities and Exchange Commission.

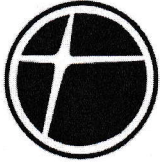
IN WITNESS WHEREOF, I have hereunto set my hand this 23 AUG 2023 in the city of \_\_\_\_\_

  
AMANDO J. PONSARAN, JR.  
Corporate Secretary

Subscribed and sworn to before me this 23 AUG 2023 at PASIG CITY affiant exhibiting to me his TIN with No. 171-798-949.

Doc. No. 327  
Page No. 8  
Book No. 15  
Series of 23

  
ATTY. LEUCINA M. AMON  
Notary Public  
Pasig, Pateros & San Juan  
Valid Until December 31, 2023  
Roll No. 22188  
PTR AA No. 0112306/01-03-23  
Lifetime IBP Member No. 04286  
Official Receipt No. 574709. IBP Chapter  
MCLE Compliance No. VII-0000050/6-18-2019  
Ground Flr. Armal Centre, U. Velasco. Ave  
Malinao, Pasig City



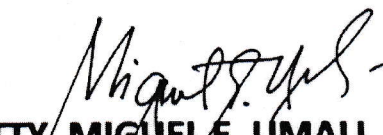
PHILIPPINE NATIONAL  
CONSTRUCTION CORPORATION

## CERTIFICATION

### TO WHOM IT MAY CONCERN:

This is to certify that **ATTY. LAMBERTO B. MERCADO JR.** is hereby allowed/authorized to occupy membership in the Board of Directors of other corporations provided such memberships do not conflict with his official function as member of the PNCC Board of Directors.

Done this 13<sup>th</sup> day of July 2023 in Bicutan, Paranaque City.

  
**ATTY. MIGUELE. UMALI**  
*President and CEO*

vgn/

## **PART 2**

### **MANAGEMENT REPORT AS REQUIRED BY SRC RULE 20 INCLUDING FINANCIAL INFORMATION FOR SECOND QUARTER OF 2023**

#### **BUSINESS AND GENERAL INFORMATION**

##### **1.) Brief Description of the General Nature and Scope of the Registrants Business and its Subsidiaries**

Wellex Industries, Incorporated (the 'Parent Company') was incorporated in the Philippines on October 19, 1956. The parent company engaged primarily in the business of mining and oil exploration and was known as Republic Resources and Development Corporation (REDECO). The Parent Company extended its corporate life for another 50 years up to October 19, 2056 which was approved by the Securities and Exchange Commission (SEC) on July 20, 2007.

The Parent Company's shares are listed and traded in the Philippines Stock Exchange (PSE). It wholly owned Plastic City Industrial Corporation (PCIC). PCIC has ceased its manufacturing and commercial operations but PCIC subsidiaries have leased out their warehouse and building facilities.

The registered office address of the Parent Company is located at 35<sup>th</sup> Flr., One Corporate Center, Dona Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, Philippines.

##### **Plastic City Industrial Corporation**

In November 1999, the Company formalized the entry of Plastic City Industrial Corporation (PCIC) into the Wellex Industries, Inc. family. PCIC was the Philippines' first fully-integrated manufacturer of plastic products used in a number of industries. From its humble beginnings as a plastic scrap palletizing operation in 1969, PCIC became the forefront of the plastics industry until year 2002, a year when the company was greatly affected by economic crisis. It was then the Company was forced to stop its operation.

PCIC's plants are located on a 50-hectare complex north of Metro Manila. Plastic City is an industrial metropolis in itself. It used to serve the demands of different sectors such as plastic packaging, invaluable house ware products, appliance and telecommunications accessories, industrial parts and pipes for waterworks, sewerage and telecommunications, and electrical conduit systems.

The PCIC subsidiaries stopped operations in 2002.

##### **2.) Properties and Other Assets**

##### **Investment Properties**

These are properties held primarily to earn rentals and for capital appreciation. The carrying amounts of these properties (net of accumulated depreciation and impairment loss) are shown below:

	Land	Land improvements	Building and improvements	Total
Net carrying amounts, 01/01/2022	₱974,016,347	₱-	₱48,890,261	₱1,022,906,608
Additions	-	-	-	-
Disposals	-	-	-	-
Other Movements	-	-	-	-
Depreciation	-	-	(2,893,995)	(2,893,995)
<b>Net carrying amounts, 12/31/2022</b>	<b>₱974,016,347</b>	<b>₱-</b>	<b>₱45,996,266</b>	<b>₱1,020,012,613</b>

Rental income earned on the above investment properties amounted to ₱20.05 million, ₱23.86 million and ₱29.88 million for the years ended December 31, 2022, 2021 and 2020, respectively. While direct cost and expenses incurred on the buildings amounted to ₱12.56 million, ₱9.47 million and ₱13.02 million

in 2022, 2022 and 2020, respectively, shown under “Direct costs and expenses” in the statements of comprehensive income.

In 2020, the group sold parcels of land with total carrying amount of ₱9,565,900 for a total consideration of ₱56,270,000 which resulted to a total gain of ₱46,704,100.

The carrying amount of the buildings being leased out is ₱27,035,257 and ₱26,212,361 as at December 31, 2022 and 2021, respectively.

No valuation of independent appraiser was conducted for the investment properties. The fair values of the investment properties were determined based on the market comparable approach that reflects recent transaction prices for similar properties. The aggregate fair values of the investment properties amounted to ₱3,543,635,160 and ₱3,378,711,000 as at December 31, 2022 and 2021.

Land with aggregate amount of ₱6,484,935 as at December 31, 2022 and 2021 was under litigation (Note 8 of Financial Statements). However, in 2022, the land was swapped with another property which is about the same size and location that was owned by certain individuals.

Except from restrictions described above, there are no other restrictions on the realizability of its investment properties and no other contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Fully depreciated investment properties still in use as at December 31, 2022 and 2021 amounted to ₱3,290,824.

The properties of Plastic City Industrial Corporation booked under Land are located in various areas but majority is located in Canumay, Valenzuela. Properties at any one time or another are subject, in the ordinary course of business, to certain liens and/or encumbrance in favor of their respective bank creditors on short term basis for short term bank facilities, whether or not there are outstanding obligations thereto. None of the stated properties are under any lease contract.

The company has no intention of acquiring property for the next twelve (12) months.

Location	Title No.	Area (In Sqm.)	Location	Title No.	Area (In Sqm.)
<b>Inland Container Corp.</b> Canumay, Valenzuela Maysan, Valenzuela	T-123319	7,529	<b>Kennex Container Corp.</b> Canumay, Valenzuela	T-124652	14,332
	T-152765	9,363		V-6111	23,000
	T-122791	733		T-143893	3,870
	T-122792	5,498		T-123303	22,900
	T-122793	5,328		T-123322	2,563
	T-122794	10,778		T-128112	194
	T-122789	691		T-126448	4,000
	T-122790	2,800.5		T-136923	2,000
	V-13207	3,400		T-129796	9,106
	V-13208	3,537		T-152764	19,748
	V-19369	3,400		T-122810	400
	T-100259	11,850		T-122811	813
	T-100258	11,805		T-122812	800
	<b>Pacific Plastic Corp.</b> Valenzuela	T-123321		5,598	T-144412
T-95577		30,987	T-128111	214	
T-111339		8,600	T-98405	240	
T-112620		7,841	T-123439	240	
T-122995		195	T-117459	800	
T-109519		469			
<b>Rexlon Industries Corp.</b> Maysan, Valenzuela	T-123520	225			
	T-144617	161			
	T-120035	240			
	T-145177	4,666			

Included also in the Land are the properties of Parent Company located in Rodriguez (formerly Montalban), Rizal, with an aggregate value of ₱52,335,000 as at December 31, 2022 and 2021. The properties are not subject to any liens or encumbrances.

### **Interest in Joint Operation**

The Group's investment in joint venture represents land contributed to the Joint Operation.

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp. (PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners, with Philippine Estates Corporation (PHES), as Developer, for the development of Metrotech Industrial Park. Under the agreement, the owners contributed land with an approximate area of 29.5629 hectares located in Canumay, Valenzuela City, whereby PHES will develop into industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of the shall constitute the owners share, divided proportionately to the areas of property contributed.

The carrying amount of investments in a joint venture is as follows:

	2022	2021
<b>Cost</b>		
Balance at beginning of year	₱590,214,111	₱590,214,111
Transfer to investment properties	(19,656,742)	(19,656,742)
Addition (disposal)	(3,333,915)	3,333,915
Balance at end of year	<b>570,557,369</b>	573,891,284
<b>Accumulated impairment loss</b>		
At beginning of year	47,641,000	47,641,000
Reversal of impairment loss	-	-
At end of year	<b>47,641,000</b>	47,641,000
<b>Net carrying amounts, December 31</b>	<b>₱522,916,3699</b>	₱526,250,284

As at December 31, 2022 and 2021, outstanding receivable from PHES amounted to ₱10,897,335 which pertains to the Group's share in the sale of lot net of expenses.

No liabilities, revenues and expenses recognized in relation to the joint venture in 2022 and 2021.

### **Property, Plant and Equipment**

Details of the Group's property, plant and equipment as at December 31, 2022 are as follows:

	Building and improvements	Machinery and equipment	Transportation equipment and tools	Furniture and fixtures	Right-of- use asset	Total
<b>Cost</b>						
At beginning of year	₱800,000	₱547,522,657	₱9,917,568	₱9,669,202	₱230,283	₱568,139,709
Additions	-	-	-	-	285,077	285,077
Reversal	-	-	-	-	(230,283)	(230,283)
Balance at end of year	<b>800,000</b>	<b>547,522,657</b>	<b>9,917,568</b>	<b>9,669,202</b>	<b>285,077</b>	<b>568,194,503</b>
<b>Accumulated Depreciation</b>						
At beginning of year	800,000	467,402,458	8,822,329	9,038,745	191,903	486,255,435
Depreciation	-	-	571,428	280,360	133,405	985,193
Reversal	-	-	-	-	(230,283)	(230,283)
Balance at end of year	<b>800,000</b>	<b>467,402,458</b>	<b>9,393,757</b>	<b>9,319,105</b>	<b>95,025</b>	<b>487,010,345</b>
<b>Impairment loss</b>						
Balance at beginning	-	80,120,199	-	-	-	80,120,199
Balance at end of year	-	80,120,199	-	-	-	80,120,199
<b>Net carrying amount</b>	<b>₱-</b>	<b>₱-</b>	<b>₱523,810</b>	<b>₱350,097</b>	<b>₱190,052</b>	<b>₱1,063,959</b>



Machinery and equipment includes the following:

Pipe Systems Plant		Blow Moulding / PET Plant	
Section	Machine	Section	Machine
PE	55 mm YEI – 1 55 mm YEI – 2 55 mm YEI – 3 55 mm YEI – 4 55 mm YEI – 5 80 mm YEI – 1 80 mm YEI – 2 90 mm YEI – 1	Blowing	Bekum - 1 Bekum - 2 Bekum - 3 Bekum - 4 Bekum - 5 Tahara - 1 Tahara - 2 Tahara - 3 Tahara - 4
PVC	CMT 58 CMT 68 PPI 77 PPI 90		Ardor Fongkee 55 - 1 65 - 1
Injection Moulding Plant			
Section	Machine	Section	Machine
IWASAKI	PM - 1 Nissei PM - 2 Nissei PM - 3 Nissei PM - 4 Nissei PM - 5 Nissei PM - 6 Nissei PM - 7 Nissei PM - 8 Nissei PM - 9 Nissei PM - 10 Nissei PM - 11 Nissei PM - 12 Nissei PM - 14 Nissei PM - 15 Nissei PM - 16 Nissei PM - 17 Nissei PM - 18 Nissei PM - 19 Nissei PM - 20 Nissei PC - 51 Nissei PC - 52 Nissei PC - 53 Nissei PC - 54 Nissei PC - 55 Nissei PC - 56 Nissei PC - 57 Nissei PC - 58 Nissei 40 OZ JSW 60 OZ JSW 125 OZ Natco 140 OZ Natco 200 A OZ Nissei 200 B OZ Nissei 260 OZ Natco PC - 51 Nissei PC - 52 Nissei PC - 53 Nissei PC - 54 Nissei PC - 55 Nissei PC - 56 Nissei PC - 57 Nissei PC - 58 Nissei	PPC/PCC	PM - 21 Nissei PM - 22 Nissei PC - 29 Nissei PC - 30 JSW PC - 39 KF PC - 40 Jon Wai PC - 41 Natco PC - 42 Jon Wai PC - 43 Jon Wai PC - 44 Jon Wai PC - 45 Jon Wai PC - 46 Nissei PC - 41 Natco PC - 42 Jon Wai PC - 47 Nissei PC - 48 Nissei PC - 49 Nissei PC - 50 Nissei
		PET	75 – 1,2,3 90 – 1 90 – 2 100 – 1 100 – 2 100 – 3 100 – 4 100 – 5 Aoki 250 LL Aoki 250 LL Aoki 250 LL
Thermoforming Plant			
		Extrusion	E2 – Wellex E2 – Taiwan E3 – Taiwan
		Thermoforming	T1 – Dipiemme T2 – Dipiemme T3 – Illig T4 – Illig T5 – Illig T6 – Illig T7 – Illig T8 – Illig T9 – Illig

	40 OZ JSW		V1 – Taiwan
Rimming	R1 – Dipiemme R2 – Illig R3 – Dipiemme	Printing	P1 – Moss P2 – Omso P3 – Osmo

### *Buildings and Leasehold Improvements*

Since the company stopped the operation and focused in leasing the warehouses here are the lists of lessees for the 4<sup>th</sup> Quarter of 2022:

No.	Name of Lessee	Co.	Area	Contract Period	Quarterly Rental
1	SMYPC - MANILA GLASS PLANT - bldg 22-A	ICC	1,134	01/01/22-12/31/22	318,938
2	SMYPC - MANILA GLASS PLANT - bldg 22-B	ICC	1,134	01/01/22-12/31/22	318,938
3	CRISTINE GUEVARRA - bldg 34A	ICC	2,000	10/01/22-09/30/23	270,000
4	JESSIE LYN TAJALE - bldg 44	ICC	2,800	01/01/22-12/31/22	750,000
5	GRACEFUL LOGISTICS -open space 10	ICC	2,000	05/15/22-05/14/23	330,000
6	STA RITA 168 BUILDERS CORP – open space 9	ICC	2,260	02/01/22-01/31/23	305,100
7	ULTIMATE STAR INT’L CARGO SERVICES, INC. - yard	ICC	750	10/12/22-10/11/23	120,536
8	TRIPLE J and A TRADING, INC. – Bldg 37	ICC	1,080	12/01/22-11/30/23	115,714
9	ABS ALL BEST SUPPLIES, INC. – Bldg 37 yard	ICC	400	12/01/22-11/30/23	19,643
10	OYTANA TRUCKING & LOGISTICS, INC. – bldg. 11 yard	KCC	1,000	06/01/22-05/31/23	165,000
11	SAN MIGUEL BREWERY INC - bldg 23	PPC	3,105	05/01/22-04/30/23	831,696
12	SAN MIGUEL BREWERY INC - shipping yard	PPC	1,430	05/01/22-04/30/23	236,250
13	SAN MIGUEL BREWERY, INC - bldg 25 open yard	PPC	1,500	04/01/22-03/31/23	82,605
14	JHSA CORP - bldg 23 open space	PPC	35	01/01/22-12/31/22	15,000
15	GOCHEMBROS CORP - bldg 26	PPC	524	01/01/22-12/31/22	147,375
16	FUDSOURCE CORPORATION - bldg 19	PPC	1,050	01/15/22-01/15/23	295,313
17	HIGANTIS CONTRACTOR CORP - bldg 18	PPC	698	08/01/22-07/31/23	195,238
18	RDB TECSON & ASSOCIATES - bldg 24	PPC	1,476	04/01/22-03/31/23	434,893
19	RDBT CONSTRUCTION CORP - bldg 24 open space	PPC	216	04/01/22-03/31/23	34,714
20	LACOTA E-COMMERCE CORP. – bldg. 29	PPC	882	11/01/22-10/31/23	189,000
21	GMA NETWORK, INC.	PPC	-	10/13/22-10/13/22	65,421

### **3.) Risks**

The Group is exposed to a variety of financial risk which results from both its operating and financing activities. The Group’s risk management is coordinated with the Group, in close cooperation with the Board of Directors, and focuses on actively securing the short-term cash flows by minimizing the exposure of financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

The most significant financial risks to which the Group is exposed to are described below:

#### a) Credit risk

Credit risk refers to the risk that counterparty will default its contractual obligation resulting in financial loss to the Group. The Group’s credit risk is primarily attributable to its financial assets which composed of cash, trade and other receivables, instalment contract receivables and advances to related parties.

The Group’s exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amount of these instruments, as summarized below:

#### *Credit risk exposure*

The Group’s maximum exposure to credit risk without taking into account any collateral held or other credit enhancements arises from the carrying amount financial assets recognized in the consolidated statements of financial position.

In order to minimize credit risk, the Group has developed and maintained internal credit risk gradings to categorize exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

The Group's current credit risk grading framework is as follows:

Category	Description	Basis for recognizing ECLs	Base	Minimum Allowance for credit losses	Stage
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECL	0%	0%	1
Doubtful	Amount is 1-30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL - not credit impaired	25%	1%	2
	Amount is 31-90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	25%	5%	2
	Amount is 91-180 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	25%	10%	2
	Amount is 181-360 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	25%	25%	2
In default	Amount is over 1 year to 2 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	50%	25%	3
	Amount is over 2 years to 3 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	100%	25%	3
	Amount is over 3 years to 5 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL - not credit impaired	100%	50%	3
Write off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is write off	100%	100%	3

The maximum credit risk exposure of the financial assets is the carrying amount of the financial assets shown on the face of statement of financial position, as summarized below:

		December 31, 2022			
		Basis of recognizing ECL	Gross Carrying Amount	Loss allowance	Net carrying amount
Cash in bank	(a)		₱8,714,752	₱-	₱8,714,752
Receivables	(b)	Lifetime ECL	111,220,085	(81,472,858)	29,747,227
Advances to related parties	(b)	Lifetime ECL	154,685,255	(129,010,691)	25,674,564
<b>Total</b>			<b>₱274,620,092</b>	<b>(₱210,483,549)</b>	<b>₱64,136,543</b>

		December 31, 2021			
		Basis of recognizing ECL	Gross Carrying Amount	Loss allowance	Net carrying amount
Cash in bank	(a)		₱9,569,982	₱-	₱9,569,982
Receivables	(b)	Lifetime ECL	123,808,263	(86,474,558)	37,333,705
Advances to related parties	(b)	Lifetime ECL	162,685,516	(132,103,302)	30,582,214
<b>Total</b>			<b>₱296,063,761</b>	<b>(₱218,577,860)</b>	<b>₱77,485,901</b>

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

### Cash in bank

The credit risk for cash in bank is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Cash in banks are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of ₱500,000 for every depositor per banking institution.

### Trade and other receivables

Credit risk arising from rental income from leasing of buildings is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants. For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. The Group has applied simplified approach to measure the loss allowance using management's adopted policy on ECL on trade and other receivables. The Group has applied simplified approach to measure the loss allowance using management's adopted policy on ECL on trade and other receivables.

### Advances to related parties

For advances to related parties, the Group has applied the simplified approach to measure the loss allowance using management's adopted policy on ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

To measure the ECL, trade and other receivables, and advances to related parties have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade and other receivables and advances to related parties are a reasonable approximation of the loss rates for the financial asset.

On that basis, the loss allowance as at December 31, 2022 and 2021 was determined based on the Group's credit risk grading, as follows for trade and other receivables and advances to related parties.

December 31, 2022	ECL Rate	Gross Amount		Total	Lifetime ECL
		Receivables	Advances to related parties		
Performing	0%	₱638,317	₱348,197	₱986,514	₱-
Doubtful					
1-30 days	0.25%	341,200	-	341,200	853
31-90 days	1.25%	132,240	240	132,480	1,656
91-180 days	2.50%	121,880	-	121,880	3,047
181-360 days	6.25%	370,432	1,533,056	1,903,488	118,968
In Default					
1-2 years	12.50%	267,008	45,024	312,032	39,004
2-3 years	25%	-	500	500	125
3-5 years	50%	55,877,462	47,698,238	103,575,700	51,787,850
Write off	100%	53,471,546	105,060,000	158,531,546	158,531,546
		₱111,220,085	₱154,685,255	₱265,905,340	₱210,483,049

December 31, 2021	ECL Rate	Gross Amount		Total	Lifetime ECL
		Receivables	Advances to related parties		
Performing	0%	₱1,079,587	₱1,853,854	₱2,933,441	₱-
Doubtful					
1-30 days	0.25%	300,674	-	300,674	752
31-90 days	1.25%	290,518	-	290,518	3,631
91-180 days	2.50%	642,280	1,000,000	1,642,280	41,057
181-360 days	6.25%	1,248,861	-	1,248,861	78,054
In Default					
1-2 years	12.50%	-	935,515	935,515	116,939
2-3 years	25%	324,906	66,844	391,750	97,938
3-5 years	50%	67,253,199	53,769,303	121,022,502	60,511,251
Write off	100%	52,668,238	105,060,000	157,728,238	157,728,238
		₱123,808,263	₱162,685,516	₱286,493,779	₱218,577,860

The management continues to review trade and other receivables and advances to related parties for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.

Impaired accounts represent account of third parties and related parties that have not paid for a long time and for which the Group believes that a portion of the receivables may not be collected. The allowance is estimated based on the Group's estimate for accounts which it believes may no longer be collected.

(b) Equity Price Risk

Equity Price Risk is the risk that the fair value of equity instrument decreases as a result of changes in the value of individual stocks. The Group's exposure to equity price risk arises from investments held by the Group and classified in the Group's statements of financial position as financial asset at FVOCI.

Equity instruments designated at FVOCI in unquoted price are held for strategic rather than trading purposes. The Group does not actively trade these investments.

If the price of the financial assets at FVOCI had been 10% higher/lower other comprehensive income for the years ended December 31, 2022 and 2021 would decrease/increase by ₱1,250,000.

(c) Liquidity Risk

The Group's policy is to maintain a balance between continuity of funding through cash advances from related parties.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table below has been drawn up based on undiscounted cash flow of financial liabilities based on earliest date on which the Group can be required to pay.

December 31, 2022	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
Accounts payable and other liabilities*	₱-	₱4,400,445	₱-	₱4,400,445
Lease liability	-	143,349	48,323	191,672
Advances from related parties	427,626,039	-	-	427,626,039
Advances from lessees	-	3,631,755	-	3,631,755
Borrowings	-	413,082	-	413,082
	<b>₱427,626,039</b>	<b>₱8,588,631</b>	<b>₱48,323</b>	<b>₱436,262,993</b>

\*excluding government liabilities

December 31, 2021	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
Accounts payable and other liabilities*	₱-	₱5,040,743	₱-	₱5,040,743
Lease liability	-	41,806	-	41,806
Advances from related parties	440,905,301	-	-	440,905,301
Advances from lessees	-	6,327,584	-	6,327,584
Borrowings	-	375,911	413,082	788,993
	<b>₱440,905,301</b>	<b>₱11,786,044</b>	<b>₱413,082</b>	<b>₱453,104,427</b>

\*excluding government liabilities

Substantial portion of the Group's financial liabilities consist of advances from related parties. There is no specific term of advances agreed with the related parties. The Group does not expect to pay its liabilities with related parties nor expect related parties to collect within twelve (12) months after the reporting date. Furthermore, advances from affiliates and stockholders were settled through assignment and offsetting among the Group.

(e) Capital Risk Objective and Management

The Group's objectives when managing capital are to safeguard the Parent Company's ability to continue as a going concern, so that it can continue to provide returns for stockholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group defines capital as share capital and deficit for the purpose of capital management.

Consistently with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total liabilities as shown in the consolidated statements of financial position less cash. Total capital is calculated as Equity as shown in the consolidated statements of financial position plus Net debt.

Gearing ratio compares some form of owner's equity to borrowed funds. It is a measure of financial leverage demonstrating the degree to which the Parent Company's activities are funded by owner's funds versus creditors' funds.

In 2022, the Group's strategy, which was unchanged from 2021, was to keep the gearing ratio below 50% as proportion to net debt to capital. The gearing ratios as at December 31 were as follows:

	2022	2021
<b>Debt</b>	<b>₱437,872,855</b>	₱454,638,725
<b>Cash</b>	<b>(8,734,752)</b>	(9,589,982)
<b>Net debt</b>	<b>429,138,103</b>	445,048,743
<b>Equity</b>	<b>1,200,149,088</b>	1,202,859,132
<b>Total Capital</b>	<b>1,629,287,191</b>	1,647,907,875
<b>Gearing ratio</b>	<b>0.26%</b>	0.27%

The Parent Company is subject to externally imposed capital requirement amounting to ₱6,250,000 which is the minimum paid-up capital requirement of SEC for mining companies. As at December 31, 2022 and 2021, the Parent Company is in compliance with this externally imposed capital requirement.

On the other hand, the Parent Company's subsidiaries are not subject to any externally imposed capital requirements.

#### 4.) Legal Proceedings

A. *G.R. No. 249337 entitled, "WATERFRONT PHILIPPINES, INC. (WPI), WELLEX INDUSTRIES, INC. (WII), AND THE WELLEX GROUP, INC. (TWGI) vs. SOCIAL SECURITY SYSTEM (SSS)", pending before the Supreme Court*

On September 7, 1999, the BOD approved the execution of a third-party real estate mortgage on the Group's properties located in Quezon City with an actual area of 6,678 square meters to secure the loan of Waterfront Philippines, Incorporated (WPI), an affiliate, with the Social Security System (SSS) amounting to ₱375 million. In 2003, SSS foreclosed the asset mortgaged in the amount of ₱198,639,000.

The Group filed a civil case against SSS on the foreclosed property claiming for sum of money and damages in the amount of ₱500 million. On January 12, 2015, the contract of loan and real estate mortgage were declared null and void by the RTC. Thus, WPI was directed to return the amount of ₱375 million to SSS and for SSS to return the properties and shares used as collateral. SSS filed an appeal to the Court of Appeals.

On August 30, 2019, the Court of Appeals issued its Decision reversing the RTC's Decision dated January 13, 2015 and Order dated May 11, 2015. The CA declared that the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" and the extra judicial foreclosure sale of the Green Meadows properties covered by Transfer Certificate of Title Nos. N-153395 and N-153396 are valid. The CA ordered WPI to satisfy the deficiency under the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" in the sum of ₱841,567,136.85 due to SSS as of April 30, 2010. This obligation shall earn the stipulated interest and penalty charges, in accordance with the terms and conditions of the

October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock", computed from April 30, 2010 until finality of the Decision.

On October 4, 2019, WPI filed a Petition for Review on Certiorari before the Supreme Court (SC). The SC in its decision dated July 6, 2021 granted the petition and the CA's Decision dated August 30, 2019 was reversed and set aside. SSS filed its Motion for Reconsideration dated January 28, 2022 praying the dismissal of WPI's Petition for Certiorari. On February 2, 2022, the Office of the Solicitor General filed a Manifestation stating that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the Covid-19 pandemic.

On 04 May 2022, WPI, et al., filed a Comment to Respondent's Motion for Reconsideration with Motion to Admit. On September 21, 2022, the SC issued a resolution denying SSS's Motion for Reconsideration with finality. On December 20, 2022, the SC issued an Entry of Judgment.

As of now, the parties are preparing their compliance with the SC's decision dated July 6, 2021 with respect to the computation of total loan and interest to be paid by WPI to SSS and processing the transfer of foreclosed property back to WIN with corresponding rentals.

*B. Wellex Industries, Inc. (formerly known as Republic Resources and Development Corporation) v. Macquarie Green Properties, Inc., et al., Civil Case No. 3185-19 SM (For: Annulment of Public Auction Sale, Reconveyance, Cancellation and Reinstatement of Title and Damages), Regional Trial Court (RTC), Branch 75, San Mateo, Rizal*

On June 24, 2019, the Group filed a civil case for annulment of public auction reconveyance, cancellation and reinstatement of title and damages with the Regional Trial Court of San Mateo Rizal (RTC). The complaint filed was dismissed by the RTC through the Resolution dated October 30, 2019 for failure of the Group to pay the full jurisdictional amount. The Group filed Motion for Reconsideration arguing that it was ready and willing to pay the full jurisdictional amount had the Office of the Clerk of Court (OCC) made the proper assessment, which was its duty and in which assessment plaintiff merely relied on. The Group also argues that the rule on the payment of docket fees should apply by analogy since the deposit required is also a jurisdictional amount and, accordingly, should be given time to pay the deposit upon reassessment by the OCC. On February 10, 2020, the Motion for Reconsideration was dismissed for lack of merit.

On March 13, 2020, the case was escalated to the Supreme Court by filing a Petition for Review on Certiorari with the grounds that the RTC resolved the case in a way not in accord with the law and with the applicable decisions of the Supreme Court. Instead of dismissing the instant case, the RTC should have directed the Office of the Clerk of Court to assess the deposit, or the petitioner to make the correct deposit, required under Section 267 of R.A. 7160, consistent with the rule on the payment of jurisdictional amounts. On September 2, 2020, the Supreme Court denies the Petition for Review on Certiorari.

On October 27, 2020, the Group asked Supreme Court to consider the Resolution promulgated on September 2, 2020 and to issue another reversing and setting aside the resolution dated October 30, 2019, and the resolution dated February 10, 2020 issued by the RTC, and directing the office of the clerk of Court of the RTC of San Mateo, Rizal to assess the filing fees and the amount of deposit and interest that should be paid by petitioner, and directing the RTC, Branch 75 of San Mateo, Rizal to reinstate the instant case.

On March 11, 2021, the Group received the notice from the Supreme Court dated January 25, 2021, denying the Motion for Reconsideration but before the Group can refile the case with the RTC, the Group received an offer from certain individuals to assume the above subject properties on an as-is-where-is basis on an exchange for their properties near the same location. The estimated values of the swapped properties are approximately the same. In order to avoid additional costs of a lengthy court dispute, the BOD has decided to accept the offer of asset-swap in a special meeting held on December 17, 2021.

On February 23, 2022, the Group and these individuals entered into a Memorandum of Agreement whereby the parties have voluntarily agreed, by and between themselves, to exchange their respective properties, on as-is-where-is basis. Documentation is currently in process.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

***A copy of the Audited Financial Statements as of December 31, 2022 and Unaudited Second Quarter of 2023 Financial Statements are herein attached.***

### **PLAN OF OPERATION**

Years ago, the company ceased its downstream plastic manufacturing and commercial operations due to high production costs and stiff competition from Chinese imports. The focus of the company's operations was shifted to leasing out its warehouse facilities. The company has, since then, reorganized its operations and its warehouses are currently almost fully occupied by tenants despite the difficulties brought about by the pandemic.

The Company will re-enter the real estate market, repositioning its 21-hectare industrial estate in Valenzuela City into a mixed-use project. The Company will also seek the development of industrial estates/subdivisions in new locations, for which it has already gained sufficient expertise with its existing operations.

Because the government has declared that mining entities will be allowed to renew operations in order to jump-start the economy, the Parent Company has started to re-study the acquisition of mining companies with existing Mineral Product Service Agreement (MPSA) with the Mines and Geosciences Bureau (MBG). This is in the hope that the acquired operations will ride on the business uptick in the industry. Both metal and non-metal operations, including target companies involved in construction aggregates will be evaluated in greater detail. The company will of course, fully comply with stringent requirements of the Department of Environment and Natural Resources (DENR).

#### **Projected Plan for The Next Twelve (12) Months:**

The Company did not pursue the Agreement with Avida Land Corporation (ALC) for the development of our 21-hectare property in Valenzuela City. The project will now be undertaken in joint venture with Philippine Estate Corporation (PHES), an affiliate, and will involve the conversion of the industrial estate into a mixed-use hub with complimentary commercial, office and residential zones. The Company are certain that this shift in character will greatly increase the value of the company's property and will encourage the development and growth of a new Central Business District for Valenzuela City.

#### ***Business and Operations***

Based on current operation, the Company's cash requirements can be generated internally from rental income from the remaining lease contracts. The management believes that resources are sufficient for projected leasing plans for the next twelve months. However, should there be an opportunity for an interesting business acquisition as related above, there might be a need to raise funds via a stock rights offering with the local course. In any case, the Group has substantial amount of trade receivables and receivables from related parties which are realizable upon demand.

#### ***Project Research and Development***

The group will also explore new business opportunities in the development of industrial estates, and to this end, ocular inspections for suitable raw land for development into industrial estates are being carried out in Cavite, Laguna, Batangas and Bulacan. Discussions have been carried out with local government city planning officials in order to determine which sites are candidates for long-term success, and we are in constant communication with urban planners and construction engineers in order to fully understand the financial feasibility models for the development of these industrial estates.

#### ***Manpower and Capital Asset Requirements***

Project manpower will be outsourced when needed. Technical and managerial plantilla positions will be filled when future operations commence in either the mining sector or industrial estate development. A capital-infusion and build-up program will address the group's financial standing, the size and timing of which will be directly related to the planned entry into new business endeavors.

The waning influence of the COVID-19 virus had led to a resurgence of global travel and renewed business interest in the Philippines. Despite the economic turbulence brought about by the war in Ukraine, management is still optimistic that the economy growth is coming soon especially with influx of inquiries by foreign investor groups in the mining and energy sectors.



## **Financial Highlights**

The following table shows the comparative operating data and financial statements of the Company for the years ending December 31, 2022, 2021, 2020 and 2019.

	<b>As of December 31 (Amounts in Php '000)</b>			
	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>Income Statement</b>				
Rental Income	<b>₱20,048</b>	₱23,858	₱29,883	₱29,530
Direct cost and Expense	<b>(12,565)</b>	(9,469)	(13,024)	(14,003)
Operating Expense	<b>(17,614)</b>	(23,527)	(23,262)	(19,337)
Loss from Continuing Operations	<b>(10,131)</b>	(9,138)	(6,403)	(3,810)
Other income (expenses)	<b>8,253</b>	5,868	45,719	(35,479)
Income tax expense – current & deferred	<b>(832)</b>	(263)	(3,473)	(2,670)
Net Income (Loss) for the year	<b>(2,710)</b>	(3,533)	35,843	(41,959)
Earnings (Loss) Per Share	<b>(0.0008)</b>	(0.0011)	0.0109	(0.0128)
<b>Balance Sheet</b>				
Current Assets	<b>55,711</b>	63,388	72,504	69,586
Noncurrent Assets	<b>1,582,311</b>	1,594,109	1,593,690	1,606,488
Total Assets	<b>1,638,022</b>	1,657,497	1,666,194	1,676,074
Current liabilities	<b>9,317</b>	12,518	12,388	11,392
Noncurrent liabilities	<b>428,556</b>	442,120	447,414	494,133
Stockholder's equity	<b>1,200,149</b>	1,202,859	1,206,392	1,170,549
Total Liabilities & Equity	<b>₱1,638,022</b>	₱1,657,497	₱1,666,194	₱1,676,074

## **Calendar Year Ended December 31, 2022 vs. Calendar Year Ended December 31, 2021**

### **The Top Five (5) Key Performance Indicators**

The Company and its subsidiaries determine their performance on the following five (5) key performance indicators.

1. Revenue Growth – the company gauge its performances by determining rental income and the number of tenants for the year. For the year ended December 31, 2022, the Group has an average of ₱954,656 rental income per tenant (with 21 areas being leased out) or a decrease of ₱536,454 or 35.98% as compared to last year with ₱1,491,110 rental income per tenant (with 16 areas being leased out). The company was able to manage its rental rate when areas being leased out is lower.
2. Receivables – the company assesses the collection receivables and management of credit line by determining the past due ratio done thru the aging receivables. The company considers receivables over 60 days as past due. This is derived by dividing past due receivables by the total outstanding receivable.
3. Gross Profit Margin – this is derived by dividing the gross profit over the revenues amount.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations.
5. Advances by the Affiliates – this is to determine, how much the obligations of the company of which, are the affiliated companies are the responsible in paying that liabilities.

<b>Indicator</b>	<b>2022</b>	<b>2021</b>
Revenue	<b>(35.98%)</b>	4.78%
Receivables (Past Due Ratio)	<b>99.45%</b>	98.65%
Gross Profit Rate	<b>37.33%</b>	21.03%
Working Capital	<b>597.95%</b>	506.36%
Advances Ratio	<b>0.00%</b>	0.00%

For the year 2022, all working capital requirements came from the rental income generated by the subsidiaries and advances from affiliates.

## CHANGES IN RESULTS OF OPERATION

### Revenues and Earnings per share

Total revenues for the year 2022 and 2021 are ₱20.0M and ₱23.9M, respectively. The Group has ceased manufacturing and commercial operations since 2002 and currently disposed to lease out its warehouse facilities. Due to these circumstances, revenue for the year decreased by ₱3.8M or 15.97%. As of December 31, 2022, the Group has eighteen (18) tenants occupying 21 areas.

Earnings (loss) per share comparisons from year 2021 and 2020 as follows: (₱0.008) and (₱0.0011) respectively.

### Cost and Expenses

Total expenses as reflected on the table consist of direct cost, operating expenses and other income (expenses) and finance cost

Direct cost consists primarily of depreciation, security services, repairs and maintenance, property taxes and insurance. Direct cost for 2022 increased by ₱3.1M or 32.69% as compared to last year due to the net effect of lower property taxes paid for the current year by ₱0.9M and higher security services by ₱1.4M, higher repair and maintenance by ₱2.2M, higher depreciation by ₱0.3M and minimal movements in insurance.

Total operating expenses for 2022 decreased by ₱5.9M or 25.13% with net effect of increased in salaries by ₱0.8M, decreased in taxes and licenses by ₱0.3M, decreased in depreciation by ₱1.0M, increased in communication, light and power by ₱0.1M, decreased in security services by ₱1.0M, decreased in commission by ₱0.1M, decreased in repairs and maintenance by ₱3.7M and decrease in miscellaneous by ₱0.7M.

The Group also reported an other income (loss) amounting to ₱9.0M and ₱6.5M in 2022 and 2021, respectively. Movements in other income/(loss) were mainly due to increase in reversal in ECL for trade and receivables and advances to related parties by ₱2.6M.

## CHANGES IN FINANCIAL CONDITION

### Current Assets

#### *Cash*

The Group's cash in 2022 decreased by ₱0.9 million or 8.92% as compared to last 2021 due to the following activities: (a) net cash provided by operating activities is ₱1.5 million, (b) net cash provided by investing activities is ₱8.9 million and (c) net cash used in financing activities ₱11.2 million.

#### *Receivables*

This account consists of trade, advances to third parties, rental, reimbursable utilities expenses from tenants of PCIC and others. Rental receivables are collectible monthly based on terms of the contract. Total trade and other receivables amounted to ₱29.7M and ₱37.3M in 2022 and 2021, respectively. In 2022, trade and other receivables decreased by ₱7.6M or 20.3% due to decrease in trade receivable by ₱10.9M, increase in advances to third parties by ₱0.6M, decrease in rent receivable by ₱2.4M and increase in other receivable by ₱0.04M. Allowance for ECL was also decreased by ₱5.0M due to reversal.

#### *Prepaid expenses and other current assets*

Recorded balances of this account is ₱17.2M and ₱16.4M as of December 2022 and 2021, respectively. This account increased by ₱0.8M or 4.64% due to recognition of creditable withholding taxes by ₱0.3M and input VAT by ₱0.5M. The carrying amounts of the creditable withholding tax and input taxes are reduced to the extent that they are no longer probable that sufficient income tax due and revenue subject to VAT, respectively, will be available to allow all or part of the creditable withholding and input taxes to be utilized.

As of December 31, 2022, no provision for impairment has been recorded since management believes that the accounts are fully realizable.

## **Noncurrent Assets**

### *Advances to Affiliates*

This account consists of advances made by the company to finance the working capital requirements of its subsidiaries.

The recorded balance as of December 31, 2022 and 2021 amounted to ₱25.7 million and ₱30.6 million, respectively. Decreased by ₱4.9 million or 16.05% was due to offsetting arrangements to settle intercompany receivables and payables.

### *Investment Properties*

This account consists of land, land improvements and buildings and improvements held primarily to earn rentals and for capital appreciation and future development. The land and buildings and improvements were situated in Valenzuela, Metro Manila and Rodriguez (formerly Montalban) Rizal. A portion of the Land with an aggregate amount of ₱6,484,935 as at December 31, 2022 and 2021 was under litigation. A decreased in the Investment Properties by ₱2.9 million or 0.28% was mainly due to depreciation.

The fair values are based combination of appraisal done by an independent appraiser on various dates in 2022 and using the market approach, in which the fair value is based on prices recently paid for similar assets, with adjustment made to the indicated market prices to reflect condition and utility of the appraised asset relative to the market comparable.

The fair values of the land were arrived using the sales comparison approach. The comparative approach, considers the sales of similar or substitute properties and related market data, and establishes a value estimate by process involving comparison. The value of the building and improvements was arrived at using the cost approach. In the cost approach, an estimate is made of the current replacement/reproduction cost, new of the replaceable property in accordance with the prevailing market prices for materials, equipment, labor, contractor's overhead, profit, fees and all other attendant costs associated with its acquisition, installation and construction in place, but without provision for overtime or bonuses for labor and premiums for materials.

### *Interest in a Joint Operation*

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp.(PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners with Philippine Estates Corporation (PHES), as Developer. Under the agreement, the owners contributed land with an approximate area of 29.56 hectares located in Canumay, Valenzuela City, whereby PHES will develop into industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of shall constitute the owners share, divided proportionately to the areas of property contributed.

The Group's land is carried at cost, less accumulated impairment loss. The fair value of land is determined using the combination of income capitalization approach, cost approach and market approach.

As at December 31, 2022 and 2021, outstanding receivable from PHES amounted to ₱10,897,335, which pertains to the Group's share in the sale of lot, net of expenses.

No liabilities, revenue and expenses recognized in relation to the joint venture in 2022 and 2021.

### *Property and Equipment*

This consists of buildings and improvements, machinery and equipment, transportation equipment and tools and furniture and fixtures of PCIC subsidiaries used for the manufacture of plastic products and food processing. As of December 2022 and 2021, total property and equipment is ₱1.1M and ₱1.8M or a decreased by ₱0.7 million or 39.69% was mainly due to additional depreciation and reversal of right-of-use asset which pertains to expired lease contract.

Total depreciation charged to operating expenses amounted to ₱1.0M, ₱1.4M and ₱1.5M in 2022, 2021 and 2020, respectively.

Fully depreciated property and equipment still in use as of December 31, 2022 and 2021 amounted to ₱530.6M

#### *Other Assets*

This consists mainly of Refundable Deposits. An amount of ₱0.1M and ₱0.1M was recorded in year 2022 and 2021, respectively.

#### **Current Liabilities**

##### *Accounts Payable*

This account consists of trade payables to various suppliers of PCIC subsidiaries, deferred rental and government liabilities.

The amount recorded in year 2022 and 2021 are ₱5.1M and ₱5.8M, respectively or a decreased by ₱0.7M or 11.18% due mainly to the following: decrease in accounts payable by ₱0.3M and decreased in deferred rental by ₱0.4M.

##### **Advances from Lessee**

Lease contracts include payment of advance rental by the lessee which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period, less any corresponding obligation and damages. Outstanding advances from lessees amounted to ₱3,631,755 and ₱6,327,584 as at December 31, 2022 and 2021, respectively.

##### **Advances from Related Parties**

This represents non-interest bearing cash advances extended by the affiliates and stockholders to the Company and its subsidiaries for working capital requirements. A decreased of ₱13.3M or 3.01% was due to payments made to related parties in 2022.

##### **Lease Liability**

The present value of lease liability – current amounted to ₱143,349 and ₱41,806 in 2022 and 2021, respectively, or with an increase by ₱101,543 or 243.89% while the present value of lease liability – noncurrent amounted to ₱48,323 and nil in 2022 and 2021, respectively.

##### **Borrowings**

On December 5, 2020, the Group secured a chattel mortgage agreement with a local bank to finance the purchase of delivery trucks. In 2022, the group recorded borrowings – current amounting to ₱0.4M and noncurrent is nil.

#### **Calendar Year Ended December 31, 2021 vs. Calendar Year Ended December 31, 2020**

##### **The Top Five (5) Key Performance Indicators**

The Company and its subsidiaries determine their performance on the following five (5) key performance indicators.

1. Revenue Growth – the company gauge its performances by determining rental income and the number of tenants for the year. For the year ended December 31, 2021, the Group has an average of ₱1,491,110 rental income per tenant (with 16 areas being leased) or an increase of ₱68,122 or 4.78% as compared to last year (with 21 areas being leased out).
2. Receivables – the company assesses the collection receivables and management of credit line by determining the past due ratio done thru the aging receivables. The company considers receivables over 60 days as past due. This is derived by dividing past due receivables by the total outstanding receivable.
3. Gross Profit Margin – this is derived by dividing the gross profit over the revenues amount.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations.
5. Advances by the Affiliates – this is to determine, how much the obligations of the company of which, are the affiliated companies are the responsible in paying that liabilities.

<b>Indicator</b>	<b>2021</b>	<b>2020</b>
Revenue	<b>4.78%</b>	1.19%
Receivables (Past Due Ratio)	<b>98.65%</b>	98.08%

Gross Profit Rate	<b>21.03%</b>	44.08%
Working Capital	<b>506.36%</b>	585.27%
Advances Ratio	<b>0.00%</b>	0.00%

For the year 2021, all working capital requirements came from the rental income generated by the subsidiaries and advances from affiliates.

## CHANGES IN RESULTS OF OPERATION

### Revenues and Earnings per share

Total revenues for the year 2021 and 2020 are ₱23.9M and ₱29.9M, respectively. The Group has ceased manufacturing and commercial operations since 2002 and currently disposed to lease out its warehouse facilities. Due to these circumstances, revenue for the year increased by ₱6.0M or 20.16%. As of December 31, 2021, the Group has thirteen (13) tenants occupying 16 areas. Rental rates were increased to cover overhead and fixed expenses.

Earnings (loss) per share comparisons from year 2021 and 2020 as follows: (₱0.0011) and ₱0.0109 respectively.

### Cost and Expenses

Total expenses as reflected on the table consist of direct cost, operating expenses and finance cost net of other income for each year.

Direct cost consists primarily of depreciation, security services, repairs and maintenance, property taxes and insurance. Direct cost for 2021 increased by ₱2.1M or 12.75% as compared to last year due to the net effect of lower property taxes paid for the current year by ₱0.7M and higher repairs and maintenance by ₱2.8M and minimal movements in insurance.

Total operating expenses for 2021 decreased by ₱5.4M or 27.69% with net effect of increased in salaries by ₱0.7M, increased in professional fee by ₱0.3M, increased in light and water by ₱0.4M, decreased in taxes by ₱3.3M, decreased in depreciation by ₱0.1M, decreased in miscellaneous by ₱3.4M and minimal movements in commission, SSS, Medicare and EC contribution, listing and maintenance fee, publication expense and transportation.

The Group also reported an other income (loss) amounting to ₱6.5M and ₱46.3M in 2021 and 2020, respectively. Movements in other income/(loss) were mainly due to gain on sale of investment and write-off of other assets recorded in 2021, increased in interest income – banks by ₱17,733, increase of interest income – advances by ₱892,842, net increased I reversal of ECL – receivables and advances to related parties by ₱3.5M and decreased in other charges by ₱2.4M.

## CHANGES IN FINANCIAL CONDITION

### Current Assets

#### Cash

The Group's cash in 2021 decrease by ₱6.6 million or 40.63% as compared to 2020 due to the following activities: (a) net cash provided in operating activities is ₱2.9 million; (b) net cash used in investing activities is ₱2.8 million and (c) net cash used in financing activities ₱6.6 million.

#### Receivables

This account consists of trade, advances to third parties, rental, reimbursable utilities expenses from tenants of PCIC and others. Rental receivables are collectible monthly based on terms of the contract. Total trade and other receivables amounted to ₱37.3M and ₱41.7M in 2021 and 2020, respectively. In 2021, trade and other receivables decreased by ₱4.3M or 10.39% due to increase in rental and utilities receivable by ₱0.9M. Advances to third parties represent receivable from a previously disposed subsidiary with a corresponding allowance for doubtful accounts. Advances to related parties decreased by ₱9.5M due to collections made. Allowance for ECL was also decreased by ₱4.4M.

#### Prepaid expenses and other current assets

Recorded balances of this account is ₱16.4M and 14.7M as of December 2021 and 2020, respectively. This account increased by ₱1.8M or 12.08% due to recognition of creditable withholding taxes by ₱1.3M and input VAT by ₱0.5M. The carrying amounts of the creditable withholding tax and input taxes are reduced to the extent that they are no longer probable that sufficient income tax due and revenue subject

to VAT, respectively, will be available to allow all or part of the creditable withholding and input taxes to be utilized.

As of December 31, 2021, no provision for impairment has been recorded since management believes that the accounts are fully realizable.

#### **Noncurrent Assets**

##### *Advances to Affiliates*

This account consists of advances made by the company to finance the working capital requirements of its subsidiaries.

The recorded balance as of December 31, 2021 and 2020 amounted to ₱30.6 million and ₱29.6 million, respectively. Decreased by ₱0.9 million or 3.16% was due to offsetting arrangements to settle intercompany receivables and payables.

##### *Investment Properties*

This account consists of land and buildings and improvements held primarily to earn rentals and for capital appreciation and future development. The land and buildings and improvements were situated in Valenzuela, Metro Manila and Rodriguez (formerly Montalban) Rizal are carried at revalued amounts as determined by an independent firm of appraisers. A portion of the Land with an aggregate amount of ₱6,484,935 as at December 31, 2021 and 2020 was under litigation. A decreased in the Investment Properties by ₱3.1 million or 0.30% was mainly due to depreciation.

No valuation of independent appraiser was conducted for the investment properties. The fair values were determined based on the market comparable approach that reflects recent transaction prices for similar properties. In estimating the fair values of the properties, the highest and best use of the properties is their current use. The fair value of investment properties amounted to ₱2,956,430,600 and ₱2,936,117,000 as at December 31, 2021 and 2020.

##### *Interest in a Joint Operation*

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp.(PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners with Philippine Estates Corporation (PHES), as Developer. Under the agreement, the owners contributed land with an approximate area of 29.56 hectares located in Canumay, Valenzuela City, whereby PHES will develop into industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of shall constitute the owners share, divided proportionately to the areas of property contributed.

The Group's land is carried at cost, less accumulated impairment loss. The fair value of land is determined using the combination of income capitalization approach, cost approach and market approach.

As at December 31, 2021 and 2020, outstanding receivable from PHES amounted to ₱10,897,335, which pertains to the Group's share in the sale of lot, net of expenses.

No liabilities, revenue and expenses recognized in relation to the joint venture in 2021 and 2020.

##### *Property and Equipment*

This consists of buildings and improvements, machinery and equipment, transportation equipment and tools and furniture and fixtures of PCIC subsidiaries used for the manufacture of plastic products and food processing. As of December 2021 and 2020, total property and equipment is ₱1.8M and ₱2.5M or decreased by ₱0.7 million or 29.79% was mainly due to additional furniture and fixtures purchased during 2021 and depreciation.

Depreciation and amortization are computed using the straight –line method over the estimated lives of the assets. The decreased was due to the depreciation provision during the year. At present, the Group has no contractual commitment to acquire property and equipment as at December 31, 2021 and 2020.

Total depreciation charged to operating expenses amounted to ₱1.4M, ₱1.5M and ₱5.9M in 2021, 2020 and 2019, respectively.

#### *Other Assets*

This consists mainly of Refundable Deposits. An amount of ₱0.1M and ₱0.1M was recorded in year 2021 and 2020, respectively.

#### **Current Liabilities**

##### *Accounts Payable*

This account consists of trade payables to various suppliers of PCIC subsidiaries, deferred rental and government liabilities.

The amount recorded in year 2021 and 2020 are ₱5.8M and ₱5.2M, respectively or an increased by ₱0.6M or 10.74%.

##### *Advances from Related Parties*

This represents non-interest bearing cash advances extended by the affiliates and stockholders to the Company and its subsidiaries for working capital requirements. A decreased of ₱4.9M or 1.10% was due to payments made to related parties in 2021.

##### *Advances from Lessee*

Lease contracts include payment of advance rental by the lessee which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period, less any corresponding obligation and damages. Outstanding advances from lessees amounted to ₱6,327,584 and ₱6,300,481 as at December 31, 2021 and 2020, respectively.

##### *Lease Liability*

The present value of lease liability – current amounted to ₱41,806 and ₱118,567 in 2021 and 2020, respectively, or with a decrease of ₱76,761 or 64.74% while the present value of lease liability – noncurrent amounted to nil and ₱41,806 in 2021 and 2020, respectively.

##### *Borrowings*

On December 5, 2020, the Group secured a chattel mortgage agreement with a local bank to finance the purchase of delivery trucks. In 2020, the group recorded borrowings – current amounting to ₱0.4M and noncurrent ₱0.4M.

#### **Calendar Year Ended December 31, 2020 vs. Calendar Year Ended December 31, 2019**

#### **The Top Five (5) Key Performance Indicators**

The Company and its subsidiaries determine their performance on the following five (5) key performance indicators.

1. Revenue Growth – the company gauge its performances by determining rental income and the number of tenants for the year. For the year ended December 31, 2020, the Group has an average of ₱1,422,988 rental income per tenant (with 21 areas being leased) or an increase of ₱16,775 or 1.19% as compared to last year (with 21 areas being leased out).
2. Receivables – the company assesses the collection receivables and management of credit line by determining the past due ratio done thru the aging receivables. The company considers receivables over 60 days as past due. This is derived by dividing past due receivables by the total outstanding receivable.
3. Gross Profit Margin – this is derived by dividing the gross profit over the revenues amount.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations.
5. Advances by the Affiliates – this is to determine, how much the obligations of the company of which, are the affiliated companies are the responsible in paying that liabilities.

<b>Indicator</b>	<b>2020</b>	<b>2019</b>
Revenue	<b>1.19%</b>	23.03%
Receivables (Past Due Ratio)	<b>98.08%</b>	91.45%
Gross Profit Rate	<b>44.08%</b>	52.58%
Working Capital	<b>585.27%</b>	610.84%
Advances Ratio	<b>0.00%</b>	0.00%

For the year 2020, all working capital requirements came from the rental income generated by the subsidiaries and advances from affiliates.

## **CHANGES IN RESULTS OF OPERATION**

### **Revenues and Earnings per share**

Total revenues for the year 2020 and 2019 are ₱29.9 million and ₱29.5 million, respectively. The Group has ceased manufacturing operations since 2002 and currently disposed to lease out its warehouse facilities. Due to these circumstances, revenue for the year increased by ₱0.4 million or 1.36%. As of December 31, 2020, the Group has twelve (11) tenants occupying 21 areas. Rental rates were increased to cover overhead and fixed expenses.

Earnings (loss) per share comparisons from year 2020 and 2019 as follows: ₱0.0109 and (₱0.0128) respectively.

### **Cost and Expenses**

Total expenses as reflected on the table consist of direct cost, operating expenses and finance cost net of other income for each year.

Direct cost consisted primarily of depreciation, security services, repairs and maintenance, property taxes and insurance. Direct cost for 2020 increased by ₱2.7 million or 19.32% as compared to last year due to the following movement; higher property taxes paid for the current year by ₱2.1 million, increased in depreciation expense by ₱0.5M and minimal movements in security expense, repairs and insurance.

Total operating expenses for 2020 increased in minimal amount by ₱0.2 million or 1.824% mainly due to the following: increased in taxes by ₱2.2M, decreased of salaries by ₱0.1M, increased in professional fee by ₱0.2M, decreased in depreciation by ₱4.4 million, decreased in light and water by ₱0.4M, decreased in commission by ₱0.5M, increased in listing and maintenance fee by ₱0.2M, increased of publication fee by ₱0.2M, increased in miscellaneous by ₱3.9M and minimal movements in security services, SSS, Medicare and EC contribution, transportation and office supplies expenses.

The Group also reported an other income (loss) amounting to ₱46.3M and (₱34.9M) in 2020 and 2019, respectively. Movements in other income/(loss) were mainly due to gain on sale of investment properties amounting to ₱46.7M, decreased in provision ECL for trade and other receivables by ₱18.8M, increased in reversal ECL for advances to related parties by ₱16.4M, increased in write-off other assets by ₱85,000 and decreased of miscellaneous income by ₱0.3M.

## **CHANGES IN FINANCIAL CONDITION**

### **Current Assets**

#### *Receivables*

This account consists of trade receivable from rental and related parties, advances to third parties and reimbursable utilities expenses from tenants of PCIC. Rental receivables are collectible monthly based on terms of the contract. Total trade and other receivables amounted to ₱41.7M and ₱43.7M in 2020 and 2019, respectively. In 2020, trade and other receivables decreased by ₱2.0M or 4.67% due to decreased in rental and utilities receivable by ₱2.5M. Advances to third parties represent receivable from a previously disposed subsidiary with a corresponding allowance for doubtful accounts. Advances to related parties decreased by ₱0.8M due to collections made.

#### *Prepaid expenses and other current assets*

Recoded balances of this account is ₱14.7M and ₱14.1M as of December 2020 and 2019, respectively. This account increased by ₱0.5 million or 3.65% due to recognition of creditable withholding taxes and input VAT incurred for the year. The carrying amounts of the creditable withholding tax and input taxes are reduced to the extent that they are no longer probable that sufficient income tax due and revenue subject to VAT, respectively, will be available to allow all or part of the creditable withholding and input taxes to be utilized.

As of December 31, 2020, no provision for impairment has been recorded since management believes that the accounts are fully realizable.



## **Noncurrent Assets**

### *Advances to Affiliates*

This account consists of advances made by the company to finance the working capital requirements of its subsidiaries.

The recorded balance as of December 31, 2020 and 2019 amounted to ₱29.6 million and ₱30.4 million, respectively. Decreased by ₱0.8 million or 2.63% was due to offsetting arrangements to settle intercompany receivables and payables.

### *Investment Properties*

This account consists of land and buildings and improvements held primarily to earn rentals and for capital appreciation and future development. The land and buildings and improvements were situated in Valenzuela, Metro Manila and Rodriguez (formerly Montalban) Rizal is carried at revalued amounts as determined by an independent firm of appraisers. A portion of the land with an aggregate amount of ₱6,484,935 as at December 31, 2020 and 2019 was under litigation. Decreased in the Investment Properties by ₱12.6 million or 1.22% was mainly due to disposal of properties (Note 8).

No valuation of independent appraisers was conducted for the investment properties. The fair values were determined based on the market comparable approach that reflects recent transaction prices for similar properties. In estimating the fair values of the properties, the highest and best use of the properties is their current use. The fair value of investment properties amounted to ₱2,936,117,000 and ₱1,433,021,485 as at December 31, 2020 and 2019.

### *Interest in a Joint Operation*

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp.(PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners with Philippine Estates Corporation (PHES), as Developer. Under the agreement, the owners contributed land with an approximate area of 29.5629 hectares located in Canumay, Valenzuela City, whereby PHES will develop into industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of shall constitute the owners share, divided proportionately to the areas of property contributed.

The Group's land is carried at cost, less accumulated impairment loss. The fair value of land is determined using the combination of income capitalization approach, coast approach and market approach.

As at December 31, 2020 and 2019, outstanding receivable from PHES amounted to ₱10,897,335, respectively, which pertain to the Group's share in the sale of lot, net of expenses.

No liabilities, revenue and expenses recognized in relation to the joint venture in 2020 and 2019.

### *Property and Equipment*

This consists of buildings and improvements, machinery and equipment, transportation equipment and tools and furniture and fixtures of PCIC subsidiaries used for the manufacture of plastic products and food processing. As of December 2020 and 2019, total property and equipment is ₱2.5M and ₱1.9M or an increased by ₱0.6 million or 34.13% was mainly due to additional trucks and furniture and fixtures purchased during 2020.

Depreciation and amortization are computed using the straight –line method over the estimated lives of the assets. The decrease is due to the depreciation provision during the year. At present, the Group has no contractual commitment to acquire property and equipment as at December 31, 2020 and 2019.

Total depreciation charged to operating expenses amounted to ₱1.5 million, ₱5.9 million and ₱7.5 million in 2020, 2019 and 2018, respectively.

### *Other Assets*

This consists mainly of Refundable Deposits. An amount of ₱0.18 million was recorded in year 2019 and 2018.

## **Current Liabilities**

### *Accounts Payable*

This account consists of trade payables to various suppliers of PCIC subsidiaries, deferred rental and government liabilities.

The amount recorded in year 2020 and 2019 are ₱5.2 million and ₱5.2 million, respectively or an increased by ₱0.6M or 34.13%

#### *Advances from Related Parties*

This represents non-interest bearing cash advances extended by the affiliates and stockholders to the Company and its subsidiaries for working capital requirements. A decreased by ₱47 million or 9.65% was due to payments made to related parties in 2020.

#### *Advances from Lessee*

Lease contracts include payment of advance rental by the lessee which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period, less any corresponding obligation and damages. Outstanding advances from lessees amounted to ₱6,300,481 and ₱6,192,985 as at December 31, 2020 and 2019, respectively.

#### *Lease Liability*

The present value of lease liability – current amounted to ₱118,567 and ₱40,090 in 2020 and 2019, respectively, or with an increase of ₱78,477 or 195.75% while the present value of lease liability non-current amounted to ₱41,806 and nil in 2020 and 2019, respectively with an increase of 100%

#### *Borrowings*

On December 5, 2020, the Group secured a chattel mortgage agreement with a local bank to finance the purchase of delivery trucks. In 2020, the group recorded borrowings-current amounting to ₱0.3M and noncurrent ₱0.8M.

### **(i) Summary of Material Trends, Events and Uncertainties**

#### **Plastic City Industrial Corporation and its Subsidiaries**

PCIC and its subsidiaries have ceased operations but have leased out their warehouse facilities. The intention of the Group is to continue its operations by focusing on “injection molding” due to its very encouraging prospect and which was shown to have a high viability rating that will contribute highly towards the Group's maximum operations and financial position. Management is continuously in search of reliable joint venture partners who have means to continue its operations.

Below is the list of legal matters of the Group, which are fully disclosed in Item 3, Legal Proceedings:

1. G.R. No. 249337 entitled, "Waterfront Philippines, Inc. (WPI), Wellex Industries, Inc. (WIN), and The Wellex Group, Inc. (TWGI) vs. Social Security System (SSS)", pending before the Supreme Court.
2. Wellex Industries, Inc. (formerly known as Republic Resources and Development Corporation) v. Macquarie Green Properties, Inc., et al., Civil Case No. 3185-19 SM (For: Annulment of Public Auction Sale, Reconveyance, Cancellation and Reinstatement of Title and Damages), Regional Trial Court (RTC), Branch 75, San Mateo, Rizal

### **(ii) Events that will Trigger Direct of Contingent Financial Obligation**

Since the Plastic City Industrial Corporation ceased in manufacturing and commercial operation there are no events that will trigger direct of contingent financial obligation that is material to Wellex Industries Inc. including any default or acceleration of an obligation.

### **(iii) Material Off-Balance Sheet Transactions, Arrangements, Obligations**

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of Wellex Industries Inc. with unconsolidated entities or other persons created during the reporting period. The present activity of the company is focused on reorganizing its operations in preparation for its new businesses.

### **(iv) Commitment For Capital Expenditures**

Since the Plastic City Industrial Corporation ceased manufacturing and commercial operations, there are no commitments on major capital expenditures.

### **(v) Any Known Trends, Events of Uncertainties (Material Impact on Net Sales / Net Income)**

The Group has ceased its manufacturing and commercial operations since 2002 and currently disposed to lease out its warehouse facilities. Rental Income recorded for the year 2022 compared to 2021 decreased by 15.97% since as of December 31, 2022, there are only eighteen (18) lessees occupying 21 areas such as the warehouses, shipyards, open spaces and extensions inside the Plastic City premise and with lower rental rates offered to encourage more tenants. During 2021, though with lower number of areas being leased out (16), the company managed to increase the rental rates to cover fixed and operating costs.

Current ratio (current assets over current liabilities) as of December 31, 2022 is 597.95% with current assets of ₱55.7M over ₱9.3M current liabilities. The Group's policy to address liquidity risk is to maintain a balance between continuity of funding through cash advances from the Parent Company and affiliates. Payment of current liabilities such as government taxes, employees' premium contributions, etc. was funded through these cash advances. The Group does not expect to pay its liabilities to related parties within twelve months after the reporting date. Furthermore, advances from affiliates and stockholders were settled through assignment and offsetting among the Group.

On December 16, 2020, TWGI issued promissory note amounting to ₱46,578,262 for five years maturing December 15, 2025 and bear an interest of 2% per annum. Interest income earned amounted to ₱931,565 and ₱931,565 in 2022 and 2021, respectively (see Note 16).

**(vi) Significant Element of Income or Loss That Did Not Arise From Continuing Operation**

The Group adopted PFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on deficit as at January 1, 2019, without restatement of comparative figures.

The Company has adopted the PFRS 9 Financial Instruments from January 1, 2018 and resulted in changes in accounting policies and adjusted amounts recognized in the financial statements. The comparative figures have been restated to comply with the transitional provisions in PFRS 9.

*PFRS 9, Financial Instruments (2014)*. PFRS 9, Financial Instruments replaces PAS 39 Financial Instruments" Recognition and Measurement, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment, and hedge accounting. The standard requires all recognized financial assets that are within the scope of PAS 39 to be subsequently measured at amortized cost or at fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely for payments of principal and interest on the outstanding balance are generally measured at amortized cost at the end of subsequent reporting periods. All other debts investments and equity investments are measured at their fair values at the end of subsequent reporting periods. For financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income would create or increase an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss.

The Company has adopted the PFRS 9 *Financial Instruments* from January 1, 2018 and resulted in changes in accounting policies and adjusted amounts recognized in the financial statements. The comparative figures have been restated to comply with the transitional provisions in PFRS 9.

**(vii) Material Changes on Line Items in Financial Statements**

Material changes on line items in financial statements are presented under the captions 'Changes in Financial Condition' and 'Changes in Results of Operation'.

**(viii) Effect of Seasonal Changes in the Financial Condition or Results of Operations**

The financial condition or results of operations is not affected by any seasonal change.

## Undertaking

**Wellex Industries, Inc., as registrant, will provide the stockholders a copy of SEC Form 17- A free of charge. Any written request for a copy of SEC Form 17-A shall be addressed to the Office of the Corporate Secretary c/o WELLEX INDUSTRIES, INC. 35<sup>th</sup> Floor, One Corporate Centre Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City, Philippines. It can also be downloaded in the company website.**

### **Interim Period as of Quarter Ended June 30, 2023**

Below are the results of operations of the Parent Company and its subsidiaries as of the Quarter ended June 30, 2023 together with its financial conditions as of the same period.

#### • Unaudited Income Statement

	Amounts in PhP			
	Apr – Jun 2023	Apr – Jun 2022	Jan – Jun 2023	Jan – Jun 2022
<b><i>Income Statement</i></b>				
Rental Income	<b>₱5,463,095</b>	₱5,078,105	<b>₱10,736,487</b>	₱9,940,125
Direct Costs and Expenses	<b>766,397</b>	2,767,470	<b>1,532,794</b>	6,036,215
Gross Profit	<b>4,696,698</b>	2,310,634	<b>9,203,693</b>	3,903,910
Operating Expenses	<b>6,715,314</b>	4,876,960	<b>13,922,911</b>	10,010,270
Loss from Operations	<b>(2,018,616)</b>	(2,566,326)	<b>(4,719,218)</b>	(6,106,360)
Other Income (Expense)	<b>76,781</b>	67,925	<b>150,520</b>	132,985
Loss before Tax	<b>(1,941,835)</b>	(2,498,401)	<b>(4,568,698)</b>	(5,973,375)
Income Tax Expense	-	-	-	-
<b>Net Loss for the period</b>	<b>(1,941,835)</b>	(2,498,401)	<b>(4,568,698)</b>	(5,973,375)
<b>Loss per share</b>	<b>(₱0.0006)</b>	(₱0.0008)	<b>(₱0.0014)</b>	(₱0.0018)

#### • Unaudited Balance Sheet

	Amounts in PhP		
	June 30, 2023	June 30, 2022	December 2022
<b><i>Balance Sheet</i></b>			
Current Assets	<b>₱51,039,849</b>	₱59,057,929	₱55,710,676
Noncurrent Assets	<b>1,579,517,545</b>	1,588,749,433	1,582,311,267
<b>Total Assets</b>	<b>1,629,557,394</b>	1,647,807,362	1,638,021,943
Current Liabilities	<b>12,117,081</b>	15,542,968	9,316,980
Noncurrent Liabilities	<b>421,859,923</b>	435,378,637	428,555,875
Stockholders' Equity	<b>1,195,580,390</b>	1,196,885,758	1,200,149,088
<b>Total Liabilities and Equity</b>	<b>₱1,629,557,394</b>	₱1,647,807,362	₱1,638,021,943

### **Key Performance Indicators**

The Parent Company is in the process of discussing with potential investors for planned forays into new business lines. Its subsidiary, PCIC, ceased its manufacturing operation since 2002 due to the Asian crises and stiff business competition and had leased out its building facilities for revenue. The Group determines their performance on the following five (5) key performance indicators:

1. Revenue Growth – the company gauge its performances by determining Rental Income and the number of tenants for the year. For the second quarter of 2023, the company has an average of ₱227,629 rental income per tenant or a decrease by ₱71,083 rental income per tenant or 23.80% as compared to second quarter of 2022.
2. Receivables - the company assesses collection of receivables and management of credit by determining the past due ratio done thru the aging of receivables. For the second quarter of 2023, ratio of past due receivables to total outstanding was 99%. The current quarter exceeds the management gauge on past due receivables due to significant number of receivables from third parties which are no longer operating. These third parties are previous subsidiary of the Group. Appropriate provision for allowance for doubtful accounts was recorded.
3. Gross Profit Margin - this is derived by dividing the gross profit over the revenues amount. The second quarter of 2023 has a gross profit margin of 85.97%, higher than the second quarter of 2022. Increase pertains to higher rental income for the current quarter.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations. Working capital ratio for second quarter of 2023 was 421.22% as compared to 379.97% on the second quarter of 2022. Increase is attributable to decrease in current assets by ₱8 million or 13.58% and decrease in current liabilities by ₱3.4 million or 22%.

5. Advances by the Affiliates - For the second quarter of 2023, the company has total advances from affiliates amounting to ₱420.9 million or a decrease of ₱13.3 million from last quarter's ₱434.2 million balance.

Indicator	Jun 2023	Jun 2022
Revenue	23.80%	23.64%
Receivables (Past Due Ratio)	99.00%	97.13%
Gross Profit Rate	85.97%	39.27%
Working Capital	421.22%	379.97%
Advances Ratio	3.06%	1.16%

#### **Quarter ended June 30, 2023 as compared with quarter ended June 30, 2022**

As of the quarter ending June 30, 2023, the company continues to lease out its warehouse facilities. Total revenue recorded for the 2nd quarter of 2023 amounted to ₱5.5 million as compared to the same quarter of 2022 amounting to ₱5.1 million or a decrease of ₱0.4 million or 7.58%. Number of areas being leased out for the 2nd quarter of 2023 is greater than 2nd quarter of 2022.

Income/(Loss) per share comparison for the quarter ended June 30, 2023 and 2022 are (₱0.0006) and (₱0.0008), respectively.

As of June 30, 2023, there are twenty-two (22) companies leasing inside the PCIC compound occupying twenty-four (24) areas. List of companies are as follows:

	Tenants	Co.	Area in sqm	Contract Period	2nd Qtr Rental Income (in PhP)
1	SMYPC - MANILA GLASS PLANT - bldg 22-A	ICC	1,134	01/01/23 - 12/31/23	364,500
2	SMYPC - MANILA GLASS PLANT - bldg 22-B	ICC	1,134	01/01/23 - 12/31/23	364,500
3	CRISTINE GUEVARRA - bldg 34A	ICC	2,000	10/01/22 - 09/30/23	270,000
4	GRACEFUL LOGISTICS-open space 10	ICC	2,000	05/15/22 - 05/14/23	330,000
5	ULTIMATE STAR INT'L CARGO SERVICES INC.-yard	ICC	750	10/12/22 - 10/11/23	120,536
6	SUPERIOR GOODS TRADING – BLDG 37	ICC	1,080	02/01/23 - 11/30/23	347,143
7	ABS ALL BEST SUPPLIES INC. - Bldg 37 Yard	ICC	400	12/01/22 - 11/30/23	58,929
8	ASILO LOGISTICS AND FREIGHT SERVICES - SPF Yard	ICC	500	01/17/23 - 01/16/24	80,357
9	BUILDRIGHT CONSTRUCTION CORP. – 37 YARD	ICC	500	06/08/23 - 07/07/24	26,786
10	OYTANA TRUCKING AND LOGISTICS INC.- bldg 11 yard	KCC	1,000	06/01/22 - 05/15/23	82,500
11	JESSIE LYN B. TAJALE - B43	KCC	1,100	01/01/23 - 12/31/23	324,107
12	ZL MACHINERY PHILIPPINES INC. – B33-A	KCC	1,549	05/15/23 - 05/14/24	331,929
13	BBBC JOB GLOBAL LOGISTICS, INC. – OPEN SPACE 45C	KCC	500	06/15/23 - 06/15/24	35,000
14	SAN MIGUEL BREWERY INC.- bldg 23	PPC	3,105	05/01/23 - 10/31/23	887,143
15	SAN MIGUEL BREWERY INC.- shipping yard	PPC	1,430	05/01/23 - 04/30/24	236,250
16	JHSA CORP. - bldg 23 open space	PPC	35	01/01/23 - 12/31/23	21,000
17	GOCHEMBROS CORP.- bldg 26	PPC	524	01/01/23 - 12/31/23	168,429
18	FUDSOURCE CORPORATION - bldg 19	PPC	1,050	01/15/23 - 01/15/24	337,500
19	HIGANTIS CONTRACTOR CORP. - bldg 18	PPC	698	08/01/22 - 07/31/23	195,238
20	RDB TECSON & ASSOCIATES - bldg 24	PPC	1,476	04/01/23 - 03/31/24	474,429
21	RDBT CONSTRUCTION CORP,- bldg 24 open space	PPC	216	04/01/23 - 03/31/24	37,607
22	LACOTA E-COMMERCE CORP.-bldg 29	PPC	582	03/01/22 - 10/31/23	187,071
23	BUILDRIGHT CONSTRUCTION CORP.-bldg 29	PPC	300	03/01/22 - 10/31/23	96,429
24	TAISON INDUSTRIAL CORP. – BLDG 25A	PPC	800	06/15/23 - 06/15/24	85,714

Direct cost and operating expenses for the 2nd quarter of 2023 totaled ₱7.5 million as compared to ₱7.6 million for the 2nd quarter of 2022 or a decrease of ₱0.1 million or 2.13%. The amount was recorded and mainly attributable to the following:

1. Direct cost for the second quarter of 2023 and 2022 consists of security services, depreciation expense, property taxes and repairs and maintenance. Total direct cost recorded for the second quarter of 2023 amounted to ₱0.8 million and ₱2.8 million for the second quarter of 2022. Decrease is due to no reported expenses rather than the depreciation expense in the 2nd quarter of 2023.
2. Operating expenses for the 2nd quarter of 2023 increase by ₱1.8 million or 37.69% as compared to the 2nd quarter of 2022, which resulted by the following movements: decrease in professional fees by ₱121,250 decrease in salaries and wages by ₱10,581, increase in taxes and licenses by ₱979,085 from payment of property taxes, decrease in rent, light and water by ₱68,663, decrease in commission by ₱33,481, increase in SSS, Medicare and EC contributions by ₱25,467 and increase in miscellaneous by ₱1,067,777 which includes classification of expenses like security services which is recognized as part of operating expense rather than direct cost as service is for the whole plastic city compound.

Other Income (Expenses) consist of interest income, other income and interest expense. Total Other Income (Expenses) for the 2nd quarter of 2023 and 2022 is ₱76,781 and ₱67,925, respectively. Increase in income in the 2nd quarter of 2023 was due less interest expense reported.

The Group does not recognize a finance cost for 2nd quarter of 2023 and 2022.

## **CHANGES IN FINANCIAL CONDITION**

### Cash

The Group's cash decreased by ₱0.7 million or 12% for the 2nd quarter of 2023 as compared to 2nd quarter 2022 due to the following activities: (a) net cash provided in operating activities is ₱1.6 million, (b) net cash generated in investing activities is ₱1.8 million and (c) net cash used in financing activities ₱6.9 million.

### Trade and Other Receivables

Trade and other receivables (net) decrease by ₱ million or 21% in the 2nd quarter of 2023 as compared to 2nd quarter of 2022. This is mostly attributable to the decrease in advances to third parties by ₱6.2 million, decrease in rental receivables by ₱1.7 million, decrease in receivable from related parties by ₱10.9 million and decrease in allowance for estimated credit losses by ₱5 million. Certain trade receivables were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for impairment have been recognized (Note 22).

### Advances to related parties

Advances to related parties decrease by ₱3.3 million or 12% in the 2nd quarter of 2023 as compared to the 2nd quarter of 2022 due to collection of advances in the current quarter.

### Property and Equipment

There's a decrease in property and equipment amounting to ₱0.7 million or 52% on the 2nd quarter of 2023 as compared to 2nd quarter of 2022 due to depreciation.

### Advances from lessees

Advances from lessees decrease by ₱2.8 million or 44% in the 2nd quarter of 2023 as compared to the 2nd quarter of 2022 due to some lease contracts already ended in the current quarter.

### Deferred Asset and Liabilities

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized. The Group's deferred asset account in the 2nd quarter of 2023 increase by ₱37,466 or 358.46% as compared to the 2nd quarter of 2022 for newly recognized deferred tax not yet covered by allowance for impairment.

The Group also has deferred liabilities which was increased by ₱37,918 or 395.18% in the 2nd quarter of 2023 as compared to 2nd quarter of 2022 due to some new lease contracts entered in the current quarter.

### Lease liability

Lease liability composed of current and non-current portion. The current portion increase by ₱101,543 or by 242.89% while the non-current portion increased by ₱48,323 or 100% in the 2nd quarter of 2023.

### Borrowing

The Group's borrowings consist of current portion and non-current portion. The Group recorded a current borrowing portion amounting to ₱211,409 and ₱192,385 for the 2nd quarter of 2023 and 2022, respectively, with an increase by ₱19,024 or 10% and non-current borrowing portion amounting to nil and ₱413,082 for the 2nd quarter of 2023 and 2022, respectively.

### Interim Period as of Quarter Ended June 30, 2022

Below are the results of operations of the Parent Company and its subsidiaries as of the Quarter ended June 30, 2022 together with its financial conditions as of the same period.

#### ▪ Unaudited Income Statement

	Amounts in PhP			
	Apr-Jun, 2022	Apr-Jun, 2021	Jan-Jun, 2022	Jan-Jun, 2021
<b><i>Income Statement</i></b>				
Rental Income	<b>₱5,078,105</b>	₱6,770,051	<b>₱9,940,125</b>	₱14,124,208
Direct Costs and Expenses	<b>2,767,470</b>	2,065,408	<b>6,036,215</b>	3,211,057
Gross Profit	<b>2,310,635</b>	4,704,643	<b>3,903,910</b>	10,913,151
Operating Expenses	<b>4,876,960</b>	6,955,085	<b>10,010,270</b>	14,413,911
Loss from Operations	<b>(2,566,325)</b>	(2,250,443)	<b>(6,106,360)</b>	(3,500,760)
Other Income (Expense)	<b>67,925</b>	62,019	<b>132,985</b>	(625,353)
Finance Costs	-	-	-	-
Loss before Tax	<b>(2,498,400)</b>	(2,188,423)	<b>(5,973,375)</b>	(4,126,113)
Income Tax (Expense) Benefit	-	(795,441)	-	(795,441)
Net Loss for the period	<b>(2,498,400)</b>	(2,983,864)	<b>(5,973,375)</b>	(4,921,553)
Loss per share	<b>(₱0.0008)</b>	(₱0.0009)	<b>(₱0.0018)</b>	(₱0.0015)

#### ▪ Unaudited Balance Sheet

	Amounts in PhP		
	June 2022	June 2021	December 2021
<b><i>Balance Sheet</i></b>			
Current Assets	<b>₱59,057,929</b>	₱65,836,005	₱63,388,380
Noncurrent Assets	<b>1,588,749,433</b>	1,590,299,780	1,594,109,477
Total Assets	<b>1,647,807,362</b>	1,656,135,786	1,657,497,857
		-	
Current Liabilities	<b>15,542,968</b>	13,917,846	12,518,447
Noncurrent Liabilities	<b>435,378,637</b>	440,747,269	442,120,278
Stockholders' Equity	<b>1,196,885,758</b>	1,201,470,671	1,202,859,132
Total Liabilities and Equity	<b>1,647,807,362</b>	₱1,656,135,786	₱1,657,497,857

### **Key Performance Indicators**

The Parent Company is still in the process of discussing with potential investors for planned forays into new business lines. Its subsidiary, PCIC, has ceased its manufacturing and commercial operation since 2002 due to Asian crises and stiff business competition and had leased out its building facilities for revenue. The Group determines their performance on the following five (5) key performance indicators:

1. Revenue Growth – the company gauge its performances by determining Rental Income and the number of tenants for the year. For the second quarter of 2022, the company has an average of ₱362,722 rental income per tenant or a decrease by ₱158,051 rental income per tenant or 30.35% as compared to second quarter of 2021.
2. Receivables - the company assesses collection of receivables and management of credit by determining the past due ratio done thru the aging of receivables. For the second quarter of 2022, ratio of past due receivables to total outstanding was 98.51%. The current quarter exceeds the management gauge on past due receivables due to significant number of receivables from third parties which are no longer operating. These third parties are previous subsidiary of the Group. Collection of receivables was also affected by the negative impact to the finances of the tenants due to COVID 19 pandemic.

3. Gross Profit Margin - this is derived by dividing the gross profit over the revenues amount. The second quarter of 2022 has a gross profit margin of 45.50%, lower by 23.99% than the second quarter of 2021. Decrease pertains to higher direct cost for the current quarter.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations. Working capital ratio for second quarter of 2022 was 379.97% as compared to 473.03% on the second quarter of 2021. Decrease is attributable to decrease in current assets by ₱6.8 million or 10.30% and Increase in current liabilities by ₱1.6 million or 11.68%.
5. Advances by the Affiliates - For the second quarter of 2022, the company has total advances from affiliates amounting to ₱434.2 million or a decrease of ₱5.1 million from last quarter's ₱439.3 million balance.

Indicator	Jun 2022	Jun 2021
Revenue	23.64%	23.52%
Receivables (Past Due Ratio)	97.13%	97.13%
Gross Profit Rate	39.27%	69.49%
Working Capital	379.97%	473.03%
Advances Ratio	1.16%	10.00%

#### **Quarter ended June 30, 2022 as compared with quarter ended June 30, 2021**

#### **CHANGES IN RESULTS OF OPERATION**

As of the quarter ending June 30, 2022, the company continues to lease out its warehouse facilities. Total revenue recorded for the 2nd quarter of 2022 amounted to ₱5.1 million as compared to the same quarter of 2021 amounting to ₱6.8 million or a decrease of ₱1.7 million or 24.99%. Number of areas being leased out for the 2nd quarter of 2022 is less than the same quarter of 2021.

Income/(Loss) per share comparison for the quarter ended June 30, 2022 and 2021 are (₱0.0008) and (₱0.0009), respectively.

As of June 30, 2022, there are fourteen (14) companies leasing inside the PCIC compound occupying seventeen (17) areas. List of companies are as follows:

	TENANTS	CO.	Area in Sqm	Contract Period	2nd Qtr Rental Income (in Php)
1	SMYPC - MANILA GLASS PLANT - bldg 22-A	ICC	1,134	01/01/22-12/31/22	318,938
2	SMYPC - MANILA GLASS PLANT - bldg 22-B	ICC	1,134	01/01/22-12/31/22	318,938
3	CRISTINE GUEVARRA - bldg 34A	ICC	2,000	10/01/21-09/30/22	240,000
4	JESSIE LYN TAJALE - bldg 44	ICC	2,800	01/01/22-12/31/22	750,000
5	GRACEFUL LOGISTICS-open space 10	ICC	2,000	05/15/22-05/14/23	320,000
6	STA RITA 168 BUILDERS CORP.- OPEN SPACE 9	ICC	2,260	02/01/22-01/31/23	305,100
7	OYTANA TRUCKING AND LOGISTICS INC.	KCC	1,000	06/01/21-05/31/22	165,000
8	ABS-CBN CORPORATION	KCC	-	6 days only	234,304
9	SAN MIGUEL BREWERY INC.- bldg 23	PPC	3,105	05/01/22 - 04/30/23	819,228
10	SAN MIGUEL BREWERY INC.- shipping yard	PPC	1,430	05/01/22 - 04/30/23	236,250
11	SAN MIGUEL BREWERY, INC - Bldg 25 open yard	PPC	1,500	04/01/22 - 03/31/23	247,815
12	JHSA CORP. (formerly Big Thumb Ent. - bldg 23 open space	PPC	35	01/01/22 - 12/31/22	15,000
13	GOCHEMBROS CORP.- bldg 26 (formerly Goeng mktg)	PPC	524	01/01/22 - 12/31/22	147,375
14	FUDSOURCE CORPORATION - bldg 19	PPC	1,050	01/15/22 - 01/15/23	295,313
15	HIGANTIS CONTRACTOR CORP. - bldg 18	PPC	697.50	08/01/21 - 07/31/22	195,238
16	RDB TECSON & ASSOCIATES - bldg 24	PPC	1,476	04/01/22 - 03/31/23	434,893
17	RDBT CONSTRUCTION CORP,- bldg 24 open space	PPC	216	04/01/22 - 03/31/23	34,714



### **Cost and Expenses**

Direct cost and operating expenses for the 2nd quarter of 2022 totaled ₱7.6 million as compared to ₱9.0 million for the 2nd quarter of 2021 or a decrease of ₱1.4 million or 15.25%. The amount was recorded and mainly attributable to the following:

5. Direct cost for the second quarter of 2022 and 2021 consists of security services, depreciation expense, property taxes and repairs and maintenance. Total direct cost recorded for the second quarter of 2022 amounted to ₱2.8 million and ₱2.1 million for the second quarter of 2021. The increase is mostly attributable by the decrease in payment of property tax, increase in security services by ₱1.0 million and increase in repairs and maintenance by ₱1.0 million.
6. Operating expenses decrease by ₱2.1 million or 29.88% mainly resulted by the following movements of the accounts: increase in professional fees by ₱0.3 million, decrease in taxes and licenses by ₱1.6 million, increase in light and water by ₱0.1 million and decrease in other expenses by ₱1.0 million.

Other Income (Expense) consist of interest income, miscellaneous income, gain on sale, penalties and surcharges and interest expense. Total Other Income (Expense) for the second quarter of 2022 and 2021 is ₱67,925 and ₱62,019, respectively.

The Group does not recognize a Finance cost for second quarter 2022 and 2021.

### **CHANGES IN FINANCIAL CONDITION**

#### Cash

The Group's cash decreased by ₱0.1 million or 2.14% for the second quarter of June 30, 2022 as compared to second quarter 2021 due to the following activities: (a) net cash used in operating activities is ₱0.0 million, (b) net cash generated in investing activities is ₱3.4 million and (c) net cash used in financing activities ₱6.9 million.

#### Prepayments and other current assets

Prepayments are expenses paid in advance and recorded as asset before they are utilized. The account increase in the second quarter of June 30, 2022 by ₱1.8 million or 11.42% due to increase in creditable withholding tax by ₱1.5 million, increase in input VAT by ₱0.5 million and decrease in prepaid expenses by ₱0.2 million.

#### Property and Equipment

There's a decrease in property and equipment amounting to ₱0.8 million or 38.16% on the second quarter of June 30, 2022 as compared to last quarter 2021 due to depreciation.

#### Deferred Asset and Liabilities

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized. The Group's deferred asset account in the second quarter of 2022 decrease by ₱37,660 or 78.28% as compared to the second quarter of 2021.

The Group also has deferred liabilities which was decrease by ₱36,461 or 79.17% in the second quarter of 2022 as compared to previous quarter of 2021.

#### Lease Liability

Lease liability composed of current and non-current portion. The current portion decrease by ₱76,761 or by 64.74% while the non-current portion decreased by ₱41,806 or 100% in the second quarter of 2022.

#### Accounts Payable and Other Liabilities

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other current liabilities include non-trade payables and accrued expenses. The account increase by ₱1.9 million or 27.85% main due to the following movements;

decrease in accounts payable by ₱0.1 million, increase in government liabilities by ₱0.4 million and increase in deferred rental by ₱1.7 million.

#### Borrowing

The Group's borrowings consist of current portion and non-current portion. As of second quarter of 2022, the Group recorded a current borrowing portion amounting to ₱192,385 and ₱344,785 as of June 30, 2022 and 2021, respectively or a decrease by 44.20% and non-current borrowing portion amounting to ₱413,082 and ₱619,282 as of June 30, 2022 and 2021, respectively or a decrease by 33.30%.

#### Income Tax Payable

The Group has an income tax payable in the second quarter of 2022 amounting to ₱0 as compared to the second quarter of 2021 amounting to ₱282,781.

#### **Interim Period as of Quarter Ended June 30, 2021**

Below are the results of operations of the Parent Company and its subsidiaries as of the Quarter ended June 30, 2021 together with its financial conditions as of the same period.

##### ▪ Unaudited Income Statement

	<b>Amounts in PhP</b>			
	<b>Apr-Jun, 2021</b>	Apr-Jun, 2020	<b>Jan-Jun, 2021</b>	Jan-Jun, 2020
<b><i>Income Statement</i></b>				
Rental Income	<b>₱6,770,051</b>	₱5,480,903	<b>₱14,124,208</b>	₱13,599,032
Direct Costs and Expenses	<b>2,065,408</b>	3,088,582	<b>3,211,057</b>	6,345,850
Gross Profit	<b>4,704,643</b>	2,392,321	<b>10,913,151</b>	7,253,182
Operating Expenses	<b>6,955,085</b>	4,295,459	<b>14,413,911</b>	7,935,723
Loss from Operations	<b>(2,250,443)</b>	(1,903,137)	<b>(3,500,760)</b>	(682,541)
Other Income (Expense)	<b>62,019</b>	27,992	<b>(625,353)</b>	110,333
Finance Costs	-	-	-	-
Loss before Tax	<b>(2,188,423)</b>	(1,875,146)	<b>(4,126,113)</b>	(572,207)
Income Tax (Expense) Benefit	<b>(795,441)</b>	(1,577,885)	<b>(795,441)</b>	(1,577,885)
Net Loss for the period	<b>(2,983,864)</b>	(3,453,031)	<b>(4,921,553)</b>	(2,150,093)
Loss per share	<b>(₱0.0009)</b>	(₱0.0011)	<b>(₱0.0015)</b>	(₱0.0007)

##### ▪ Unaudited Balance Sheet

	<b>June 2021</b>	June 2020	<b>December 2020</b>
<b><i>Balance Sheet</i></b>			
Current Assets	<b>₱65,836,005</b>	₱66,737,892	₱72,503,507
Noncurrent Assets	<b>1,590,299,780</b>	1,602,334,359	1,593,690,441
<b>Total Assets</b>	<b>1,656,135,785</b>	1,669,072,251	1,666,193,948
Current Liabilities	<b>13,917,846</b>	13,431,325	12,388,072
Noncurrent Liabilities	<b>440,747,269</b>	487,241,605	447,413,653
Stockholders' Equity	<b>1,201,470,671</b>	1,168,399,322	1,206,392,223
<b>Total Liabilities and Equity</b>	<b>₱1,656,135,786</b>	₱1,669,072,251	₱1,666,193,948

#### **Key Performance Indicators**

The Parent Company is still in the process of discussing with potential investors for planned forays into new business lines. Its subsidiary, PCIC, has ceased its manufacturing and commercial operation since 2002 due to Asian crises and stiff business competition and had leased out its building facilities for revenue. The Group determines their performance on the following five (5) key performance indicators:

1. Revenue Growth – the company gauge its performances by determining Rental Income and the number of tenants for the year. For the second quarter of 2021, the company has an average of ₱338,503 rental income per tenant or an increase by ₱64,457 rental income per tenant or 23.52% as compared to second quarter of 2020.
2. Receivables - the company assesses collection of receivables and management of credit by determining the past due ratio done thru the aging of receivables. For the second quarter of 2021, ratio of past due receivables to total outstanding was 97.13%. The current quarter exceeds the management gauge on past due receivables due to significant number of receivables from third parties which are no longer operating. These third parties are previous subsidiary of the Group. Collection of receivables

was also affected by the negative impact to the finances of the tenants due to COVID 19 pandemic.

3. Gross Profit Margin - this is derived by dividing the gross profit over the revenues amount. The second quarter of 2021 has a gross profit margin of 69.49%, higher by 25.84% than the 2nd quarter of 2020. Increase pertains to lower direct cost for the current quarter.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations. Working capital ratio for second quarter of 2021 was 473.03% as compared to 496.88% on the second quarter of 2020. Decrease is attributable to decrease in current assets to ₱0.9 million or 1.35% and decrease in current liabilities by ₱0.5 million or 3.62%.
5. Advances by the Affiliates - For the second quarter of 2021, the company has total advances from affiliates amounting to ₱439.3 million or a decrease of ₱47.2 million from last year's ₱486.5 million balance.

Indicator	Jun 2021	Jun 2020
Revenue	23.52%	14.16%
Receivables (Past Due Ratio)	97.13%	95.57%
Gross Profit Rate	69.49%	43.65%
Working Capital	473.03%	496.88%
Advances Ratio	10.00%	4.15%

#### **Quarter ended June 30, 2021 as compared with quarter ended June 30, 2020**

#### **CHANGES IN RESULTS OF OPERATION**

As of the quarter ending June 30, 2021, the company has ceased manufacturing and commercial operations and is disposed to lease out its warehouse facilities. Total revenue recorded for the second quarter of 2021 amounted to ₱6.8 million as compared to the same quarter of 2020 amounting to ₱5.5 million or an increase of ₱1.3 million or 23.64%. Number of areas being leased out for the second quarter of 2021 is the same with that of 2nd quarter of 2020 but with higher rental rates per tenant.

Income/(Loss) per share comparison for the quarter ended June 30, 2021 and 2020 are (₱0.0009) and (₱0.0011), respectively.

As of June 30, 2021, there are thirteen (13) companies leasing inside the PCIC compound occupying twenty-one (20) areas. List of companies are as follows:

	Tenants	Area in sqm	Contract Period	2 <sup>nd</sup> Qtr Rental Income (in Php)
1	SMYPC - MANILA GLASS PLANT - bldg 22-A	1,134	03/31/20-09/30/21	303,750
2	SMYPC - MANILA GLASS PLANT - bldg 22-B	1,134	03/31/20-09/30/21	303,750
3	SMYPC - MANILA PLASTIC PLANT - bldg 30	2,200	03/31/20-05/31/21	392,858
4	SMYPC - MANILA PLASTIC PLANT - bldg 32	3,052	09/01/20-06/30/21	817,503
5	SMYPC - MANILA PLASTIC PLANT - bldg 33	2,900	09/14/20-07/15/21	776,786
6	SMYPC - MANILA PLASTIC PLANT - bldg 42	1,980	08/16/20-04/30/21	88,397
7	CRISTINE GUEVARRA - bldg 34A	2,000	10/01/19-09/30/21	210,000
8	JESSIE LYN TAJALE - bldg 44	2,800	01/01/20-12/31/21	750,000
9	GRACEFUL LOGISTICS - open space 10	2,000	05/15/20-06/14/22	300,000
10	STA RITA 168 BUILDERS CORP - OPEN SPACE 9	2,260	02/01/21-01/31/22	305,100
11	OYTANA TRUCKING AND LOGISTICS INC.	1,000	06/01/20-05/31/22	155,000
12	SAN MIGUEL BREWERY INC - bldg 23	3,105	05/01/20 - 04/30/21	781,669
13	SAN MIGUEL BREWERY INC - shipping yard	1,430	05/01/20 - 04/30/21	232,639
14	SAN MIGUEL BREWERY INC - bldg 25 open yard	1,500	05/01/20 - 04/30/21	247,815
15	JHSA CORP (formerly Big Thumb Ent - bldg 23 open space	35	01/01/20 - 12/31/20	15,000
16	GOCHEMBROS CORP - bldg 26 (formerly Goeng Mktg)	524	01/01/20 - 12/31/20	147,375
17	FUDSOURCE CORPORATION - bldg 19	1,050	01/15/21 - 01/15/22	295,313
18	HIGANTIS CONTRACTOR CORP - bldg 18	698	08/01/20 - 07/31/21	177,489
19	RDBT CONSTRUCTION CORP - bldg 24	1,476	04/01/21 - 03/31/22	434,893
20	RDB TECSON & ASSOCIATES - bldg 24 open space	216	04/01/21 - 03/31/22	34,714

### **Cost and Expenses**

Direct cost and operating expenses for the 2nd quarter of 2021 totaled ₱9.0 million as compared to ₱7.4 million for the 2nd quarter of 2020 or an increase of ₱1.6 million or 21.62%. The amount was recorded and mainly attributable to the following:

1. Direct cost for the 2nd quarter of 2021 and 2020 consists of depreciation expense and repairs and maintenance. Total direct cost recorded for the second quarter of 2021 amounted to ₱2.1 million and ₱3.1 million for the second quarter of 2020. The decrease is mostly attributable by the decrease in payment of property tax and security services by ₱2.3 million and increase in repairs and maintenance by ₱1.3 million.
2. Operating expenses increased by ₱2.7 million or 62.79% resulted by the increase movements on the following accounts: taxes and licenses by ₱0.7 million, salaries and wages by ₱0.5 million, light and water by ₱0.1 million, and other remaining expenses by ₱1.3 million.

Other Income (Expenses) consist of interest income, other income, penalties and surcharges and interest expense. Total Other Income for the 2nd quarter 2021 and 2020 is ₱62,019 and ₱27,992, respectively.

The Group does not recognize a Finance cost for 2nd quarter 2021 and 2020.

### **CHANGES IN FINANCIAL CONDITION**

#### Cash

The Group's cash decreased by ₱3.1 million or 33.31% for the second quarter of June 30, 2021 as compared to second quarter 2020 due to the following activities: (a) net cash used in operating activities is ₱4.3 million, (b) net cash generated in investing activities is ₱1.0 million and (c) net cash used in financing activities ₱6.7 million.

#### Property and Equipment

There's an increase in property and equipment amounting to ₱1.0 million or 88.75% on the second quarter of June 30, 2021 as compared to last quarter 2020 due to additional trucks and furniture and fixtures purchased.

#### Deferred Asset and Liabilities

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized. The Group's deferred asset account in the second quarter of 2021 increased by ₱36,085 or 300.03% as compared to the second quarter of 2020.

The Group also has deferred liabilities which was increased by ₱35,221 or 325.07% in the second quarter of 2021 as compared to previous quarter of 2020.

#### Other Assets

The account decreased by ₱85,000 or 47% due to its write-off in 2020.

#### Lease liability

Lease liability composed of current and non-current portion. The current portion increased by ₱78,477 or by 195.75% while the non-current portion increased by ₱41,806 or 100% in the second quarter of 2021.

#### Borrowing

The Group's borrowings consist of current portion and non-current portion. As of second quarter of 2021, the Group recorded a current borrowing portion amounting to ₱344,785 and non-current borrowing portion amounting to ₱619,282. No borrowings were recorded in second quarter of 2020.

#### Income Tax Payable

The Group has an income tax payable in the second quarter of 2021 amounting to ₱282,781 or 50.66% less as compared to the second quarter of 2020.

## Undertaking

**A copy of Second Quarter Report for the period ended June 30, 2023 or SEC Form 17-Q will be made available in the Company website.**

### **(i) Summary of Material Trends, Events and Uncertainties**

#### **Wellex Industries, Inc.**

The Parent Company has properties in Rodriguez (formerly Montalban), Rizal, with an aggregate cost of ₱52,335,000 as at June 30, 2023 and 2022. Land was received in exchange for its shares of stock in accordance with stock-for-assets swap arrangement entered into with various affiliates.

Land with aggregate carrying amount of ₱6,484,935 as at June 30, 2023 and 2022, was under litigation (Note 21).

As at June 30, 2023 and 2022, the Parent Company's properties are not subject to any liens or encumbrances.

The Company is considering re-entry into the real estate market, specifically the development of industrial estates/subdivisions, for which it has already gained sufficient expertise in its operations in Valenzuela City.

The Company had put on hold its plans to acquire a mining company with an existing MPSA with the Mines and Geosciences Bureau (MGB). This is due to the stringent requirements that the Department of Environment and Natural Resources (DENR) had placed on several dormant mining companies and the subsequent business slowdown in the industry as a result thereof.

### **(ii) Events that will Trigger Direct or Contingent Financial Obligation**

There are no events that will trigger direct or contingent financial obligation that is material to Wellex Industries Inc. and its subsidiaries including any default or acceleration of an obligation.

### **(iii) Material Off-Balance Sheet Transactions, Arrangements, Obligations**

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of Wellex Industries Inc. with unconsolidated entities or other persons created during the reporting period. The present activity of the company is focused on reorganizing its operations in preparation for its new businesses.

### **(iv) Commitment for Capital Expenditures**

Since the Plastic City Industrial Corporation ceased manufacturing and commercial operations, there are no commitments on major capital expenditures.

### **(v) Any Known Trends, Events of Uncertainties (Material Impact on Net Sales / Net Income and Liquidity)**

The Group has ceased manufacturing operations since 2002 and currently disposed to lease out its warehouse facilities. Rental Income recorded for the second quarter 2023 compared to 2022 decrease by ₱384,990 million or 7.58%.

As of June 30, 2023, there are twenty-two (22) lessees occupying twenty-four (24) areas such as the warehouses, shipyards, open spaces and extensions inside the Plastic City premise.

Current ratio (current assets over current liabilities) as of June 30, 2023 is 421.22% with current assets of ₱51 million over ₱12.1 million current liabilities. The Group's policy to address liquidity risk is to maintain a balance between continuity of funding through cash advances from the Parent Company and affiliates. Payment of current liabilities such as government taxes, employees' premium contributions, etc. was funded through these cash advances. The Group does not expect to pay its liabilities to related parties within twelve months after the reporting date. Furthermore, advances from affiliates and stockholders were settled through assignment and offsetting among the Group.

### **(vi) Significant Element of Income or Loss That Did Not Arise From Continuing Operation**

The Group adopted PFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on deficit as at January 1, 2019, without restatement of comparative figures.

The Company has adopted the PFRS 9 Financial Instruments from January 1, 2018 and resulted in changes in accounting policies and adjusted amounts recognized in the financial statements. The comparative figures have been restated to comply with the transitional provisions in PFRS 9.

**(vii) Material Changes on Line Items in Financial Statements**

Material changes on line items in financial statements are presented under the “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

Please refer to the attached Notes to Financial Statements.

**(viii) Effect of Seasonal Changes in the Financial Condition or Results of Operations**

The financial condition or results of operations is not affected by any seasonal change.

## MARKET INFORMATION

The principal market of Wellex Industries Inc. common equity is the Philippine Stock Exchange, Inc. (PSE) where it was listed in 1958. List of the high and low sales price by quarter for the last 3 years are as follows:

		High	Low
2023	First Quarter	0.260	0.230
	Second Quarter	0.250	0.220
2022	First Quarter	0.310	0.215
	Second Quarter	0.300	0.260
	Third Quarter	0.295	0.220
	Fourth Quarter	0.270	0.230
2021	First Quarter	0.280	0.214
	Second Quarter	0.335	0.235
	Third Quarter	0.315	0.250
	Fourth Quarter	0.280	0.230
2020	First Quarter	0.230	0.156
	Second Quarter	0.209	0.168
	Third Quarter	0.204	0.176
	Fourth Quarter	0.275	0.186

Following is the price information as of the latest practicable date, September 1, 2023, of WIN common shares: high at ₱0.213, low at ₱0.213 and close at ₱0.213.

### (2) Holders

The numbers of shareholders of record as of August 31, 2023 were 999 and common shares issued and subscribed were 3,271,952,740.

#### List of Top 20 Stockholders As of August 31, 2023

STOCKHOLDER'S NAME	NATIONALITY	SUBSCRIBED	% TOTAL
PCD NOMINEE CORP.	FILIPINO	932,999,425	28.515
WILLIAM T. GATCHALIAN	FILIPINO	835,000,100	25.520
DEE HUA T. GATCHALIAN	FILIPINO	492,962,532	15.066
SHERWIN T. GATCHALIAN	FILIPINO	317,750,100	9.711
SHINJI KOBAYASHI	FILIPINO	210,650,000	6.438
ELVIRA A. TING	FILIPINO	111,850,000	3.418
KENNETH T. GATCHALIAN	FILIPINO	100,000,100	3.056
THE WELLEX GROUP, INC.	FILIPINO	80,000,000	2.445
RECOVERY DEVELOPMENT CORPORATION	FILIPINO	52,335,090	1.600
PACIFIC REHOUSE CORPORATION	FILIPINO	50,000,000	1.528
ORIENT PACIFIC CORPORATION	FILIPINO	36,340,000	1.111
LI CHIH-HUI	FILIPINO	23,500,000	0.718
PCD NOMINEE CORPORATION (NON-FILIPINO)	OTHERS	10,275,020	0.314
WELLEX GLOBAL EQUITIES, INC.	FILIPINO	4,050,000	0.124
INTERNATIONAL POLYMER CORP.	FILIPINO	2,700,000	0.083
SOLAR SECURITIES, INC	FILIPINO	2,500,000	0.076
RODOLFO S. ETRELLADO	FILIPINO	750,000	0.023
PROBITY SEC. MGT. CORP.	FILIPINO	463,200	0.014
RICHARD L. RICARDO	FILIPINO	460,000	0.014
REGINA CAPITAL DEVELOPMENT CORPORATION	FILIPINO	300,000	0.009
JUAN MANUEL V. LOPEZ	FILIPINO	200,000	0.006

### **CASH AND STOCK DIVIDEND DECLARED**

No cash or stock dividend has been declared in 2022, 2021 and 2020.

**RESTRICTION THAT LIMITS THE PAYMENT OF DIVIDENDS ON COMMON SHARES**

None.

**RECENT SALES OF UNREGISTERED SECURITIES**

Not applicable.

**DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANTS****Directors and Executive Officers**

Names, ages, citizenship and position and office of all directors and executive officers:

Name	Age	Citizenship	Position and Office	Period of Service
Atty. Ruben D. Torres	81	Filipino	Chairman	2021-present
			Director	2022-present
			Independent Director	2018-2022
Kenneth T. Gatchalian	47	Filipino	President/CEO/Director	2002-present
Elvira A. Ting	62	Filipino	Vice-President/Director	1999-present
Richard L. Ricardo	60	Filipino	Treasurer/Director	2011-present
William T. Gatchalian	73	Filipino	Director	1999-present
Atty. Lamberto B. Mercado, Jr.	57	Filipino	Director	2005-present
Omar M. Guinomla	51	Filipino	Director	2011-present
Renato C. Francisco	74	Filipino	Independent Director	2021-present
Sergio R. Ortiz-Luis, Jr.	80	Filipino	Director	2022-present
			Independent Director	2016-2022
Atty. Aristeo R. Cruz	57	Filipino	Independent Director	2021-present
Josaias T. Dela Cruz	62	Filipino	Independent Director	2021-present
Annabelle T. Abunda	47	Filipino	Compliance Officer	2017-present
Amando J. Ponsaran, Jr.	53	Filipino	Corporate Secretary	Feb 2022-present
Atty Mariel L. Francisco*	40	Filipino	Corporate Secretary	2012-Feb 2022
Atty. Allen F. Geronimo*	35	Filipino	Asst. Corp Secretary	Oct 2021-Mar 2022

\*Atty. Mariel L. Francisco resigned as Corporate Secretary and was replaced by Amando J. Ponsaran, Jr. last February 2022. Last March 2022, Atty. Allen F. Geronimo resigned as Assistant Corporate Secretary. No Assistant Corporate Secretary will be nominated for 2023.

A brief description of the directors' and executive officers' business experience and other directorship held in other reporting companies for the last five (5) years are provided as follows:

Name	Company	Position
<b>Atty. Ruben D. Torres</b> Chairman/Director Filipino 81 years old B.A. in Political Science Bachelor of Laws <i>University of the Philippines</i>	Forum Pacific, Inc. BPO Workers Association of the Phils. Services Exporters Risk Management & Consultancy Co Trade Union Congress of the Phils. Torres Caparas Torres Law Offices Waterfront Phils., Inc. Acesite (Phils.) Hotel Corp. Waterfront Manila Premier Dev't., Inc. Alliance Energy Power and Dev't., Inc. Aristocrat Manila City Holdings, Inc. Pacific Concorde Corp. Philippine Estates Corp. Taguig Lake City Dev't. Corp. Wellex Mining Corp. Triton Construction and Dev't. Corp.	Chairman/Director President Chairman/CEO  VP-International Affairs Senior Partner Independent Director Independent Director Chairman/Director Chairman/Director Chairman/Director President/Director Independent Director Chairman/Director Corp. Treasurer/Director Chairman/Director
<b>Kenneth T. Gatchalian</b> President/Director Filipino 47 years old B.S. in Architecture	Forum Pacific, Inc. The Wellex Group, Inc. Waterfront Phils., Inc. Waterfront Manila Premier Dev,t., Inc.	Corp. Treasurer/ Director President/Director President/Director President/Director



<p><i>University of Texas, USA</i></p>	<p>Acesite (Phils.) Hotels Corp.  Philippine Estates Corp.  Metro Alliance Holdings &amp; Equities Corp  Orient Pacific Corp.  Wellex Mining Corp.  Westland Pacific Properties Corp.  Wellex Petroleum, Inc.  Recovery Dev't. Corp.  Novateknika Land Corp.  Pacific Rehouse Corp.  Crisanta Realty Dev't. Corp.  Palawan Estate Corp.  Philippine International Airways  Philfoods Asia, Inc.  Southernpec Phils., Inc.  Manila Bay Front Hotels, Inc.  Poly Premier Property Dev't. Corp.  Wanda Prime Property Dev't., Inc.  North Luzon Premier Dev't. Corp.  Pacific Concorde Corp  Forum Holdings Corp  Rexlon Realty Group, Inc.  Heritage Pacific Corp.  Seabrook Resources &amp; Dev't. Corp.  Recovery Real Estate Corp.  Shanghai Global Estate Ventures Corp.  Altai Philippines Mining Corp.  Bulacan Harbour Dev't. Corp.  Bulacan Country Garden Dev't. Corp.</p>	<p>President/Director  Vice Chairman/Director  President/Director  President/Director  Chairman/President/Director  Corp. Treasurer/Director  Corp. Secretary/Director  Chairman/President/Director  Corp. Secretary/Director  Chairman/President/Director  Corp. Secretary/Director  Corp. Secretary/Director  Chairman/President/Director  Corp. Treasurer/Director  Chairman/Director  President/Director  Chairman/Director  Chairman/Director  Chairman/Director  Chairman/President/Director  Corp. Secretary/Director  Asst. Corp. Sec./Director  Chairman/President/Director  Chairman/President/Director  President/Director  Director  Asst. Corp. Sec./Director  Chairman/President/Director</p>
<p><b>Elvira A. Ting</b>  Vice President/Director  Filipino  62 years old  BS in Business Administration  Major in Management  <i>Philippine School of Business Administration</i></p>	<p>Forum Pacific, Inc.  Philippine Estates Corp.  Waterfront Philippines, Inc.  Acesite (Phils.) Hotel Corp.  Metro Alliance Holdings &amp; Equities Corp.  Orient Pacific Corp.  Crisanta Realty Dev't. Corp.  Recovery Dev't Corp.  The Wellex Group, Inc.  Plastic City Industrial Corp.  Waterfront Manila Premier Dev't, Inc.  Rexlon Realty Group, Inc.  Pacific Rehouse Corp.  Westland Pacific Properties Corp.  Heritage Pacific Corp.  Palawan Estate Corp.  Poly Premier Property Dev't Corp.  Wanda Prime Property Dev't, Inc.  Bocae Prime Estate Corp.  Bulacan Fortune Land Dev't Corp.  Taguig Lake City Dev't Corp.  Country Garden Agri-Tourism Dev't, Inc.  Alliance Energy Power &amp; Dev't Corp.  North Luzon Premier Dev't Corp.  Shangrila Global Estate Ventures Corp.  Aristocrat Manila City Holdings, Inc.  Seabrook Resources &amp; Dev't, Corp.</p>	<p>President/Director  President/Director  Corp. Treasurer/Director  Corp. Treasurer/Director  Chairman/Director  Chairman/Director  Chairman/President/Director  Corp. Treasurer/Director  Corp. Treasurer/Director  Corp. Treasurer/Director  Corp. Secretary/Director  Chairman/President/Director  Corp. Treasurer/Director  Asst. Corp. Sec./Director  Chairman/President/Director  Asst. Corp. Sec./Director  Corp. Treasurer/Director  President/ Director  President/ Director  Chairman/President/Director  President/ Director  Corp. Treasurer/Director  Corp. Secretary/Director  President/ Director  Chairman/Director  President/Director  Corp. Treasurer/Director</p>
<p><b>Richard L. Ricardo</b>  Corp. Treasurer/Investor  Relations  Officer/Director  Filipino</p>	<p>Forum Pacific, Inc.   Waterfront Philippines, Inc.</p>	<p>Investor Relations  Officer/Director  Corporate Affairs  Officer/Compliance Officer</p>

<p>60 years old B.S. in Management Economics <i>Ateneo de Manila University</i></p>	<p>Metro Alliance Holdings &amp; Equities Corp.  Acesite (Phils.) Hotel Corp.  Philippine Estates Corp.  The Wellex Group, Inc. Rexlon Realty Group, Inc. Westland Pacific Properties Corp. Wellex Petroleum, Inc. Wellex Mining Corp. Bocau Prime Estate Corp. Taguig Lake City Dev't. Corp. Pacific Wide Holdings, Inc. Dubai Gold Mining Corp. Sand Mining &amp; Dev't. Corp. Manila Bay Front Hotels, Inc. Shanghai Global Estate Ventures Corp. Bulacan Country Garden Dev't. Corp. Alliance Energy Power &amp; Dev't. Inc.</p>	<p>Corp. Treasurer/Investor Relations Officer Vice President for Corporate Affairs/Compliance Officer Corp. Treasurer/Investor Relations Officer/Director Corp. Secretary/Director Vice President/Director Corp. Secretary/Director Corp. Treasurer/Director Assist. Corp. Sec./Director Corp. Secretary/Director Corp. Treasurer/Director Chairman/President/Director Corp. Treasurer/Director Corp. Treasurer/Director Corp. Secretary/Director Corp. Secretary/Director President/Director</p>
<p><b>William T. Gatchalian</b> Director Filipino 73 years old B.S in Management <i>University of the East</i></p>	<p>The Wellex Group, Inc. Wellex Petroleum, Inc. Manila Sands Hotel &amp; Casino, Inc. Bulacan Harbour Dev't. Corp. Philippine International Airways</p>	<p>Chairman/Director Chairman/Director Chairman/Director Chairman/Director Director</p>
<p><b>Atty. Lamberto B. Mercado, Jr.</b> Director Filipino 57 years old Bachelor of Laws (L.L.B.) <i>Ateneo de Manila University</i> School of Law</p>	<p>Forum Pacific, Inc. Metro Alliance Holdings &amp; Equities Corp. CPDSI, AHI and FEZ Acesite (Phils.) Hotels Corp. Philippine National Construction Corp. Rexlon Realty Group, Inc. Wellex Mining Corp. Southernpec Phils., Inc. Dubai Gold Mining Corp. Sands Mining &amp; Dev't. Corp. Bulacan Harbour Dev't. Corp. Wanda Prime Property Dev't., Inc. Seabrook Resources &amp; Devt Corp. Country Garden Agri-Tourism Dev't., Inc. Bulacan Country Garden Dev't. Corp.</p>	<p>Director Director/Compliance Officer Director Chief Risk Officer/Director Director Assist. Cop. Sec./Director Corp. Secretary/Director Corp. Secretary/Director Corp. Secretary/Director Director Corp. Secretary/Director Director Corp. Secretary/Director President  Director</p>
<p><b>Omar M. Guinomla</b> Director Filipino 51 years old A.B. Management <i>De La Salle University</i> Master's in Business Administration <i>Ateneo de Manila University</i></p>	<p>Forum Pacific, Inc. Recovery Real Estate Corp. Pacific Rehouse Corp. Orient Pacific Corp. Recovery Dev't. Corp. Philippine International Airways Continental Wire &amp; Cable Corp. Shanghai Resources Corp. Calinan Star Mining, Inc. Dubai Gold Mining Corp. Sands Mining &amp; Dev't. Corp. Manila Bay Front Hotels, Inc. Silverquest Mining Resources Inc. Bulacan Fortune Land Dev't. Corp. Triton Construction &amp; Dev't. Corp.</p>	<p>Director Director Director Assist. Corp. Sec./Director Assist. Corp. Sec./Director Corp. Treasurer/Director Director Chairman/President/Director Director Director Corp. Secretary/Director Corp. Secretary/Director Corp. Treasurer/Director Corp. Secretary/Director Corp. Secretary/Director</p>
<p><b>Renato C. Francisco</b> Independent Director Filipino</p>	<p>Forum Pacific, Inc. Waterfront Phil., Inc.</p>	<p>Independent Director Independent Director</p>

74 years old Bachelor of Laws <i>Ateneo de Manila University</i> B.A. in English and Philosophy <i>San Beda College</i>	Philippine Estates Corp. Acesite (Phils.) Hotel Corp. Sta. Lucia Land, Inc.	Independent Director Independent Director Independent Director
---	---	--

<b>Sergio R. Ortiz-Luis, Jr.</b> Independent Director Filipino 80 years old B.S. in Liberal Arts B.S. in Business Administration Masters in Business Administration (Candidate) <i>De La Salle University</i> PhD Humanities hc <i>Central Luzon Agricultural College</i> PhD in Business Technology hc <i>Eulegio Rodriguez University</i> PhD Capital Management hc <i>Academy of Multiskills, UK</i> PhD Business Administration hc <i>Angeles University Foundation</i>	Forum Pacific, Inc. Philippine Estates Corp. Waterfront Phils., Inc. Waterfront Manila Premier Dev't., Inc. Acesite (Phils.) Hotel Corp.  BA Securities VC Securities Corp.  Country Garden Agri-Tourism Dev't. Inc. Philippine International Airways Philippine Chamber of Commerce and Industry National Center for Mediation Integrated Concepts & Solutions, Inc. Rotary Club of Greenmeadows Foundation Export Dev't. Council Alliance Global, Inc. JARDELI Club Foundation Philippine Exporters Confederation Inc. Employers Confederation of the Phils. Philippines Foundation, Inc. Asia Pacific Chinese Media, Inc. GS1 and International Chamber of Commerce Phils. Philippine Foundation, Inc. (Team Phils.) Manila Exposition Complex, Inc. La Salle Tech Academy Alliance Energy Power and Dev't. Inc. Rural Bank of Baguio H2O (Formerly Calapan Ventures, Inc) LikeCash Asia & Pacific Corp. SPC Power Corp. Drug Abuse Resistance Education Phils. Human Resource Dev't. Foundation Consulate of Romania in the Phils. Consular Corps of the Phils. International Association of Educators for World Peace The Philippine Bamboo Council Patrol 117 (Foundation for Crime Prevention) Industry Development Council National Competitiveness Council Aristocrat Manila City Holdings, Inc. Philippine Jaycee Senate Philippine Coastguard Auxilliary	Independent Director Director Chairman/Director Director Vice-Chairman/Independent Director Independent Director Vice-Chairman/Independent Director Chairman/Director Chairman/Director Chairman/Treasurer  Chairman Chairman Chairman Vice Chairman  Vice Chairman Vice Chairman President/CEO President President President Founding Director  Director Director Director Director Director Director Director Director Director Trustee/Treasurer Consul General Treasurer Honorary Adviser  Private Sector Representative Commissioner  Member BPLS Champion Director Senate Captain
<b>Josaias T. Dela Cruz</b> Independent Director Filipino	Forum Pacific, Inc. Philippine Estates Corp.	Independent Director Independent Director

62 years old B.S. in Business Management <i>Ateneo de Manila University</i>	JTDC Spinmeister Laundry Service Wegen Distributed Energy Philippines Holdings Corp.	Sole Proprietor Treasurer/Vice President for Investor Relations and Financial Planning
<b>Atty. Aristeo R. Cruz</b> Independent Director Filipino 57 years old CPA Lawyer B.S. in Commerce Major in Accountancy <i>De La Salle University</i> Bachelor of Laws (LLB) <i>New Era University</i>	Metro Alliance Holdings & Equities Corp. Forum Pacific, Inc. Acesite (Phils.) Hotel Corp. Waterfront Philippines Inc Jose & Luz Locsin Foundation Meycauayan College, Inc.  Cruz Altares & Associates Law Office (formerly Cruz, Castro & Altares Law Office) Liberty Bank (A Rural Bank), Inc. Idealland Realty & Dev't. Corp.  Philstar Innovation Realty Corp. Statosphere Realty & Dev't. Corp.  Waterstreet Realty Corp. Justina Emilia Realty and Management & Dev't. Corp.	Independent Director Independent Director Director Independent Director President Vice-Chairman/Director, Dean, College Department Founding and Managing Partner  Vice-President/Compiler President and Chief Operating Officer (COO) Corp. Secretary/Director President and Chief Operating Officer (COO) President Corp. Secretary
<b>Annabelle T. Abunda</b> Compliance Officer Filipino 47 years old CPA and Licensed Real Estate Broker B.S. in Accountancy <i>University of the Philippines in the Visayas</i>	Metro Alliance Holdings & Equities Corp. Pacific Rehouse Corp.  Pacific Wide Holdings, Inc. Forum Pacific, Inc.	Finance Officer Finance & Administration Manager Accounting Manager Compliance Officer
<b>Amando J. Ponsaran, Jr.</b> Corporate Secretary Filipino 53 years old BSBA-Finance/Marketing <i>University of San Agustin – Iloilo</i> Bachelor of Laws <i>Arellano Law School/Philippine Christian University</i>	Philippine Estates Corp. Corporate Counsels, Phils. Law Offices  Forum Pacific, Inc	Asst. Corporate Secretary Senior Manager – Corp Services Group Asst. Corporate Secretary

### **CORPORATE GOVERNANCE**

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual and related SEC Circulars. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.

The board of Directors has approved its Corporate Governance Compliance Evaluation System in order to check and assess the level of compliance of the Company with leading practices on good corporate governance as specified in its Corporate Governance Manual and pertinent SEC Circulars. The System likewise highlights areas for compliance improvement and action to be taken. One of the system's output is the Annual Corporate Governance Compliance Evaluation Form submitted by the Corporation every year to the SEC and PSE.

There were minor deviations from the Corporation's Manual during the period January to December 2004 due mainly to recent changes and business development plans. Since it was a minor deviation, the former president, Mr. Weslie T. Gatchalian, was issued a warning and written reprimand by the Exchange. The Company as represented by its Board of Directors was issued a written reprimand last June 11, 2010 also

for not submitting its Revised Manual on Corporate Governance within the prescribed period of submission. The Company submitted its show-cause letter dated June 28, 2010 stating that it initially adopted not to revise its Manual and adopt instead the provisions of its Manual earlier filed with the Exchange. Subsequently, however, in order to comply with the directive of the Exchange, it was able to file its Revised Manual on Corporate Governance on the same date.

Wellex Industries, Inc. has consistently strived to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards.

The Company submitted its Integrated Annual Corporate Governance Report (IACGR) on May 29, 2023 covering the year 2022. The independent directors have submitted their Certificate of Qualification as required by the SEC vis-à-vis Section 38 of the Securities Regulation Code.

\* \* \*

Re: Wellex Industries Inc\_SEC Form 17-A 2022\_02May2023

---

From: ICTD Submission (ictdsubmission+canned.response@sec.gov.ph)

To: wellexindustries@yahoo.com

Date: Tuesday, May 2, 2023 at 04:59 PM GMT+8

---

Thank you for reaching out to [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph). Your submission is subject for Verification and Review of the Quality of the Attached Document only for **Secondary Reports**. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at <https://secexpress.ph/>. Or you may call 8737-8888 for further clarifications.

---

## NOTICE

Please be informed that selected reports should be filed through **ELECTRONIC FILING AND SUBMISSION TOOL (EFAST)**. <https://cifss-ost.sec.gov.ph/user/login>

such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC\_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

**17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT**, through email at

[ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph)

FOR **MC28**, please go to SEC website:

<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

---



# SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City, 1307 Metro Manila Philippines

Tel: (632) 818-0921 Fax: (632) 818-5293 Email: mis@sec.gov.ph



**The following document has been received:**

**Receiving:** Mary Irish De Castro

**Receipt Date and Time:** May 02, 2023 05:11:50 PM

## Company Information

---

**SEC Registration No.:** 0000011790

**Company Name:** WELLEX INDUSTRIES INC.

**Industry Classification:** K74000

**Company Type:** Stock Corporation

## Document Information

---

---

**Document ID:** OST10502202381087570

**Document Type:** Financial Statement

**Document Code:** FS

**Period Covered:** December 31, 2022

**Submission Type:** Consolidated

**Remarks:** None

---

---

Acceptance of this document is subject to review of forms and contents

# COVER SHEET

## for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

1	1	7	9	0															
---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

**COMPANY NAME**

W	E	L	L	E	X		I	N	D	U	S	T	R	I	E	S		I	N	C	O	R	P	O	R	A	T	E	D	
A	N	D		S	U	B	S	I	D	I	A	R	I	E	S															

**PRINCIPAL OFFICE** (No. / Street / Barangay / City / Town / Province)

3	5	T	H		F	L	O	O	R	,		O	N	E		C	O	R	P	O	R	A	T	E					
C	E	N	T	E	R	,		D	O	Ñ	A		J	U	L	I	A		V	A	R	G	A	S		A	V	E	.
C	O	R	.		M	E	R	A	L	C	O		A	V	E	.	,		O	R	T	I	G	A	S				
C	E	N	T	E	R		P	A	S	I	G		C	I	T	Y	,		P	H	I	L	I	P	P	I	N	E	S

Form Type

A	A	F	S
---	---	---	---

Department requiring the report

C	R	M	D
---	---	---	---

Secondary License Type, If Applicable

N	A		
---	---	--	--

### COMPANY INFORMATION

Company's email Address

wellexindustries@yahoo.com
----------------------------

Company's Telephone Number

8706-7888
-----------

Mobile Number

09177904371
-------------

No. of Stockholders

999
-----

Annual Meeting (Month/Day)

October/4
-----------

Fiscal Year (Month/Day)

December/31
-------------

### CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Amando J. Ponsaran, Jr.
-------------------------

Email Address

ajponsaran@ccplaw.com.ph
--------------------------

Telephone Number/s

8687-7536
-----------

Mobile Number

09285026399
-------------

### CONTACT PERSON'S ADDRESS

Unit 3104, Antel Global Corporate Center, #3 Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City
--

**Note 1 :** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2 :** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

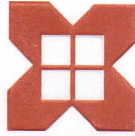


***Wellex Industries Incorporated  
and Subsidiaries***

*Financial Statements  
December 31, 2022 and 2021*

*and*

*Independent Auditors' Report*



**WELLEX INDUSTRIES, INC.**  
LISTED IN THE PHILIPPINE STOCK EXCHANGE

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY  
FOR FINANCIAL STATEMENTS**


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

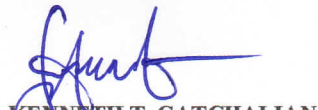
In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the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


The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

Diaz Murillo Dalupan and Company, the independent auditors, appointed by the stockholders has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

  
**RUBEN D. TORRES**  
Chairman of the Board

  
**KENNETH T. GATCHALIAN**  
President

  
**RICHARD L. RICARDO**  
Corporate Treasurer

SUBSCRIBED AND SWORN to before me in PASIG CITY City/Province, Philippines on APR 14 2023  
affiants personally appeared before me and exhibited to me their Tax Identification Number below:

Name	Tax Identification Number
1. RUBEN D. TORRES	135-071-068
2. KENNETH T. GATCHALIAN	167-406-526
3. RICHARD L. RICARDO	140-853-860

WITNESS MY HAND AND SEAL on the date and at the place above written.

DOC NO: 352  
PAGE NO: 72  
BOOK NO: 115  
SERIES OF 2573

**FERDINAND D. AYAHAO**  
Notary Public  
For Pasig City, Pateros and San Juan City  
Appointment No. 108 (2022-2025) valid until 12/31/2023  
MCLE Exemption No. VII-RE-086719 valid until 06/30/23  
Roll No. 46377; IBP LBN 02458. OR 55000-0000001  
TIN 123-011-785; PIR 0161000; 01/00/23; Pasig City  
Unit 5, West Tower PSE, Exchange Road  
Ortigas Center, Pasig City Tel. #632-86314000

35th Flr. One Corporate Center Doña Julia Vargas Avenue corner Meralco Ave., Ortigas Center, Pasig City, Phils. 1605  
Tel. No. (632) 706-7888 \* Fax No. (632) 706-5982

## Independent Auditors' Report

To the Board of Directors and Stockholders of  
**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
35<sup>th</sup> Floor, One Corporate Center  
Doña Julia Vargas Ave., cor. Meralco Ave.  
Ortigas Center, Pasig City, Philippines

### **Report on the Audits of the Consolidated Financial Statements**

#### *Opinion*

We have audited the consolidated financial statements of **Wellex Industries Incorporated and Subsidiaries** (the 'Group'), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2022, and notes to consolidated financial statements, including a summary of significant accounting policies.

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

#### *Basis for Opinion*

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with Code of Ethics for Professional Accountants in the Philippines (the 'Code of Ethics') together with the ethical requirements that are relevant to our audits of the consolidated 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.

#### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Group has been incurring losses in current and prior years and has accumulated a deficit of ₱2,100,379,350 and ₱2,097,669,306 as at December 31, 2022 and 2021, respectively. As stated in Note 1, these events or conditions, along with other matters, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Should there be an opportunity for an interesting business acquisition, there might be a need to raise funds via a stock rights offering with the local bourse. The Group also has substantial amount of advances to related parties which are realizable upon demand. We have conducted sufficient audit procedures to verify the validity of the management plan to address the material uncertainty related to going concern. Our opinion is not modified in respect of this matter.

#### **Global Reach, Global Quality**

Head Office : 7th Floor, Don Jacinto Building, De la Rosa corner Salcedo Sts., Legaspi Village, Makati City 1229 Philippines • Phone: +63(2) 894 5892 / 844 9421 / Fax: +63(2) 818 1872  
Cebu Office : Unit 504 Cebu Holdings Building, Cebu Business Park, Mabolo, Cebu City 6000 Philippines • Phone: +63(32) 415 8108 - 10 / Fax: +63(32) 232 8029  
Davao Office : 3rd Floor Building B Plaza De Luisa, Ramon Magsaysay Avenue, Davao City 8000 Philippines • Phone/Fax: +63(82) 222 6636  
Palawan Office : 2F MRC Building, Pineda Road, Brgy. San Pedro, Puerto Princesa City, Palawan 5300 Philippines • Phone +63(48) 716 1580  
Website : [www.dmdcpa.com.ph](http://www.dmdcpa.com.ph)

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

### *Adequacy of Allowance for Expected Credit Losses on Receivables and Advances to Related Parties*

The Group's assumptions used in calculating the allowance for expected credit losses (ECL) is significant to our audit as it involves the exercise of significant management judgement. Key judgment areas include, historical credit loss experience based on past due status of debtors and current conditions and estimates of future economic conditions. Allowance for ECL on trade and other receivables amounted to ₱81,472,858 and ₱86,474,558 as at December 31, 2022 and 2021, respectively. Allowance for ECL on advances to related parties amounted to ₱129,010,691 and ₱132,103,302 as at December 31, 2022 and 2021, respectively.

The disclosures related to allowance for ECL on receivables and advances to related parties are included in Note 25.

### *Our Response*

Our audit procedures to address the adequacy of allowance for ECL, includes the following:

- Obtained understanding of the approved methodologies used by the Group and assessed whether these are acceptable under the requisites of PFRS 9.
- For trade and other receivables, checked the methodology used in applying the simplified approach by evaluating the key inputs, assumptions, and formulas used.
- For advances to related parties, recalculated the allowance for ECL based on management assertions and policy of the Group in adopting general approach.
- Tested the definition of default against historical analysis of accounts and credit risk management policies and practices.
- Tested loss given default by inspecting historical recoveries including the timing, related costs, and write-offs.

### *Other information*

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

Our opinion on the consolidated 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 consolidated 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 consolidated 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 Consolidated Financial Statements*

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

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

## *Auditors' Responsibilities for the Audits of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 audits.

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 consolidated 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, in 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.

**DIAZ MURILLO DALUPAN AND COMPANY**

Tax Identification No. 003-294-822

BOA/PRC No. 0234, effective until August 4, 2023

SEC Accreditation No. 0234-SEC, Group A, issued on March 17, 2022 and valid in the audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001911-000-2022, effective until March 15, 2025

By:



Richard Noel M. Ponce

Partner

CPA Certificate No. 120457

SEC Accreditation No.1738-A, Group A, effective until March 30, 2025

Tax Identification No. 257-600-228

PTR No. 9573300, January 8, 2023, Makati City

BIR Accreditation No. 08-001911-012-2022, effective until September 29, 2025

April 12, 2023

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Financial Position**

	<b>As at December 31</b>	
	<b>2022</b>	<b>2021</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash - note 4	₱ 8,734,752	₱ 9,589,982
Trade and other receivables (net) - note 5	29,747,227	37,333,705
Prepayments and other current assets - note 6	17,228,697	16,464,693
	<b>55,710,676</b>	<b>63,388,380</b>
<b>Noncurrent Assets</b>		
Financial assets at fair value through other comprehensive income (FVOCI) - note 7	12,500,000	12,500,000
Advances to related parties (net) - note 20	25,674,564	30,582,214
Investment properties (net) - note 8	1,020,012,613	1,022,906,608
Interest in joint operation (net) - note 9	522,916,369	526,250,284
Property and equipment (net) - note 10	1,063,959	1,764,075
Deferred tax assets (net) - note 19	47,918	10,452
Other assets	95,844	95,844
	<b>1,582,311,267</b>	<b>1,594,109,477</b>
<b>TOTAL ASSETS</b>	<b>₱ 1,638,021,943</b>	<b>₱ 1,657,497,857</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other liabilities - note 11	₱ 5,119,478	₱ 5,763,830
Advances from lessees - note 22	3,631,755	6,327,584
Lease liability - note 20	143,349	41,806
Borrowings - note 12	413,082	375,911
Income tax payable	9,316	9,316
	<b>9,316,980</b>	<b>12,518,447</b>
<b>Noncurrent Liabilities</b>		
Advances from related parties - note 20	427,626,039	440,905,301
Borrowings (net of current portion) - note 12	—	413,082
Retirement benefits obligation - note 18	834,000	792,300
Lease liability (net of current portion) - note 20	48,323	—
Deferred tax liability - note 19	47,513	9,595
	<b>428,555,875</b>	<b>442,120,278</b>
	<b>437,872,855</b>	<b>454,638,725</b>
<b>Equity</b>		
Capital stock - note 13	3,276,045,637	3,276,045,637
Additional paid-in capital	24,492,801	24,492,801
Deficit	( 2,100,379,350)	( 2,097,669,306)
	<b>1,200,159,088</b>	<b>1,202,869,132</b>
Treasury stock - note 13	( 10,000)	( 10,000)
	<b>1,200,149,088</b>	<b>1,202,859,132</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>₱ 1,638,021,943</b>	<b>₱ 1,657,497,857</b>

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**

**For the Years Ended December 31**

	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>RENTAL INCOME</b> - notes 8 and 22	<b>₱ 20,047,766</b>	<b>₱ 23,857,767</b>	<b>₱ 29,882,741</b>
<b>DIRECT COSTS AND EXPENSES</b> - note 14	<b>12,564,846</b>	9,469,159	13,024,194
<b>GROSS INCOME</b>	<b>7,482,920</b>	14,388,608	16,858,547
<b>OPERATING EXPENSES</b> - note 15	<b>17,613,958</b>	23,526,575	23,262,437
<b>LOSS FROM OPERATIONS</b>	<b>( 10,131,038)</b>	( 9,137,967)	( 6,403,890)
<b>OTHER INCOME (LOSS)</b> - note 16	<b>9,039,986</b>	6,495,677	46,313,121
<b>FINANCE COSTS</b> - note 17	<b>( 786,928)</b>	( 627,426)	( 593,916)
<b>INCOME (LOSS) BEFORE INCOME TAX</b>	<b>( 1,877,980)</b>	( 3,269,716)	39,315,315
<b>PROVISION FOR INCOME TAX</b> - note 19			
Current	( 1,058,506)	( 262,177)	( 3,473,369)
Deferred	226,442	( 1,198)	863.00
	<b>( 832,064)</b>	( 263,375)	( 3,472,506)
<b>NET INCOME (LOSS) FOR THE YEAR</b>	<b>(₱ 2,710,044)</b>	<b>(₱ 3,533,091)</b>	<b>₱ 35,842,809</b>
<b>EARNINGS (LOSS) PER SHARE</b> - note 24	<b>(₱ 0.0008)</b>	<b>(₱ 0.0011)</b>	<b>₱ 0.0109</b>

*(The accompanying notes are an integral part of these consolidated financial statements.)*



**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**

	<b>Capital Stock</b> (Note 13)	<b>Additional Paid- in Capital</b>	<b>Deficit</b>	<b>Treasury Stock</b> (Note 13)	<b>Total</b>
Balance at January 1, 2020	₱ 3,276,045,637	₱ 24,492,801	(₱ 2,129,979,024)	(₱ 10,000)	₱ 1,170,549,414
Net income for the year	–	–	35,842,809	–	35,842,809
<b>Balance at December 31, 2020</b>	3,276,045,637	24,492,801	( 2,094,136,215)	( 10,000)	1,206,392,223
<b>Net loss for the year</b>	–	–	( 3,533,091)	–	( <b>3,533,091</b> )
<b>Balance at December 31, 2021</b>	3,276,045,637	24,492,801	( 2,097,669,306)	( 10,000)	1,202,859,132
<b>Net loss for the year</b>	–	–	( <b>2,710,044</b> )	–	( <b>2,710,044</b> )
<b>Balance at December 31, 2022</b>	<b>₱ 3,276,045,637</b>	<b>₱ 24,492,801</b>	<b>(₱2,100,379,350)</b>	<b>(₱ 10,000)</b>	<b>₱ 1,200,149,088</b>

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

	<b>For the Years Ended December 31</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income (loss) before tax	(₱ 1,877,980)	(₱ 3,269,716)	₱ 39,315,315
Adjustments for:			
Depreciation - notes 8 and 10	3,879,188	4,445,996	4,580,059
Provision for (reversal of) ECL on:			
Trade and other receivables - note 5	( 5,001,700)	( 4,351,142)	155,424
Advances to related parties - note 20	( 3,092,611)	( 1,190,071)	( 2,168,410)
Provision for retirement benefits - note 18	41,700	41,700	41,700
Finance costs - note 17	786,928	627,426	593,916
Write-off of other assets - note 16	-	-	85,000
Interest income - notes 4 and 20	( 945,675)	( 955,514)	( 44,939)
Gain on sale of investment properties - note 8	-	-	( 46,704,100)
Operating loss before working capital changes	( 6,210,150)	( 4,651,321)	( 4,146,035)
Decrease (increase) in:			
Trade and other receivables	12,588,178	8,677,795	1,883,810
Prepayments and other current assets	( 764,004)	( 1,774,893)	( 517,385)
Increase (decrease) in:			
Accounts payable and other liabilities	( 644,352)	559,199	45,765
Advances from lessees	( 2,695,829)	27,103	107,496
Net cash generated from (used in) operations	2,273,843	2,837,883	( 2,626,349)
Interest received - note 4	14,110	23,949	6,216
Income tax paid	( 831,612)	( 672,469)	( 3,053,761)
Net cash provided by (used in) operating activities	1,456,341	2,189,363	( 5,673,894)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Collection of advances to related parties	8,931,826	1,184,749	2,963,591
Proceeds from sale of investment properties - note 8	-	-	56,270,000
Additions to property and equipment - note 10	-	( 631,890)	( 1,923,475)
Net cash provided by investing activities	8,931,826	552,859	57,310,116
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payment of advances from related parties	( 10,658,829)	( 8,757,235)	( 48,151,366)
Payment of lease liability	( 150,000)	( 150,000)	( 150,000)
Payment of borrowings	( 375,911)	( 314,794)	-
Finance cost paid	( 58,657)	( 83,560)	-
Proceeds from borrowings - note 12	-	-	1,103,787
Net cash used in financing activities	( 11,243,397)	( 9,305,589)	( 47,197,579)
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>( 855,230)</b>	<b>( 6,563,367)</b>	<b>4,438,643</b>
<b>CASH - note 4</b>			
At beginning of year	9,589,982	16,153,349	11,714,706
At end of year	₱ 8,734,752	₱ 9,589,982	₱ 16,153,349

*(The accompanying notes are an integral part of these consolidated financial statements.)*

## **WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**

### **Notes to Consolidated Financial Statements**

As at December 31, 2022 and 2021 and for each of the three years  
in the period ended December 31, 2022

#### **1. CORPORATE INFORMATION, STATUS OF OPERATIONS AND MANAGEMENT PLANS**

**Wellex Industries Incorporated** (the ‘Parent Company’) was incorporated in the Philippines on October 19, 1956. The Parent Company engaged primarily in the business of mining and oil exploration and was known as Republic Resources and Development Corporation (REDECO). The Parent Company extended its corporate life for another fifty (50) years up to October 19, 2056 which was approved by the Securities and Exchange Commission (SEC) on July 20, 2007.

The Parent Company’s shares are listed and traded in the Philippine Stock Exchange (PSE).

The Parent Company wholly-owns Plastic City Industrial Corporation (PCIC). PCIC has ceased its commercial operations but PCIC subsidiaries have leased out their warehouse and building facilities.

The financial position and results of operations of the Parent Company and its Subsidiaries, (herein referred to as the ‘Group’) are consolidated in these financial statements.

The registered office address of the Parent Company is located at 35<sup>th</sup> Floor, One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, Philippines.

The consolidated financial statements as at and for the year ended December 31, 2022, including its comparatives for 2021 and 2020, were authorized and approved for issue by the Board of Directors (BOD) of the Parent Company on April 12, 2023.

#### **Status of Operations and Management Plans**

For the year ended December 31, 2022 and 2021, the Group has incurred losses resulting in a deficit of ₱2,100,379,350 and ₱2,097,669,306 as at December 31, 2022 and 2021, respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as going concern and, therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business. Albeit these conditions, management believes that the Group will be able to meet all its outstanding obligations and continue to operate as a going concern.

To continue as a going concern, the officers and major stockholders of the Group have committed to provide full financial support to the Group to sustain its operations, meet the working capital requirements and settle obligations as they fall due.

In prior years, the Parent Company’s business of mining and oil exploration became secondary to real estate and energy development. On January 28, 2008, the BOD approved the amendment of the Parent Company’s primary purpose from a holding company to a company engaged in the business of mining and oil exploration.

The purpose of the amendment of the primary purpose was essentially to enable the Group to ride the crest of a resurgent mining industry including oil exploration of the country's offshore oil fields. The Group's strategy is to identify mining properties with proven mineral deposits particularly nickel, chromite, gold and copper covered by Mineral Production Sharing Agreements (MPSA) and to negotiate for either a buy-out or enter into a viable joint venture arrangement. For its oil and mineral exploration activities, the Group has identified and conducted initial discussions with potential investors.

However, the continuing global financial crises dampened the metal and oil prices that adversely affected the investment environment of mining and oil, and mineral exploration industry of the country. To finance its operating expenses, the Group obtains advances from related parties.

The Group has put on hold its plans to acquire a mining company with an existing MPSA with the Mines and Geosciences Bureau (MGB). This is due to the stringent requirements that the Department of Environment and Natural Resources (DENR) had placed on several dormant mining companies and the subsequent business slowdown in the industry as a result thereof.

#### *Redevelopment of the Plastic City Complex in Valenzuela*

On December 17, 2012, the Group and other related parties entered into a Memorandum of Agreement (MOA) with Avida Land Corp (ALC) for the development of 21.3 hectares of land located in Valenzuela City into a residential clusters of condominium, townhouses, house and lots. Out of the total 21.3 hectares, 12.8 hectares (representing 60% of the aggregate area) was owned by the Group and its affiliates and around 8.47 hectares were owned by related parties.

By virtue of a Rescission Agreement dated November 29, 2019, the Group elected not to pursue their Agreement with ALC for the development of the real estate. The project will now be undertaken in a joint venture with Philippine Estate Corporation (PHES), an affiliate, and will involve the conversion of the industrial estate into a mixed-use hub with complimentary commercial, office and residential zones. The Parent Company is certain that this shift in character will greatly increase the value of their property and will encourage the development and growth of a new Central Business District for Valenzuela City.

#### *Business and Operations*

Based on current operation, the Group's cash requirements can be generated internally from rental income from remaining lease contracts of its subsidiaries. The management believes that resources are sufficient for projected leasing plans for the next twelve (12) months. However, should there be an opportunity for an interesting business acquisition as related above, there might be a need to raise funds via a stock rights offering with the local bourse. In any case, the Group has substantial amount of advances to related parties which are realizable upon demand.

The Group will explore new business opportunities in the development of industrial estates, and to this end, ocular inspections for suitable raw land for development into industrial estates are being carried out in Cavite, Laguna, Batangas and Bulacan. Discussions have been carried out with local government city planning officials in order to determine which sites are candidates for long-term success, and the Group is in constant communication with urban planners and construction engineers in order to fully understand the financial feasibility models for the development of these industrial estates.

In addition, due to high demand in parking spaces and warehouses nowadays, management is eyeing to convert its unused land in Valenzuela into open parking spaces and renovate its vacant buildings into new warehouses for rent.

Project manpower will be outsourced when the operations commence and as the need arises. Technical and managerial plantilla positions will be filled when future operations commence in either the mining sector or industrial estate development. A capital-infusion and build-up program will address the Group's financial standing, the size and timing of which will be directly related to the planned entry into new business endeavors.

The worldwide quarantines brought about by the COVID-19 Omicron variant had caused some slowdown in the business momentum of the country. Despite the easing of international travel, there is still some lingering reluctance of foreign investors to enter into new Philippine projects, Management, however, is optimistic that economic normalcy is coming soon especially with the successful roll out of proven vaccines.

The renewed worldwide quarantines brought about by the COVID-19 Omicron variant has caused another slowdown in the business momentum of the country. Despite the limitations of regional travel and the reluctance of foreign investors to enter into new Philippine projects, Management is still optimistic that economic recovery is coming soon especially with the early successful rollout of proven vaccines.

Consequently, the Group's consolidated financial statements have been prepared assuming that the Parent Company will continue as a going concern. The Group's consolidated financial statements do not include any adjustments relating to the recoverability and classification of the recorded assets or the recognition and classification of liabilities that might result from the outcome of this uncertainty.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

### **Statement of Compliance**

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards (PAS) and Interpretations issued by the former Standing Interpretations Committee (SIC), the Philippine Interpretations Committee (PIC) and the International Financial Reporting Interpretations Committee (IFRIC), which have been approved by the Financial Reporting Standards Council (FRSC) and adopted by the SEC.

### **Basis of Preparation**

The consolidated financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

### **Functional and Presentation Currency**

The consolidated financial statements are presented in Philippine peso (₱), the Group's functional currency. All amounts are rounded to the nearest peso except when otherwise indicated.

### **Current and Non-Current Classification**

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

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

Deferred tax assets and tax liability are classified as non-current assets and non-current liabilities, respectively.

### **Basis of Consolidation**

The consolidated financial statements incorporate the financial statements of the Parent Company and subsidiaries it controls. Control is achieved when the Parent Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of these three elements of control.

When the Parent Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

Consolidation of subsidiaries begins when the Parent Company obtains control over the subsidiaries and ceases when the Parent Company loses control of the subsidiaries. Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiaries.

The financial statements of the subsidiaries are prepared for the same reporting year, using accounting policies that are consistent with those of the Parent Company. Intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions are eliminated in full in the consolidation.

Changes in the ownership interests in subsidiaries that do not result in the loss of control are accounted for as equity transactions.

If the Parent Company loses control over its subsidiaries, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resulting gain or loss is recognized in consolidated statements of comprehensive income.

### Composition of the Group

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at December 31, 2022 and 2021. The details of its subsidiaries are as follows:

Subsidiaries	Principal Activity	Ownership	
		2022	2021
<b>Direct Ownership</b>			
PCIC	Manufacturing	100%	100%
<b>Indirect Ownership (Subsidiaries of PCIC)</b>			
ICC	Manufacturing	100%	100%
KCC	Manufacturing	100%	100%
PPC	Manufacturing	100%	100%
Rexlon Industrial Corporation (RIC)	Manufacturing	100%	100%

a) Direct ownership

*PCIC*

PCIC and its subsidiaries have ceased operations but have leased out their warehouse facilities. The intention of the Group is to continue its operation by focusing on “injection molding” due to its very encouraging prospect and which has shown to have a high viability rating that will contribute highly towards the Group’s maximum operation and financial position. Management is continuously in search for reliable joint venture partners who have the means to continue its operations.

b) Indirect ownership

*ICC*

ICC was incorporated in the Philippines and registered with the SEC on June 23, 1981, primarily to engage in the manufacture of plastic containers. The Company ceased its commercial operations on July 30, 2000, and has leased out its buildings as warehouses.

*KCC*

KCC was incorporated in the Philippines and registered with the SEC on February 14, 1983. The Company was established to manufacture all kinds of plastic containers. The Company ceased its commercial operations on April 30, 2002, and has leased out its buildings as warehouses.

### *PPC*

PPC was incorporated in the Philippines and registered with the SEC on October 1, 1982. The Company was established primarily to manufacture plastic raw materials, rigid and non-rigid plastic products, plastic compounds, derivatives and other related chemical substances. The Company ceased its commercial operations on May 16, 2002, and has leased out its buildings as warehouses.

### *RIC*

RIC was incorporated in the Philippines and registered with the SEC on October 9, 1984. The Company was engaged in the business of manufacturing and molding plastic products. The Company ceased its commercial operations on April 30, 2002.

## **Changes in Accounting Policies and Disclosures**

The accounting policies adopted are consistent with those of the previous financial years except for the following new and amended PFRS that are mandatorily effective for annual periods beginning on or after January 1, 2022.

*Property, Plant and Equipment before Intended Use (Amendments to PAS 16)*. The amendments to PAS 16, Property, Plant and Equipment prohibits an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is ‘testing whether the asset is functioning properly’ when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity’s ordinary activities. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

*Reference to the Conceptual Framework (Amendments to PFRS 3)*. Minor amendments were made to PFRS 3, Business Combinations to update the references to the Conceptual Framework for Financial Reporting and add an exception for the recognition of liabilities and contingent liabilities within the scope of PAS 37, Provisions, Contingent Liabilities and Contingent Assets and Philippine Interpretation IFRIC 21, Levies. The amendments also confirm that contingent assets should not be recognized at the acquisition date. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

*Onerous Contracts – Cost of Fulfilling a Contract (Amendments to PAS 37)*. The amendment to PAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognizing a separate provision for an onerous contract, the entity recognizes any impairment loss that has occurred on assets used in fulfilling the contract. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

### *Annual Improvements to PFRS Standards 2018–2020*

- *PFRS 9, Financial Instruments* – clarifies which fees should be included in the 10% test for derecognition of financial liabilities.



- *PFRS 16, Leases* – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives.

The annual improvements are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

### **New Accounting Standards, Interpretations and Amendments to Existing Standards Effective Subsequent to January 1, 2022**

Standards issued but not yet effective up to the date of the Group’s consolidated financial statements are listed below. This listing of standards and interpretations issued are those that the Group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Group intends to adopt these standards when they become effective.

*Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1)*. The narrow-scope amendments to PAS 1, Presentation of Financial Statements clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (eg the receipt of a waiver or a breach of covenant). The amendments also clarify what PAS 1 means when it refers to the ‘settlement’ of a liability. The amendments could affect the classification of liabilities, particularly for entities that previously considered management’s intentions to determine classification and for some liabilities that can be converted into equity. The amendments are effective for annual periods beginning on or after January 1, 2024, with earlier application permitted.

*Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2)*. The narrow-scope amendments PAS 1, Presentation of Financial Statements require entities to disclose material accounting policy information instead of significant accounting policies. The amendments also clarify the following: (1) accounting policy information may be material because of its nature, even if the related amounts are immaterial; (2) accounting policy is material if users of an entity’s financial statements would need it to understand other material information in the statements; and (3) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. Further, the amendments provides several paragraphs to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. In addition, PFRS Practice Statement 2 has been amended by adding guidance and examples to explain and demonstrate the application of ‘four-step materiality process’ to accounting policy information in order to support the amendments to PAS 1. The amendments are applied prospectively. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted. Once the entity applies the amendments to PAS 1, it is also permitted to apply the amendments to PFRS Practice Statement 2.

*Definition of Accounting Estimates (Amendments to PAS 8)*. The amendments to PAS 8, Accounting Policies, changes focus entirely on accounting estimates and clarify the following:

- The definition of a change in accounting estimates is replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”.
- Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

- A change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.
- A change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognized as income or expense in the current period. The effect, if any, on future periods is recognized as income or expense in those future periods.

The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Deferred Tax Related to Assets and Liabilities arising from Single Transaction (Amendments to PAS 12).* The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary difference arise on initial recognition. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Lease Liability in a Sale and Leaseback (Amendments to PFRS 16).* The amendment clarifies the how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in PFRS 15 to be accounted for as a sale. The amendments to PFRS 16 specifies that, in subsequently measuring the lease liability, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Noncurrent Liabilities with Covenants (Amendments to PAS 1).* The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of liability. Only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as either current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months. The amendments are effective for annual periods beginning on or after January 1, 2024.

#### *Deferred Effectivity*

*PFRS 10, Consolidated Financial Statements and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments).* The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture. On January 13, 2016, the FRSC deferred the original effective date of April 1, 2016 of the said amendments until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

The Group has not early adopted the previously mentioned new, amended and improved accounting standards and interpretations. The Group continues to assess the impact of the above new, amended and improved accounting standards and interpretations that are effective subsequent to January 1, 2022 on its consolidated financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the consolidated financial statements when these amendments are adopted.

### **Determination of Fair Value and Fair Value Hierarchy**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement and for non-recurring measurement.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Fair value measurement disclosures of financial and non-financial assets are presented in Note 27 to the consolidated financial statements.

### **“Day 1” Difference**

When the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the consolidated statements of comprehensive income unless it qualifies for recognition as some other type of asset or liability. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statements of comprehensive income when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the “Day 1” difference amount.

### **Financial Instruments**

#### *Initial Recognition, Measurement and Classification*

The Group recognizes financial assets and financial liabilities in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place are recognized on the settlement date.

With the exception of trade receivables that do not contain a significant financing component, financial assets and financial liabilities are recognized initially at fair value including transaction costs, except for those financial assets and liabilities at FVPL where the transaction costs are charged to expense in the period incurred. Trade receivables that do not contain a significant financing component are recognized initially at their transaction price.

The Group classifies its financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) and FVPL.

The classification of financial assets depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing the financial assets. The Group’s business model is determined at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group’s business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group classifies its financial liabilities as subsequently measured at amortized cost using the effective interest method or at FVPL.

The Group does not have any financial instruments that are measured and classified at FVPL.

#### *Financial Assets at Amortized Cost*

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, financial assets at amortized cost are subsequently measured using the effective interest method less allowance for impairment. Gains and losses are recognized in the statements of comprehensive income when the financial assets at amortized cost are derecognized, modified or impaired. These financial assets are included in current assets if maturity is within twelve (12) months from the end of reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2022 and 2021, included under financial assets at amortized cost are the Group's cash, trade and other receivables, and advances to related parties (see Notes 4, 5 and 20).

#### *Cash*

The Group's cash includes cash on hand and in banks. Cash in banks earn interest at respective bank deposit rates.

#### *Trade and other receivables*

Receivables consist of trade receivable, advances to third parties, rental receivable and utilities receivable.

#### *Advances to related parties*

Represent non-interest bearing cash advances to related parties for working capital requirements.

#### *Equity Instruments Designated at FVOCI*

Upon initial recognition, the Group may make an irrevocable election to present in other comprehensive income changes in the fair value of an equity investment that is not held for trading. The classification is determined on an instrument-by-instrument basis.

When the equity instrument is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is not subsequently reclassified to profit or loss, but is transferred to retained earnings. Dividends on such investments are recognized in profit or loss when the right of payment has been established, except when the dividends represent a recovery of part of the cost of the investment, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment. These financial assets are classified as noncurrent assets.

As at December 31, 2022 and 2021, the Group elected to classify irrevocably its unquoted equity investments under this category (see Note 7).

#### *Financial Liabilities at Amortized Cost*

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading, or designated as at FVPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

As at December 31, 2022 and 2021, included in financial liabilities at amortized cost are the Group's accounts payable and other liabilities, borrowings, advances from related parties, lease liability and advances from lessees (see Notes 11, 12, 20 and 22).

#### *Accounts payable and other liabilities*

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other current liabilities include non-trade payables and accrued expenses.

#### *Advances from related parties*

Represents cash advances to related parties for working capital requirements.

#### *Advances from lessees*

Represent payment of advance rental which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period.

#### *Borrowing cost*

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the consolidated statements of comprehensive income in the period incurred.

#### *Lease liability*

Lease liability represents the Group's obligation to make lease payments for all leases with a term of more than twelve (12) months, unless the underlying asset is of low value is effectively treated as a financial liability which is measured at amortized cost, using its incremental borrowing rate as the discount rate.

### **Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

## **Derecognition of Financial Instruments**

### *Financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### *Financial liabilities*

A financial liability is derecognized when the obligation under the liability was discharged, cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

## **Impairment of Financial Assets**

The Group recognizes an allowance for ECL for all debt instruments that are measured at amortized cost or at FVOCI. ECL is a probability-weighted estimate of credit losses over the expected life of the financial asset.

Credit losses are the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group assesses at each end of the reporting period whether the credit risk on a financial asset has increased significantly since initial recognition. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is measured at an amount equal to the lifetime ECL. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, a loss allowance is measured at an amount equal to 12-month ECL. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within twelve (12) months after the reporting period.

For trade and other receivables, the Group applies a simplified in calculating ECL. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment, including time value of money where appropriate.

For advances to third parties and related parties, the Group applies a general approach in calculating ECL. The Company recognizes a loss allowance using management's adopted policy on ECL at the end of each reporting period.

When the credit risk on financial instruments for which lifetime ECL have been recognized subsequently improves, and the requirement for recognizing lifetime ECL is no longer met, the loss allowance is measured at an amount equal to 12-month ECL at the current reporting period, except for assets for which simplified approach was used.

The Group recognizes impairment loss (reversals) in consolidated statements of comprehensive income for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVOCI, for which the loss allowance is recognized in other comprehensive income and does not reduce the carrying amount of the financial asset in the consolidated statements of financial position.

#### *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the end of reporting period with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. the extent to which the fair value of a financial asset has been less than its amortized cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.



Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are one (1) day past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the end of reporting period. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default;
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### *Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than one (1) year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lenders of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lenders would not otherwise consider;

- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

#### *Write-off policy*

The Group writes-off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables and contract assets, when the amounts are over five (5) years past due, whichever occurs sooner.

Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in consolidated statements of comprehensive income.

#### **Prepayments and Other Current Assets**

Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepayments are initially recognized at cost and subsequently measured at cost less any utilized portion and impairment loss. This account comprises prepaid items which are apportioned over the period covered by the payment and charged to the appropriate accounts in the consolidated statements of comprehensive income when incurred.

Prepayments that are expected to be realized for not more than twelve (12) months after the reporting period are classified as current assets; otherwise, these are classified as other noncurrent assets.

An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. Prepaid expenses are derecognized upon consumption and usage.

#### *Input value-added tax (VAT) and Other Prepaid Taxes*

Input VAT is the indirect tax paid by the Group on the local purchase of goods or services from a VAT-registered person. Creditable withholding tax pertains to taxes withheld by the customers upon payment and is to be deducted from income tax payable of the Group.

The Group's input tax and other prepaid taxes are initially recognized at face value and subsequently measured at face value less provision for impairment, if any. Allowance for unrecoverable input tax and other prepaid taxes, if any, are maintained by the Group at a level considered adequate to provide for potential uncollectible portion of the claims. The Group, on a continuing basis, makes a review of the status of the claims designed to identify those that may require provision for impairment loss.

#### **Property and Equipment**

Property and equipment are tangible assets that are held for use supply of services, for rental to others, or for administrative purposes, and are expected to be used during more than one (1) period.

Property and equipment are initially measured at cost. The cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location of its intended use.

Subsequent to initial recognition, property and equipment are carried at cost less accumulated depreciation and any impairment in value.

Expenses that provide incremental future economic benefits to the Group are added to the carrying amount of an item of property and equipment. All other expenses are recognized in the consolidated statements of comprehensive income as incurred.

Depreciation of property and equipment commences once the property and equipment are available for use and computed using the straight-line basis over the estimated useful life of property and equipment as follows:

	In Years
Buildings and improvements	5 to 50
Machinery and equipment	4 to 32
Transportation equipment and tools	5 to 10
Furniture and fixtures	3 to 10
Right-of-use asset	2

The useful lives and depreciation method are reviewed annually to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

When property and equipment are retired or otherwise disposed of, the cost and the related accumulated depreciation and accumulated provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations. Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged against current operations.

### **Investment Properties**

Investment properties are for rental and capital appreciation, and not occupied by the Group.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties (except land) are carried at cost less accumulated depreciation and any impairment in value. Land is carried at cost less any impairment in value.

Expenses that provide incremental future economic benefits to the Group are added to the carrying amount of an item of property and equipment. All other expenses are recognized in the consolidated statements of comprehensive income as incurred.

Depreciation is computed using the straight-line method over the following estimated useful lives:

	In Years
Land improvements	5
Buildings and improvements	50

Investment properties are derecognized when either they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of comprehensive income in the year of retirement or disposal.

A transfer is made to investment property when there is a change in use, evidenced by ending of owner-occupation and commencement of an operating lease to another party. A transfer is made from investment property when and only when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. A transfer between investment property, owner-occupied property and inventory does not change the carrying amount of the property transferred nor does it change the cost of that property for measurement or disclosure purposes.

### **Interest in Joint Operation**

The Group has entered into joint operations for the development of properties.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a Group undertakes its activities under joint operations, the Group as a joint operator recognizes in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly.
- Its liabilities, including its share of any liabilities incurred jointly.
- Its revenue from the sale of its share of the output arising from the joint operation.
- Its share of the revenue from the sale of the output by the joint operation.
- Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the PFRS applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognized in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognize its share of the gains and losses until it resells those assets to a third party.

### **Impairment of Non-financial Assets**

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increase to the revised estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income.

### **Equity**

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are measured (initial and subsequent) at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### *Capital stock*

Capital stock represents the par value of the shares of the Parent Company that are issued and outstanding as of reporting date.

#### *Additional paid-in Capital*

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

#### *Treasury shares*

Treasury shares are own equity instruments which are reacquired and are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Treasury shares represent capital stock of the Parent Company that is owned by its subsidiary.

#### *Deficit*

Deficit includes all current and prior period results of operation as disclosed in the consolidated statements of comprehensive income.

### **Revenue Recognition**

Revenue is recognized to the extent that it is probable that economic benefits will flow to the entity and the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided in the normal course of business.

#### *Rental income*

Rental from investment properties that is leased to a third party under an operating lease is recognized in the consolidated statements of comprehensive income on a straight-line basis over the lease term. Rental received in advance is treated as advances from lessees and recognized as income when actually earned.

#### *Interest income*

Interest income is accrued on a time proportion basis, by reference to the principal amount outstanding and at the effective interest rate applicable.

#### *Other income*

Other income is income generated outside the normal course of business and is recognized when it is probable that the economic benefits will flow to the Group and it can be measured reliably.

### **Expense Recognition**

Cost and expenses are recognized in the consolidated statements of comprehensive income when decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen that can be measured reliably. Expenses in the consolidated statements of comprehensive income are presented using the functional method.

#### *Direct cost and expenses*

Direct cost and expenses are recognized as expense when the related services are rendered.

#### *Operating expenses*

Operating expenses constitute costs of operating and administering the business and are expensed as incurred.

### **Income Tax**

The tax expense for the period comprises current tax only. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income. Deferred income tax is determined using tax rates and laws, in the period the temporary difference is expected to be recovered or settled, that have been enacted or substantively enacted as at reporting period.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. At each reporting date the Group reassesses the need to recognize previously unrecognized deferred income tax asset.

Deferred income tax assets are recognized for all deductible temporary differences, carrying forward benefits of unused tax credits from excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences, carrying forward benefits of unused tax credits from excess of MCIT over RCIT and unused NOLCO can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax asset against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## **Leases**

### *Group as Lessee*

At inception of a contract, the Group assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has elected to apply the practical expedient to account for each lease component and any non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group applies the practical expedient not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

#### *Group as Lessor*

Leases wherein the Group substantially transfers to the lessee all risks and benefits incidental to ownership of the leased item are classified as finance leases and are presented as receivable at an amount equal to the Group's net investment in the lease. Finance income is recognized based on the pattern reflecting a constant periodic rate of return on the Group's net investment outstanding in respect of the finance lease.

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating lease. Lease income from operating lease is recognized in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

The Group 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.

The Group is a party to operating leases as a lessor. Rentals received under operating leases are charged to consolidated statements of comprehensive income (net of any incentives).

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

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

Related party relationship exists when: (a) a person or a close member of that person's family has control or joint control, has significant influence or is a member of the key management personnel of the reporting entity or of a parent of the reporting entity; and (b) when any of the following conditions apply: (i) the entity and the Group are members of the same group; (ii) one entity is an associate or joint venture of the other entity; (iii) both entities are joint ventures of the same third party; (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third party; (v) the entity is a post-employment benefit plan for the benefit of employees of the Group; (vi) the entity is controlled or jointly controlled by a person as identified in (a) above; (vii) the entity or any member of a group of which it is part, provides key management personnel services to the Group or to the parent of the Company; (viii) a person identified in (a) above has significant influence over the entity or is a member of the key management personnel of the entity or of a parent of the entity.

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



### **Retirement Benefits Obligation**

The Group has no formal retirement plan for its employees as it does not meet the minimum number of employees required for the establishment of a retirement benefit plan, but accrues the estimated cost of retirement benefits required by the provisions of Republic Act (RA) No. 7641 (Retirement Law). Under RA 7641, the Group is required to provide minimum retirement benefits to qualified employees. The retirement cost accrued includes current service cost and estimated past service cost as determined under RA 7641.

### **Segment Reporting**

A business segment is a Group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and return that are different from those of segments operating in other economic environments.

Operating segments are reported on the basis upon which the Group reports its primary segment information. Financial information on business segments is presented in Note 21.

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

Earnings (loss) per share are determined by dividing net income (loss) for the year by the weighted average number of common shares outstanding during the year, excluding common shares purchased by the Group and held as treasury shares.

### **Provisions and Contingencies**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. When the Group expects a provision or loss to be reimbursed, the reimbursement is recognized as a separate asset only when the reimbursement is virtually certain and its amount is estimable. The expense relating to any provision is presented in the consolidated statements of comprehensive income, net of any reimbursement.

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

### **Events After the Reporting Date**

The Group identifies post-year events as events that occurred after the reporting date but before the date when the consolidated financial statements were authorized for issue. Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the consolidated financial statements when material.

### **3. SIGNIFICANT ACCOUNTING JUDGMENTS AND CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS**

The preparation of the Group's consolidated financial statements requires management to make judgments and estimates that affect amounts reported in the consolidated financial statements. These 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. The Group believes the following represent a summary of these significant judgments and estimate and related impact and associated risks in the consolidated financial statements.

#### **Significant Accounting Judgments in Applying the Group's Accounting**

In the process of applying the Group'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 consolidated financial statements:

##### *Leases*

###### *Group as lessee*

The Group has entered into contract of lease for its office space it occupies. In determining the substance of the lease, the Group considered, among others, whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Based on management judgment, the Group's lease for its office space has substance of lease, thus, the Group recognized right-of-use asset representing the right to use the leased asset and lease liability representing its obligation to make lease payments.

###### *Group as lessor*

The Group has entered into property leases on its buildings classified as investment properties. The Group has determined that it retains all significant risks and rewards of ownership of the property as the Group considered, among others, the length of the lease term as compared with the estimated life of the assets. The Group's operating lease contracts are accounted for as non-cancellable operating leases. In determining whether a lease contract is non-cancellable, the Group considers the provisions in the lease contract which among others, the payment of rental corresponding to the unexpired portion of the lease period. The Group accounts the lease of its buildings under operating lease in accordance with the provision of lease contract and terms of the lease.

*Distinction between investment properties and interest in joint operation*

The Group determines whether a property contributed to joint venture operations will be classified as investment properties or investment in joint venture. In making this judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group or whether it will be retained as part of the Group's asset and treated as the Group's share in the joint venture, based on the provisions governing the joint venture agreement. The Group considers land contributed to the joint venture as its investment. The Group, in the normal course of business does not hold land to earn rentals or for capital appreciation; accordingly, land invested in the joint venture is classified as interest in joint operation (see Note 9).

*Realizability of input VAT*

The Group reviews and assesses its input VAT for its recoverability. Factors which primarily affect the recoverability include the completeness of the supporting documentation, entitlement to claim VAT paid as input tax credit against output tax liabilities and future taxable revenue. As at December 31, 2022 and 2021, the Group assessed that its input VAT is recoverable in future periods.

The Group's input VAT amounted to ₱4,492,812 and ₱4,024,213 as at December 31, 2022 and 2021, respectively (see Note 6).

*Operating segments*

The Group is organized and managed separately according to the nature of business. The Group reports its segment information according to its activities. Reportable segment operation pertains to the Group's leasing activity, while the non-reportable segment operation pertains to manufacturing operation, and mining and oil exploration (see Note 21).

*Provisions and contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provision and disclosure of contingencies are discussed in Note 2.

**Significant Accounting Estimates and Assumptions**

*Determination of ECL on trade and other receivables, and advances to related parties*

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 25.

The carrying amount of the Group's trade and other receivables amounted to ₱29,747,227 and ₱37,333,705 as at December 31, 2022 and 2021, respectively. Allowance for ECL recognized in the statements of financial position amounted to ₱81,472,858 and ₱86,474,558 as at December 31, 2022 and 2021, respectively (see Note 5).

The carrying amount of the Group's advances to related parties amounted to ₱25,674,564 and ₱30,582,214 as at December 31, 2022 and 2021, respectively. Allowance for ECL recognized in the statements of financial position amounted to ₱129,010,691 and ₱132,103,302 as at December 31, 2022 and 2021, respectively (see Note 20).

*Useful lives of property and equipment, and investment properties*

The Group estimates the useful lives of property and equipment, and investment properties, except land, are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed and updated if expectations differ from previous estimates due to physical wear and tear. The estimation of the useful lives of the property and equipment, and investment properties is based on a collective assessment of industry practice and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above.

The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment, and investment properties would increase recorded operating expenses and decrease noncurrent assets.

The net carrying values of the Group's investment properties (except land) and property and equipment as at December 31 are as follows:

	<b>2022</b>	2021
Investment properties - note 8	<b>₱45,992,266</b>	₱ 48,890,261
Property and equipment - note 10	<b>1,063,959</b>	1,764,075
	<b>₱47,056,225</b>	₱ 50,654,336

*Impairment of non-financial assets*

Non-financial assets are periodically reviewed to determine any indication of impairment. Though management believes that the assumptions used in the estimation of fair values are reasonable and appropriate, significant changes in these assumptions may materially affect the assessment of the recoverable amounts and any resulting impairment loss could have a material adverse effect in the results of operations.

The accumulated impairment losses on investment properties, investment in joint operation, and property and equipment amounted to ₱237,408,239, ₱47,641,000 and ₱80,120,199, respectively, as at December 31, 2022 and 2021 (see Notes 8, 9 and 10).

*Retirement benefits obligation*

The determination of the Group's obligation and cost of pension benefits is dependent on certain assumptions used by management in calculating such amounts. Any changes in these assumptions will impact the carrying amount of retirement benefit obligation. In estimating the Group's retirement benefit obligation, the Group used the minimum required retirement payment of 22 ½ days for every year of service as mandated by RA 7641. The Group also the employees' current salary rate and the employees' number of service years considers.

Retirement benefits obligation as at December 31, 2022 and 2021, amounted to ₱834,000 and ₱792,300, respectively (see Note 18). The Group believes that the retirement benefits obligation and retirement expense would not materially differ had the Group used projected unit credit method for the computation of retirement benefits because of minimal number of employees.

*Deferred tax assets*

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized.

The Group looks at its projected performance in assessing the sufficiency and timing of future taxable income. Based on management assessment, the Group would not be able to realize the deferred tax assets in the near future. As at December 31, 2022 and 2021, the Group's unrecognized deferred tax assets amounted to ₱172,721,310 and ₱174,760,912, respectively, is disclosed in Note 19.

**4. CASH**

Cash as at December 31 are as follows:

	2022	2021
Cash on hand	₱ 20,000	₱ 20,000
Cash in banks	8,714,752	9,569,982
	<b>₱8,734,752</b>	<b>₱ 9,589,982</b>

Cash in banks earns interest at the respective bank deposit rates ranging from 0.16% to 0.24% per annum in 2022, 2021 and 2020. Interest income earned from deposit amounted to ₱14,110, ₱23,949, and ₱6,216 in 2022, 2021, and 2020 respectively (see Note 16).

There is no restriction on the Group's cash in banks as at December 31, 2022 and 2021.

**5. TRADE AND OTHER RECEIVABLES (net)**

Trade and other receivables (net) as at December 31 are as follows:

	2022	2021
Trade receivable – note 20	₱ 318,506	₱ 11,215,841
Advances to third parties	109,912,035	109,291,112
Rental receivable – note 22	513,868	2,867,580
Utilities receivable	323,197	291,898
Others	152,479	141,832
	<b>111,220,085</b>	123,808,263
Allowance for ECL	<b>(81,472,858)</b>	(86,474,558)
	<b>₱ 29,747,227</b>	<b>₱ 37,333,705</b>

Trade receivables as at December 31, 2021 pertains mainly of outstanding receivable from PHES pertaining to the Group's share in the proceeds of the lot sold in 2015 held as interest in joint venture.

Advances to third parties represent receivable from previously disposed subsidiaries.

Rent receivables are non-interest bearing and are collectible within thirty (30) days.

Other receivables include advances to employees and reimbursable expenses from PCIC subsidiaries' tenants.

Certain receivables were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for impairment have been recognized (see Note 25).

The movement in the allowance for ECL is as follows:

	2022	2021
Balance at beginning of year	<b>₱86,474,558</b>	₱ 90,825,700
Reversal of ECL – note 16	<b>(5,001,700)</b>	( 4,351,142)
At end of year	<b>₱81,472,858</b>	₱ 86,474,558

The Group's trade and other receivables as at December 31, 2022 and 2021 are not held as collateral for its liabilities and are free from any encumbrances.

## 6. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and other current assets as at December 31 are as follows:

	2022	2021
Creditable withholding tax	<b>₱12,402,965</b>	₱ 12,139,235
Input VAT	<b>4,492,812</b>	4,024,213
Prepaid expense	<b>192,055</b>	160,046
Deferred input VAT	<b>85,618</b>	85,952
Prepaid withholding tax	<b>55,247</b>	55,247
	<b>₱17,228,697</b>	₱ 16,464,693

As at December 31, 2022 and 2021, respectively, no provision for impairment has been recorded since management believes that the accounts are fully realizable.

## 7. FINANCIAL ASSET AT FVOCI

The Group's financial asset at FVOCI consists of investment in unquoted shares of stock amounting to ₱12,500,000 represents ownership in Bulacan Harbour Dev't. Corp. This investment is irrevocably designated at FVOCI as the Group considers this investment to be strategic in nature and it holds this investment to foreseeable future. The cost of the investment approximates its fair value.

The Group's financial assets at FVOCI as at December 31, 2022 and 2021 are not held as collateral for its financial liabilities.

**8. INVESTMENT PROPERTIES (net)**

Details of investment properties as at December 31 are as follows:

<b>December 31, 2022</b>	<b>Land</b>	<b>Land improvements</b>	<b>Buildings and improvements</b>	<b>Total</b>
<b>Cost</b>				
Balance at beginning and end of year	<b>₱1,034,826,997</b>	<b>₱ 3,290,824</b>	<b>₱ 312,179,250</b>	<b>₱1,350,297,071</b>
<b>Accumulated depreciation</b>				
Balance at beginning of year	–	<b>3,290,824</b>	<b>86,691,400</b>	<b>89,982,224</b>
Depreciation – notes 14 and 15	–	–	<b>2,893,995</b>	<b>2,897,995</b>
Balance at end of year	–	<b>3,290,824</b>	<b>89,585,395</b>	<b>92,880,219</b>
<b>Accumulated impairment loss</b>				
Balance at beginning and end of year	<b>60,810,650</b>	–	<b>176,597,589</b>	<b>237,408,239</b>
<b>Net carrying amounts, December 31, 2022</b>	<b>₱ 974,016,347</b>	<b>₱ –</b>	<b>₱45,992,266</b>	<b>₱1,020,012,613</b>
<hr/>				
<b>December 31, 2021</b>	<b>Land</b>	<b>Land improvements</b>	<b>Buildings and improvements</b>	<b>Total</b>
<b>Cost</b>				
Balance at beginning and end of year	<b>₱1,034,826,997</b>	<b>₱ 3,290,824</b>	<b>₱ 312,179,250</b>	<b>₱1,350,297,071</b>
<b>Accumulated depreciation</b>				
Balance at beginning of year	–	<b>3,290,824</b>	<b>83,625,811</b>	<b>86,916,635</b>
Depreciation – notes 14 and 15	–	–	<b>3,065,589</b>	<b>3,065,589</b>
Balance at end of year	–	<b>3,290,824</b>	<b>86,691,400</b>	<b>89,982,224</b>
<b>Accumulated impairment loss</b>				
Balance at beginning and end of year	<b>60,810,650</b>	–	<b>176,597,589</b>	<b>237,408,239</b>
<b>Net carrying amounts, December 31, 2021</b>	<b>₱ 974,016,347</b>	<b>₱ –</b>	<b>₱ 48,890,261</b>	<b>₱1,022,906,608</b>

The amount of depreciation is allocated as follows:

	<b>2022</b>	<b>2021</b>
Direct costs and expenses – note 14	<b>₱ 2,104,828</b>	<b>₱1,716,522</b>
Operating expenses – note 15	<b>789,167</b>	<b>1,349,067</b>
	<b>₱2,893,995</b>	<b>₱3,065,589</b>

Rental income earned on the above investment properties amounted to ₱20,047,766, ₱23,857,767, and ₱29,882,741 for the years ended December 31, 2022, 2021, and 2020, respectively (see Note 22). While direct costs and expenses incurred on the buildings amounted to ₱12.56 million, ₱9.47 million, and ₱13.02 million in 2022, 2021, and 2020 respectively, shown under “Direct costs and expenses” in the consolidated statements of comprehensive income (see Note 14).

The carrying amount of the buildings being leased out is ₱27,035,257 and ₱26,212,361 as at December 31, 2022 and 2021, respectively (see Note 22).

Fully depreciated investment properties still in use as at December 31, 2022 and 2021 amounted to ₱3,290,824.

The aggregate fair value of the investment properties amounted to ₱3,543,635,160 and ₱3,378,711,000, as at December 31, 2022 and 2021, respectively.

The fair values are based on combination of appraisal done by an independent appraiser on various dates in 2022 and using the market approach, in which the fair value is based on prices recently paid for similar assets, with adjustment made to the indicated market prices to reflect condition and utility of the appraised assets relative to the market comparable.

The fair value of the land was arrived using the sales comparison approach. This comparative approach, considers the sales of similar or substitute properties and related market data, and establishes a value estimate by process involving comparison. The value of the building and improvements was arrived at using cost approach. In the cost approach, an estimate is made of the current replacement/reproduction cost, new of the replaceable property in accordance with the prevailing market prices for materials, equipment, labor, contractor's overhead, profit, fees and all other attendant costs associated with its acquisition, installation and construction in place, but without provision for overtime or bonuses for labor and premiums for materials.

The fair value information of investment properties is disclosed in Note 27.

Land with aggregate amount of ₱6,484,935 was under litigation as at December 31, 2021. However in 2022, the land was swapped with another property which is about the same size and location that was owned by certain individuals (see Note 24).

Except from restrictions described above, there are no other restrictions on the realizability of its investment properties and no other contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

## **9. INTEREST IN JOINT OPERATION (net)**

The Group's interest in joint operation represents land contributed to the Joint Operation.

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp. (PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners with Philippine Estates Corporation (PHES), as Developer. Under the Agreement, the owners contributed land with an approximate area of 29.5629 hectares located in Canumay, Valenzuela City, whereby PHES will develop an industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of shall constitute the owners share, divided proportionately to the areas of property contributed.



The carrying amount of land held for joint operation is as follows:

	2022	2021
<b>Cost</b>		
Balance at beginning and end of year	₱573,891,284	₱570,557,369
Additions	(3,333,915)	3,333,915
Balance at end of year	₱570,557,369	₱573,891,284
<b>Accumulated impairment loss</b>		
Balance at beginning and end of year	47,641,000	47,641,000
<b>Net carrying amounts, December 31</b>	<b>₱522,916,369</b>	<b>₱526,250,284</b>

The fair value information of investment in joint operation is disclosed in Note 27.

As at December 31, 2021, outstanding receivable from PHES amounted to ₱10,897,335 which pertain to the Group's share in the sale of lot net of expenses (see Note 20).

No liabilities, revenue and expenses recognized in relation to the joint venture in 2022 and 2021.

## 10. PROPERTY AND EQUIPMENT (net)

The reconciliation of property and equipment (net) as at December 31 as follows:

	Building and Improvements	Machinery and Equipment	Transportation Equipment and Tools	Furniture and Fixtures	Right-of-use asset	Total
<b>Cost</b>						
Balance at beginning of year	₱ 800,000	₱547,522,657	₱ 9,917,567	₱ 9,669,202	₱ 230,283	₱568,139,709
Additions	-	-	-	-	285,077	285,077
Reversal	-	-	-	-	(230,283)	(230,283)
<b>Balance at end of year</b>	<b>₱ 800,000</b>	<b>₱547,522,657</b>	<b>₱ 9,917,567</b>	<b>₱ 9,669,202</b>	<b>₱ 285,077</b>	<b>₱568,194,503</b>
<b>Accumulated depreciation</b>						
Balance at beginning of year	₱ 800,000	₱ 467,402,458	₱ 8,822,329	₱ 9,038,745	₱ 191,903	₱ 486,255,435
Depreciation – note 15	-	-	571,428	280,360	133,405	985,193
Reversal	-	-	-	-	(230,283)	(230,283)
Balance at end of year	800,000	467,402,458	9,393,757	9,319,105	95,025	487,010,345
<b>Impairment loss</b>						
Balance at beginning and end of year	₱ -	₱ 80,120,199	₱ -	₱ -	₱ -	₱ 80,120,199
<b>Net carrying amounts, December 31, 2022</b>	<b>₱ -</b>	<b>₱ -</b>	<b>₱ 523,810</b>	<b>₱ 350,097</b>	<b>₱ 190,052</b>	<b>₱ 1,063,959</b>

	Building and Improvements	Machinery and Equipment	Transportation Equipment and Tools	Furniture and Fixtures	Right-of-use asset	Total
<b>Cost</b>						
Balance at beginning of year	₱ 800,000	₱547,522,657	₱ 9,917,567	₱ 9,037,312	₱ 230,283	₱ 567,507,819
Additions	-	-	-	631,890	-	631,890
Balance at end of year	₱ 800,000	₱547,522,657	₱ 9,917,567	₱ 9,669,202	₱ 230,283	₱ 568,139,709
<b>Accumulated depreciation</b>						
Balance at beginning of year	₱ 800,000	₱ 466,897,779	₱ 8,250,901	₱ 8,849,587	₱ 76,761	₱ 484,875,028
Depreciation – note 15	-	504,679	571,428	189,158	115,142	1,380,407
Balance at end of year	800,000	467,402,458	8,822,329	9,038,745	191,903	486,255,435
<b>Impairment loss</b>						
Balance at beginning and end of year	₱ -	₱ 80,120,199	₱ -	₱ -	₱ -	₱ 80,120,199
<b>Net carrying amounts, December 31, 2021</b>	<b>₱ -</b>	<b>₱ -</b>	<b>₱ 1,095,238</b>	<b>₱ 630,457</b>	<b>₱ 38,380</b>	<b>₱ 1,764,075</b>

Reversal of right-of-use assets pertains to expired lease contract.

In 2020, the Group purchased two units of delivery truck and used as collateral for the borrowings obtained from a local bank (see Note 12). The net carrying amount of delivery trucks amounted to ₱523,810 and ₱1,095,238 in 2022 and 2021, respectively.

Total depreciation charged to operation amounted to ₱985,193, ₱1,380,407, and ₱1,514,470 in 2022, 2021, and 2020, respectively (see Note 15).

Fully depreciated property and equipment still in use as at December 31, 2022 and 2021 amounted to ₱530,560,083.

## 11. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities as at December 31 are as follows:

	2022	2021
Accounts payable	<b>₱2,115,247</b>	₱ 2,373,458
Deferred rental – note 22	<b>2,285,198</b>	2,667,285
Government liabilities	<b>719,033</b>	723,087
	<b>₱5,119,478</b>	₱ 5,763,830

Accounts payable pertains to the amount due to suppliers which are payable from thirty (30) to ninety (90) days from the date of sale and do not bear any interest.

Deferred rental represents advance rental paid by the lessees.

Government liabilities pertain to VAT payable and tax withheld from payment to suppliers, employee's compensation, and statutory contributions to SSS, PHIC and HDMF.

There were no assets of the Group that were collateralized for the above accounts payable and other liabilities as at December 31, 2022 and 2021.

## 12. BORROWINGS

Borrowings as at December 31 consist of:

	2022	2021
Current	<b>₱413,082</b>	₱ 375,911
Noncurrent	–	413,082
	<b>₱413,082</b>	₱ 788,993

On December 5, 2020, the Group entered into a chattel mortgage agreement with a local bank amounting to ₱1,140,000, to finance the purchase of Group's delivery trucks. The loan carries an annual interest of 9.46%, or total financing charges of ₱163,704 which approximates the market rate.

This loan is secured by transportation equipment with a carrying amount of ₱523,810 and ₱1,095,238 in 2022 and 2021, respectively (see Note 10).

Finance costs charged to operations amounted to ₱58,657 and ₱83,560 in 2022 and 2021, respectively (see Note 17).

There were no significant loan covenants related to the Group's borrowings.

### 13. CAPITAL STOCK

Details of the Parent Company's capital stock as at December 31 are as follows:

	2022	2021	2020
Authorized – 3,500,000,000 shares at ₱1 par value per share	<b>₱ 3,500,000,000</b>	₱ 3,500,000,000	₱ 3,500,000,000
Issued and fully paid – 3,276,045,637 shares at ₱1 par value per share	<b>₱ 3,276,045,637</b>	₱ 3,276,045,637	₱ 3,276,045,637
Treasury stock – 10,000 shares	<b>( 10,000 )</b>	( 10,000 )	( 10,000 )
	<b>₱ 3,276,035,637</b>	₱ 3,276,035,637	₱ 3,276,035,637

#### *Track record of registration of securities*

The Parent Company was originally registered as REDECO with the SEC on October 19, 1956. The Parent Company was listed with the PSE on January 9, 1958 with an initial registered 200,000,000 shares.

On May 25, 1995, the BOD and stockholders approved a reverse stock split and a subsequent increase in the authorized capital stock in line with its recapitalization program. Accordingly, on November 15, 1995, the Parent Company filed with the SEC a motion to effect a 1-for-5 reverse stock split which decreased its authorized capital from ₱75 million divided into 75 million shares to ₱15 million divided into 15 million shares, both with a par value of ₱1 per share. It was approved by the SEC on January 15, 1996. This was also done in order to recall all outstanding stock certificates and be able to account for the over-issuance of shares which management has decided to be absorbed by the Parent Company.

On January 8, 1996, the Parent Company filed with the SEC a motion to increase its authorized capital stock from ₱15 million divided into 15 million shares to ₱1 billion divided into 1 billion shares with a par value of ₱1. The increase was approved by the SEC on May 16, 1996. Subscriptions to the increase in authorized capital stock were made through stocks-for-assets swap.

On September 2, 1996, the BOD and the stockholders approved a resolution to amend the Parent Company's Articles of Incorporation changing the par value per share of its capital stock from ₱0.01 to ₱1.00, removing the pre-emptive rights of shareholders and increasing the authorized capital stock from ₱500 million divided by 50 billion shares with a par value of ₱0.01 per share to ₱2.0 billion divided into 2.0 billion shares with a par value of ₱1.00 per share. The proposed amendments were approved by the SEC on September 27, 1996.

Relative to the approval of the proposed amendment, any part of such stock or other securities may, at any time, be issued, optioned for sale and sold or disposed of by the Parent Company pursuant to resolution of the BOD, to such persons and upon such terms as the BOD may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

On August 22, 1997, the BOD and the stockholders approved a further increase in the Parent Company's authorized capital stock from ₱2.0 billion to ₱3.5 billion divided into 3.5 billion shares with a par value of ₱1.00 per share. On March 11, 1998, the SEC approved the increase in the Parent Company's authorized capital stock.

As at December 31, 2022, 2021 and 2020, the Parent Company has outstanding 3,271,952,740 shares and 3,271,938,180 shares under its name, respectively. Remaining unconverted shares under REDECO as at December 31, 2022, 2021, and 2020, is 4,092,897 shares and 4,107,457 shares, respectively. Outstanding shares owned by the public are 1,413,467,270 in 2022, 2021 and 2020.

The historical market values of the Group's shares as published in the PSE are as follows:

	Market value per share
<b>December 31, 2022</b>	<b>₱0.23</b>
December 31, 2021	<b>0.23</b>
December 31, 2020	0.22

#### *Treasury shares*

Treasury shares represent 29,486,633 Parent Company's shares of stock acquired by RIC, a wholly owned subsidiary of PCIC, in prior years. In 2007 and 2009, RIC sold 13,000,000 and 16,476,633 shares of the Parent Company to a third party.

#### 14. DIRECT COSTS AND EXPENSES

Direct costs and expenses for the years ended December 31 are as follows:

	2022	2021	2020
Property taxes	<b>₱ 4,130,441</b>	₱5,047,662	₱5,895,845
Security services	<b>3,678,515</b>	2,277,950	3,412,442
Repairs and maintenance	<b>2,395,740</b>	214,286	1,203,564
Depreciation - note 8	<b>2,104,828</b>	1,716,521	2,276,423
Insurance	<b>255,322</b>	212,740	235,920
	<b>₱12,564,846</b>	₱9,469,159	₱13,024,194

#### 15. OPERATING EXPENSES

Operating expenses for the years ended December 31 are as follows:

	2022	2021	2020
Salaries and wages	<b>₱4,596,460</b>	₱3,816,482	₱ 3,098,789
Taxes and licenses	<b>3,062,716</b>	3,365,760	6,529,730
Professional fees	<b>2,420,250</b>	2,400,000	2,082,000
Depreciation - notes 8 and 10	<b>1,774,360</b>	2,729,474	2,303,636
Communication, light and power	<b>1,738,456</b>	1,620,042	1,217,556
Security service	<b>1,519,025</b>	2,543,644	1,409,151
Commission	<b>674,132</b>	765,796	829,701
SSS, Medicare and EC contributions	<b>384,004</b>	318,131	229,860
Listing and maintenance fee	<b>263,190</b>	265,906	281,806
Repairs and maintenance	<b>214,286</b>	3,961,012	178,571
Insurance	<b>135,841</b>	217,849	148,190
Publication expense	<b>97,907</b>	114,400	156,728
Transportation and travel	<b>81,408</b>	73,056	52,735
Miscellaneous	<b>651,923</b>	1,335,023	4,743,984
	<b>₱17,613,958</b>	₱23,526,575	₱23,262,437

Miscellaneous expense mainly pertains to penalties paid.

**16. OTHER INCOME (LOSS) - net**

Other income (loss) - net for the years ended December 31 is as follows:

	2022	2021	2020
Reversal of (provision for) ECL:			
Trade and other receivables – note 5	<b>₱5,001,700</b>	₱ 4,351,142	(₱ 155,424)
Advances to related parties – note 20	<b>3,092,611</b>	1,190,071	2,168,410
Interest income			
Cash in banks – note 4	<b>14,110</b>	23,949	6,216
Advances to related party – note 20	<b>931,565</b>	931,565	38,723
Gain on sale of investment properties – note 8	–	–	46,704,100
Write-off of other assets	–	–	( 85,000)
Other charges	–	( 1,050)	( 2,363,904)
	<b>₱9,039,986</b>	₱ 6,495,677	₱46,313,121

In 2020, the Group sold parcels of land with total carrying amount of ₱9,565,900 for a total consideration of ₱56,270,000 which resulted to a total gain of ₱46,704,100 (see Note 8).

Other charges mainly consist of penalties, surcharges and bank charges.

**17. FINANCE COSTS**

Details of finance costs for the years ended December 31 is as follows:

	2022	2021	2020
Advances from related parties – note 20	<b>₱713,482</b>	₱ 512,433	₱ 553,916
Borrowings – note 12	<b>58,657</b>	83,560	–
Lease liability – note 20	<b>14,789</b>	31,433	40,000
	<b>₱786,928</b>	₱ 627,426	₱ 593,916

**18. RETIREMENT BENEFITS OBLIGATION**

The Group adopted RA No. 7641 as its arrangement to provide retirement benefits to all its regular employees. In case of retirement, employees shall be entitled to receive such retirement benefits as may have been earned under the existing laws.

The movements in the defined benefit obligation recognized and presented as accrued retirement benefit obligation in the consolidated statements of financial position are as follows:

	2022	2021	2020
Balance at beginning of year	<b>₱792,300</b>	₱ 750,600	₱ 708,900
Provision for retirement	<b>41,700</b>	41,700	41,700
Balance at end of year	<b>₱834,000</b>	₱ 792,300	₱ 750,600

The provision for retirement benefits in 2022, 2021, and 2020 were included under salaries and wages account in the consolidated statements of comprehensive income. Management believes that the defined benefit obligation computed using the provisions of R.A. 7641 is not materially different with the amount computed using the projected unit credit method as required under PAS 19, *Employee Benefits*.

## 19. INCOME TAX

### *Reconciliation of tax expense*

The reconciliation of income (loss) before tax is computed at the regular corporate tax rate to the provision for income tax as shown in the consolidated statements of comprehensive income as follows:

	2022	2021	2020
Income (loss) before tax	(₱1,877,980)	(₱ 3,269,716)	₱ 39,315,315
Tax benefit at its statutory rate	(₱ 469,495)	(₱ 817,429)	₱ 11,794,595
Tax effect on:			
Expired NOLCO	3,068,668	1,708,362	4,295,412
Non-deductible expenses	53,747	267,394	2,235,327
Expired MCIT	43,904	70,384	69,299
Non-deductible portion of interest expense	178,370	128,134	58
Income subject to final tax	(3,528)	( 5,986)	( 14,013,095)
Changes in unrecognized deferred tax assets	(2,039,602)	(14,274,287)	( 909,090)
Change in income tax rate	-	13,186,803	-
	<b>₱ 832,064</b>	<b>₱ 263,375</b>	<b>₱ 3,472,506</b>

The component of the Group's deferred tax assets (net) and deferred tax liability as at December 31 are as follows:

	2022	2021
<b>Deferred tax assets</b>		
Allowance for:		
ECL	₱52,620,887	₱ 54,644,465
Impairment loss on properties	109,550,831	109,550,831
NOLCO	10,281,164	10,079,615
MCIT	59,928	287,926
Accrued retirement benefits	208,500	198,075
Lease liability	47,918	10,452
Total	<b>₱ 172,769,228</b>	<b>₱ 174,771,364</b>
Unrecognized deferred tax assets	<b>(₱172,721,310)</b>	<b>( 174,760,912)</b>
	<b>₱ 47,918</b>	<b>₱ 10,452</b>
<b>Deferred tax liability</b>		
Right-of-use asset (net)	<b>(₱ 47,513)</b>	<b>₱ 9,595</b>

As at December 31, 2022, the Group's NOLCO that can be claimed as deduction from future taxable income as follows:

Year Incurred	Expiration Date	Beginning balance	Additions	Expired	Claimed	Ending balance
2022	2025	₱ –	₱13,217,335	₱ –	₱ –	<b>₱13,217,335</b>
2021	2026	12,279,289	–	–	–	<b>12,279,289</b>
2020	2025	15,628,033	–	–	–	<b>15,628,033</b>
2019	2022	12,411,139	–	(12,274,672)	(136,467)	–
		<b>₱40,318,461</b>	<b>₱13,217,335</b>	<b>(₱12,274,672)</b>	<b>(₱136,467)</b>	<b>₱41,124,657</b>

As at December 31, 2022, the Group's MCIT that can be claimed as deduction from future income tax payable as follows:

Year Incurred	Expiration Date	Beginning balance	Additions	Expired	Claimed	Ending balance
2022	2025	₱ –	₱42,800	₱ –	₱ –	<b>₱42,800</b>
2021	2024	69,603	–	–	(57,073)	<b>12,530</b>
2020	2023	61,742	–	–	(57,144)	<b>4,598</b>
2019	2022	156,581	–	(43,904)	(112,677)	–
		<b>₱287,926</b>	<b>₱ 42,800</b>	<b>(₱43,904)</b>	<b>₱226,894</b>	<b>₱59,928</b>

Deferred tax assets and liability are determined using the income tax rates in the period the temporary differences are expected to be recovered and settled.

## 20. RELATED PARTY TRANSACTIONS

The Group, in the normal course of business, has transactions with related parties. The specific relationships, amount of transaction, account balances, the terms and conditions and the nature of the consideration to be provided in settlement are shown below.

Category	Amount/ Volume		Trade Receivables (Note 5)		Terms and conditions
	2022	2021	2022	2021	
<b>Receivable from related parties with common key management</b>					
PHES	(₱10,897,335)	₱ –	₱ –	₱10,897,335	(a)
Genwire Manufacturing Corp. (GMC)	–	–	<b>318,506</b>	318,506	(b)
		<b>(₱10,897,335)</b>	<b>₱ –</b>	<b>₱318,506</b>	<b>₱ 11,215,841</b>

Category	Amount/Volume		Advances to related parties		Terms and conditions
	2022	2021	2022	2021	
<b>Advances to related parties with common key management</b>					
Polymax Worldwide Limited (PWL) ₱	-	₱ -	₱105,060,000	₱105,060,000	(c)
TWGI					
Cash advances	( 3,088,067)	( 2,443,749)	48,132,755	50,841,257	(c)
Interest income – note 16	931,565	931,565	-	-	(c)
Consultancy fee	( 480,000)	( 480,000)	-	-	(c)
Rental and utilities	( 72,000)	( 72,000)	-	-	(c)
Concept Moulding Corp. (CMC)	( 4,791,759)	811,000	992,500	5,784,259	(c)
PHES	( 500,000)	1,000,000	500,000	1,000,000	(c)
	( 8,000,261)	( 253,184)	154,685,255	162,685,516	
Allowance for ECL	3,092,611	1,190,071	(129,010,691)	( 132,103,302)	
	(₱4,907,650)	₱ 936,887	₱25,674,564	₱ 30,582,214	

Category	Amount/Volume		Advances from related parties		Terms and conditions
	2022	2021	2022	2021	
<b>Advances from related parties with common key management</b>					
PCC	₱153,563	₱ 260,775	₱82,619,427	₱ 82,465,864	(d)
Diamond Stainless Corp. (DSC)	-	(23,249,870)	70,557,800	70,557,800	(d)
PHES	659,898	5,042,301	37,275,422	36,615,524	(e)
IPC	31,427	( 45,798)	24,091,092	24,059,665	(d)
KIC	-	-	23,539,858	23,539,858	(d)
Rexlon Realty Corp. (RRC)	-	23,187,370	23,187,370	23,187,370	(d)
PRC	-	-	15,540,753	15,540,753	(d)
The Wellex Group, Inc.	-	-	13,722,810	13,722,810	(c)
Ropeman Int'l Corp.	-	-	3,202,528	3,202,528	(d)
Polymaster Industrial Corporation	-	62,500	62,500	62,500	(d)
	844,888	5,257,278	293,799,560	292,954,672	
<b>Advances from stockholders/key management</b>					
Key management and officers	(14,124,150)	(10,168,165)	133,826,479	147,950,629	(f)
	(₱13,279,262)	(₱ 4,910,887)	₱427,626,039	₱ 440,905,301	

(a) *Receivable from co-venturer*

The Group has outstanding receivable from PHES pertaining to the Group's share in the proceeds of the lot sold in 2015 held as interest in joint operation (see Note 9). This receivable is unsecured, unguaranteed and to be settled in cash. In 2023, the receivable was offset to advances from stockholders.

(b) *Receivable from related parties with common key management*

The Group pays operating expenses on behalf of GMC. These receivables are normally collected the following year, unsecured, non-interest bearing and with no guarantee and to be settled in cash. The Group has also made offsetting arrangements to settle intercompany receivables and payables.



(c) *Advances to related parties with common key management*

*PWL*

On November 24, 2009, Philippine Veterans Bank foreclosed land to secure payment of loan of an affiliate amounting to ₱88.8 million by virtue of the real estate mortgage, executed by the Group. The property was sold at an auction to the highest bidder Philippine Veterans Bank which tendered an amount of ₱71.326 million.

The Group recognized advances to PWL of ₱105.06 million for the value of the land foreclosed to settle the affiliate loan with the bank.

The advances are unsecured, with no definite terms of repayment and with no guarantee and to be settled in cash.

*TWGI*

On December 16, 2020, TWGI issued promissory note amounting to ₱46,578,262 for five years maturing December 15, 2025 and bear an interest of 2% per annum. Interest income earned amounted to ₱931,565, ₱931,565 and ₱38,273 for the years ended December 31, 2022, 2021 and 2020 (see Note 16).

To settle the outstanding advances, the Group entered into the following contracts with TWGI, which in return, amounts incurred will be applied to the outstanding advances:

- The Group entered into a Consultancy Agreement with TWGI which is valid until April 30, 2022. Total consultancy fees incurred for the years December 31, 2022, 2021 and 2020 amounted to ₱480,000, shown under 'Professional fees' account in operating expenses.
- Lease Agreement for the Group's office space for a monthly rental of ₱12,500, utilities of ₱5,000, and storage fee of ₱1,000 which is valid until April 30, 2024. Total utilities amounted ₱72,000 for the years ended December 31, 2022, 2021 and 2020. The Group recognized the asset as 'right-of-use asset' and corresponding lease liability.

The present value of the lease liability as at December 31 is as follows:

	2022	2021
Current	₱143,349	₱ 41,806
Noncurrent	48,323	-
	<b>₱191,672</b>	<b>₱ 41,806</b>

The future minimum lease payments as at December 31 are as follows:

	2022	2021
Not later than one year	₱150,000	₱ 50,000
Later than one year but not later than five years	50,000	-
Future minimum lease payments	200,000	50,000
Amounts representing finance charges	( 8,328)	( 8,194)
	<b>₱191,672</b>	<b>₱ 41,806</b>

The net carrying amount of the right-of-use assets recognized as at December 31, 2022 and 2021 is disclosed in Note 10.

Total finance costs charged to operations for the years ended December 31, 2022, 2021 and 2020 amounted to ₱14,789, ₱31,433 and ₱40,000, respectively (see Note 17).

*CMC and PHES*

The Group provided non-interest bearing and unguaranteed advances to CMC and PHES for working capital requirements. The advances are unsecured, with no definite terms of repayment and with no guarantee.

Certain advances to related parties were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for ECL have been recognized (see Note 26).

The movement in the allowance for ECL is as follows:

	2022	2021
Balance at beginning of year	₱ 132,103,302	₱ 133,293,373
Reversal of ECL – note 16	( 3,092,611)	( 1,190,071)
At end of year	<b>₱129,010,691</b>	₱ 132,103,302

*(d) Advances from related parties*

In prior years, the Group obtained unguaranteed and non-interest-bearing cash advances from related parties intended to finance its operating expenses, capital expenditures and payment of outstanding obligations. The Group has not made any arrangement for the terms, security and guarantee on the advances as the subsidiaries has ceased its manufacturing operations. The advances are payable in cash upon settlement depending on the availability of funds. The Group was granted an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. The management assessed that the advances from the related parties are not expected to be settled within 12 months from the reporting period.

*(e) PHES*

In 2009, the Group and PHES executed unsecured promissory note (PN) for the advances with a term of five (5) years, and bear interest of three percent (3%) per annum, renewable upon agreement of the parties. This PN was renewed in 2014 with a three-year term which matured during 2018 at interest of two percent (2%) per annum. This cash advance is to be settled through cash payments. On December 29, 2016, the PN was renewed for three (3) years and matured in January 2021. The promissory note is extended for an additional three (3) years from January 31, 2021 to January 31, 2024. Finance cost recognized in the statements of comprehensive income amounted to ₱713,482 and ₱512,433 in 2022 and 2021, respectively (see Note 17).

*(f) Advances from key management*

The Group obtains non-interest bearing and unsecured advances from stockholders and key officers for working capital purposes. The advances have no guarantee and definite terms of repayment. Payment will depend on the availability of funds. The Group was granted an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. The management assessed that the advances from the related parties are not expected to be settled within 12 months from the reporting period.

(g) *Remuneration of key management personnel.*

Directors' fees paid for the years ended December 31, 2022, 2021 and 2020 amounted to ₱50,000, ₱60,000 and ₱30,000, respectively.

With the cessation of the subsidiaries commercial operations in prior years and the Group is in tight cash position, management decided to suspend any form of compensation to key management and officers effective in 2004.

## 21. BUSINESS SEGMENT INFORMATION

### a) Segment information

The Group's operating business segment are organized and managed separately according to business activities. The Group's management monitors the operating result of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, Group's financing which includes finance cost, impairment of assets and income taxes are managed on a group basis and are not allocated to operating segments.

The Group has no geographical segment for segment reporting format as the Group's risks and rates of return are in the same economic and political environment, with the Group is incorporated and operating in the Philippines.

The Group has only one (1) operating segment representing the Group's leasing activity on its idle properties as warehouses to third parties. Non-reportable segments represent the Parent Company's discontinued operations of the manufacturing operation and mining and oil exploration which is under development. The Parent Company does not earn revenue or may earn revenue that is only incidental to activities such as interest income.

The segment information on reportable segment is as follows:

	2022	2021	2020
Revenue of reportable segment	₱20,047,766	₱23,857,767	₱29,882,741
Other income (expense)	4,103,543	( 2,470,237)	( 744,105)
Depreciation	(3,745,783)	( 3,065,589)	( 3,065,589)
Direct costs and expenses	(8,934,506)	( 13,342,273)	( 10,832,291)
Operating expenses	(8,769,217)	( 7,122,200)	( 5,685,733)
Finance cost	(772,139)	( 627,426)	( 93,916)
Income tax	(819,212)	( 251,179)	( 3,467,238)
Segment net income (loss)	₱1,110,452	(₱ 3,021,137)	₱ 5,493,869
Total segment assets	₱1,404,456,225	₱ 1,422,044,857	₱1,419,087,344
Expenditure for non-current assets	₱ -	₱ -	₱ -
Total segment liabilities	₱ 571,198,809	₱ 589,897,893	₱ 583,919,242

As at December 31, 2022, 2021, and 2020, the Group has no intersegment revenue to be reported.

The following reconciliations were provided for additional segment information:

*Net income (loss)*

	2022	2021	2020
Net income (loss) of reportable segment	<b>₱1,110,452</b>	(₱3,021,137)	₱5,493,869
Net Income (loss) of non-reportable segment	<b>(4,863,754)</b>	(2,237,084)	32,165,404
Intercompany income/expenses eliminated in the consolidation	<b>1,043,258</b>	1,725,130	(1,816,464)
Net income (loss) reported in the consolidated statements of comprehensive income	<b>(₱2,710,044)</b>	(₱ 3,533,091)	₱35,842,809

*Assets*

	2022	2021
Assets of reportable segment	<b>₱1,404,456,225</b>	₱ 1,422,044,857
Assets of non-reportable segment	<b>1,282,186,383</b>	1,284,705,770
Intercompany receivables eliminated in the consolidation	<b>(1,048,620,665)</b>	( 1,049,252,770)
Assets reported in the consolidated statements of financial position	<b>₱1,638,021,943</b>	₱ 1,657,497,857

*Liabilities*

	2022	2021
Liabilities of reportable segment	<b>₱571,198,809</b>	₱ 589,897,893
Liabilities of non-reportable segment	<b>166,499,621</b>	164,155,314
Intercompany liabilities eliminated in the consolidation	<b>(299,825,575)</b>	( 299,414,482)
Liabilities reported in the consolidated statements of financial position	<b>₱437,872,855</b>	₱ 454,638,725

b) Entity-wide information

The Group is domiciled in the Philippines. All revenues generated are from the Philippines. The revenue shown above represents the total Group's revenue from lease of real properties.

## 22. LEASES

The Group entered into lease contracts with various tenants for the rental of the Group's warehouse and building facilities. The lease term ranges from three (3) months to one (1) year and is renewable under such terms and conditions as the parties may agree, provided that at least ninety (90) days prior to the expiration of the lease period, the lessee shall inform the lessor in writing of his desire to renew the lease.

Lease contracts include payment of advance rental by the lessee which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period, less any corresponding obligation and damages. Outstanding advances from lessees amounted to ₱3,631,755 and ₱6,327,584 as at December 31, 2022 and 2021, respectively, as shown in the consolidated statements financial position.

Deferred rental income relative to the lease amounted to ₱2,285,198 and ₱2,667,285 as at December 31, 2022 and 2021, respectively, as shown under ‘Accounts payable and other liabilities’ account (see Note 11).

The future minimum lease receivables are as follows:

	2022	2021	2020
Due within 1 year	<b>₱2,285,198</b>	₱ 2,667,285	₱ 2,526,198
Due beyond 1 year but not more than 5 years	-	-	-
	<b>₱2,285,198</b>	₱ 2,667,285	₱ 2,526,198

The carrying amount of the buildings being leased out is ₱27,035,257 and ₱26,212,361 as at December 31, 2022 and 2021, respectively (see Note 8).

Outstanding balance of receivable from tenants as at December 31, 2022 and 2021 amounted to ₱513,868 and ₱2,867,580, respectively (see Note 5). Total rental income is ₱20,047,766, ₱23,857,767, and ₱29,882,741 in 2022, 2021, and 2020, respectively (see Note 8).

### 23. EARNINGS (LOSS) PER SHARE

The following table presents information necessary to calculate the loss per share:

	2022	2021	2020
Consolidated net income (loss) for the year	<b>(₱ 2,710,044)</b>	(₱ 3,533,091)	₱ 35,842,809
Weighted average number of common shares outstanding during the year	<b>3,276,035,637</b>	3,276,035,637	3,276,035,637
Earnings (loss) per share	<b>(₱ 0.0008)</b>	(₱ 0.0011)	₱ 0.0109

### 24. COMMITMENTS AND CONTINGENCIES

Commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Group are not reflected in the accompanying Group consolidated financial statements. Management is of the opinion that losses, if any, from these commitments and contingencies will not have a material effect on the Group consolidated financial statements.

- a. On September 7, 1999, the BOD approved the execution of a third-party real estate mortgage on the Group’s properties located in Quezon City with an actual area of 6,678 square meters to secure the loan of Waterfront Philippines, Incorporated (WPI), an affiliate, with the Social Security System (SSS) amounting to ₱375 million. In 2003, SSS foreclosed the asset mortgaged in the amount of ₱198,639,000.

The Group filed a civil case against SSS on the foreclosed property claiming for sum of money and damages in the amount of ₱500 million. On January 12, 2015, the contract of loan and real estate mortgage were declared null and void by the RTC. Thus, WPI was directed to return the amount of ₱375 million to SSS and for SSS to return the properties and shares used as collateral. SSS filed an appeal to the Court of Appeals.

On August 30, 2019, the Court of Appeals issued its Decision reversing the RTC's Decision dated January 13, 2015 and Order dated May 11, 2015. The CA declared that the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" and the extra judicial foreclosure sale of the Green Meadows properties covered by Transfer Certificate of Title Nos. N-153395 and N-153396 are valid.

The CA ordered WPI to satisfy the deficiency under the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" in the sum of ₱841,567,136.85 due to SSS as of April 30, 2010. This obligation shall earn the stipulated interest and penalty charges, in accordance with the terms and conditions of the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock", computed from April 30, 2010 until finality of the Decision.

On November 4, 2019, the Group together with WPI and TWGI filed a Petition for Review on Certiorari before the Supreme Court (SC). The SC in its decision dated July 6, 2021 granted the petition and the CA's Decision dated August 30, 2019 was reversed and set aside. SSS filed its Motion for Reconsideration dated January 28, 2022 praying for the dismissal of WPI's Petition for Certiorari. On September 21, 2022, the SC issued a resolution denying SSS's Motion for Reconsideration with finality. On December 20, 2022, the SC issued an Entry of Judgment.

- b. On June 24, 2019, the Group filed a civil case for annulment of public auction reconveyance, cancellation and reinstatement of title and damages with the Regional Trial Court of San Mateo Rizal (RTC). The complaint filed was dismissed by the RTC through the Resolution dated October 30, 2019 for failure of the Group to pay the full jurisdictional amount. The Group filed Motion for Reconsideration arguing that it was ready and willing to pay the full jurisdictional amount had the Office of the Clerk of Court (OCC) made the proper assessment, which was its duty and in which assessment plaintiff merely relied on. The Group also argues that the rule on the payment of docket fees should apply by analogy since the deposit required is also a jurisdictional amount and, accordingly, should be given time to pay the deposit upon reassessment by the OCC. On February 10, 2020, the Motion for Reconsideration was dismissed for lack of merit.

On March 13, 2020, the case was escalated to the Supreme Court by filing a Petition for Review on Certiorari with the grounds that the RTC resolved the case in a way not in accord with the law and with the applicable decisions of the Supreme Court. Instead of dismissing the instant case, the RTC should have directed the Office of the Clerk of Court to assess the deposit, or the petitioner to make the correct deposit, required under Section 267 of R.A. 7160, consistent with the rule on the payment of jurisdictional amounts. On September 2, 2020, the Supreme Court denies the Petition for Review on Certiorari.

On October 27, 2020, the Group asked the Supreme Court to consider the Resolution promulgated on September 2, 2020 and to issue another reversing and setting aside the resolution dated October 30, 2019, and the resolution dated February 10, 2020 issued by the RTC, and directing the office of the clerk of Court of the RTC of San Mateo, Rizal to assess the filing fees and the amount of deposit and interest that should be paid by petitioner, and directing the RTC, Branch 75 of San Mateo, Rizal to reinstate the instant case.

On March 11, 2021, the Group received the notice from the Supreme Court dated January 25, 2021, denying the Motion for Reconsideration but before the Group can refile the case with the RTC, the Group received an offer from certain individuals to assume the above subject properties on an as-is-where-is basis on an exchange for their properties near the same location. The estimated values of the swapped properties are approximately the same. In order to avoid additional costs of a lengthy court dispute, the BOD has decided to accept the offer of asset-swap in a special meeting held on December 17, 2021.

On February 23, 2022, the Group and certain individuals entered into a Memorandum of Agreement whereby both parties have voluntarily agreed, by and between themselves, to exchange their respective properties, on as-is-where-is basis.

## **25. FINANCIAL RISKS MANAGEMENT OBJECTIVES AND POLICIES**

The Group is exposed to a variety of financial risks which results from both its operating and financing activities. The Group's risk management is coordinated with the Group, in close cooperation with the BOD, and focuses on actively securing the short-term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

The most significant financial risks to which the Group is exposed to are described below.

### ***Credit risk***

Credit risk refers to the risk that counterparty will default its contractual obligation resulting in financial loss to the Group. The Group's credit risk is primarily attributable to its financial assets which composed of cash, trade and other receivables and advances to related parties.

The Group's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amount of these instruments, as summarized below:

### ***Credit risk exposure***

The Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements arises from the carrying amount financial assets recognized in the consolidated statements of financial position.

In order to minimize credit risk, the Group has developed and maintained internal credit risk grading to categorize exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

The Group's current credit risk grading framework is as follows:

Category	Description	Basis for recognizing ECLs	Base	Minimum allowance for credit losses	Stage
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECL	0%	0%	1
Doubtful	Amount is 1-30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired	25%	1%	2
	Amount is 31-90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – not credit-impaired	25%	5%	2
	Amount is 91-180 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – not credit-impaired	25%	10%	2
	Amount is 181-360 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – not credit-impaired	25%	25%	2
In default	Amount is over 1 year to 2 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	50%	25%	3
	Amount is over 2 year to 3 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	100%	25%	3
	Amount is over 3 year to 5 years past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	100%	50%	3
Write off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	100%	100%	3

The maximum credit risk exposure of the financial assets is the carrying amount of the financial assets shown on the face of consolidated statements of financial position, as summarized below:

		December 31, 2022			
		Basis of recognizing ECL	Gross carrying amount	Loss allowance	Net carrying amount
Cash in banks – note 4	(a)		₱ 8,714,752	₱ –	₱ 8,714,752
Trade and other receivables – note 5	(b)	Lifetime ECL	111,220,085	(81,472,858)	29,747,227
Advances to related parties – note 20	(b)	Lifetime ECL	154,685,255	(129,010,691)	25,674,564
<b>Total</b>			<b>₱274,620,092</b>	<b>(₱210,483,549)</b>	<b>₱64,136,543</b>



		December 31, 2021			
		Basis of recognizing ECL	Gross carrying amount	Loss allowance	Net carrying amount
Cash in banks – note 4	(a)		₱ 9,569,982	₱ –	₱ 9,569,982
Trade and other receivables – note 5	(b)	Lifetime ECL	123,808,263	( 86,474,558)	37,333,705
Advances to related parties – note 20	(b)	Lifetime ECL	162,685,516	( 132,103,302)	30,582,214
<b>Total</b>			<b>₱296,063,761</b>	<b>(₱218,577,860)</b>	<b>₱ 77,485,901</b>

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

*(a) Cash*

The credit risk for cash in banks is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Cash in banks are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of ₱500,000 for every depositor per banking institution.

*(b) Trade and other receivables and advances to related parties*

Trade and other receivables

Credit risk arising from rental income from leasing of buildings is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants.

For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables.

The Group has applied simplified approach to measure the loss allowance using management's adopted policy on ECL on trade and other receivables.

Advances to related parties

For advances to related parties, the Group has applied the general approach to measure the loss allowance using management's adopted policy on ECL. The Group determines the ECL on these items by using historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

To measure the ECL, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade and other receivables parties are a reasonable approximation of the loss rates for the financial assets.

On that basis, the loss allowance as at December 31, 2022 and 2021 was determined based on ageing of receivables, as follows:

<b>December 31, 2022</b>	<b>Trade and other receivables</b>	<b>Advances to related parties</b>	<b>Total</b>
Performing	<b>₱638,317</b>	<b>₱348,197</b>	<b>₱986,514</b>
Doubtful			
1-30 days	<b>341,200</b>	–	<b>341,200</b>
31-90 days	<b>132,240</b>	<b>240</b>	<b>132,480</b>
91-180 days	<b>121,880</b>	–	<b>121,880</b>
181-360 days	<b>370,432</b>	<b>1,533,056</b>	<b>1,903,488</b>
In default			
1-2 years	<b>267,008</b>	<b>45,024</b>	<b>312,032</b>
2-3 years		<b>500</b>	<b>500</b>
3-5 years	<b>55,877,462</b>	<b>47,698,238</b>	<b>103,575,700</b>
Write-off	<b>53,471,546</b>	<b>105,060,000</b>	<b>158,531,546</b>
	<b>₱111,220,085</b>	<b>₱154,685,255</b>	<b>₱265,905,340</b>

<b>December 31, 2021</b>	<b>Trade and other receivables</b>	<b>Advances to related parties</b>	<b>Total</b>
Performing	<b>₱ 1,079,587</b>	<b>₱ 1,853,854</b>	<b>₱ 2,933,441</b>
Doubtful			
1-30 days	300,674	–	300,674
31-90 days	290,518	–	290,518
91-180 days	642,280	1,000,000	1,642,280
181-360 days	1,248,861	–	1,248,861
In default			
1-2 years	–	935,515	935,515
2-3 years	324,906	66,844	391,750
3-5 years	67,253,199	53,769,303	121,022,502
Write-off	52,668,238	105,060,000	157,728,238
	<b>₱123,808,263</b>	<b>₱162,685,516</b>	<b>₱286,493,779</b>

The management continues to review trade and other receivables and advances to related parties for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.

Impaired accounts represent account of third parties and related parties that have not paid for a long time and for which the Group believes that a portion of the receivables may not be collected. The allowance is estimated based on the Group's estimate for accounts which it believes may no longer be collected.

### ***Equity price risk***

Equity price risk is the risk that the fair value of equity instrument decreases as a result of changes in the value of individual stocks. The Group's exposure to equity price risk arises from investments held by the Group and classified in the Group's consolidated statements of financial position as financial asset at FVOCI.

Equity instruments designated at FVOCI in unquoted price are held for strategic rather than trading purposes. The Group does not actively trade these investments.

If the price of the financial assets at FVOCI had been 10% higher/lower other comprehensive income for the years ended December 31, 2022 and 2021 would decrease/increase by ₱1,250,000.

**Liquidity risk**

The Group's policy is to maintain a balance between continuity of funding through cash advances from related parties.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table below has been drawn up based on undiscounted cash flows of financial liabilities based on earliest date on which the Group can be required to pay.

December 31, 2022	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
Accounts payable and other liabilities*	₱ –	₱ 4,400,445	₱ –	₱ 4,400,445
Lease liability	–	143,349	48,323	191,672
Advances from related parties	427,626,039	–	–	427,626,039
Advances from lessees	–	3,631,755	–	3,631,755
Borrowings	–	413,082	–	413,082
	<b>₱427,626,039</b>	<b>₱8,588,631</b>	<b>₱48,323</b>	<b>₱436,262,993</b>

\*excluding government liabilities

December 31, 2021	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
Accounts payable and other liabilities*	₱ –	₱ 5,040,743	₱ –	₱ 5,040,743
Lease liability	–	41,806	–	41,806
Advances from related parties	440,905,301	–	–	440,905,301
Advances from lessees	–	6,327,584	–	6,327,584
Borrowings	–	375,911	413,082	788,993
	<b>₱ 440,905,301</b>	<b>₱11,786,044</b>	<b>₱ 413,082</b>	<b>₱453,104,427</b>

\*excluding government liabilities

Substantial portion of the Group's financial liabilities consist of advances from related parties. There is no specific terms of advances agreed with the related parties. The Group does not expect to pay its liabilities with related parties nor expect related parties to collect within twelve (12) months after the reporting date. Furthermore, advances from affiliates and stockholders were settled through assignment and offsetting among the Group.

## 26. CAPITAL RISKS MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for stockholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group defines capital as share capital and deficit for the purpose of capital management.

Consistently with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total liabilities as shown in the consolidated statements of financial position less cash. Total capital is calculated as Equity as shown in the consolidated statements of financial position plus Net debt.

Gearing ratio compares some form of owner's equity to borrowed funds. It is a measure of financial leverage demonstrating the degree to which the Group's activities are funded by owner's funds versus creditors' funds.

In 2022, the Group's strategy, which was unchanged from 2021, was to keep the gearing ratio below 50% as proportion to net debt to capital. The gearing ratios as at December 31 were as follows:

	2022	2021
Debt	₱ 437,872,855	₱ 454,638,725
Cash	(8,734,752)	( 9,589,982)
Net debt	429,138,103	445,048,743
Total equity	1,200,149,088	1,202,859,132
Total capital	1,629,287,191	₱1,647,907,875
Gearing ratio	0.26:1	0.27:1

The status of the Group's operation and management plan is fully disclosed in Note 1.

The Parent Company is subject to externally imposed capital requirement amounting to ₱6,250,000 which is the minimum paid-up capital requirement of SEC for mining companies. As at December 31, 2022 and 2021, the Parent Company is in compliance with this externally imposed capital requirement.

On the other hand, the Parent Company's subsidiaries are not subject to any externally imposed capital requirements.

**27. FAIR VALUE INFORMATION**

*Assets and liabilities not measured at fair value*

The following table gives information about how the fair values of the Group's assets and liabilities, which are not measured at fair value but the fair values are disclosed at the end of each reporting period, are determined.

	2022		Fair value hierarchy	Valuation techniques
	Carrying Value	Fair Value		
<b>Financial Assets</b>				
Advances to related parties	₱25,674,564	₱ 24,403,183	Level 2	(a)
<b>Non-Financial Assets</b>				
Investment properties	1,020,012,613	3,543,635,160	Level 2	(b)
Interest in joint operation	522,916,369	2,406,850,000	Level 2	(b)
	<b>₱1,542,928,982</b>	<b>₱5,950,485,160</b>		

	2022		Fair value hierarchy	Valuation techniques
	Carrying Value	Fair Value		
<b>Financial Liabilities</b>				
<b>Advances from related parties</b>	<b>₱ 427,626,039</b>	<b>₱ 406,450,381</b>	<b>Level 2</b>	<b>(a)</b>

	2021		Fair value hierarchy	Valuation techniques
	Carrying Value	Fair Value		
<b>Financial Assets</b>				
Advances to related parties	₱ 30,582,214	₱ 30,082,928	Level 2	(a)
<b>Non-Financial Assets</b>				
Investment properties	1,022,906,608	3,378,711,000	Level 2	(b)
Interest in joint operation	526,250,284	2,406,850,000	Level 2	(b)
	<b>₱ 1,549,156,892</b>	<b>₱5,785,561,000</b>		

	2021		Fair value hierarchy	Valuation techniques
	Carrying Value	Fair Value		
<b>Financial Liabilities</b>				
Advances from related parties	₱ 440,905,301	₱433,707,065	Level 2	(a)
Borrowings	413,082	375,276	Level 2	(a)
	<b>₱ 441,318,383</b>	<b>₱ 434,082,341</b>		

The methods and assumptions used by the Group in estimating the fair value of the financial instruments are as follows:

- (a) The fair values of advances to related parties and advances from related parties are determined based on the discounted value of future cash flows using the prevailing PHP BVAL rates that are specific to the tenor of the instruments' cash flow as at reporting date. Discount rates used is 5.21% in 2022 and 11.660% and 3.2512% in 2021.
- (b) The fair values are based on combination of appraisal done by an independent appraiser on various dates in 2022 and using the market approach, in which the fair value is based on prices recently paid for similar assets, with adjustment made to the indicated market prices to reflect condition and utility of the appraised assets relative to the market comparable.

The fair value of cash in banks, trade and other receivables, accounts payable and other liabilities (excluding government liabilities), lease liability and advances from lessees approximate carrying value due to relatively short-term maturities.

## 28. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The reconciliation about the changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes for the years ended December 31 are as follows:

<u>December 31, 2022</u>	<u>Balance as at January 1, 2022</u>	<u>Changes from financing cash flows</u>	<u>Balance as at December 31, 2022</u>
Advances from related parties	P 440,905,301	(P13,279,262)	P427,626,039
Borrowings	788,993	(375,911)	413,082
Lease liability	41,806	149,866	191,672
	<b>P 441,736,100</b>	<b>(P13,505,307)</b>	<b>P428,230,793</b>

<u>December 31, 2021</u>	<u>Balance as at January 1, 2021</u>	<u>Changes from financing cash flows</u>	<u>Balance as at December 31, 2021</u>
Advances from related parties	P445,816,188	(P 4,910,887)	P 440,905,301
Borrowings	1,103,787	( 314,794)	788,993
Lease liability	160,373	( 118,567)	41,806
	<b>P447,080,348</b>	<b>(P 5,344,248)</b>	<b>P 441,736,100</b>

## 29. RECLASSIFICATION OF ACCOUNTS

Certain accounts in 2021 consolidated financial statements were reclassified to conform to the current year presentation.

\* \* \* \*

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

To the Board of Directors and Stockholders of  
**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
35<sup>th</sup> Floor, One Corporate Center  
Doña Julia Vargas Ave., cor. Meralco Ave.  
Ortigas Center, Pasig City, Philippines

We have audited in accordance with Philippine Standards on Auditing, the financial statements of **Wellex Industries Incorporated and Subsidiaries** (the 'Group') as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022, and have issued our report thereon dated April 12, 2023. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, is the responsibility of the Group'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 purpose 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 consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022 and no material exceptions were noted.

**DIAZ MURILLO DALUPAN AND COMPANY**

Tax Identification No. 003-294-822  
BOA/PRC No. 0234, effective until August 4, 2023  
SEC Accreditation No. 0234-SEC, Group A, issued on March 17, 2022 and  
valid in the audit of 2021 to 2025 financial statements  
BIR Accreditation No. 08-001911-000-2022, effective until March 15, 2025

By:



Richard Noel M. Ponce

Partner

CPA Certificate No. 120457

SEC Accreditation No.1738-A, Group A, effective until March 30, 2025

Tax Identification No. 257-600-228

PTR No. 9573300, January 8, 2023, Makati City

BIR Accreditation No. 08-001911-012-2022, effective until September 29, 2025

April 12, 2023

**Global Reach, Global Quality**

Head Office : 7th Floor, Don Jacinto Building, De la Rosa corner Salcedo Sts., Legaspi Village, Makati City 1229 Philippines • Phone: +63(2) 894 5892 / 844 9421 / Fax: +63(2) 818 1872  
Cebu Office : Unit 504 Cebu Holdings Building, Cebu Business Park, Mabolo, Cebu City 6000 Philippines • Phone: +63(32) 415 8108 - 10 / Fax: +63(32) 232 8029  
Davao Office : 3rd Floor Building B Plaza De Luisa, Ramon Magsaysay Avenue, Davao City 8000 Philippines • Phone/Fax: +63(82) 222 6636  
Palawan Office : 2F MRC Building, Pineda Road, Brgy. San Pedro, Puerto Princesa City, Palawan 5300 Philippines • Phone +63(48) 716 1580  
Website : [www.dmdcpa.com.ph](http://www.dmdcpa.com.ph)

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**SCHEDULE SHOWING FINANCIAL SOUNDNESS**  
**PURSUANT TO REVISED SRC RULE 68**  
**DECEMBER 31, 2022**

Ratio	Formula	2022	2021
Profitability ratios: Return on assets	Net income	₱ -	₱ -
	Divided by: Total assets	-	-
	Return on assets	NA	NA
Return on equity	Net income	₱ -	₱ -
	Divided by: Total equity	-	-
	Return on equity	NA	NA
Net loss margin	Net loss	(₱ 2,710,044)	(₱ 3,533,091)
	Divided by: Total revenue	20,047,766	23,857,767
	Net loss margin	(14%)	(15%)
Gross profit margin	Total revenue	₱ 20,047,766	₱ 23,857,767
	Less: Cost of service	(12,564,846)	(9,469,159)
	Gross profit	7,482,920	14,388,608
	Divided by: Total revenue	20,047,766	23,857,767
	Gross profit margin	0.37:1	0.60:1
Solvency and liquidity ratios: Current ratio	Current assets	₱ 55,710,676	₱ 63,388,380
	Divided by: Current liabilities	9,316,980	12,518,447
	Current ratio	5.98:1	5.06:1
Debt to equity ratio	Total liabilities	₱ 437,872,855	₱ 454,638,725
	Divided by: Total shareholder's equity	1,200,149,088	1,202,859,132
	Debt to equity ratio	0.36:1	0.38:1
Quick ratio	Quick assets*	₱ 38,481,979	₱ 46,923,687
	Divided by: Current liabilities	9,316,980	12,518,447
	Quick ratio	4.13:1	3.75:1
Cashflow liquidity ratio	Cashflow from operations	₱ 1,456,341	₱ 2,189,363)
	Divided by: Current liabilities	9,316,980	12,518,447
	Cashflow liquidity ratio	0.16:1	0.17:1



Financial leverage ratio Asset to equity ratio	Total assets	<b>₱ 1,638,021,943</b>	₱ 1,657,497,857
	Divided by: Total shareholder's equity	<b>1,200,149,088</b>	1,202,859,132
	Asset to equity ratio	<b>1.36:1</b>	1.38:1
Debt to asset ratio	Total liabilities	<b>₱ 437,872,855</b>	₱ 454,638,725
	Divided by: Total assets	<b>1,638,021,943</b>	1,657,497,857
	Debt to asset ratio	<b>0.27:1</b>	0.27:1

*\*Includes Cash and Current Receivables*

**Statement Required by Rule 68, Part I, Section 5,  
Revised Securities Regulation Code (SRC)**

To the Board of Directors and Stockholders of  
**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
35<sup>th</sup> Floor, One Corporate Center  
Doña Julia Vargas Ave., cor. Meralco Avenue  
Ortigas Center, Pasig City, Philippines

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of **Wellex Industries Incorporated and Subsidiaries** as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022, and have issued our report thereon dated April 12, 2023. The supplementary information shown in the *List of Supplementary Information* is presented for the purpose of filing with the Securities and Exchange Commission and are not required part of basic consolidated financial statements. Such information is the responsibility of management and has been subjected to auditing procedures applied in the audits of basic consolidated financial statements. In our opinion, the information has been prepared in accordance with Rule 68 of the Revised Securities Regulation Code.

**DIAZ MURILLO DALUPAN AND COMPANY**

Tax Identification No. 003-294-822

BOA/PRC No. 0234, effective until August 4, 2023

SEC Accreditation No. 0234-SEC, Group A, issued on March 17, 2022 and  
valid in the audit of 2021 to 2025 financial statements

BIR Accreditation No. 08-001911-000-2022, effective until March 15, 2025

By:



Richard Noel M. Ponce

Partner

CPA Certificate No. 120457

SEC Accreditation No.1738-A, Group A, effective until March 30, 2025

Tax Identification No. 257-600-228

PTR No. 9573300, January 8, 2023, Makati City

BIR Accreditation No. 08-001911-012-2022, effective until September 29, 2025

April 12, 2023

**Global Reach, Global Quality**

Head Office : 7th Floor, Don Jacinto Building, De la Rosa corner Salcedo Sts., Legaspi Village, Makati City 1229 Philippines • Phone: +63(2) 894 5892 / 844 9421 / Fax: +63(2) 818 1872  
Cebu Office : Unit 504 Cebu Holdings Building, Cebu Business Park, Mabolo, Cebu City 6000 Philippines • Phone: +63(32) 415 8108 - 10 / Fax: +63(32) 232 8029  
Davao Office : 3rd Floor Building B Plaza De Luisa, Ramon Magsaysay Avenue, Davao City 8000 Philippines • Phone/Fax: +63(82) 222 6636  
Palawan Office : 2F MRC Building, Pineda Road, Brgy. San Pedro, Puerto Princesa City, Palawan 5300 Philippines • Phone +63(48) 716 1580  
Website : [www.dmdcpa.com.ph](http://www.dmdcpa.com.ph)

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**

List of Supplementary Information

DECEMBER 31, 2022

**SEC Supplementary Schedule as Required by the Revised SRC Rule 68**

- A. Financial Asset at Fair Value through Other Comprehensive Income (FVOCI)
- B. Amounts Receivables from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
- C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
- D. Long-Term Debt
- E. Indebtedness of Related Parties
- F. Guarantees of Securities of Other Issuers
- G. Capital Stock

**Other Required Information**

Reconciliation of Retained Earnings Available for Dividend Declaration

Map showing the Relationship between the Company and its Related Entities

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule A. Financial Asset at Fair Value through Other Comprehensive Income (FVOCI)**  
**December 31, 2022**

Name of Issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the Statement of Financial Position	Valued based on market quotation at balance sheet date	Income received and accrued
<b>Financial assets at FVOCI</b>				
Bulacan Harbour Dev't. Corp.	125,000	₱12,500,000	₱ –	₱ –

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule B – Amounts Receivable from Directors, Officers, Employees,**  
**Related Parties and Principal Stockholders (Other Than Related Parties)**  
**December 31, 2022**

Name and designation of debtor	Balance at beginning of period	Amounts collected	Amounts written-off	Current	Non-Current	Balance at end of period
--------------------------------	--------------------------------	-------------------	---------------------	---------	-------------	--------------------------

**Not Applicable**

---

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**

**Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statement  
December 31, 2022**

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written-off	Current	Non-Current	Balance at end of period
<b>Direct Subsidiaries</b>							
Plastic City Industrial Corporation	₱49,801,456	₱438,148	₱ –	₱ –	₱ –	₱50,239,604	₱50,239,604
<b>Indirect Subsidiaries (PCIC Subsidiaries)</b>							
Pacific Plastic Corporation	95,305,771	–	(5,099,548)	–	–	90,206,223	90,206,223
Kennex Container Corporation	89,169,880	–	(6,904,279)	–	–	82,265,601	82,265,601
Inland Container Corporation	40,483,837	–	–	–	–	40,483,837	40,483,837
Rexlon Industrial Corp.	14,933,473	1,774,110	–	–	–	16,707,583	16,707,583
	<b>₱289,694,417</b>	<b>₱2,212,258</b>	<b>(₱12,003,827)</b>	<b>₱ –</b>	<b>₱ –</b>	<b>₱279,902,848</b>	<b>₱279,902,848</b>

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule D – Long-term Debt**  
December 31, 2022

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption “Current portion of long term debt” in related statement of financial position	Amount shown under caption “Long-term debt” in the related statement of financial position
Borrowings	Not Applicable	₱413,082	₱–

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule E – Indebtedness to Related Parties (Long Term Loans**  
**From Related Companies)**  
December 31, 2022

Name of related party	Balance at beginning of period	Balance at end of period
Diamond Stainless Corporation	₱ 70,557,800	₱ 70,557,800
Plastic City Corporation	82,465,864	82,619,427
International Polymer Corp.	24,059,665	24,091,092
Philippine Estates Corporation	36,615,524	37,275,422
Kenstar Industrial Corporation	23,539,858	23,539,858
Rexlon Realty Corp.	23,187,370	23,187,370
Pacific Rehouse Corp.	15,540,753	15,540,753
Ropeman International Corp.	3,202,528	3,202,528
Polymaster Industrial Corporation	62,500	62,500
The Wellex Group, Inc.	13,722,810	13,722,810
Key officers	147,950,629	133,826,479
	<b>₱ 440,905,301</b>	<b>₱427,626,039</b>



**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule F – Guarantees of Securities of Other Issuers**  
December 31, 2022

Name of issuing entity of securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
--	---	---	---	---------------------

**Not Applicable**

---

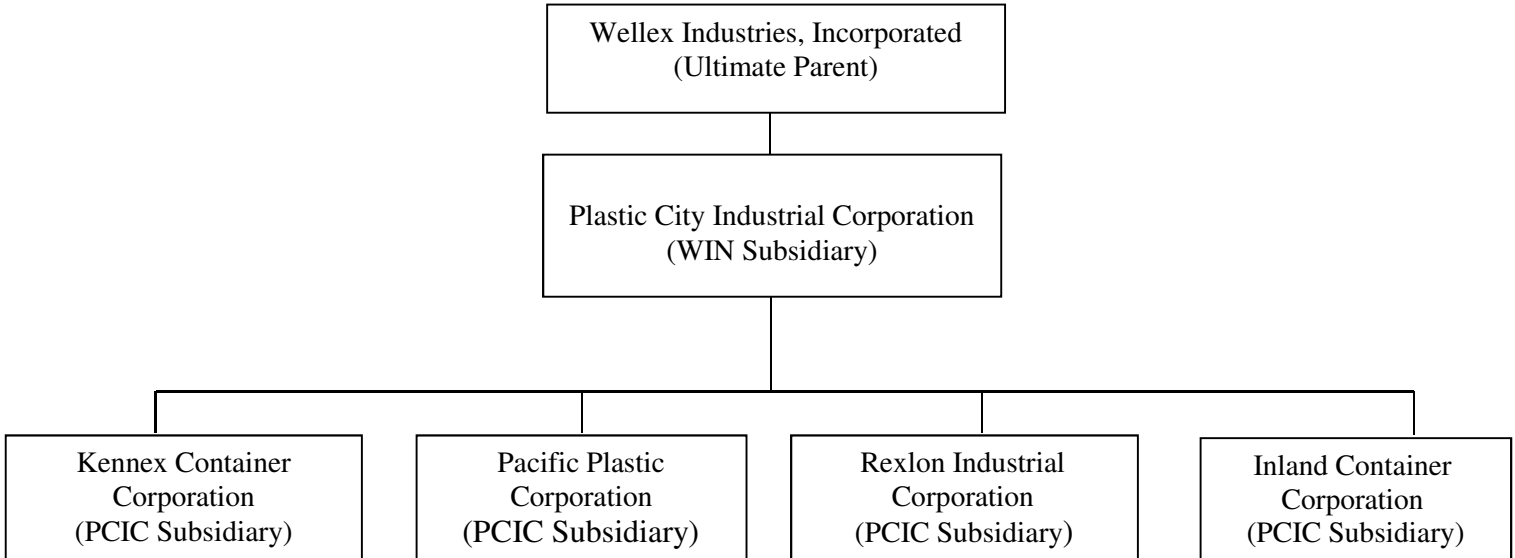
**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Schedule G – Capital Stock**  
December 31, 2022

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related statement of financial position caption	Number of shares reversed for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
<b>Common shares</b>	₱ 3,500,000,000	₱ 3,276,045,637	₱ –	₱ 10,000	₱ 1,858,414,432	₱ 1,417,621,205

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Reconciliation of Retained Earnings Available For Dividend Declaration**  
**December 31, 2022**

Unappropriated Retained Earnings, as adjusted to available for dividend distribution, beginning	P	-
<b>Add: Net income actually earned/realized during the period</b>		<u>-</u>
Net income during the period closed to Retained Earnings		-
Less: Non-actual/unrealized income net of tax		-
Equity in net income of associate/joint venture		-
Unrealized foreign exchange gain - net (except those attributable to Cash and Cash Equivalents) Unrealized actuarial gain		-
Fair value adjustment (M2M gains)		-
Fair value adjustment of Investment Property resulting to gain		-
Adjustment due to deviation from PFRS/GAAP-gain		-
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS		<u>-</u>
Sub-total		<u>-</u>
Add: Non-actual losses		-
Depreciation on revaluation increment (after tax)		-
Adjustment due to deviation from PFRS/GAAP – loss		<u>-</u>
Loss on fair value adjustment of investment property (after tax)		<u>-</u>
<b>Net income actually earned during the period</b>		<b>P -</b>
Add (Less):		
Dividend declarations during the period		-
Appropriations of Retained Earnings during the period		-
Reversals of appropriations		-
Effects of prior period adjustments		<u>-</u>
<b>TOTAL RETAINED EARNINGS</b>		<u>-</u>
<b>END AVAILABLE FOR DIVIDEND</b>		<b>P -</b>

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Map of Conglomerate or Group of Companies within Which the Company Belongs**  
**December 31, 2022**



## Re: Wellex Industries Inc\_SEC Form 17-Q 2nd Qtr 2023\_24July2023

From: ICTD Submission (ictdsubmission+canned.response@sec.gov.ph)

To: wellexindustries@yahoo.com

Date: Monday, July 24, 2023 at 01:12 PM GMT+8

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

### ----- NOTICE TO COMPANIES -----

Please be informed of the reports that shall be filed only through [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph).

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph) such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph) shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC\_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

For the submission and processing of compliance in the filing of Memorandum Circular No. 28 Series of 2020, please visit this link – <https://apps010.sec.gov.ph/>


For your information and guidance.

# Certification

I, Annabelle T. Abunda, Finance and Compliance Officer of Wellex Industries, Inc., with SEC registration number 0000011790 with principal office at 35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas, cor. Meralco Ave., Ortigas Center, Pasig City, on oath state:

- 1) That on behalf of Wellex Industries, Inc., I have caused this Second (2<sup>nd</sup>) Quarterly Report SEC Form 17-Q 2023 to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company, Wellex Industries, Inc., will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 4) That I fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereto set my hands this JUL 24 2023 day of \_\_\_\_\_, 2023.

  
\_\_\_\_\_  
Affiant  
TIN: 205-231-659

SUBSCRIBED AND SWORN to before me this JUL 24 2023 day of \_\_\_\_\_, 2023.

**FERDINAND D. AYAHAO**  
NOTARY PUBLIC  
For Pasig City, Pateros and San Juan City  
Appointment No. 108 (2022-2023) valid until 12/31/2023  
MCLE Exemption No. VB-BH#003719 valid until 04/14/25  
Roll No. 46377; IBPLRN 02459; OR 535886; 06/21/2001  
TIN 123-011-785; PTR 0161665; 01/06/23; Pasig City  
Unit 5, West Tower PSE, Exchange Road  
Ortigas Center, Pasig City Tel. +632-86314090

**PASIG CITY**  
DOC. NO. 425  
PAGE NO. 88  
BOOK NO. 203  
SERIES OF 2023

**COVER SHEET**

0 0 0 0 0 1 1 7 9 0

SEC Registration No.

W E L L E X I N D U S T R I E S , I N C .  
A N D S U B S I D I A R I E S

(Company's Full Name)

3 5 T H F L R . O N E C O R P O R A T E C E N T E R

D O Ñ A J U L I A V A R G A S C O R . M E R A L C O

A V E S . , O R T I G A S C E N T E R , P A S I G C I T Y

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

**Amando J. Ponsaran, Jr.**

Contact Person

**(632) 8706-7888**

Contact Telephone No.

1 2      3 1

Fiscal Year

1 7 - Q

FORM TYPE

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles  
Number/Section

Total Amount of Borrowings

**999**

Total No. of Stockholders

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

**2<sup>nd</sup> QUARTER REPORT: WIN**

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 11  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the Quarterly Period ended **June 30, 2023**
2. SEC Identification Number: **11790**
3. BIR Tax Identification No.: **003-946-426-000**
4. **WELLEX INDUSTRIES, INCORPORATED**  
Exact name of registrant as specified in its charter
5. **Metro Manila, Philippines**  
(Province, country or other jurisdiction of incorporation or organization)
6. (SEC Use only)  
Industry Classification Code
7. **35<sup>th</sup> Flr. One Corporate Center, Doña Julia Vargas cor. Meralco Aves., Ortigas Center, Pasig**  
Address of principal office
8. **Telephone No. (02) 8706-7888**  
Registrant's telephone number, including area code
9. **Not applicable**  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 4 and 8 of the RSA :

<u>Title of Each Class</u>	<u>No. of Shares of Common Stock Outstanding: and Amount of Debt Outstanding</u>
Common Shares – ₱1.00 par value	Issued - ₱3,271,952,740
Outstanding Debt	₱ 433,977,004

11. Are any or all of these securities listed on the Philippine Stock Exchange?

Yes [  ]                      No. [  ]

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. The aggregate market value of the voting stock held by non-affiliates: ₱313,867,465

14. Not Applicable

## PART I - FINANCIAL INFORMATION

### Item 1. Financial Statements

See Annex A.1 to A.4, and the accompanying notes to financial statements

### Item 2. Management Discussion and Analysis of Financial Condition and Results of Operations

	Amounts in PhP			
	Apr – Jun 2023	Apr – Jun 2022	Jan – Jun 2023	Jan – Jun 2022
<b>Income Statement</b>				
Rental Income	<b>₱5,463,095</b>	₱5,078,105	<b>₱10,736,487</b>	₱9,940,125
Direct Costs and Expenses	<b>766,397</b>	2,767,470	<b>1,532,794</b>	6,036,215
Gross Profit	<b>4,696,698</b>	2,310,634	<b>9,203,693</b>	3,903,910
Operating Expenses	<b>6,715,314</b>	4,876,960	<b>13,922,911</b>	10,010,270
Loss from Operations	<b>(2,018,616)</b>	(2,566,326)	<b>(4,719,218)</b>	(6,106,360)
Other Income (Expense)	<b>76,781</b>	67,925	<b>150,520</b>	132,985
Loss before Tax	<b>(1,941,835)</b>	(2,498,401)	<b>(4,568,698)</b>	(5,973,375)
Income Tax Expense	-	-	-	-
<b>Net Loss for the period</b>	<b>(1,941,835)</b>	(2,498,401)	<b>(4,568,698)</b>	(5,973,375)
<b>Loss per share</b>	<b>(₱0.0006)</b>	(₱0.0008)	<b>(₱0.0014)</b>	(₱0.0018)

	Amounts in PhP		
	June 30, 2023	June 30, 2022	December 2022
<b>Balance Sheet</b>			
Current Assets	<b>₱51,039,849</b>	₱59,057,929	₱55,710,676
Noncurrent Assets	<b>1,579,517,545</b>	1,588,749,433	1,582,311,267
<b>Total Assets</b>	<b>1,629,557,394</b>	1,647,807,362	1,638,021,943
Current Liabilities	<b>12,117,081</b>	15,542,968	9,316,980
Noncurrent Liabilities	<b>421,859,923</b>	435,378,637	428,555,875
Stockholders' Equity	<b>1,195,580,390</b>	1,196,885,758	1,200,149,088
<b>Total Liabilities and Equity</b>	<b>₱1,629,557,394</b>	₱1,647,807,362	₱1,638,021,943

#### Quarter ended June 30, 2023 as compared with quarter ended June 30, 2022

As of the quarter ending June 30, 2023, the company continues to lease out its warehouse facilities. Total revenue recorded for the 2nd quarter of 2023 amounted to ₱5.5 million as compared to the same quarter of 2022 amounting to ₱5.1 million or an increase of ₱0.4 million or 7.58%. Number of areas being leased out for the 2nd quarter of 2023 is greater than the 2nd quarter of 2022.

Income/(Loss) per share comparison for the quarter ended June 30, 2023 and 2022 are (₱0.0006) and (₱0.0008), respectively.

As of June 30, 2023, there are twenty-two (22) companies leasing inside the PCIC compound occupying twenty-four (24) areas. List of companies are as follows:

	Tenants	Co.	Area in sqm	Contract Period	2nd Qtr Rental Income (in PhP)
1	SMYPC - MANILA GLASS PLANT - bldg 22-A	ICC	1,134	01/01/23 - 12/31/23	364,500
2	SMYPC - MANILA GLASS PLANT - bldg 22-B	ICC	1,134	01/01/23 - 12/31/23	364,500
3	CRISTINE GUEVARRA - bldg 34A	ICC	2,000	10/01/22 - 09/30/23	270,000
4	GRACEFUL LOGISTICS-open space 10	ICC	2,000	05/15/22 - 05/14/23	330,000
5	ULTIMATE STAR INT'L CARGO SERVICES INC.-yard	ICC	750	10/12/22 - 10/11/23	120,536
6	SUPERIOR GOODS TRADING – BLDG 37	ICC	1,080	02/01/23 - 11/30/23	347,143

7	ABS ALL BEST SUPPLIES INC. - Bldg 37 Yard	ICC	400	12/01/22 - 11/30/23	58,929
8	ASILO LOGISTICS AND FREIGHT SERVICES - SPF Yard	ICC	500	01/17/23 - 01/16/24	80,357
9	BUILDRIGHT CONSTRUCTION CORP. – 37 YARD	ICC	500	06/08/23 - 07/07/24	26,786
10	OYTANA TRUCKING AND LOGISTICS INC.- bldg 11 yard	KCC	1,000	06/01/22 - 05/15/23	82,500
11	JESSIE LYN B. TAJALE - B43	KCC	1,100	01/01/23 - 12/31/23	324,107
12	ZL MACHINERY PHILIPPINES INC. – B33-A	KCC	1,549	05/15/23 - 05/14/24	331,929
13	BBBC JOB GLOBAL LOGISTICS, INC. – OPEN SPACE 45C	KCC	500	06/15/23 - 06/15/24	35,000
14	SAN MIGUEL BREWERY INC.- bldg 23	PPC	3,105	05/01/23 - 10/31/23	887,143
15	SAN MIGUEL BREWERY INC.- shipping yard	PPC	1,430	05/01/23 - 04/30/24	236,250
16	JHSA CORP. - bldg 23 open space	PPC	35	01/01/23 - 12/31/23	21,000
17	GOCHEMBROS CORP.- bldg 26	PPC	524	01/01/23 - 12/31/23	168,429
18	FUDSOURCE CORPORATION - bldg 19	PPC	1,050	01/15/23 - 01/15/24	337,500
19	HIGANTIS CONTRACTOR CORP. - bldg 18	PPC	698	08/01/22 - 07/31/23	195,238
20	RDB TECSON & ASSOCIATES - bldg 24	PPC	1,476	04/01/23 - 03/31/24	474,429
21	RDBT CONSTRUCTION CORP,- bldg 24 open space	PPC	216	04/01/23 - 03/31/24	37,607
22	LACOTA E-COMMERCE CORP.-bldg 29	PPC	582	03/01/22 - 10/31/23	187,071
23	BUILDRIGHT CONSTRUCTION CORP.-bldg 29	PPC	300	03/01/22 - 10/31/23	96,429
24	TAISON INDUSTRIAL CORP. – BLDG 25A	PPC	800	06/15/23 - 06/15/24	85,714

Direct cost and operating expenses for the 2nd quarter of 2023 totaled ₱7.5 million as compared to ₱7.6 million for the 2nd quarter of 2022 or a decrease of ₱0.1 million or 2.13%. The amount was recorded and mainly attributable to the following:

1. Direct cost for the 2nd quarter of 2023 and 2022 consists of security services, depreciation expense, property taxes and repairs and maintenance. Total direct cost recorded for the 2nd quarter of 2023 amounted to ₱0.8 million and ₱2.8 million for the 2nd quarter of 2022. Decrease is due to no reported expenses rather than the depreciation expense in the 2nd quarter of 2023.
2. Operating expenses for the 2nd quarter of 2023 increase by ₱1.8 million or 37.69% as compared to the 2nd quarter of 2022, which resulted by the following movements: decrease in professional fees by ₱121,250 decrease in salaries and wages by ₱10,581, increase in taxes and licenses by ₱979,085 from payment of property taxes, decrease in rent, light and water by ₱68,663, decrease in commission by ₱33,481, increase in SSS, Medicare and EC contributions by ₱25,467 and increase in miscellaneous by ₱1,067,777 which includes classification of expenses like security services which is recognized as part of operating expense rather than direct cost as service is for the whole plastic city compound.

Other Income (Expenses) consist of interest income, other income and interest expense. Total Other Income (Expenses) for the 2nd quarter of 2023 and 2022 is ₱76,781 and ₱67,925, respectively. Increase in income in the 2nd quarter of 2023 was due less interest expense reported.

The Group does not recognize a finance cost for 2nd quarter of 2023 and 2022.

### **Performance Indicators**

The Parent Company is in the process of discussing with potential investors for planned forays into new business lines. Its subsidiary, PCIC, ceased its manufacturing operation since 2002 due to the Asian crises and stiff business competition and had leased out its building facilities for revenue. The Group determines their performance on the following five (5) key performance indicators:

1. Revenue Growth – the company gauge its performances by determining Rental Income and the number of tenants for the year. For the 2nd quarter of 2023, the company has an average of ₱227,629 rental income per tenant or a decreased by ₱71,083 rental income per tenant or 23.80% as compared to 2nd quarter of 2022.

2. Receivables - the company assesses collection of receivables and management of credit by determining the past due ratio done through the aging of receivables. For the 2nd quarter of 2023, ratio of past due receivables to total outstanding was 99%. The current quarter exceeds the management gauge on past due receivables due to significant number of receivables from third parties which are no longer operating. These third parties are previous subsidiary of the Group. Appropriate provision for allowance for doubtful accounts was recorded.
3. Gross Profit Margin - this is derived by dividing the gross profit over the revenues amount. The 2nd quarter of 2023 has a gross profit margin of 85.97%, higher than the 2nd quarter of 2022. Increase pertains to higher rental income for the current quarter.
4. Working Capital – to meet the obligations of the company, it is measured by determining current assets over current obligations. Working capital ratio for 2nd quarter of 2023 was 421.22% as compared to 379.97% on the 2nd quarter of 2022. Increase is attributable to decrease in current assets by ₱8 million or 13.58% and decrease in current liabilities by ₱3.4 million or 22%.
5. Advances by the Affiliates - For the 2nd quarter of 2023, the company has total advances from affiliates amounting to ₱420.9 million or a decrease of ₱13.3 million from last year's ₱434.2 million balance.

*Further discussion of accounts of which registered an increased or decreased by 10% or more follows:*

#### Cash

The Group's cash decreased by ₱0.7 million or 12% for the 2nd quarter of 2023 as compared to 2nd quarter 2022 due to the following activities: (a) net cash provided in operating activities is ₱1.6 million, (b) net cash generated in investing activities is ₱1.8 million and (c) net cash used in financing activities ₱6.9 million.

#### Trade and Other Receivables

Trade and other receivables (net) decrease by ₱ million or 21% in the 2nd quarter of 2023 as compared to 2nd quarter of 2022. This is mostly attributable to the decrease in advances to third parties by ₱6.2 million, decrease in rental receivables by ₱1.7 million, decrease in receivable from related parties by ₱10.9 million and decrease in allowance for estimated credit losses by ₱5 million. Certain trade receivables were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for impairment have been recognized (Note 22).

#### Advances to related parties

Advances to related parties decrease by ₱3.3 million or 12% in the 2nd quarter of 2023 as compared to the 2nd quarter of 2022 due to collection of advances in the current quarter.

#### Property and Equipment

There's a decrease in property and equipment amounting to ₱0.7 million or 52% on the 2nd quarter of 2023 as compared to 2nd quarter of 2022 due to depreciation.

#### Advances from lessees

Advances from lessees decrease by ₱2.8 million or 44% in the 2nd quarter of 2023 as compared to the 2nd quarter of 2022 due to some lease contracts already ended in the current quarter.

#### Deferred Asset and Liabilities

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized. The Group's deferred asset account in the 2nd quarter of 2023 increase by ₱37,466 or 358.46% as compared to the 2nd quarter of 2022 for newly recognized deferred tax not yet covered by allowance for impairment.

The Group also has deferred liabilities which was increased by ₱37,918 or 395.18% in the 2nd quarter of 2023 as compared to 2nd quarter of 2022 due to some new lease contracts entered in the current quarter.

#### Lease liability

Lease liability composed of current and non-current portion. The current portion increase by ₱101,543 or by 242.89% while the non-current portion increased by ₱48,323 or 100% in the 2nd quarter of 2023.

#### Borrowing

The Group's borrowings consist of current portion and non-current portion. The Group recorded a current borrowing portion amounting to ₱211,409 and ₱192,385 for the 2nd quarter of 2023 and 2022, respectively, with an increase by ₱19,024 or 10% and non-current borrowing portion amounting to nil and ₱413,082 for the 2nd quarter of 2023 and 2022, respectively.

### **(i) Summary of Material Trends, Events and Uncertainties**

#### **Wellex Industries, Inc.**

The Parent Company has properties in Rodriguez (formerly Montalban), Rizal, with an aggregate cost of ₱52,335,000 as at June 30, 2023 and 2022. Land was received in exchange for its shares of stock in accordance with stock-for-assets swap arrangement entered into with various affiliates.

Land with aggregate carrying amount of ₱6,484,935 as at June 30, 2023 and 2022, was under litigation (Note 21).

As at June 30, 2023 and 2022, the Parent Company's properties are not subject to any liens or encumbrances.

The Company is considering re-entry into the real estate market, specifically the development of industrial estates/subdivisions, for which it has already gained sufficient expertise in its operations in Valenzuela City.

The Company had put on hold its plans to acquire a mining company with an existing MPSA with the Mines and Geosciences Bureau (MGB). This is due to the stringent requirements that the Department of Environment and Natural Resources (DENR) had placed on several dormant mining companies and the subsequent business slowdown in the industry as a result thereof.

#### **(ii) Events that will Trigger Direct or Contingent Financial Obligation**

There are no events that will trigger direct or contingent financial obligation that is material to Wellex Industries Inc. and its subsidiaries including any default or acceleration of an obligation.

#### **(iii) Material Off-Balance Sheet Transactions, Arrangements, Obligations**

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of Wellex Industries Inc. with unconsolidated entities or other persons created during the reporting period. The present activity of the company is focused on reorganizing its operations in preparation for its new businesses.

#### **(iv) Commitment for Capital Expenditures**

Since the Plastic City Industrial Corporation ceased in manufacturing and commercial operation there are no commitments on major capital expenditures.

#### **(v) Any Known Trends, Events of Uncertainties (Material Impact on Net Sales / Net Income and Liquidity)**

The Group has ceased manufacturing operations since 2002 and currently disposed to lease out its warehouse facilities. Rental Income recorded for the 2nd quarter 2023 compared to 2022 increase by ₱384,990 million or 7.58%.

As of June 30, 2023, there are twenty-two (22) lessees occupying twenty-four (24) areas such as the warehouses, shipyards, open spaces and extensions inside the Plastic City premise.

Current ratio (current assets over current liabilities) as of June 30, 2023 is 421.22% with current assets of ₱51 million over ₱12.1 million current liabilities. The Group's policy to address liquidity risk is to maintain a balance between continuity of funding through cash advances from the Parent Company and affiliates. Payment of current liabilities such as government taxes, employees' premium contributions, etc. was funded through these cash advances. The Group does not expect to pay its liabilities to related parties within twelve months after the reporting date. Furthermore, advances from affiliates and stockholders were

settled through assignment and offsetting among the Group.

**(vi) Significant Element of Income or Loss That Did Not Arise from Continuing Operation**

The Group adopted PFRS 16 using the modified retrospective approach, with recognition of transitional adjustments on deficit as at January 1, 2019, without restatement of comparative figures.

The Company has adopted the PFRS 9 Financial Instruments from January 1, 2018 and resulted in changes in accounting policies and adjusted amounts recognized in the financial statements. The comparative figures have been restated to comply with the transitional provisions in PFRS 9.

**(vii) Material Changes on Line Items in Financial Statements**

Material changes on line items in financial statements are presented under the “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

Please refer to the attached Annex A.1 to A.5.

**(viii) Effect of Seasonal Changes in the Financial Condition or Results of Operations**

The financial condition or results of operations is not affected by any seasonal change.

**(ix) Financial Risk Disclosure**

The Group is exposed to a variety of financial risk which results from both its operating and financing activities. The Group’s risk management is coordinated with the Board of Directors, and focuses on actively securing the short-term cash flows by minimizing the exposure to financial markets. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. Please refer to Annex A.5.

**(x) Disclosure under SEC Memorandum Circular No. 3, Series of 2012**

*PFRS 9, Financial Instruments (2014)*. PFRS 9, Financial Instruments replaces PAS 39 Financial Instruments – Recognition and Measurement, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment, and hedge accounting. The standard requires all recognized financial assets that are within the scope of PAS 39 to be subsequently measured at amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flow that are solely for payments of principal and interest on the outstanding balance are generally measured at amortized cost at the end of subsequent reporting periods. All other debts investments and equity investments are measured at their fair values at the end of subsequent reporting periods. For financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that are attributable to changes in the credit risk of that liability is presented in other comprehensive income would create or increase as accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. The Company has adopted the PFRS 9 Financial Instruments from January 1, 2018 and resulted in changes in accounting policies and adjusted amounts recognized in the financial statements. The comparative figures have been restated to comply with the transitional provisions in PFRS 9.

## **PART II – OTHER INFORMATION**

### **(1) Market Information**

The principal market of Wellex Industries Inc. common equity is the Philippine Stock Exchange, Inc. (PSE) where it was listed in 1958. List of the high and low sales price by quarter for the last 3 years are as follows:

		High	Low
2023	First Quarter	0.260	0.230
	Second Quarter	0.250	0.220
2022	First Quarter	0.310	0.215
	Second Quarter	0.300	0.260
	Third Quarter	0.295	0.220
	Fourth Quarter	0.270	0.230
2021	First Quarter	0.280	0.214
	Second Quarter	0.335	0.235
	Third Quarter	0.315	0.250
	Fourth Quarter	0.280	0.230
2020	First Quarter	0.230	0.156
	Second Quarter	0.209	0.168
	Third Quarter	0.204	0.176
	Fourth Quarter	0.275	0.186

The price information as of July 24, 2023 was closed at ₱0.222, while high and low is ₱0.295 and ₱0.220, respectively.

### **(2) Holders**

The numbers of shareholders of record as of June 30, 2023 were 999. Common shares issued and subscribed as of June 30, 2023 were 3,271,952,740.

#### **List of Top 20 Stockholders As of June 30, 2023**

<b>STOCKHOLDER'S NAME</b>	<b>NATIONALITY</b>	<b>SUBSCRIBED</b>	<b>% TOTAL</b>
PCD NOMINEE CORP.	FILIPINO	932,999,425	28.515
WILLIAM T. GATCHALIAN	FILIPINO	835,000,100	25.520
DEE HUA T. GATCHALIAN	FILIPINO	492,962,532	15.066
SHERWIN T. GATCHALIAN	FILIPINO	317,750,100	9.711
SHINJI KOBAYASHI	FILIPINO	210,650,000	6.438
ELVIRA A. TING	FILIPINO	111,850,000	3.418
KENNETH T. GATCHALIAN	FILIPINO	100,000,100	3.056
THE WELLEX GROUP, INC.	FILIPINO	80,000,000	2.445
RECOVERY DEVELOPMENT CORPORATION	FILIPINO	52,335,090	1.600
PACIFIC REHOUSE CORPORATION	FILIPINO	50,000,000	1.528
ORIENT PACIFIC CORPORATION	FILIPINO	36,340,000	1.111
LI CHIH-HUI	FILIPINO	23,500,000	0.718
PCD NOMINEE CORPORATION (NON-FILIPINO)	OTHERS	10,275,020	0.314
WELLEX GLOBAL EQUITIES, INC.	FILIPINO	4,050,000	0.124
INTERNATIONAL POLYMER CORP.	FILIPINO	2,700,000	0.083
SOLAR SECURITIES, INC	FILIPINO	2,500,000	0.076
RODOLFO S. ETRELLADO	FILIPINO	750,000	0.023
PROBITY SEC. MGT. CORP.	FILIPINO	463,200	0.014
RICHARD L. RICARDO	FILIPINO	460,000	0.014
REGINA CAPITAL DEVELOPMENT CORPORATION	FILIPINO	300,000	0.009
JUAN MANUEL V. LOPEZ	FILIPINO	200,000	0.006

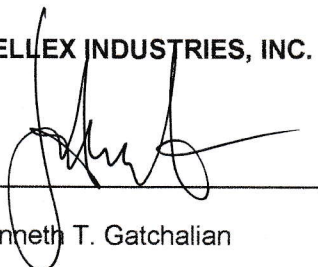
## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer

**WELLEX INDUSTRIES, INC.**

Signature



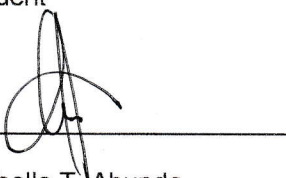
---

Kenneth T. Gatchalian

Title

President

Signature



---

Annabelle T. Abunda

Title

Finance and Compliance Officer

Date

July 24, 2023



**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Financial Position**

**ANNEX A.1**

		Unaudited 30-Jun-23	Unaudited 30-Jun-22	Audited 31-Dec-22
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash	4	₱5,283,445	₱6,000,739	₱8,734,752
Trade and other receivables (net)	5	27,957,085	35,536,864	29,747,227
Prepayments and other current assets	6	17,799,319	17,520,326	17,228,697
		<b>51,039,849</b>	59,057,929	55,710,676
<b>Noncurrent Assets</b>				
Financial Assets at FVOCI	7	12,500,000	12,500,000	12,500,000
Advances to related parties (net)	18	23,839,530	27,180,858	25,674,564
Investment properties (net)	8	1,018,479,820	1,021,373,815	1,020,012,613
Interest in joint operation (net)	9	522,916,369	526,250,284	522,916,369
Property and equipment (net)	10	638,064	1,338,181	1,063,959
Deferred Asset		47,918	10,452	47,918
Other assets		95,844	95,844	95,844
		<b>1,578,517,545</b>	1,588,749,433	1,582,311,267
<b>TOTAL ASSETS</b>		<b>1,629,557,394</b>	1,647,807,362	1,638,021,943
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Accounts payable and other liabilities	11	8,160,003	8,873,786	5,119,478
Advances from lessees	19	3,602,320	6,434,990	3,631,755
Lease Liability	18	143,349	41,806	143,349
Borrowing	12	211,409	192,385	413,082
Income Tax Payable		-	-	9,316
		<b>12,117,081</b>	15,542,968	9,316,980
<b>Noncurrent Liabilities</b>				
Advances from related parties	18	420,930,087	434,163,660	427,626,039
Borrowing - noncurrent	12	-	413,082	-
Retirement benefits obligation	17	834,000	792,300	834,000
Lease Liability - noncurrent	18	48,323	-	48,323
Deferred Tax Liability		47,513	9,595	47,513
		<b>421,859,923</b>	435,378,637	428,555,875
<b>Equity</b>				
Capital stock	13	3,276,045,637	3,276,045,637	3,276,045,637
Additional paid-in capital	13	24,492,801	24,492,801	24,492,801
Deficit		<b>(2,104,948,048)</b>	(2,103,642,680)	(2,100,379,350)
		<b>1,195,590,390</b>	1,196,895,758	1,200,159,088
Treasury stock	13	(10,000)	(10,000)	(10,000)
		<b>1,195,580,390</b>	1,196,885,758	1,200,149,088
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>₱1,629,557,394</b>	₱1,647,807,362	₱1,638,021,943

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**

**ANNEX A.2**

		<b>Unaudited</b>	Unaudited	<b>Unaudited</b>	Unaudited
		<b>Apr-Jun</b>	Apr-Jun	<b>Jan-Jun</b>	Jan-Jun
		<b>2023</b>	2022	<b>2023</b>	2022
<b>RENTAL INCOME</b>		<b>₱5,463,095</b>	₱5,078,105	<b>₱10,736,487</b>	₱9,940,125
<b>DIRECT COSTS AND EXPENSES</b>	14	<b>766,397</b>	2,767,470	<b>1,532,794</b>	6,036,215
<b>GROSS PROFIT</b>		<b>4,696,698</b>	2,310,635	<b>9,203,693</b>	3,903,910
<b>OPERATING EXPENSES</b>	15	<b>6,715,314</b>	4,876,960	<b>13,922,911</b>	10,010,270
<b>LOSS FROM OPERATIONS</b>		<b>(2,018,616)</b>	(2,566,325)	<b>(4,719,218)</b>	(6,106,360)
<b>OTHER INCOME/(EXPENSE) (net)</b>	16	<b>76,781</b>	67,925	<b>150,520</b>	132,985
<b>FINANCE COSTS</b>		-	-	-	-
<b>LOSS BEFORE TAX</b>		<b>(1,941,835)</b>	(2,498,400)	<b>(4,568,698)</b>	(5,973,375)
<b>INCOME TAX (EXPENSE) BENEFITS</b>		-	-	-	-
<b>NET LOSS FOR THE PERIOD</b>		<b>(1,941,835)</b>	(2,498,400)	<b>(4,568,698)</b>	(5,973,375)
<b>LOSS PER SHARE</b>		<b>(₱0.0006)</b>	(₱0.0008)	<b>(₱0.0014)</b>	(₱0.0018)

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**

**ANNEX A.3**

	<b>Unaudited 30-Jun-23</b>	Unaudited 30-Jun-22	Audited 31-Dec-22
<b>CAPITAL STOCK</b>	<b>₱3,276,045,637</b>	₱3,276,045,637	₱3,276,045,637
<b>ADDITIONAL PAID-IN CAPITAL</b>	<b>24,492,801</b>	24,492,801	24,492,801
<b>DEFICIT</b>			
Balance at beginning of the period	<b>(2,100,379,350)</b>	(2,097,669,305)	(2,097,669,306)
Net loss for the period	<b>(4,568,698)</b>	(5,973,375)	(2,710,044)
Balance at end of the period	<b>(2,104,948,048)</b>	(2,103,642,680)	(2,100,379,350)
<b>TREASURY STOCK</b>	<b>(10,000)</b>	(10,000)	(10,000)
<b>TOTAL EQUITY</b>	<b>₱1,195,580,390</b>	₱1,196,885,758	₱1,200,149,088

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**

**ANNEX A.4**

	<b>Unaudited Jun 30, 2023</b>	Unaudited Jun 30, 2022	Audited December 31, 2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income/(Loss) before tax	<b>(P4,568,698)</b>	(P5,973,375)	(P1,877,980)
Adjustments for:			
Depreciation	<b>1,958,688</b>	1,958,689	3,879,188
Provision for (reversal of) ECL on:			
Trade and Receivables	-	-	(5,001,700)
Advances to related parties	-	-	(3,092,611)
Provision for retirement benefits	-	-	41,700
Finance costs	-	-	786,928
Write-off of other assets	-	-	-
Interest income	<b>(5,417)</b>	(5,649)	(945,675)
Operating income (loss) before working capital changes	<b>(2,615,427)</b>	(4,020,335)	(6,210,150)
Decrease (increase) in:			
Trade and other receivables	<b>1,790,142</b>	1,796,841	12,588,178
Prepayments and other assets	<b>(570,622)</b>	(1,055,633)	(764,004)
Increase (decrease) in:			
Accounts payable and other liabilities	<b>3,040,525</b>	3,109,956	(644,352)
Advances from lessees	<b>(29,435)</b>	107,406	(2,695,829)
Net cash generated from (used in) operations	<b>1,615,183</b>	(61,765)	2,273,843
Interest received	<b>5,417</b>	5,649	14,110
Income tax paid	<b>(9,316)</b>	(9,316)	(831,612)
Net cash provided by (used in) operating activities	<b>1,611,284</b>	(65,433)	1,456,341
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Collection (grant) of advances to related parties	<b>1,835,034</b>	3,401,356	8,931,826
Proceeds from sale of investment properties	-	-	-
Addition to property and equipment	-	-	-
Additions to interest in joint operation	-	-	-
Net cash provided by (used in) investing activities	<b>1,835,034</b>	3,401,356	8,931,826
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Addition (Payment) of advances from related parties	<b>(6,695,952)</b>	(6,741,641)	(10,658,829)
Payment of lease liability	-	-	(150,000)
Proceeds (Payment) from borrowings	<b>(201,673)</b>	(183,526)	(375,911)
Finance cost paid	-	-	(58,657)
Net cash provided by (used in) financing activities	<b>(6,897,625)</b>	(6,925,167)	(11,243,397)
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(3,451,307)</b>	(3,589,244)	(855,230)
<b>CASH</b>			
At beginning of year	<b>8,734,752</b>	9,589,982	9,589,982
At end of year	<b>P5,283,445</b>	P6,000,738	P8,734,752

*(The accompanying notes are an integral part of these consolidated financial statements.)*

## **1. CORPORATE INFORMATION, STATUS OF OPERATIONS AND MANAGEMENT PLANS**

### **Corporate Information**

Wellex Industries Incorporated (the 'Parent Company') was incorporated in the Philippines on October 19, 1956. The Parent Company engaged primarily in the business of mining and oil exploration and was known as Republic Resources and Development Corporation (REDECO). The Parent Company extended its corporate life for another 50 years up to October 19, 2056 which was approved by the Securities and Exchange Commission (SEC) on July 20, 2007.

The Parent Company's shares are listed and traded in the Philippine Stock Exchange (PSE).

The Parent Company wholly owns Plastic City Industrial Corporation (PCIC). PCIC ceased its manufacturing operations but PCIC subsidiaries have leased out their warehouse and building facilities.

The registered office address of the Parent Company is located at 35th Floor, One Corporate Center, Doña Julia Vargas Ave., cor. Meralco Ave., Ortigas Center, Pasig City, Philippines.

### **Status of Operations and Management Plans**

For the quarter ended June 30, 2023 and 2022, the Group has incurred losses resulting in a deficit of ₱2,104,948,048 and ₱2,103,642,680, respectively. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business. Albeit these conditions, management believes that the Group will be able to meet all its outstanding obligations and continue to operate as a going concern.

To continue as a going concern, the officers and major stockholders of the Group have committed to provide full financial support to the Group to sustain its operations, meet the working capital requirements and settle obligations as they fall due.

In prior years, the Parent Company's planned business of mining and oil exploration became secondary to real estate and energy development. On January 28, 2008, the BOD approved the amendment of the Parent Company's primary purpose from a holding company to a company engaged in the business of mining and oil exploration.

The purpose of the amendment of the primary purpose was to enable the Parent Company to ride the crest of a resurgent mining industry and including oil exploration of the country's offshore oil fields. The Parent Company's strategy is to identify mining properties with proven mineral deposits particularly nickel, chromite, gold and copper covered by Mineral Production Sharing Agreements (MPSAs) and to negotiate for either a buy-out or enter into a viable joint venture arrangement. For its oil and mineral exploration activities, the Parent Company has identified and conducted initial discussions with potential investors.

However, the continuing global financial crises dampened the metal and oil prices that adversely affected the investment environment of mining and oil, and mineral exploration industry of the country. To finance its operating expenses, the Parent Company obtains advances from related parties.

The Group has put on hold its plan to acquire a mining company with an existing Mineral Product Service Agreement (MPSA) with the Mines and Geosciences Bureau (MGB). This is due to the stringent requirements that the Department of Environment and Natural Resources (DENR) had placed on several dominant mining companies and the subsequent business slowdown in the industry as a result thereof.

### *Redevelopment of the Plastic City Complex in Valenzuela*

On December 17, 2012, the Group and other related parties entered into a Memorandum of Agreement (MOA) with Avida Land Corp (ALC) for the development of 21.3 hectares of land located in Valenzuela City into a residential clusters of condominium, townhouses, house and lots. Out of the total 21.3 hectares, 12.8 hectares (representing 60% of the aggregate area) was owned by the Group and its

affiliates and around 8.47 hectares were owned by related parties.

By virtue of a Rescission Agreement dated November 29, 2019, the Group elected not to pursue their Agreement with ALC for the development of the real estate. The project will now be undertaken in a joint venture with Philippine Estate Corporation (PHES), an affiliate, and will involve the conversion of the industrial state into a mixed-use hub with complimentary commercial, office and residential zones. The Group believes that it will increase the value of the property and will encourage the development and growth of a new Central Business District of Valenzuela.

#### *Business and Operations*

Based on current operation, the Group's cash requirements can be generated internally from rental income from the remaining lease contracts of its subsidiaries. The management believes that resources are sufficient for projected leasing plans for the next twelve months. However, should there be an opportunity for an interested business acquisition as related above, there might be a need to raise funds via a stock rights offering with the local course. In any case, the Group has substantial amount of advances to related parties which are realizable upon demand.

The Group will explore new business opportunities in the development of industrial estates, and to this end, ocular inspections for suitable raw land for development into industrial estates are being carried out in Cavite, Laguna, Batangas and Bulacan. Discussions have been carried out with local government city planning officials in order to determine which sites are candidates for long-term success and the Group is in constant communication with urban planners and construction engineers in order to fully understand the financial feasibility models for the development of these industrial estates.

In addition, due to high demand in parking spaces and warehouses nowadays, management is eyeing to convert its unused land in Valenzuela into open parking spaces and renovate its vacant buildings into new warehouses for rent.

Project manpower will be outsourced when the operations commence and as the need arises. Technical and managerial positions will be filled when future operations commence in either the mining sector or industrial estate development. A capital-infusion and build-up program will address the Group's financial standing, the size and timing of which will be directly related to the planned entry into new business endeavors.

The worldwide quarantine brought about by the COVID-19 Omicron variant had caused some slowdown in the business momentum of the country. Despite the easing of international travel, there is still some lingering reluctance of foreign investors to enter into new Philippine projects, management, however, is optimistic that economic normalcy is coming soon especially with the successful roll out of proven vaccines.

Consequently, the Group's consolidated financial statements have been prepared assuming that the Parent Company will continue as a going concern. The Group's consolidated financial statements do not include any adjustments relating to the recoverability and classification of the recorded assets or the recognition and classification of liabilities that might result from the outcome of this uncertainty.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

### **Statement of Compliance**

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards (PAS) and Interpretations issued by the former Standing Interpretations Committee (SIC), the Philippine Interpretations Committee (PIC) and the International Financial Reporting Interpretations Committee (IFRIC), which have been approved by the Financial Reporting Standards Council (FRSC) and adopted by the SEC.

### **Basis of Preparation**

The consolidated financial statements have been prepared on a historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

### **Functional and Presentation Currency**

The consolidated financial statements are presented in Philippine peso (₱), the Group's functional currency. All amounts are rounded to the nearest peso except when otherwise indicated.

### **Current and Non-Current Classification**

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

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

Deferred tax assets and tax liability are classified as non-current assets and non-liabilities, respectively.

### **Basis of Consolidation**

The consolidated financial statements incorporate the financial statements of the Parent Company and subsidiaries it controls. Control is achieved when the Parent Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The Parent Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of these three elements of control.

When the Parent Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

Consolidation of subsidiaries begins when the Parent Company obtains control over the subsidiaries and ceases when the Parent Company loses control of the subsidiaries. Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the date the Parent Company gains control until the date when the Parent Company ceases to control the subsidiaries.

The financial statements of the subsidiaries are prepared for the same reporting year, using accounting policies that are consistent with those of the Parent Company. Intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions are eliminated in full in the consolidation.

Changes in the ownership interests in subsidiaries that do not result in the loss of control are accounted for as equity transactions.

If the Parent Company loses control over its subsidiaries, it derecognizes the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resulting gain or loss is recognized in consolidated statements of comprehensive income.

### Composition of the Group

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at June 30, 2023 and 2022. The details of its subsidiaries are as follows:

Subsidiaries	Principal Activity	Ownership	
		2023	2022
Direct Ownership			
PCIC	Manufacturing	100%	100%
Indirect Ownership (Subsidiaries of PCIC)			
ICC	Manufacturing	100%	100%
KCC	Manufacturing	100%	100%
PPC	Manufacturing	100%	100%
Rexlon Industrial Corporation (RIC)	Manufacturing	100%	100%

#### a) Direct ownership

##### *PCIC*

PCIC and its subsidiaries have ceased operations but have leased out their warehouse facilities. The intention of the Group is to continue its operation by focusing on “injection molding” due to its very encouraging prospect and which has shown to have a high viability rating that will contribute highly towards the Group’s maximum operation and financial position. Management is continuously in search for reliable joint venture partners who have the means to continue its operations.

#### b) Indirect ownership

##### *ICC*

ICC was incorporated in the Philippines and registered with the SEC on June 23, 1981, primarily to engage in the manufacture of plastic containers. The Company ceased its commercial operations on July 30, 2000, and has leased out its buildings as warehouses.

##### *KCC*

KCC was incorporated in the Philippines and registered with the SEC on February 14, 1983. The Company was established to manufacture all kinds of plastic containers. The Company ceased its commercial operations on April 30, 2002, and has leased out its buildings as warehouses.

##### *PPC*

PPC was incorporated in the Philippines and registered with the SEC on October 1, 1982. The Company was established primarily to manufacture plastic raw materials, rigid and non-rigid plastic products, plastic compounds, derivatives and other related chemical substances. The Company ceased its commercial operations on May 16, 2002, and has leased out its buildings as warehouses.

##### *RIC*

RIC was incorporated in the Philippines and registered with the SEC on October 9, 1984. The Company was engaged in the business of manufacturing and molding plastic products. The Company ceased its commercial operations on April 30, 2002.

### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial years except for the following new and amended PFRS that are mandatorily effective for annual periods beginning on or after January 1, 2022.

*Property, Plant and Equipment before Intended Use (Amendments to PAS 16).* The amendments to PAS 16, Property, Plant and Equipment prohibits an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the



asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

*Reference to the Conceptual Framework (Amendments to PFRS 3).* Minor amendments were made to PFRS 3, Business Combinations to update the references to the Conceptual Framework for Financial Reporting and add an exception for the recognition of liabilities and contingent liabilities within the scope of PAS 37, Provisions, Contingent Liabilities and Contingent Assets and Philippine Interpretation IFRIC 21, Levies. The amendments also confirm that contingent assets should not be recognized at the acquisition date. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

*Onerous Contracts – Cost of Fulfilling a Contract (Amendments to PAS 37).* The amendment to PAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognizing a separate provision for an onerous contract, the entity recognizes any impairment loss that has occurred on assets used in fulfilling the contract. The amendments are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

#### *Annual Improvements to PFRS Standards 2018–2020*

- *PFRS 9, Financial Instruments* – clarifies which fees should be included in the 10% test for derecognition of financial liabilities.
- *PFRS 16, Leases* – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives.

The annual improvements are effective for annual periods beginning on or after January 1, 2022. The amendments had no significant impact on the consolidated financial statements of the Group.

#### **New Accounting Standards, Interpretations and Amendments to Existing Standards Effective Subsequent to January 1, 2022**

Standards issued but not yet effective up to the date of the Group's consolidated financial statements are listed below. This listing of standards and interpretations issued are those that the Group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Group intends to adopt these standards when they become effective.

*Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1).* The narrow-scope amendments to PAS 1, Presentation of Financial Statements clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (eg the receipt of a waiver or a breach of covenant). The amendments also clarify what PAS 1 means when it refers to the 'settlement' of a liability. The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity. The amendments are effective for annual periods beginning on or after January 1, 2024, with earlier application permitted.

*Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2).* The narrow-scope amendments PAS 1, Presentation of Financial Statements require entities to disclose material accounting policy information instead of significant accounting policies. The amendments also clarify the following: (1) accounting policy information may be material because of its nature, even if the related amounts are immaterial; (2) accounting policy is material if users of an entity's financial statements would need it to understand other material information in the statements; and (3) if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. Further, the amendments provide several paragraphs to explain how an entity can identify material accounting policy information and to give examples of when accounting policy information is likely to be material. In addition, PFRS Practice Statement 2 has been amended by adding guidance and

examples to explain and demonstrate the application of ‘four-step materiality process’ to accounting policy information in order to support the amendments to PAS 1. The amendments are applied prospectively. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted. Once the entity applies the amendments to PAS 1, it is also permitted to apply the amendments to PFRS Practice Statement 2.

*Definition of Accounting Estimates (Amendments to PAS 8).* The amendments to PAS 8, Accounting Policies, changes focus entirely on accounting estimates and clarify the following:

- The definition of a change in accounting estimates is replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”.
- Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.
- A change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.
- A change in an accounting estimate may affect only the current period’s profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognized as income or expense in the current period. The effect, if any, on future periods is recognized as income or expense in those future periods.

The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Deferred Tax Related to Assets and Liabilities arising from Single Transaction (Amendments to PAS 12).* The amendments clarify that the initial recognition exemption does not apply to transactions in which equal amounts of deductible and taxable temporary difference arise on initial recognition. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Lease Liability in a Sale and Leaseback (Amendments to PFRS 16).* The amendment clarifies the how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in PFRS 15 to be accounted for as a sale. The amendments to PFRS 16 specifies that, in subsequently measuring the lease liability, the seller-lessee determines ‘lease payments’ and ‘revised lease payments’ in a way that does not result in the seller-lessee recognizing any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after January 1, 2023, with earlier application permitted.

*Noncurrent Liabilities with Covenants (Amendments to PAS 1).* The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of liability. Only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as either current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months. The amendments are effective for annual periods beginning on or after January 1, 2024.

#### *Deferred Effectivity*

*PFRS 10, Consolidated Financial Statements and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments).* The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors’ interests in the associate or joint venture. On January 13, 2016, the FRSC deferred the original effective date of April 1, 2016 of the said amendments until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

The Group has not early adopted the previously mentioned new, amended and improved accounting standards and interpretations. The Group continues to assess the impact of the above new, amended and improved accounting standards and interpretations that are effective subsequent to January 1, 2022 on its consolidated financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the consolidated financial statements when these amendments are adopted.

#### **Determination of Fair Value and Fair Value Hierarchy**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement and for non-recurring measurement.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Fair value measurement disclosures of financial and non-financial assets are presented in Note 27 to the consolidated financial statements.

#### **“Day 1” Difference**

When the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the consolidated statements of comprehensive income unless it qualifies for recognition as some other type of asset or liability. In cases where use is made of data which is not observable, the difference between the transaction price and model value is only recognized in the consolidated statements of comprehensive income when the inputs become

observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the “Day 1” difference amount.

## **Financial Instruments**

### *Initial Recognition, Measurement and Classification*

The Group recognizes financial assets and financial liabilities in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place are recognized on the settlement date.

With the exception of trade receivables that do not contain a significant financing component, financial assets and financial liabilities are recognized initially at fair value including transaction costs, except for those financial assets and liabilities at FVPL where the transaction costs are charged to expense in the period incurred. Trade receivables that do not contain a significant financing component are recognized initially at their transaction price.

The Group classifies its financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) and FVPL.

The classification of financial assets depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing the financial assets. The Group’s business model is determined at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group’s business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group classifies its financial liabilities as subsequently measured at amortized cost using the effective interest method or at FVPL.

The Group does not have any financial instruments that are measured and classified at FVPL.

### *Financial Assets at Amortized Cost*

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, financial assets at amortized cost are subsequently measured using the effective interest method less allowance for impairment. Gains and losses are recognized in the statements of comprehensive income when the financial assets at amortized cost are derecognized, modified or impaired. These financial assets are included in current assets if maturity is within twelve (12) months from the end of reporting period. Otherwise, these are classified as noncurrent assets

As at March 31, 2023 and 2022, included under financial assets at amortized cost are the Group’s cash, trade and other receivables, and advances to related parties (see Notes 4, 5 and 20).

### *Cash*

The Group’s cash includes cash on hand and in banks. Cash in banks earn interest at respective bank deposit rates.

### *Trade and other receivables*

Receivables consist of trade receivable, advances to third parties, rental receivable and utilities receivable.

### *Advances to related parties*

Represent non-interest bearing cash advances to related parties for working capital requirements.

### *Equity Instruments Designated at FVOCI*

Upon initial recognition, the Group may make an irrevocable election to present in other comprehensive income changes in the fair value of an equity investment that is not held for trading. The classification is determined on an instrument-by-instrument basis.

When the equity instrument is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is not subsequently reclassified to profit or loss, but is transferred to retained earnings. Dividends on such investments are recognized in profit or loss when the right of payment has been established, except when the dividends represent a recovery of part of the cost of the investment, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment. These financial assets are classified as noncurrent assets.

As at June 30, 2023 and 2022, the Group elected to classify irrevocably its unquoted equity investments under this category (see Note 7).

#### *Financial Liabilities at Amortized Cost*

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading, or designated as at FVPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

As at June 30, 2023 and 2022, included in financial liabilities at amortized cost are the Group's accounts payable and other liabilities, borrowings, advances from related parties, lease liability and advances from lessees (see Notes 11, 12, 20 and 22).

#### *Accounts payable and other liabilities*

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Other current liabilities include non-trade payables and accrued expenses.

#### *Advances from related parties*

Represents cash advances to related parties for working capital requirements.

#### *Advances from lessees*

Represent payment of advance rental which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period.

#### *Borrowing cost*

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the consolidated statements of comprehensive income in the period incurred.

#### *Lease liability*

Lease liability represents the Group's obligation to make lease payments for all leases with a term of more than twelve (12) months, unless the underlying asset is of low value is effectively treated as a financial liability which is measured at amortized cost, using its incremental borrowing rate as the discount rate.

#### **Offsetting of Financial Instruments**

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

## **Derecognition of Financial Instruments**

### *Financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to third party under a “pass-through” arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group’s continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

### *Financial liabilities*

A financial liability is derecognized when the obligation under the liability was discharged, cancelled or has expired.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

## **Impairment of Financial Assets**

The Group recognizes an allowance for ECL for all debt instruments that are measured at amortized cost or at FVOCI. ECL is a probability-weighted estimate of credit losses over the expected life of the financial asset.

Credit losses are the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group assesses at each end of the reporting period whether the credit risk on a financial asset has increased significantly since initial recognition. For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is measured at an amount equal to the lifetime ECL. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, a loss allowance is measured at an amount equal to 12-month ECL. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within twelve (12) months after the reporting period.

For trade and other receivables, the Group applies a simplified in calculating ECL. The ECL on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment, including time value of money where appropriate.

For advances to third parties and related parties, the Group applies a general approach in calculating ECL. The Company recognizes a loss allowance using management’s adopted policy on ECL at the end of each reporting period.

When the credit risk on financial instruments for which lifetime ECL have been recognized subsequently improves, and the requirement for recognizing lifetime ECL is no longer met, the loss allowance is measured at an amount equal to 12-month ECL at the current reporting period, except for assets for which simplified approach was used.

The Group recognizes impairment loss (reversals) in consolidated statements of comprehensive income for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVOCI, for which the loss allowance is recognized in other comprehensive income and does not reduce the carrying amount of the financial asset in the consolidated statements of financial position.

#### *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the end of reporting period with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g. the extent to which the fair value of a financial asset has been less than its amortized cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are one (1) day past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the end of reporting period. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default;
- the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### *Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than one (1) year past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lenders of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lenders would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

#### *Write-off policy*

The Group writes-off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables and contract assets, when the amounts are over five (5) years past due, whichever occurs sooner.

Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in consolidated statements of comprehensive income.

#### **Prepayments and Other Current Assets**

Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepayments are initially recognized at cost and subsequently measured at cost less any utilized portion and impairment loss. This account comprises prepaid items which are apportioned over the period covered by the payment and charged to the appropriate accounts in the consolidated statements of comprehensive income when incurred.

Prepayments that are expected to be realized for not more than twelve (12) months after the reporting period are classified as current assets; otherwise, these are classified as other noncurrent assets.

An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. Prepaid expenses are derecognized upon consumption and usage.

#### *Input value-added tax (VAT) and Other Prepaid Taxes*

Input VAT is the indirect tax paid by the Group on the local purchase of goods or services from a VAT-registered person. Creditable withholding tax pertains to taxes withheld by the customers upon payment and is to be deducted from income tax payable of the Group.

The Group's input tax and other prepaid taxes are initially recognized at face value and subsequently measured at face value less provision for impairment, if any. Allowance for unrecoverable input tax and other prepaid taxes, if any, are maintained by the Group at a level considered adequate to provide for potential uncollectible portion of the claims. The Group, on a continuing basis, makes a review of the status of the claims designed to identify those that may require provision for impairment loss.

#### **Property and Equipment**

Property and equipment are tangible assets that are held for use supply of services, for rental to others, or for administrative purposes, and are expected to be used during more than one (1) period.



Property and equipment are initially measured at cost. The cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location of its intended use.

Subsequent to initial recognition, property and equipment are carried at cost less accumulated depreciation and any impairment in value.

Expenses that provide incremental future economic benefits to the Group are added to the carrying amount of an item of property and equipment. All other expenses are recognized in the consolidated statements of comprehensive income as incurred.

Depreciation of property and equipment commences once the property and equipment are available for use and computed using the straight-line basis over the estimated useful life of property and equipment as follows:

	In Years
Buildings and improvements	5 to 50
Machinery and equipment	4 to 32
Transportation equipment and tools	5 to 10
Furniture and fixtures	3 to 10
Right-of-use Asset	2

The useful lives and depreciation method are reviewed annually to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

When property and equipment are retired or otherwise disposed of, the cost and the related accumulated depreciation and accumulated provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited to or charged against current operations. Fully depreciated property and equipment are retained in the accounts until they are no longer in use and no further depreciation is charged against current operations.

### **Investment Properties**

Investment properties are for rental and capital appreciation, and not occupied by the Group.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties (except land) are carried at cost less accumulated depreciation and any impairment in value. Land is carried at cost less any impairment in value.

Expenses that provide incremental future economic benefits to the Group are added to the carrying amount of an item of property and equipment. All other expenses are recognized in the consolidated statements of comprehensive income as incurred.

Depreciation is computed using the straight-line method over the following estimated useful lives:

	In Years
Buildings and improvements	50
Land improvements	5

Investment properties are derecognized when either they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of comprehensive income in the year of retirement or disposal.

A transfer is made to investment property when there is a change in use, evidenced by ending of owner-occupation and commencement of an operating lease to another party. A transfer is made from investment property when and only when there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. A transfer between investment property, owner-occupied property and inventory does not change the carrying amount of the property transferred nor does it change the cost of that property for measurement or disclosure purposes.

### **Interest in Joint Operation**

The Group has entered into joint operations for the development of properties.

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a Group undertakes its activities under joint operations, the Group as a joint operator recognizes in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly.
- Its liabilities, including its share of any liabilities incurred jointly.
- Its revenue from the sale of its share of the output arising from the joint operation.
- Its share of the revenue from the sale of the output by the joint operation.
- Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the PFRS applicable to the particular assets, liabilities, revenues and expenses.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognized in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognize its share of the gains and losses until it resells those assets to a third party.

### **Impairment of Non-Financial Assets**

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increase to the revised estimate of its recoverable amount, but only to the extent of the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income.

### **Equity**

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are measured (initial and subsequent) at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### *Capital stock*

Capital stock represents the par value of the shares of the Parent Company that are issued and outstanding as of reporting date.

#### *Additional paid-in Capital*

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

#### *Treasury shares*

Treasury shares are own equity instruments which are reacquired and are recognized at cost and deducted from equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Treasury shares represent capital stock of the Parent Company that is owned by its subsidiary.

#### *Deficit*

Deficit includes all current and prior period results of operation as disclosed in the consolidated statements of comprehensive income.

#### **Revenue Recognition**

Revenue is recognized to the extent that it is probable that economic benefits will flow to the entity and the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided in the normal course of business.

#### *Rental income*

Rental from investment properties that is leased to a third party under an operating lease is recognized in the consolidated statements of comprehensive income on a straight-line basis over the lease term. Rental received in advance is treated as advances from lessees and recognized as income when actually earned.

#### *Interest income*

Interest income is accrued on a time proportion basis, by reference to the principal amount outstanding and at the effective interest rate applicable.

#### *Other income*

Other income is income generated outside the normal course of business and is recognized when it is probable that the economic benefits will flow to the Group and it can be measured reliably.

#### **Expense Recognition**

Cost and expenses are recognized in the consolidated statements of comprehensive income when decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen that can be measured reliably. Expenses in the consolidated statements of comprehensive income are presented using the functional method.

#### *Direct cost and expenses*

Direct cost and expenses are recognized as expense when the related services are rendered.

#### *Operating expenses*

Operating expenses constitute costs of operating and administering the business and are expensed as incurred.

#### **Income Tax**

The tax expense for the period comprises current tax only. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable income. Deferred income tax is determined using tax rates and laws, in the period the temporary difference is expected to be recovered or settled, that have been enacted or substantively enacted as at reporting period.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. At each reporting date the Group reassesses the need to recognize previously unrecognized deferred income tax asset.

Deferred income tax assets are recognized for all deductible temporary differences, carrying forward benefits of unused tax credits from excess of minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences, carrying forward benefits of unused tax credits from excess of MCIT over RCIT and unused NOLCO can be utilized. Deferred income tax liabilities are recognized for all taxable temporary differences.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax asset against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## **Leases**

### **Group as Lessee**

At inception of a contract, the Group assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has elected to apply the practical expedient to account for each lease component and any non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined generally, the Group uses its incremental borrowing rate as the discount rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group applies the practical expedient not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

### *Group as Lessor*

Leases wherein the Group substantially transfers to the lessee all risks and benefits incidental to ownership of the leased item are classified as finance leases and are presented as receivable at an amount equal to the Group's net investment in the lease. Finance income is recognized based on the pattern reflecting a constant periodic rate of return on the Group's net investment outstanding in respect of the finance lease.

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating lease. Lease income from operating lease is recognized in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

The Group 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.

The Group is a party to operating leases as a lessor. Rentals received under operating leases are charged to consolidated statements of comprehensive income (net of any incentives).

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

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged.

Related party relationship exists when: (a) a person or a close member of that person's family has control or joint control, has significant influence or is a member of the key management personnel of the reporting entity or of a parent of the reporting entity; and (b) when any of the following conditions apply: (i) the entity and the Group are members of the same group; (ii) one entity is an associate or joint venture of the other entity; (iii) both entities are joint ventures of the same third party; (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third party; (v) the entity is a post-employment benefit plan for the benefit of employees of the Group; (vi) the entity is controlled or jointly controlled by a person as identified in (a) above; (vii) the entity or any member of a group of which it is part, provides key management personnel services to the Group or to the parent of the Company; (viii) a person identified in (a) above has significant influence over the entity or is a member of the key management personnel of the entity or of a parent of the entity.

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

### **Retirement Benefits Obligation**

The Group has no formal retirement plan for its employees as it does not meet the minimum number of employees required for the establishment of a retirement benefit plan, but accrues the estimated cost of retirement benefits required by the provisions of Republic Act (RA) No. 7641 (Retirement Law). Under RA 7641, the Group is required to provide minimum retirement benefits to qualified employees. The retirement cost accrued includes current service cost and estimated past service cost as determined under RA 7641.

### **Segment Reporting**

A business segment is a Group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and return that are different from those of segments operating in other economic environments.

Operating segments are reported on the basis upon which the Group reports its primary segment information. Financial information on business segments is presented in Note 21.

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

Earnings (loss) per share are determined by dividing net income (loss) for the year by the weighted average number of common shares outstanding during the year, excluding common shares purchased by the Group and held as treasury shares.

### **Provisions and Contingencies**

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. When the Group expects a provision or loss to be reimbursed, the reimbursement is recognized as a separate asset only when the reimbursement is virtually certain and its amount is estimable. The expense relating to any provision is presented in the consolidated statements of comprehensive income, net of any reimbursement.

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

### **Events After the Reporting Date**

The Group identifies post-year events as events that occurred after the reporting date but before the date when the consolidated financial statements were authorized for issue. Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the consolidated financial statements when material.

### **3. SIGNIFICANT ACCOUNTING JUDGMENTS AND CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTION**

The preparation of the Group's consolidated financial statements requires management to make judgments and estimates that affect amounts reported in the consolidated financial statements. These 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. The Group believes the following represent a summary of these significant judgments and estimate and related impact and associated risks in the consolidated financial statements.

#### **Significant Accounting Judgments in Applying the Group's Accounting**

In the process of applying the Group'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 consolidated financial statements:

##### *Leases*

###### *Group as lessee*

The Group has entered into contract of lease for its office space it occupies. In determining the substance of the lease, the Group considered, among others, whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Based on management judgment, the Group's lease for its office space has substance of lease, thus, the Group recognized right-of-use asset representing the right to use the leased asset and lease liability representing its obligation to make lease payments.

###### *Group as lessor*

The Group has entered into property leases on its buildings classified as investment properties. The Group has determined that it retains all significant risks and rewards of ownership of the property as the Group considered, among others, the length of the lease term as compared with the estimated life of the assets. The Group's operating lease contracts are accounted for as non-cancellable operating leases. In determining whether a lease contract is non-cancellable, the Group considers the provisions in the lease

contract which among others, the payment of rental corresponding to the unexpired portion of the lease period. The Group accounts the lease of its buildings under operating lease in accordance with the provision of lease contract and terms of the lease.

#### *Distinction between investment properties and interest in joint operation*

The Group determines whether a property contributed to joint venture operations will be classified as investment properties or investment in joint venture. In making this judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group or whether it will be retained as part of the Group's asset and treated as the Group's share in the joint venture, based on the provisions governing the joint venture agreement. The Group considers land contributed to the joint venture as its investment. The Group, in the normal course of business does not hold the property to earn rentals or for capital appreciation; accordingly, land invested in the joint venture is classified as interest in joint operation (see Note 9).

#### *Realizability of input VAT*

The Group reviews and assesses its input VAT for its recoverability. Factors which primarily affect the recoverability include the completeness of the supporting documentation, entitlement to claim VAT paid as input tax credit against output tax liabilities and future vatable revenue. As at June 30, 2023 and 2022, the Group assessed that its input VAT is recoverable in future periods.

The Group's input VAT amounted to ₱4,792,610 and ₱4,373,776 as at June 30, 2023 and 2022, respectively (see Note 6).

#### *Operating segments*

The Group is organized and managed separately according to the nature of business. The Group reports its segment information according to its activities. Reportable segment operation pertains to the Group's leasing activity, while the non-reportable segment operation pertains to manufacturing operation, and mining and oil exploration.

#### *Provisions and contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provision and disclosure of contingencies are discussed in Note 2.

### **Significant Accounting Estimates and Assumptions**

#### *Determination of ECL on trade and other receivables, and advances to related parties*

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Note 22.

The carrying amount of the Group's trade and other receivables amounted to ₱27,957,085 and ₱35,536,864 as at June 30, 2023 and 2022, respectively. Allowance for ECL recognized in the statements of financial position amounted to ₱81,472,859 and ₱86,474,558 as at June 30, 2023 and 2022, respectively (see Note 5).

The carrying amount of the Group's advances to related parties amounted to ₱23,839,530 and ₱27,180,858 as at June 30, 2023 and 2022, respectively. Allowance for ECL recognized in the statements of financial position amounted to ₱129,010,691 and ₱132,103,302 as at June 30, 2023 and 2022, respectively (see Note 18).

#### *Useful lives of property and equipment, and investment properties*

The Group estimates the useful lives of property and equipment, and investment properties, except land, are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed and updated if expectations differ from previous estimates due to physical wear and tear. The estimation of the useful lives of the property and equipment, and investment properties is based on a collective assessment of industry practice and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above.

The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of the property and equipment, and investment properties would increase recorded operating expenses and decrease noncurrent assets.

The net carrying values of the Group's investment properties (except land) and property and equipment as at June 30, 2023 and 2022 are as follows:

	2023	2022
Property and equipment	P638,064	P1,338,181
Investment properties	44,463,473	47,357,468
	<b>P45,101,537</b>	<b>P48,695,649</b>

#### *Impairment of non-financial assets*

Non-financial assets are periodically reviewed to determine any indication of impairment. Though management believes that the assumptions used in the estimation of fair values are reasonable and appropriate, significant changes in these assumptions may materially affect the assessment of the recoverable amounts and any resulting impairment loss could have a material adverse effect in the results of operations.

The accumulated impairment losses on investment properties, investment in joint venture, and property and equipment amounted to P237,408,239, P47,641,000, and P80,120,199, respectively, as at June 30, 2023 and 2022 (see Notes 8, 9 and 10).

#### *Retirement benefits obligation*

The determination of the Group's obligation and cost of pension benefits is dependent on certain assumptions used by management in calculating such amounts. Any changes in these assumptions will impact the carrying amount of retirement benefit obligation. In estimating the Group's retirement benefit obligation, the Group used the minimum required retirement payment of 22 ½ days for every year of service as mandated by RA 7641. The Group also considers the employee's current salary rate and the employees' number of service years.

Retirement benefits obligation as at June 30, 2023 and 2022, amounted to P834,000 and P792,300, respectively (see Note 17). The Group believes that the retirement benefits obligation and retirement expense would not materially differ had the Group used projected unit credit method for the computation of retirement benefits because of minimal number of employees.

#### *Deferred tax assets*

The Group 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. The recognition of deferred tax assets is based on the assessment that the Group will generate sufficient taxable profit to allow all or part of the deferred tax assets will be utilized.

The Group looks at its projected performance in assessing the sufficiency and timing of future taxable income. Based on management assessment, the Group would not be able to realize the deferred tax assets in the near future.

## **4. CASH**

Cash as at June 30 are as follows:

	2023	2022
Cash on hand	P20,000	P20,000
Cash in bank	5,263,445	6,608,339
	<b>P6,675,407</b>	<b>P6,628,339</b>

Cash in banks earn interest at the respective bank deposit rates. Interest income earned from deposits amounted to P5,417 and P5,649 as of June 30, 2023 and 2022, respectively (note 16).

There is no restriction on the Group's cash as at June 30, 2023 and 2022.



## 5. TRADE AND OTHER RECEIVABLES – net

Trade and other receivables as at June 30 are as follows:

	2023	2022
Advances to third parties	<b>₱100,644,242</b>	₱106,829,974
Receivable from related parties - 18	<b>318,506</b>	11,215,841
Rental receivable - 19	<b>1,836,560</b>	3,506,948
Utilities receivable	<b>535,922</b>	268,985
Others	<b>6,094,713</b>	189,675
		122,011,423
Allowance for ECL	<b>(81,472,859)</b>	(86,474,558)
	<b>₱27,957,085</b>	₱35,536,864

Trade receivable pertains mainly to outstanding receivable from PHES pertaining to the Group's share in the proceeds of the lot sold in 2015 held as interest in joint venture.

Advances to third parties represent receivable from a previously disposed subsidiary.

Rent Receivable are non-interest bearing and are collectible within thirty (30) days. Other receivables include advances to employees and reimbursable expenses from PCIC subsidiaries' tenants.

Certain trade and other receivables were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for impairment have been recognized

The movement in the allowance for ECL is as follows:

	2023	2022
Beginning Balance	<b>₱86,474,558</b>	₱90,825,700
Provision for ECL	<b>(5,001,700)</b>	(4,351,142)
	<b>₱81,472,859</b>	₱86,474,558

The Group's trade and receivables as at June 30, 2023 and 2022 are not held as collateral for its liabilities and are free from any encumbrances.

## 6. PREPAYMENTS AND OTHER CURRENT ASSETS

Prepayments and Other Current Assets as at June 30 are as follows:

	2023	2022
Creditable withholding tax	<b>₱13,006,709</b>	₱12,762,439
Input VAT	<b>4,792,610</b>	4,373,776
Other Prepaid Expenses	<b>–</b>	384,110
	<b>₱17,799,319</b>	₱17,520,326

As at June 30, 2023 and 2022, respectively, no provision for impairment has been recorded since management believes that the accounts are fully realizable.

## 7. FINANCIAL ASSET AT FVOCI

The Group's financial asset at FVOCI consists of investment in unquoted shares of stock amounting to ₱12,500,000 represents ownership in Bulacan Harbour Dev't. Corp. This investment is irrevocably designated at FVOCI as the Group considers this investment to be strategic in nature and it holds this investment to foreseeable future. The cost of the investment approximates its fair value.

The Group's financial assets at FVOCI as at June 30, 2023 and 2022 are not held as collateral for its financial liabilities.

## 8. INVESTMENT PROPERTIES – net

Details of investment properties as at June 30 are as follows:

June 30, 2023	Land	Land improvement	Building and improvements	Total
<b>Cost</b>				
Beginning	₱1,034,826,997	₱3,290,825	₱312,179,250	₱1,350,297,072
Write off	-	-	-	-
Ending	1,034,826,997	3,290,825	312,179,250	1,350,297,072
<b>Accumulated Depreciation</b>				
Beginning	-	3,290,825	89,585,395	92,876,219
Depreciation	-	-	1,532,794	1,532,794
Ending	-	3,290,825	91,118,188	94,409,013
<b>Accumulated impairment loss</b>				
Beginning and end of the year	60,810,650	-	176,597,589	237,408,239
<b>New Carrying amount</b>	<b>₱974,016,347</b>	<b>₱-</b>	<b>₱44,463,473</b>	<b>₱1,018,479,820</b>

June 30, 2022	Land	Land Improvement	Building and improvements	Total
<b>Cost</b>				
Beginning	₱1,034,826,997	₱3,290,825	₱312,179,250	₱1,350,297,072
Write off	-	-	-	-
Ending	1,034,826,997	3,290,825	312,179,250	1,350,297,072
<b>Accumulated Depreciation</b>				
Beginning	-	3,290,825	86,691,400	89,982,224
Depreciation	-	-	1,532,794	1,532,794
Ending	-	3,290,825	88,224,194	91,515,019
<b>Accumulated impairment loss</b>				
Beginning and end of the year	60,810,650	-	176,597,589	237,408,239
<b>New Carrying amount</b>	<b>₱974,016,347</b>	<b>₱-</b>	<b>₱47,357,468</b>	<b>₱1,021,373,815</b>

Rental income earned on the above investment properties amounted to ₱5,463,095 and ₱5,078,105 for the quarters ended June 30, 2023 and 2022, respectively. While direct costs and expenses incurred on the buildings amounted to ₱0.8 million and ₱2.8 million in June 30, 2023 and 2022, respectively, shown under “Direct costs and expenses” in the statements of comprehensive income (see Note 14).

Fully depreciated investment properties still in use as at June 30, 2023 and 2022 amounted to ₱3,290,825.

The aggregate fair value of the investment properties amounted to ₱3,543,635,160 and 3,378,711,000, as at June 30, 2023 and 2022, respectively.

The fair values are based on combination of appraisal done by an independent appraiser on various dates in 2022 and using the market approach, in which the fair value is based on prices recently paid for similar assets, with adjustment made to the indicated market prices to reflect condition and utility of the appraised assets relative to the market comparable.

The fair value of the land was arrived using the sales comparison approach. This comparative approach, considers the sales of similar or substitute properties and related market data, and establishes a value estimate by process involving comparison. The value of the building and improvements was arrived at using cost approach. In the cost approach, an estimate is made of the current replacement/reproduction cost, new of the replaceable property in accordance with the prevailing market prices for materials, equipment, labor, contractor’s overhead, profit, fees and all other attendant costs associated with its acquisition, installation and construction in place, but without provision for overtime or bonuses for labor and premiums for materials.

The fair value information of investment properties is disclosed in Note 27.

Land with aggregate amount of ₱6,484,935 was under litigation as at December 31, 2021. However, in 2022, the land was swapped with another property which is about the same size and location that was owned by certain individuals (see Note 24).

Except from restrictions described above, there are no other restrictions on the realizability of its investment properties and no other contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

## 9. INTEREST IN JOINT OPERATION – net

The Group's investment in joint venture represents land contributed to the Joint Venture.

In July 1997, the Group, together with International Polymer Corp. (IPC), Pacific Rehouse Corp. (PRC) and Ropeman International Corp. (RIC), entered into a Joint Venture Agreement (the "Agreement") as Owners with Philippine Estates Corporation (PHES), as Developer for the Metrotech Industrial Park. Under the agreement, the owners contributed land with an approximate area of 29.5629 hectares located in Canumay, Valenzuela City, whereby PHES will develop into industrial estate in accordance with the plans mutually agreed by venturers.

The developer is entitled to forty percent (40%) of the net proceeds after deducting all relevant taxes, marketing and administrative expenses, and the remaining sixty percent (60%) of the shall constitute the owners share, divided proportionately to the areas of property contributed.

The carrying amount of joint venture asset is as follows:

	2023	2022
Cost		
At beginning and end of period	₱570,557,369	₱573,891,284
Adjustment	-	(3,333,915)
	<b>570,557,369</b>	570,557,369
Accumulated impairment loss		
At beginning and end of period	47,641,000	47,641,000
Net carrying amounts	<b>₱522,916,369</b>	₱522,916,369

No liabilities, revenue and expenses recognized in relation to the joint venture for the 2nd quarter of 2023 and 2022.

## 10. PROPERTY AND EQUIPMENT – net

The reconciliation of property and equipment as at June 30 as follows:

June 30, 2023	Building and Improvements	Machinery and Equipment	Transportation Equipment and Tools	Furniture and Fixtures	Right-Of- Use Asset	Total
Cost						
At beginning & end of period	₱800,000	₱547,522,657	₱9,917,567	₱9,669,202	₱285,077	₱568,194,503
Additional/Disposal	-	-	-	-	-	-
	<b>800,000</b>	<b>547,522,657</b>	<b>9,917,567</b>	<b>9,669,202</b>	<b>285,077</b>	<b>568,194,503</b>
Accumulated depreciation						
At beginning of period	800,000	467,402,458	9,393,757	9,319,107	95,025	487,010,347
Depreciation	-	-	391,028	34,865	-	425,893
Balance at end of period	<b>800,000</b>	<b>467,402,458</b>	<b>9,784,785</b>	<b>9,353,972</b>	<b>95,025</b>	<b>487,436,240</b>
Impairment loss						
Balance at beg. and end of period	-	80,120,199	-	-	-	80,120,199
Net carrying amounts	<b>₱-</b>	<b>₱-</b>	<b>₱132,782</b>	<b>₱315,230</b>	<b>₱190,052</b>	<b>₱638,064</b>

June 30, 2022	Building and Improvements	Machinery and Equipment	Transportation Equipment and Tools	Furniture and Fixtures	Right-Of-Use Asset	Total
Cost						
At beginning & end of period	₱800,000	₱547,522,657	₱9,917,568	₱9,669,202	₱230,283	₱568,139,711
Additional/Disposal	-	-	-	-	-	-
	800,000	547,522,657	9,917,568	9,669,202	230,283	568,139,711
Accumulated depreciation						
At beginning of period	800,000	467,402,458	8,822,330	9,038,745	191,903	486,255,436
Depreciation	-	-	391,028	34,866	-	425,894
Balance at end of period	800,000	467,402,458	9,213,358	9,073,611	191,903	486,681,330
Impairment loss						
Balance at beg and end of period	-	80,120,199	-	-	-	80,120,199
Net carrying amounts	₱-	₱-	₱704,210	₱595,592	₱38,380	₱1,338,181

Reversal of right-of-use assets pertains to expired lease contract.

In 2020, the Group purchased two units of delivery truck and used as collateral for the borrowings obtained from a local bank (see Note 12). The net carrying amount of delivery trucks amounted to ₱132,782 and ₱704,210 in June 30, 2023 and 2022, respectively.

Total depreciation charged to operation amounted to ₱425,893 and ₱425,894 in 2nd quarter of 2023 and 2022, respectively (see Note 15).

Fully depreciated property and equipment still in use as at June 30, 2023 and 2022 amounted to ₱530,560,083 and ₱564,367,633, respectively

## 11. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities as at June 30 are as follows:

	2023	2022
Accounts payable	₱5,064,048	₱5,079,948
Government liabilities	1,137,475	662,321
Deferred rental	1,958,480	3,131,517
	₱8,160,003	₱8,873,786

Accounts payable pertains to the amount due to supplier payable from thirty (30) to ninety (90) days from the date of sale and do not bear any interest.

Deferred rental represents advance rental paid by the lessees.

Government liabilities pertain to VAT payable and tax withheld from payment to suppliers, employee's compensation, and statutory contributions to SSS, PHIC and HDMF.

There were no assets of the Group that were collateralized for the above accounts payable and other liabilities as at June 30, 2023 and 2022.

## 12. BORROWINGS

Borrowings as at June 30 consist of:

	2023	2022
Current	₱211,409	₱345,921
Noncurrent	-	352,390
	₱211,409	₱698,312

On December 5, 2020, the Group entered into a chattel mortgage agreement with a local bank amounting to ₱1,140,000, to finance the purchase of Group's delivery trucks. The loan carries an annual interest of 9.46%, or total financing charges of ₱163,704 which approximates the market rate.

The loan is secured by transportation equipment with a carrying amount of ₱132,782 and ₱704,210 in June 30, 2023 and 2022, respectively (see Note 10).

There were no significant loan covenants related to the Group's borrowings.

### 13. CAPITAL STOCK

Details of the Parent Company's capital stock as at June 30 are as follows:

	2023	2022	2021
Authorized – 3,500,000 shares at ₱1 par value per share	<b>₱3,500,000,000</b>	₱3,500,000,000	₱3,500,000,000
Issued and fully paid – 3,276,045,637 shares at ₱1 par value per share	<b>3,276,045,637</b>	3,276,045,637	3,276,045,637
Less: Treasury stock – 10,000 shares	<b>10,000</b>	10,000	10,000
	<b>₱3,276,035,637</b>	₱3,276,035,637	₱3,276,035,637

On April 29, 2022, 14,560 REDECO shares were converted to WIN shares. As at June 30, 2023, 2022 and 2021, the Parent Company has outstanding shares of 3,271,952,740, 3,271,952,740 and 3,271,938,180, respectively, under its name. Remaining unconverted shares under REDECO as at June 30, 2023, 2022 and 2021, is 4,092,897, 4,092,897 and 4,107,457, respectively. Outstanding shares owned by the public as at June 30, 2023, 2022 and 2021, is 1,413,817,408.

#### *Track record of registration of securities*

The Parent Company was originally registered as REDECO with the SEC on October 19, 1956. The Parent Company was listed with the PSE on January 9, 1958 with an initial registered 200,000,000 shares.

On May 25, 1995, the BOD and stockholders approved a reverse stock split and a subsequent increase in the authorized capital stock in line with its recapitalization program. Accordingly, on November 15, 1995, the Parent Company filed with the SEC a motion to effect a 1-for-5 reverse stock split which decreased its authorized capital from ₱75 million divided into 75 million shares to ₱15 million divided into 15 million shares, both with a par value of P1 per share. It was approved by the SEC on January 15, 1996. This was also done in order to recall all outstanding stock certificates and be able to account for the over-issuance of shares which management has decided to be absorbed by the Parent Company.

On January 8, 1996, the Parent Company filed with the SEC a motion to increase its authorized capital stock from ₱15 million divided into 15 million shares to ₱1 billion divided into 1 billion shares with a par value of P1. The increase was approved by the SEC on May 16, 1996. Subscriptions to the increase in authorized capital stock were made through stocks-for-assets swap.

On September 2, 1996, the Board of Directors and the stockholders approved a resolution to amend the Parent Company's Articles of Incorporation changing the par value per share of its capital stock from ₱0.01 to ₱1.00, removing the pre-emptive rights of shareholders and increasing the authorized capital stock from ₱500 million divided by 50 billion shares with a par value of ₱0.01 per share to ₱2.0 billion divided into 2.0 billion shares with a par value of ₱1.00 per share. The proposed amendments were approved by the SEC on September 27, 1996.

Relative to the approval of the proposed amendment, any part of such stock or other securities may, at any time, be issued, optioned for sale and sold or disposed of by the Parent Company pursuant to resolution of the Board of Directors, to such persons and upon such terms as the Board may deem proper, without first offering such stock or securities or any part thereof to existing stockholders.

On August 22, 1997, the Board of Directors and the stockholders approved a further increase in the Parent Company's authorized capital stock from ₱2.0 billion to ₱3.5 billion divided into 3.5 billion shares with a par value of ₱1.00 per share. On March 11, 1998, the SEC approved the increase in the Parent Company's authorized capital stock.

### Treasury shares

Treasury shares represent 29,486,633 Parent Company's shares of stock acquired by Rexlon Industrial Corp. (RIC), a wholly owned subsidiary of PCIC, in prior years. In 2007 and 2009, RIC sold 13,000,000 and 16,476,633 shares of the Parent Company to a third party.

## 14. DIRECT COSTS AND EXPENSES

Direct costs and expenses for the quarters ended June 30 are as follows:

	2023		2022	
	Apr-Jun	Jan-Jun	Apr-Jun	Jan-Jun
Security services	₱ -	₱ -	₱1,001,809	₱2,003,619
Depreciation	766,397	1,532,794	766,397	1,532,794
Property taxes	-	-	999,264	2,499,804
Repairs and maintenance	-	-	-	-
	<b>₱766,397</b>	<b>₱1,532,794</b>	<b>₱2,767,470</b>	<b>₱6,036,215</b>

## 15. OPERATING EXPENSES

Operating expenses for the quarters ended June 30 are as follows:

	2023		2022	
	Apr-Jun	Jan-Jun	Apr-Jun	Jan-Jun
Professional fees	₱1,040,000	₱1,280,000	₱1,161,250	₱2,747,052
Salaries and wages	969,732	1,876,635	980,313	2,400,251
Taxes and licenses	1,958,339	5,159,923	979,254	1,569,398
Rent, light and water	424,620	728,553	493,283	1,386,250
Depreciation	212,947	425,894	212,947	425,894
Commission	115,138	234,025	148,619	1,013,734
Miscellaneous	1,879,541	3,993,580	811,764	171,164
SSS, Medicare and EC contributions	114,997	224,301	89,530	296,527
	<b>₱6,715,314</b>	<b>₱13,922,911</b>	<b>₱4,876,960</b>	<b>₱10,010,270</b>

## 16. OTHER INCOME/(LOSS) – net

Other income for the quarter ended June 30 is as follows:

	2023		2022	
	Apr-Jun	Jan-Jun	Apr-Jun	Jan-Jun
Interest income	₱ 3,041	₱ 5,417	₱ 3,366	₱ 5,649
Miscellaneous income	80,357	160,714	80,357	161,094
Interest expense	(6,617)	(15,611)	(15,798)	(33,758)
	<b>₱76,781</b>	<b>₱150,520</b>	<b>₱67,925</b>	<b>₱132,985</b>

## 17. RETIREMENT BENEFITS OBLIGATION

The Group adopted Republic Act No. 7641 as its arrangement to provide retirement benefits to all its regular employees. In case of retirement, employees shall be entitled to receive such retirement benefits as may have been earned under the existing laws.

The movements in the defined benefit obligation recognized and presented as accrued retirement benefit obligation in the consolidated statement of financial position are as follows:

	2023	2022	2021
Balance at beginning of year	₱834,000	₱792,300	₱750,600
Retirement provision	-	-	-
Balance at end of year	<b>₱834,000</b>	<b>₱792,300</b>	<b>₱750,600</b>

The provision for retirement benefits in 2023, 2022 and 2021 were included under salaries, wages and employees benefit in the consolidated statements of comprehensive income. Management believes that

the defined benefit obligation computed using the provisions of R.A 7641 is not materially different with the amount computed using the projected unit credit method as required under PAS 19, Employee Benefits.

## 18. RELATED PARTY TRANSACTIONS

The Group, in the normal course of business, has transactions with related parties. The specific relationships, amount of transaction, account balances, the terms and conditions and the nature of the consideration to be provided in settlement are shown below as at June 30.

Category	Amount/Volume		Outstanding Receivable		Terms and Condition
	Jun 30, 2023	Jun 30, 2022	Jun 30, 2023	Jun 30, 2022	
<b>Receivable from related parties with common key management</b>					
Philippine Estates Corp. (PHES)	₱ -	₱ -	₱ -	₱10,897,335	(a)
Genwire Manufacturing Corp. (GMC)	-	-	318,506	318,506	(b)
	₱ -	₱ -	₱318,506	₱11,215,841	

Category	Amount/Volume		Outstanding Receivable		Terms and Condition
	June 30, 2023	Jun 30, 2022	Jun 30, 2023	Jun 30, 2022	
<b>Advances to related parties with common key management</b>					
Polymax Worldwide Limited (PWL)	₱ -	₱ -	₱105,060,000	₱105,060,000	(c)
The Wellex Group, Inc. (TWGI)	(1,989,964)	(2,401,856)	46,142,791	48,439,401	(c)
Philippine Estates Corp. (PHES)	-	-	-	-	(c)
Concept Moulding Corp. (CMC)	654,930	-	1,647,430	5,784,759	(c)
	(1,335,034)	(2,401,856)	152,850,221	159,284,160	
Allowance for impairment	-	-	(129,010,691)	(132,103,302)	
	(₱1,335,034)	(₱2,401,856)	₱23,839,530	₱27,180,858	

Category	Amount/Volume		Outstanding Payable		Terms and Condition
	Jun 30, 2023	Jun 30, 2022	Jun 30, 2023	Jun 30, 2022	
<b>Advances from related parties with common key management</b>					
Plastic City Corp. (PCC)	₱6,369,398	₱6,398,535	₱88,988,825	₱88,864,399	(d)
Diamond Stainless Corp. (DSC)	-	-	70,557,800	70,557,799	(d)
Philippine Estates Corp. (PHES)	657,466	-	37,932,888	36,615,524	(e)
International Polymer Corp. (IPC)	-	582,634	24,091,092	24,642,300	(d)
Kenstar Industrial Corp. (KIC)	-	-	23,539,858	23,539,858	(d)
Rexlon Realty Corp. (RRC)	-	-	23,187,370	23,187,370	(d)
Pacific Rehouse Corp. (PRC)	-	-	15,540,753	15,540,753	(d)
Polymaster Industrial Corp	-	-	62,500	62,500	
Ropeman Int'l Corp.	-	-	3,202,528	3,202,528	(d)
	7,026,864	6,981,169	287,103,614	286,213,031	
<b>Advances from stockholders/ key management</b>					
Key management and officers	-	-	133,826,473	147,950,629	(f)
	₱7,026,864	₱6,981,169	₱420,930,087	₱434,163,660	

(a) Receivable from co-venture

The Group has outstanding receivable from PHES pertaining to the Group's share in the proceeds of the lot sold in 2015 held as interest in joint venture (Note 9). This receivable is unsecured, unguaranteed and to be settled in cash. In 2023, the receivable was offset to advances from stockholders.

*(b) Receivable from related parties with common key management*

The Group pays operating expenses on behalf of GMC. These receivables are normally collected the following year, unsecured, non-interest bearing and with no guarantee. The Group has also made offsetting arrangements to settle intercompany receivables and payables.

*(c) Advances to related parties with common key management*

*PWL*

On November 24, 2009, Philippine Veterans Bank foreclosed land to secure payment of loan of an affiliate amounting to ₱88.8 million by virtue of the real estate mortgage, executed by the Group. The property was sold at an auction to the highest bidder Philippine Veterans Bank which tendered an amount of ₱71.326 million.

The Group recognized advances to PWL of ₱105.6 million for the value of the land foreclosed to settle the affiliate loan with the bank.

The advances are unsecured, with no definite terms of repayment and with no guarantee and to be settled in cash.

*TWGI*

On December 16, 2020, TWGI issued promissory note amounting to ₱46,578,262 for five years maturing December 15, 2025 and bear an interest of 2% per annum. Interest income earned amounted to ₱465,783 and ₱465,783 as of June 30, 2023 and 2022, respectively.

To settle the outstanding advances, the Group entered into the following contracts with TWGI, which in return, amounts incurred will be applied to the outstanding advances:

- The Group entered into a Consultancy Agreement with TWGI which is valid until April 30, 2024. Total consultancy fees incurred for the quarters ended June 30, 2023 and 2022, amounted to ₱120,000.
- Lease Agreement for the Group's office space for a monthly rental of ₱12,500, utilities of ₱5,000, and storage fee of ₱1,000 which is valid from April 30, 2024. The Group recognized the asset as 'right-if-use asset' and corresponding lease liability. Total rent expense and utilities amounted to ₱37,500 and ₱18,000, respectively, for the quarters ended June 30, 2023 and 2022.

The present value of the lease liability as at June 30 is as follows:

	2023	2022
Current	₱143,349	₱41,806
Non-current	48,323	-
	<b>₱191,672</b>	<b>₱41,806</b>

The net carrying amount of the right-of-use assets recognized as at June 30, 2023 and 2022 is disclosed in Note 10.

*CMC and PHES*

The Group provided non-interest bearing and unguaranteed advances to CMC and PHES for working capital requirements. The advances are unsecured, with no definite terms of repayment and with no guarantee.

Certain advances to related parties were found to be impaired using the provisional matrix as determined by the management, hence, adequate amounts of allowance for impairment have been recognized (Note 22).



The movement in the allowance for ECL is as follows:

	2023	2022
Balance at beginning of year, as previously reported	₱129,010,691	₱132,103,302
Effect on adoption of PFRS 9	-	-
Balance at beginning of year, as restated	129,010,691	132,103,302
Provisions for ECL	-	-
At end of year	<b>₱129,010,691</b>	<b>₱132,103,302</b>

*(d) Advances from related parties*

In prior years, the Group obtained unguaranteed and non-interest-bearing cash advances from related parties intended to finance its operating expenses, capital expenditures and payment of outstanding obligations. The Group has not made any arrangement for the terms, security and guarantee on the advances as the subsidiaries has ceased its manufacturing operations. The advances are payable in cash upon settlement depending on the availability of funds. The Group was granted an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. The management assessed that the advances from the related parties are not expected to be settled within 12 months from the reporting period.

*(e) PHES*

In 2009, the Group and PHES executed unsecured promissory note (PN) for the advances with a term of five (5) years, and bear interest of three percent (3%) per annum, renewable upon agreement of the parties. This PN was renewed in 2014 with a three-year term which matured during 2018 at interest of two percent (2%) per annum. This cash advance is to be settled through cash payments. On December 29, 2016, the PN was renewed for three (3) years and matured in January 2021. The promissory note is extended for an additional three (3) years from January 31, 2021 to January 31, 2024.

*(f) Advances from key management*

The Group obtains non-interest bearing and unsecured advances from stockholders and key officers for working capital purposes. The advances have no guarantee and definite terms of repayment. Payment will depend on the availability of funds. The Group was granted an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. The management assessed that the advances from the related parties are not expected to be settled within 12 months from the reporting period.

*(g) Remuneration of key management personnel*

Directors' fees for the quarters ended June 30, 2023 and 2022 is NIL.

With the cessation of the subsidiaries operations in prior years and the Group is in tight cash position, management decided to suspend any form of compensation to key management and officers effective in 2004.

**19. LEASES**

The Group entered into lease contracts with various tenants for the rental of the Group's warehouse and building facilities. The lease term ranges from three (3) months to one (1) year and is renewable under such terms and conditions as the parties may agree, provided that at least ninety (90) days prior to the expiration of the lease period, the lessee shall inform the lessor in writing of his desire to renew the lease.

Lease contracts include payment of advance rental by the lessee which shall be refunded without interest on the expiration of the lease or pre-termination of the lease period, less any corresponding obligation and damages.

Outstanding advances from lessee amounted to ₱3,602,320 and ₱6,434,990 as at June 30, 2023 and 2022, respectively. Deferred rental income relative to the lease amounted to ₱1,958,480 as at June 30,

2023 and ₱3,131,517 as at June 30, 2022 as shown under "Accounts payable and other liabilities" account (Note 11).

Outstanding balance of receivable from tenants as at June 30, 2023 and 2022 amounted to ₱2,372,482 and ₱3,506,948, respectively (Note 5). Total rental income is ₱5,463,095 and ₱5,078,105 in the quarter of June 30, 2023 and 2022, respectively.

## 20. INCOME/(LOSS) PER SHARE

The following table presents information necessary to calculate the loss per share for quarter ended June 30:

	2023	2022	2021
Consolidated net loss for the quarter	<b>(₱4,568,698)</b>	(₱2,498,401)	(₱2,983,864)
Weighted average number of common shares outstanding during the quarter	<b>3,276,045,637</b>	3,276,045,637	3,276,045,637
Loss per share	<b>(₱0.0014)</b>	(₱0.0008)	(₱0.0009)

## 21. CONTINGENCIES

Commitments, guarantees and contingent liabilities that arise in the normal course of operations of the Group are not reflected in the accompanying Group financial statements. Management is of the opinion that losses, if any, from these commitments and contingencies will not have a material effect on the Group financial statements.

- A. *G.R. No. 249337 entitled, "WATERFRONT PHILIPPINES, INC. (WPI), WELLEX INDUSTRIES, INC. (WII), AND THE WELLEX GROUP, INC. (TWGI) vs. SOCIAL SECURITY SYSTEM (SSS)", pending before the Supreme Court*

On September 7, 1999, the Board of Directors approved the execution of a third-party real estate mortgage on the Group's properties located in Quezon City with an actual area of 6,678 square meters to secure the loan of Waterfront Philippines, Incorporated (WPI), an affiliate, with the Social Security System (SSS) amounting to ₱375 million. In 2003, SSS foreclosed the asset mortgaged in the amount of ₱198,639,000.

The Group filed a civil case against SSS on the foreclosed property claiming for sum of money and damages in the amount of ₱500 million. On January 12, 2015, the contract of loan and real estate mortgage were declared null and void by the RTC. Thus, WPI was directed to return the amount of ₱375 million to SSS and for SSS to return the properties and shares used as collateral. SSS filed an appeal to the Court of Appeals.

On August 30, 2019, the Court of Appeals issued its Decision reversing the RTC's Decision dated January 13, 2015 and Order dated May 11, 2015. The CA declared that the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" and the extra judicial foreclosure sale of the Green Meadows properties covered by Transfer Certificate of Title Nos. N-153395 and N-153396 are valid.

The CA ordered WPI to satisfy the deficiency under the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock" in the sum of ₱841,567,136.85 due to SSS as of April 30, 2010. This obligation shall earn the stipulated interest and penalty charges, in accordance with the terms and conditions of the October 28, 1999 "Contract of Loan with Real Estate Mortgage and Assignment of Shares with Option to Convert to Shares of Stock", computed from April 30, 2010 until finality of the Decision.

On November 4, 2019, the Group together with WPI and TWGI filed a Petition for Review on Certiorari before the Supreme Court (SC). The SC in its decision dated July 6, 2021 granted the petition and the CA's Decision dated August 30, 2019 was reversed and set aside. SSS filed its Motion for Reconsideration dated January 28, 2022 praying for the dismissal of WPI's Petition for Certiorari. On September 21, 2022, the SC issued a resolution denying SSS's Motion for Reconsideration with finality. On December 20, 2022 the SC issued an Entry of Judgment.

To date, no decision has been rendered by the SC.

*B. Wellex Industries, Inc. (formerly known as Republic Resources and Development Corporation) v. Macquarie Green Properties, Inc., et al., Civil Case No. 3185-19 SM (For: Annulment of Public Auction Sale, Reconveyance, Cancellation and Reinstatement of Title and Damages), Regional Trial Court (RTC), Branch 75, San Mateo, Rizal*

On June 24, 2019, the Group filed a civil case for annulment of public auction reconveyance, cancellation and reinstatement of title and damages with the Regional Trial Court of San Mateo Rizal (RTC). The complaint filed was dismissed by the RTC through the Resolution dated October 30, 2019 for failure of the Group to pay the full jurisdictional amount. The Group filed Motion for Reconsideration arguing that it was ready and willing to pay the full jurisdictional amount had the Office of the Clerk of Court (OCC) made the proper assessment, which was its duty and in which assessment plaintiff merely relied on. The Group also argues that the rule on the payment of docket fees should apply by analogy since the deposit required is also a jurisdictional amount and, accordingly, should be given time to pay the deposit upon reassessment by the OCC. On February 10, 2020, the Motion for Reconsideration was dismissed for lack of merit.

On March 13, 2020, the case was escalated to the Supreme Court by filing a Petition for Review on Certiorari with the grounds that the RTC resolved the case in a way not in accord with the law and with the applicable decisions of the Supreme Court. Instead of dismissing the instant case, the RTC should have directed the Office of the Clerk of Court to assess the deposit, or the petitioner to make the correct deposit, required under Section 267 of R.A. 7160, consistent with the rule on the payment of jurisdictional amounts. On September 2, 2020, the Supreme Court denies the Petition for Review on Certiorari.

On October 27, 2020, the Group asked the Supreme Court to consider the Resolution promulgated on September 2, 2020 and to issue another reversing and setting aside the resolution dated October 30, 2019, and the resolution dated February 10, 2020 issued by the RTC, and directing the office of the clerk of Court of the RTC of San Mateo, Rizal to assess the filing fees and the amount of deposit and interest that should be paid by petitioner, and directing the RTC, Branch 75 of San Mateo, Rizal to reinstate the instant case.

On March 11, 2021, the Group received the notice from the Supreme Court dated January 25, 2021, denying the Motion for Reconsideration but before the Group can refile the case with the RTC, the Group received an offer from certain individuals to assume the above subject properties on an as-is-where-is basis on an exchange for their properties near the same location. The estimated values of the swapped properties are approximately the same. In order to avoid additional costs of a lengthy court dispute, the BOD has decided to accept the offer of asset swap in a special meeting held on December 17, 2021.

On February 23, 2022, the Group and certain individuals entered into a Memorandum of Agreement whereby both parties have voluntarily agreed, by and between themselves, to exchange their respective properties, on as-is-where-is basis. As of June 30, 2022, documentation on the asset swap are still in process.

## **22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group is exposed to a variety of financial risk which results from both its operating and financing activities. The Group's risk management is coordinated with the Board of Directors and focuses on actively securing the short-term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options.

The most significant financial risks to which the Group is exposed to are described below:

## Credit risk

Credit risk refers to the risk that a counterparty will default its contractual obligation resulting in financial loss to the Group. The Group's credit risk is primarily attributable to its financial assets which composed of cash, trade and other receivables, instalment contract receivables and advances to related parties. The Group's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amount of these instruments, as summarized below:

### Credit risk exposure

The Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements arises from the carrying amount financial assets recognized in the consolidated statements of financial position.

In order to minimize credit risk, the Group has developed and maintained internal credit risk gradings to categorize exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

The Group's current credit risk grading framework is as follows:

Category	Description	Basis for recognizing ECLs	Base	Minimum allowance for credit losses	Stage
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECS	0%	0%	1
Doubtful	Amount is 1-30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL-not credit impaired	25%	1%	2
	Amount is 31-90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL-not credit impaired	25%	5%	2
	Amount is 91-180 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL-not credit impaired	25%	10%	2
	Amount is 181-360 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL-not credit impaired	25%	12%	2
In default	Amount is over 1-2 years oast due or there is evidence indicating the asset is credit impaired	Lifetime ECL-credit impaired	50%	15%	3
	Amount is over 2-3 years oast due or there is evidence indicating the asset is credit impaired	Lifetime ECL-credit impaired	100%	15%	3
	Amount is over 3-5 years oast due or there is evidence indicating the asset is credit impaired	Lifetime ECL-credit impaired	100%	50%	3
Write off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off	100%	100%	3

The maximum credit risk exposure of the financial assets is the carrying amount of the financial assets shown on the face of statement of financial position, as summarized below as at June 30:

		Basis of recognizing ECL	2023	2022
Cash, excluding cash on hand	(a)		₱5,263,445	₱5,980,739
Trade and other receivables, at net amount	(b)	Lifetime ECL	27,957,085	35,536,864
Advances to related parties, at net amount	(c)	Lifetime ECL	23,839,530	27,180,858
			<b>₱57,060,060</b>	<b>₱68,698,461</b>

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

*(a) Cash*

The credit risk for cash in banks is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Cash in banks are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of ₱500,000 for every depositor per banking institution.

*(b) Trade and other receivables and advances to related parties*

Trade and other receivables

Credit risk arising from rental income from leasing of buildings is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants.

For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables.

The Group has applied simplified approach to measure the loss allowance using management's adopted policy on ECL on trade and other receivables.

Advances to related parties

For advances to related parties, the Group has applied the general approach to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

To measure the ECL, trade and other receivables, and advances to related parties have been grouped based on shared credit risk characteristics and the days past due. The Group has therefore concluded that the expected loss rates for trade and other receivables, and advances to related parties are a reasonable approximation of the loss rates for the financial assets.

The management continues to review trade and other receivables and advances to related parties for any legally enforceable right to offset with liabilities with the expressed intention of the borrower to settle on a net basis.

Impaired accounts represent account of third parties and related parties that have not paid for a long time and for which the Group believes that a portion of the receivables may not be collected. The allowance is estimated based on the Group's estimate for accounts which it believes may no longer be collected.

**Equity Price risk**

Equity price risk is the risk that the fair value of equity instrument decreases as a result of changes in the value of individual stocks. The Group's exposure to equity price risk arises from investments held by the Group and classified in the Group's consolidated statements of financial position as financial asset at FVOCI.

Equity instruments designated at FVOCI in unquoted price are held for strategic rather than trading purposes. The Group does not actively trade these investments.

**Liquidity risk**

The Group's policy is to maintain a balance between continuity of funding through cash advances from related parties.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table below has been drawn up based on undiscounted cash flows of financial liabilities based on earliest date on which the Group can be required to pay.

June 30, 2023	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
<b>Accounts payable and other liabilities*</b>	<b>₱ -</b>	<b>₱7,122,611</b>	<b>₱ -</b>	<b>₱7,122,611</b>
<b>Lease liability</b>	<b>-</b>	<b>143,349</b>	<b>48,323</b>	<b>191,672</b>
<b>Advances from related parties</b>	<b>420,930,087</b>	<b>-</b>	<b>-</b>	<b>420,930,087</b>
<b>Advances from lessees</b>	<b>-</b>	<b>3,602,320</b>	<b>-</b>	<b>3,602,320</b>
<b>Borrowings</b>	<b>-</b>	<b>211,409</b>	<b>-</b>	<b>211,409</b>
	<b>₱420,930,087</b>	<b>₱11,079,689</b>	<b>₱48,323</b>	<b>₱432,058,099</b>

*\*excluding government liabilities*

June 30, 2022	With indefinite term of maturity	With definite term of maturity		Total
		Due within one year	More than one year	
Accounts payable and other liabilities*	₱-	₱8,211,465	₱-	₱8,211,465
Lease liability	-	41,806	-	41,806
Advances from related parties	434,163,660	-	-	434,163,660
Advances from lessees	-	6,434,990	-	6,434,990
Borrowings	-	192,385	413,085	605,470
	₱434,163,660	₱14,880,646	₱413,085	₱449,457,391

*\*excluding government liabilities*

Substantial portion of the Group's financial liabilities consist of advances from related parties. There are no specific terms of advances agreed with the related parties. The Group does not expect to pay its liabilities nor expect related parties to collect within twelve (12) months after the reporting date. Furthermore, advances from affiliates and stockholders were settled through assignment and offsetting among the Group.

### **23. CAPITAL RISK MANAGEMENT**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for stockholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group defines capital as share capital and deficit for the purpose of capital management.

Consistently with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including accounts payables and other liabilities, advances from related parties as shown in the consolidated statements of financial position) less cash. Total capital is calculated as Equity as shown in the consolidated statement of financial position plus Net debt.

Gearing ratio compares some form of owner's equity to borrowed funds. It is a measure of financial leverage demonstrating the degree to which the Group's activities are funded by owner's funds versus creditor's fund.

During the 2nd quarter of 2023, the Group's strategy, which was unchanged from 2022, was to keep the gearing ratio below 50% as proportion to net debt to capital. The gearing ratios as at June 30 were as follows:

	2023	2022
Gross debt	₱433,977,004	₱450,921,604
Cash	(5,283,445)	(6,000,739)
Net debt	428,693,559	444,920,866
Total equity	1,195,580,390	1,196,885,758
Total capital	1,624,283,949	1,641,806,624
Gearing ratio	26.39%	27.10%

The status of the Group's operation and management plan is fully disclosed in Note 1.

The Parent Company is subject to externally imposed capital requirement amounting to ₱6,250,000 which is the minimum paid-up capital requirement of SEC for mining companies. As at June 30, 2023 and 2022, the Parent Company is in compliance with this externally imposed capital requirement.

On the other hand, the Parent Company's subsidiaries are not subject to any externally imposed capital requirements.

## 24. FAIR VALUE INFORMATION

### *Assets and liabilities not measured at fair value*

The methods and assumptions used by the Group in estimating the fair value of the financial instruments is as follows:

- (a) The fair values of advances to related parties and advances from related parties are determined based on the discounted value of future cash flows using the prevailing PH BVAL rates that are specific to the tenor of the instruments' cash flow as at reporting date. Discount rates used is 5.21% in 2023 and 2022.
- (b) The fair values are based on combination of appraisal done by an independent appraiser on various dates in 2022 and using the market approach, in which the fair value is based on prices recently paid for similar assets, with adjustment made to the indicated market prices to reflect condition and utility of the appraised assets relative to the market comparable.

The fair value of cash, trade and other receivables, instalment contract receivable, accounts payable and other liabilities, lease liability and advances from lessee's approximate carrying value due to relatively short-term maturities.

## 25. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The reconciliation about the changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes for the years ended June 30 are as follows:

	Balance as at January 1, 2023	Changes from financing cash flows	Balance as at June 30, 2023
Advances from related parties	₱427,626,039	(₱6,695,952)	₱420,930,087
Borrowings	413,082	(201,673)	211,409
Lease liability	191,672	-	191,672
	<b>₱428,230,793</b>	<b>(₱6,897,625)</b>	<b>₱421,333,168</b>

	Balance as at January 1, 2022	Changes from financing cash flows	Balance as at June 30, 2022
Advances from related parties	₱440,905,301	(₱6,741,641)	₱434,163,660
Borrowings	788,993	(183,526)	605,467
Lease liability	41,806	-	41,806
	<b>₱441,736,100</b>	<b>(₱6,925,167)</b>	<b>₱434,810,933</b>

## 26. RECLASSIFICATION

Certain accounts in June 30, 2023 unconsolidated financial statements were reclassified to conform to the current year's presentation.

\* \* \*

**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**APPENDIX A – FINANCIAL SOUNDNESS**

	30-Jun 2023	30-Jun 2022	31-Dec 2022
<b>Profitability ratios:</b>			
Return on assets	Nil	Nil	Nil
Return on equity	Nil	Nil	Nil
Net profit margin	Nil	Nil	Nil
Gross profit margin	<b>0.86</b>	0.39	0.37
<b>Solvency and liquidity ratios:</b>			
Current ratio	<b>4.21</b>	6.52	5.98
Debt to equity ratio	<b>0.36</b>	0.38	0.36
<b>Financial leverage ratios:</b>			
Asset to equity ratio	<b>1.36</b>	1.38	1.36
Debt to asset ratio	<b>0.27</b>	0.27	0.27
Interest rate coverage ratio	<b>Nil</b>	Nil	Nil



**WELLEX INDUSTRIES INCORPORATED AND SUBSIDIARIES**  
**APPENDIX B – ACCOUNTS RECEIVABLE AGING**  
As of June 30, 2023

	Current	1-30 days	31-60 days	Over 60 days	Total
<b>Advances to third parties</b>	<b>₱-</b>	<b>₱-</b>	<b>₱-</b>	<b>₱100,644,242</b>	<b>₱100,644,242</b>
<b>Receivable from related parties</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>318,506</b>	<b>318,506</b>
<b>Rental receivable</b>	<b>788,275</b>	<b>788,275</b>	<b>260,010</b>	<b>-</b>	<b>1,836,560</b>
<b>Utilities receivable</b>	<b>248,130</b>	<b>220,508</b>	<b>67,284</b>	<b>-</b>	<b>535,922</b>
<b>Others</b>	<b>54,247</b>	<b>51,777</b>	<b>53,520</b>	<b>5,935,170</b>	<b>6,094,714</b>
<b>Subtotal</b>	<b>1,090,652</b>	<b>1,060,560</b>	<b>380,814</b>	<b>106,897,918</b>	<b>109,429,944</b>
<b>Impairment - Advances to affiliates</b>					
<b>Allowance for doubtful accounts</b>					<b>(81,472,859)</b>
<b>Accounts receivable</b>					<b>₱27,957,085</b>