

# COVER SHEET

MA-045

3 5 8 4 1

SEC Registration Number

F I L S Y N C O R P O R A T I O N A N D

S U B S I D I A R I E S

(Company's Full Name)

U N I T 8 5 B P E A R L B A N K C E N T R E

1 4 6 V A L E R O S T M A K A T I C I T Y

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

Mr. Apolinario L. Posio

Contact Person

7752-3133 / 7752-3611

Company Telephone Number

## DEFINITIVE INFORMATION STATEMENT

1 2

Month

3 1

Day

Fiscal Year

Month

Day

Annual Meeting

Not Applicable

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Not Applicable

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

### To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = please Use Black Ink for scanning purposes

**FILSYN CORPORATION  
UNIT 8, 5B PEARLBANK CENTER  
146 VALERO ST., SALCEDO VILLAGE  
MAKATI CITY**

\*\*\*\*\*

**RESCHEDULED ANNUAL STOCKHOLDERS' MEETING  
September 15, 2022 at 4:00 PM  
By Remote Communication (Zoom)**

**AGENDA**

- 1. Call to order**
- 2. Proof of sending of due notice of meeting and determination of quorum**
- 3. Consideration and approval of the Minutes of the Rescheduled Annual Stockholders Meeting held on November 11, 2021**
- 4. Consideration of the Management Report for the year ended 2021**
- 5. Consideration and approval of the Annual Report/Audited Financial Statements for the year ended December 31, 2021**
- 6. Ratification and Confirmation of Corporate Acts**
- 7. Election of Directors for 2022-2023**
- 8. Appointment of External Auditors for the year 2022-2023**
- 9. Other matters**
- 10. Adjournment**

Given the pandemic-related restrictions, stockholders may only attend the meeting by remote communication.

Duly accomplished proxies shall be submitted to the undersigned at the 4<sup>th</sup> Floor, SyCipLaw Center, 105 Paseo de Roxas, Legaspi Village, Makati City on or before **September 9, 2022** and by email on or before said date to Melyjane G. Bertillo-Ancheta ([mgbertillo@syCIPLAW.com](mailto:mgbertillo@syCIPLAW.com)), copy furnished to the Corporation at [info@filsyncorp.com](mailto:info@filsyncorp.com) and [polposio@ymail.com](mailto:polposio@ymail.com) and to the Assistant Corporate Secretary at [pcmlegal@gmail.com](mailto:pcmlegal@gmail.com).

Only stockholders of record as of the close of business hours on **August 16, 2022** are entitled to notice of, to participate in, and to vote at the annual stockholder's meeting.

Stockholders (whether individual shareholders or shareholders under Broker accounts or corporate shareholders) intending to participate by remote communication should inform the Corporation, by email to Melyjane G. Bertillo-Ancheta ([mgbertillo@syciplaw.com](mailto:mgbertillo@syciplaw.com)), copy furnished to the Corporation at [info@filsyncorp.com](mailto:info@filsyncorp.com) and [polposio@ymail.com](mailto:polposio@ymail.com) and to the Assistant Corporate Secretary at [pcmlegal@gmail.com](mailto:pcmlegal@gmail.com), of their intent to participate in the meeting by remote communication, **together with** their respective \*identification requirements on or before **September 9, 2022**.

*\*attached is the checklist of identification requirements.*

**Any stockholder who fails to submit their intent to participate, together with their respective identification requirements necessary for the annual stockholders' meeting, will be refused entry to the said meeting.**


**To join the Zoom Stockholders' Meeting, please use the link below:**

<https://us06web.zoom.us/j/2380444464?pwd=ZlI1ZHlSYU4yMkFVNjA1ZTYrVkI3dz09>

Meeting ID: 238 044 4464

Passcode: FYNGRP2022

Makati City, 23 August 2022.



**MELYJANE G. BERTILLO-ANCHETA**  
Corporate Secretary



**Annual Stockholders' Meeting  
September 15, 2022**

**Checklist of Identification Requirements**

**Individual Shareholders**

- Scanned photo of Shareholder with face full visible
- Scanned valid government-issued photo ID of Shareholder, preferably with residential address
- Valid and active contact number  
*\*files must be in JPG format and not exceeding 2MB*

**Shareholders under Broker Accounts**

- Broker's Certification on the Shareholder's number of shareholdings
- Scanned photo of Shareholder with face fully visible
- Scanned valid government-issued photo ID of Shareholder, preferably with residential address
- Valid and active contact number  
*\*files must be in JPG format and not exceeding 2MB*

**Corporate Shareholders**

- Proxy Form for corporate shareholder
- Secretary's Certificate attesting to the authority of the representative to vote for and on behalf of the Corporation
- Scanned photo of the Shareholder's representative with face fully visible
- Scanned valid government-issued photo ID of Shareholder's Representative
- Valid and active contact number of the Shareholder's representative  
*\*files must be in JPG format and not exceeding 2MB*

**PROXY**

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned, a corporate stockholder of **FILSYN CORPORATION** (the “Corporation”), hereby constitutes and appoints:

\_\_\_\_\_

or in case of his/her non-attendance

\_\_\_\_\_

to be its true and lawful attorney, agent, and proxy to attend and represent the undersigned and to vote all shares registered in its name on the books of the Corporation and/or owned by the undersigned, at any and all regular and special meeting of the Stockholders of the Corporation and any adjournment and postponement thereof as fully to all intents and purposes as the undersigned might do if present and acting in person.

This proxy revokes all existing proxies and shall continue for **five years** until such time as the same is withdrawn by the undersigned through notice in writing delivered to the Secretary before the scheduled meeting, but shall not apply in instances where the undersigned attends the meeting.

Dated this \_\_\_\_ day of \_\_\_\_\_ 2022 at \_\_\_\_\_.

\_\_\_\_\_  
(Name of Corporate Stockholder)

By:

\_\_\_\_\_

**SIGNED IN THE PRESENCE OF:**

\_\_\_\_\_

\_\_\_\_\_

**PROXY**

KNOW ALL MEN BY THESE PRESENTS:

That, the undersigned stockholder of **FILSYN CORPORATION** (the "Corporation") do hereby appoint -

Mr/Ms. \_\_\_\_\_  
or in case of his/her non-attendance

Mr./Ms. \_\_\_\_\_

as my proxy to represent me and vote all shares registered in my name on the books of the Corporation and/or such shares as I am authorized to represent and vote in my capacity as administrator, executor or attorney-in-fact, at any and all regular and special meeting of the stockholders of the Corporation and any adjournments and postponements thereof, as fully to all intents and purposes as I might do if present and acting in person.

In case of the non-attendance of both my proxies abovenamed, I authorized and empower the Chairman of the meeting to fully exercise all rights as my proxy at such meeting.

This proxy revokes all existing proxies and shall continue for **five (5) years** until such time as the same is withdrawn by me through notice in writing delivered to the Secretary before any scheduled meeting, but shall not apply in instances where I attend the meeting.

IN WITNESS WHEREOF, I have hereunto signed these presents this \_\_\_\_\_ day of \_\_\_\_\_ 2022 at \_\_\_\_\_.

Signature of Individual Stockholder

\_\_\_\_\_  
Name in Print

Signed in the Presence of:

\_\_\_\_\_

**FILSYN CORPORATION**

Unit 8 5B Floor Pearlbank Centre  
146 Valero St., Salcedo Village  
Makati City

Tel. Nos. (632) 77523133 / 77523611

**INFORMATION STATEMENT**

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM 20-IS**

Information Statement Pursuant to Section 20  
of the Securities Regulation Code

1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **Filsyn Corporation**
3. Province, country or other jurisdiction of incorporation or organization: **Manila, Philippines**
4. SEC Identification Number: **35841**
5. BIR Tax Identification Code: **000-158-664**
6. Address of principal office: **Unit 8 5B/F Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City**
7. Registrant's telephone number, including area code: **(632) 77523133 / 77523611**
8. Date, time and place of the meeting of security holders: **September 15, 2022, 4:00 p.m., at the Filsyn's Office located at Unit 8 5B/F Pearlbank Centre, 146 Valero St, Salcedo Village, Makati City via zoom.**
9. Approximate date on which the Information Statement is first to be sent or given to security holders is on **August 24, 2022.**
10. Security registered pursuant to Section 8 of the SRC  
As of June 30, 2022  
Title of Each Class: **Common Shares only**  
Number of shares of Common Stock Outstanding: **206,246,181**  
Common Shares: Issued and Subscribed: **206,246,181**
11. Are any or all of registrant's securities listed on the Philippine Stock Exchange? **Yes**



**FILSYN CORPORATION**  
Information Statement

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

**Date, Time and Place of Meeting**

The rescheduled annual stockholders' meeting of Filsyn Corporation is scheduled to be held on September 15, 2022 at 4:00 p.m. at the Filsyn's Office at Unit 8 5B/F Pearlbank Centre, 146 Valero St, Salcedo Village, Makati City via zoom.

Approximate date on which the Information Statement is first to be sent or given to security holders is on August 24, 2022.

The principal office of Filsyn Corporation is at Unit 8 5B/F Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

The rescheduled annual stockholders' meeting to be held on September 15, 2022 refers to the annual stockholders meeting which was supposed to be held in April 2022.

**Dissenter's right of appraisal**

A stockholder has the right to dissent and demand payment of the fair value of his shares in the following instances:

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

A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

1. The dissenting stockholder shall make a written demand on the corporation within 30 days after the date on which the vote was taken for payment of the fair value of his shares. The failure of the stockholder to make the demand within the 30-day period shall be deemed a waiver of his appraisal right;

2. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of corresponding certificate(s) 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; and
3. Within ten (10) days after demanding payment for shares held, a dissenting stockholder shall submit the certificates of stock representing the shares to the corporation for notation that such shares are dissenting shares. Failure to do so shall, at the option of the corporation, terminate the appraisal rights. If shares represented by the certificates bearing such notation are transferred, and the certificates consequently cancelled, the rights of the transferor as a dissenting stockholder shall cease and the transferee shall have all the rights of a regular stockholder; and all dividend distributions which would have accrued on such shares shall be paid to the transferee.

The procedure set out in Title X of the Revised Corporation Code shall be followed in case of any such exercise of appraisal right.

## **VOTING SECURITIES**

As of June 30, 2022 the total number of shares outstanding and entitled to vote in the stockholders' meeting is 206,246,181 common shares. Each common share of stock is entitled to one vote. The record date for purposes of determining the stockholders entitled to vote is August 16, 2022. As of August 16, 2022, the total number of shares outstanding and entitled to vote in the stockholders' meeting is 206,246,181 common shares. Stockholders are entitled to cumulative voting in the election of the board of directors, as provided by the Revised Corporation Code.

## **QUORUM REQUIREMENT**

At the Rescheduled Annual Stockholders' Meeting to be held on September 15, 2022, there must be present, either in person or by representative authorized to act by written proxy, the owners of the majority of the outstanding capital stock as of August 16, 2022.

## **Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- a) No current director or officer of the Corporation, or nominee for election as director of the Corporation nor any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.
- b) No director has informed the Corporation in writing that he intends to oppose any action to be taken by the registrant at the meeting.

## Cumulative Voting Right

The Sixth Article of the Amended Articles of Incorporation of the corporation provides that the number of directors of the corporation shall be thirteen (13); however, there are eleven (11) candidates for election. The Sixth Article also provides that, of the ten (10) directors elected at the first meeting of stockholders and thereafter, six (6) of whom must be citizens of the Philippines and duly registered holders of Class A Common Stock, while the remaining four (4) directors, who must be duly registered holders of Class B Common Stock, shall be elected exclusively by holders of Class B Common Stock. Of the ten (10) nominees, six (6) are Filipinos while four (4) are non-Filipinos.

Subject to the Sixth Article as set out above, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: *Provided*, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.

The stockholder must be a stockholder of record in order that he may exercise cumulative voting rights.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

### 1. Security Ownership of Certain Record and Beneficial Ownership of more than 5% as of June 30, 2022

<b>Title of Class</b>	<b>Name and Address of Record/Beneficial Owner and Relationship with Issuer</b>	<b>Citizenship/ Place of Incorporation</b>	<b>Number of Shares Held</b>	<b>Percent of Class</b>
Common	Trans-Pacific Oriental Holding Co., Inc. 5/F SGV Building, Ayala Ave. Makati City	Filipino	63,578,181	30.83%
Common	Far Eastern Investment Holding, Limited 8/F, 128 Yen Ping South Road Taipei	Others	45,065,670	21.85%
Common	Malaysia Garment Manufacturers (Pte) Ltd. c/o Filsyn Corporation	Singapore	33,426,498	16.21%

The registrant has no parent company which holds at least 51% of the total outstanding capital.

Trans-Pacific Oriental Holding Co., Inc., Far Eastern Investment Holding, Limited and Malaysia Garment Manufacturer (Pte) Ltd. are the record and beneficial owners of their respective shares of stock.

The persons who have the right to vote are Atty. Ma. Belina B. Mariano for Trans-Pacific Oriental Holding Co., Inc. and David Wang for Far Eastern Investment Holding Limited and Malaysia Garment Manufacturer (Pte) Ltd..

**2. Security Ownership of Directors and Management as of June 30, 2022**

<b>Title of Class</b>	<b>Name and Address Of Beneficial Owner</b>	<b>Number of Shares Held and Nature of Beneficial Ownership</b>	<b><u>Position</u></b>	<b>Citizenship</b>	<b>Percent of Class</b>
Common	Chen Yu Cheng	50,000 - Direct	Director	Chinese	0.02 %
Common	Samuel V. Torres	1 - Indirect	Director	Filipino	--
Common	Amy Huang	49,999 - Direct	Director	Chinese	0.02%
Common	Renato V. Diaz	9,376 - Direct	Director	Filipino	--
Common	Jaime M. Sto. Domingo	1,040 - Direct	Director & President	Filipino	--
Common	Alan Tsai	50,000 - Direct	Director	Chinese	0.02%
Common	Ma. Belina B. Mariano	1 - Indirect	Director & Asst. Corp. Sec.	Filipino	--
Common	Evelyn Lim Forbes	113,233 - Direct	Director	Filipino	--
Common	David Wang	1 - Indirect	Director/Executive Vice President & Chief Finance Officer	Chinese	--
Common	Consolacion B. Sanchez	1- Indirect	Director/Chairman	Filipino	--

The directors and executive officers as a group hold 0.013% of the total outstanding capital.

There has been no change in control of the registrant since the beginning of its last fiscal year.

There is no person who holds more than 5% of the common stock under a voting trust or similar agreement.

There is no arrangement which may result in a change in control of the registrant.

## INCUMBENT DIRECTORS AND EXECUTIVE OFFICERS

### A. Directors

<u>Office</u>	<u>Name</u>	<u>Age</u>	<u>Period as Directors</u>	<u>Citizenship</u>
Director	Chen Yu Cheng	66	2006 up to present	Chinese
Director	Samuel V. Torres (Independent Director)	57	2018 up to present	Filipino
Director	David Wang	66	1998 up to present	Chinese
Director	Alan Tsai	56	2011 up to present	Chinese
Director	Amy Huang	46	2011 up to present	Chinese
Director	Ma. Belina B. Mariano	60	2006 up to present	Filipino
Director	Renato V. Diaz (Independent Director)	76	1989 up to present	Filipino
Director	Jaime Sto. Domingo	73	1999 up to present	Filipino
Director	Consolacion A. Sanchez (Independent Director)	75	2015 up to present	Filipino
Director	Evelyn Lim Forbes	70	2010 up to present	Filipino

The aforesaid directors shall serve for a period of one (1) year and until their successor shall have been elected and qualified.

### B. Officers

The officers of the Corporation as of the date of this Information Statement are as follows:

<u>Office</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>	<u>Period as Officers</u>
Chairman	Consolacion A. Sanchez	75	Filipino	2017 up to present
President	Jaime M. Sto Domingo	73	Filipino	2017 up to present
Exec. Vice President & Chief Finance Officer	David Wang	66	Chinese	2017 up to present
Treasurer	Currently vacant			
Senior Vice President- Accounting & Auditor & Compliance Officer	Apolinario L. Posio	69	Filipino	2017 up to present
Corporate Secretary	Melyjane Bertillo- Ancheta	48	Filipino	2020 up to present
Asst. Corporate Secretary	Ma. Belina B. Mariano	60	Filipino	1995 up to present

**Consolacion A. Sanchez** is a Certified Public Accountant by profession. She graduated from the University of the East in November 1969 with the degree of Bachelor of Science in Business Administration Major in Accounting. She is currently a Director/Treasurer of Far Eastern International Garments, Inc. and Cemtex Apparel, Inc. She is also at present Chairperson of the Board of Filsyn Corporation.

**Mr. Jaime M. Sto Domingo** is the President and Chief Executive Officer of Filsyn Corporation. He is an MBA candidate of the Ateneo Graduate School of Business and holds a Bachelor of Science degree in Chemical Engineering from the University of the Philippines. He is the Chairman and President of Island King Aquaventures Corporation. He is also the Chairman of FYN Green PET Corporation. Furthermore, he is a Director of Cemtex Apparel, Inc. and Far Eastern International Garments, Inc.

**Mr. David Wang** is the Executive Vice President and Chief Finance Officer of Filsyn Corporation. He is the Chief Financial Officer of Far Eastern New Century Corporation. Mr. Wang received a Master's Degree in Business Administration from Mississippi State University. He is a director of Filsyn Corporation, Trans Pacific Oriental Holding Co., Inc. and FYN Green PET Corporation.

**Mr. Renato V. Diaz** is presently an independent director of Filsyn Corporation. He is presently the Chairman and President of RVD Management Services & Holding Co., Inc. He was formerly the Executive Vice President for Finance and Administration of Filsyn Corporation and Executive Vice President of Island King Aquaventures Corporation up to May 1992. He is also the former Vice President for Finance of The Manila Peninsula Hotel, Inc., Board member of Civil Aeronautics Board, Former Undersecretary and Presidential Assistant for North Luzon, and former Congressman, 1st District, Nueva Ecija.

**Atty. Samuel V. Torres** is the General Counsel of Pan Malayan Management & Investment Corporation of the Yuchengco Group of Companies. He also serves as the Corporate Secretary of various companies, i.e., House of Investments, Inc., iPeople, iNC., PetroEnergy Resources Corporation, Seafront Resources Corporation, Malayan Insurance Company, Inc., RCBC Bankard Services Corporation, RCBC Capital Corporation, RCBC Forex Brokers Corporation, RCBC Securities, Inc. and Sun Life Grepa Financial, Inc. He graduated from the University of the Philippines School of Economics with a degree in Bachelor of Science in Business Economics and took up Bachelor of Laws in the Ateneo de Manila University School of Law.

**Mr. Chen Yu Cheng** is a lawyer by profession and is the General Manager of Far Eastern New Century Corporation. Mr. Cheng received the Executive Master of Business Administration Degree in International Business Management from National Taiwan University, Republic of China.

**Mrs. Evelyn Lim-Forbes** is currently the Executive Vice President & General Manager of Capital Storage Facilities Corporation; Vice President of PLLIM Insurance Agency and Investments, Inc.; Treasurer of DI Security Services, Inc.; Director of Lipave Management Corporation. She attended - Asian Institute of Management (1974-

1976); Georgetown University (1972-1974); New York University (Summer 1970); Bennet College Millbrook, New York (1968-1970); Assumption Convent, SLV (1956-1968).

**Mr. Alan Tsai** is the Executive Vice President of Far Eastern New Century Corporation. Mr. Tsai received a Master's Degree in Operation Management from National Cheng Chi University in Taiwan.

**Ms. Amy Huang** is presently a Senior Manager of Far Eastern Group's Legal Department. Ms. Huang received her double degree in Law and Business from Queensland University of Technology and was admitted as a member of Queensland Law Society in 2000. Before joining Far Eastern Group, Ms. Huang worked as a practicing lawyer in Australia.

**Mr. Apolinario L. Posio** is the Senior Vice President-Accounting and Auditor and Compliance Officer of Filsyn Corporation. He was formerly the Vice President-Finance & Accounting of Filsyn Corporation. He is a Certified Public Accountant by profession. He graduated from the University of Santo Tomas with a degree of Bachelor of Science in Commerce Major in Accounting. He is at present a Director and Vice Chairman of TOTAL DEV Multi-Purpose Cooperative.

**Atty. Melyjane Bertillo-Ancheta** is the Corporate Secretary of Filsyn Corporation. She is a Partner at Sycip Salazar Hernandez & Gatmaitan. She is a member of the firm's Banking, Finance & Securities Group and Special Projects Group. Ms. Bertillo obtained her Bachelor of Laws in 2005 from the University of the Philippines. She also has a master's degree in Business Administration which she obtained in 2000 from the Ateneo Graduate School of Business. She obtained her Bachelor of Arts degree from the University of Nueva Caceres.

**Atty. Ma. Belina B. Mariano** is presently a Director and the Asst. Corporate Secretary of Filsyn Corporation. She is also the President of Trans-Pacific Oriental Holding Company, Inc. since September 2017 and President of Arpeggio International Resources Corporation since September 2017. She is a graduate of the Ateneo Law School and holds a Bachelor of Science degree Major in Mathematics and Physics from De La Salle University.

The business experiences stated therein for each of the directors and officers were for the last five (5) years or so.

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

There is no director or officer who is connected with any government agencies or its instrumentalities.

## RECOMMENDED DIRECTORS AND OFFICERS FOR 2022-2023

### A. Directors

The following are the individuals nominated as directors by the Nomination Committee (created by the Board pursuant to its Corporate Governance Manual):

<u>Name</u>	<u>Age</u>	<u>Citizenship</u>	<u>Incumbent Director</u>	<u>Nominee for Director</u>
David Wang	66	Chinese	✓	✓
Renato V. Diaz - Independent Director	76	Filipino	✓	✓
Jaime M. Sto Domingo	73	Filipino	✓	✓
Consolacion A. Sanchez - Independent Director	75	Filipino	✓	✓
Alan Tsai	56	Chinese	✓	✓
Ma. Belina B. Mariano	60	Filipino	✓	✓
Samuel V. Torres - Independent Director	57	Filipino	✓	✓
Bing Chang	66	Chinese	–	✓
Evelyn Lim-Forbes	70	Filipino	✓	✓
Amy Huang	46	Chinese	✓	✓
Florentino M. Herrera III	71	Filipino	–	✓

Under the Corporate Governance Manual of the Corporation, the nominee candidates for directors have already been pre-screened by NOMELEC pursuant to SRC Rule 38 and are nominated by the Nomination Committee and their names are submitted to the stockholders for their election.

**Mr. Bing Chang** is the Chief Operating Officer of Far Eastern New Century Corporation. Mr. Chang received a Master's Degree in Industry Engineering from Yuan Ze University in Taiwan. He is a director of FYN Green PET Corporation.

Mr. Renato Diaz, Ms. Consolacion A. Sanchez, and Mr. Samuel V. Torres have continuously possessed the qualifications and none of the disqualification of an independent director from the time they were first elected as such.

No director has resigned or declined to stand for reelection to the board since the date of the last annual meeting of security holders because of a disagreement with the registrant on any matter relating to the registrant's operations, policies or practices.



## B. Officers

The procedures for nomination and election of independent directors under SRC Rule 38 have been complied with.

The following persons will be nominated as officers for 2022 - 2023:

<u>Officer</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>
Chairman / President	Florentino M. Herrera III	71	Filipino
Chief Financial Officer	Apolinario L. Posio	69	Filipino
Treasurer	Marinela Santos	71	Filipino
Accounting Manager & Auditor & Compliance Officer	Giovanni C. Laya	31	Filipino
Corporate Secretary	Melyjane G. Bertillo-Ancheta	48	Filipino
Asst. Corp. Secretary	Ma. Belina B. Mariano	60	Filipino

The election of the officers will take place during the organizational board meeting currently scheduled to take place immediately after the Rescheduled Annual Stockholders' Meeting on September 15, 2022.

**Atty. Florentino M. Herrera III** is the founding partner of Herrera Teehankee & Cabrera Law Offices (established in 1986). He has been engaged in the general practice of law for the past forty-five (45) years specializing in corporate law practice. He graduated Cum Laude and Salutatorian at the University of the Philippines where he obtained his Bachelor of Arts in Political Science and Bachelor of Laws degrees.

**Marinela Santos** is currently the Head of Administration of Filsyn Corporation. She graduated from the College of the Holy Spirit in March, 1972 with the degree of Bachelor of Science in Commerce, Major in Accounting.

**Giovanni C. Laya** is a Certified Public Accountant by profession. He graduated Cum Laude from the Lipa City Colleges in March 2011 with the degree of Bachelor of Science in Accountancy.

Please see refer above to the write up on the Corporate Secretary and Assistant Corporate Secretary.

There is no person who is not an executive officer of the registrant who is expected to make a significant contribution to the business.

Except for tax credit certificates' cases now pending with the Sandiganbayan & Bureau of Customs, the Corporation has no claims or lawsuits now pending or in process or which have been settled as of June 30, 2022 involving damages or other claims, materially affecting the Company nor is there any liability in connection therewith.

The registrant has not had any transaction or any proposed transaction in which any director, executive officer, nominee or stockholder had a direct or indirect interest.

The registrant has no parent company.

## LEGAL PROCEEDINGS

As of June 30, 2022, there are no material pending legal proceedings before any court or agency to which the Corporation or any of its subsidiaries is a party, except for tax credit certificates' cases now pending with the Sandiganbayan and the Bureau of Customs. For details of tax credit certificates pending cases, please see attached hereto as Annex "A".

There are no events that occurred during the past five (5) years up to latest date that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, or control person of the registrant.

## FAMILY RELATIONSHIPS

There are no family relationships among the directors, executive officers or persons nominated.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has existing loan with its major stockholders which were used for working capital requirements.

Transactions with related parties comprise of the following:

	Amount/ Volume	Outstanding balance	Terms	Conditions
<i>Stockholder</i>				
<b>Trans-Pacific</b>				
Loans payable to a stockholder (Note 11)				
2021	P-	P152,997,000	Non-interest bearing until 2019, payable on demand; to be settled in cash	Unsecured and unguaranteed
2020	-	144,069,000		
<i>Stockholder</i>				
<b>Malaysia Garment</b>				
Restructured loans (Note 11)				
2021	P-	P930,132,682	Subject to financial restructuring	Secured by first and second MTIs
2020	-	930,132,682		
Accrued interest payable (Note 10)				
2021	P-	P471,661,145	Portion is subject to financial restructuring; payable in cash	Unsecured and unguaranteed
2020	18,331,964	459,829,146		

Additional details on this are found on page 32 of Annex "C" - Audited Financial Statements.

The Corporation retains the law firm of SyCip Salazar Hernandez & Gatmaitan and is paying them legal fees which the Corporation believes to be reasonable for the services rendered.

## INDEPENDENT DIRECTORS

Mr. Jaime M. Sto Domingo, a stockholder of the registrant, nominated through the Nomination Committee, Renato V. Diaz, Consolacion A.Sanchez and Samuel V. Torres as independent director to be elected s in the Rescheduled Annual Stockholders’ Meeting to be held on September 15, 2022. The Corporation has complied with SEC Circular No. 16 Series of 2002 (Guidelines on the Nomination and election of independent directors). Mr. Renato Diaz served as an officer of the Corporation up to May 1992 only. The Directors of the Company 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.

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The aggregate compensation paid to directors and principal officers is as follows:

NAME	PRINCIPAL POSITION		SALARY	BONUS	OTHERS	TOTAL
Jaime M. Sto Domingo	Director/President	2021	1,582,000	N/A	N/A	1,582,000
		2020	1,582,000	N/A	N/A	1,582,000
		2019	1,582.000	N/A	N/A	1,582.000

The above-named person is the only director and executive officer who is receiving salary from the corporation.

As of December 31, 2021, there were no bonuses and any other compensation received by the Directors and Executive Officers other than their regular compensation.

Estimated Compensation of the president/executive officer for 2022 is P1.5 Million.

Estimated aggregate compensation of all directors and officers as a group for 2022 is P1.7 Million.

Each aggregate compensation for 2021 and 2020 is P1.5 million and P1.5 million, respectively.

Each director received per diem for 2021 and 2020 amounting to P24,000/director for each year.

All of the directors have the opportunity to make a statement.

There is no employment contract or any compensatory plan or arrangement between the registrant and a named executive officer wherein such plan or arrangement results or will result from resignation, retirement or any other termination of such executive officer’s employment with the registrant or from a change-in-control of the registrant or a change in the named executive officer’s responsibilities following a change-in-control.

There is no outstanding warrant or options held by the registrant's chief executive officer, executive officer, and all officers and directors as a group.

## **APPOINTMENT OF AUDITORS**

The auditing firm of SyCip, Gorres, Velayo & Co. is being recommended for election as external auditor for the year 2022 – 2023. Representatives of the said firm are expected to be present at the stockholder's meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

In compliance with SRC Rule 68, (3)(b)(ix) changes were made in the assignment of SGV's engagement partners for the Corporation during the five (5) year period. Ms. Editha V. Estacio is SGV's current engagement partner for the Corporation starting the year ending 2020. She replaced Ms. Eleanore A. Layug.

### **Members of the Audit Committee:**

Chairman : Mr. Renato V. Diaz  
Members : Mr. Samuel V. Torres  
          : Mr. David Wang

## **INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS**

### **1. Audit Fees**

Except for the audit of the Company's financial statements, no other professional fees are rendered to the Company by the external auditor. The total audit fee for each of the last 2 years amounted to ₱1,700,000.00 in 2021 and ₱1,650,000.00 in 2020.

The audit committee of the Company evaluates and reviews the services and the corresponding audit fees to be charged by the external auditor. Upon approval, the Audit Committee recommends to the Board of Directors the services and corresponding audit fees of the external auditor. The Board of Directors then confirms, approves and ratifies the recommendation of the Audit Committee.

The Corporation had no material disagreements on accounting and financial disclosures with SyCip, Gorres, Velayo & Co., its external auditor.

### **2. Tax Fees and All Other Fees**

Other than the audit fees mentioned above, there are no other fees paid to the external auditor in each of the last two (2) fiscal years for professional services rendered, such as for tax accounting, compliance, advice, planning and any other form of tax services.

## **COMPENSATION PLANS**

The Corporation will not take any action with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed, with respect to any stock options, warrants or rights or to any other type of compensation plan.

## **ISSUANCE AND EXCHANGE OF SECURITIES**

There is no approval being sought for any action intended to be taken with respect to the authorization or issuance of any securities. Stockholders' approval was obtained on November 11, 2021 for the amendment of the Articles of Incorporation of the Corporation to effect an increase and then a decrease in its authorized capital stock, and other matters.

## **ACTION WITH RESPECT TO REPORTS**

The following are to be submitted for approval during the stockholders meeting:

- a. Minutes of the rescheduled meeting of stockholders held on November 11, 2021. The salient points of the said minutes are as follows:
  1. Approval of previous minutes of meeting held on September 17, 2020
  2. Approval of Management Report
  3. Approval of the Audited Financial Statements for the year 2020
  4. Ratification and Confirmation of Corporate Acts
  5. Appointment of SGV as External Auditors for the year 2021-2022
  6. Election of Directors for the term 2021-2022
  7. Approval of Resolutions Relating to Financial Restructuring, which are the same resolutions approved in the Special Board Meeting held on November 11, 2021 as set out in item A.12 below, but including the authority of the Board of Directors of the Corporation to approve any minor amendment to the Amended Articles of Incorporation in connection with the equity restructuring for the purpose of, among others, meeting the requirements of the SEC and the PSE, provided that any such amendment shall be consistent with the commercial intent as approved by the stockholders through the foregoing resolutions.

A copy of the said Minutes is attached as Annex "D".

- b. Management Report for the year ended December 31, 2021. A copy of the Management Report is attached as Annex "B".
- c. Audited financial statements for the year ended December 31, 2021. A copy of the said audited financial statements is attached as Annex "C".
- d. General ratification of the acts of the Board of Directors and the management from November 11, 2021, the date of the last annual stockholders meeting up to the date of this meeting.

The minutes of the annual stockholders' meeting held on November 11, 2021 refer to the matters taken up in the said meeting including the certification of notice and quorum for the transaction of business. The audited financial statements refer to financial operations, balance sheet and income statement of the Corporation.

The general ratification of the acts of the board of directors and management from the date of the last stockholders' meeting up to the date of this meeting refer to the approval by the stockholders of all actions and matters taken up and approved by the board of directors and management. Ratification is being sought in the interest of transparency and as a matter of customary practice or procedure.

Below is a summary of the board resolutions approved during the period November 11, 2021 to the date of this Information Statement:

A. Special Meeting of the Board of Directors on November 11, 2021 (immediately before the Annual Stockholders' Meeting on the same date)

1. Review and Approval of the (i) Minutes of the Special and Organizational Meetings of the Board of Directors Both Held on September 26, 2019, and (ii) Minutes of the Action of the Board of Directors on December 28, 2020
2. Management Report for 2020
3. Consideration and Approval of the Audited Financial Statements for the Year Ended December 31, 2020
4. Filing of the General Information Sheet for the Year 2021
5. Setting of the Date for the 2022 Annual Stockholders' Meeting
6. Authorization for the holding of 2021 and 2022 Stockholders' Meeting by Videoconference/Teleconference
7. Enrollment in the Online Submission Tool of SEC
8. Enrollment in the Online Filing and Payments, if any, for: Bureau of Internal Revenue, Social Security System, National Home Development Mutual Fund and Philhealth Insurance Corporation
9. Authority to Change Personnel to Submit Company Reports to PSE through PSE EDGE
10. Appointment of Various Signatories in Transactions with the Stock and Transfer Agent
11. Amendment of Previous Resolutions on Mortgage Trust Indenture so that new signatories are appointed
12. Various Resolutions on Financial Restructuring Project

- a. Amendments to the Seventh Article of the Articles of Incorporation of the Corporation to:
- (i) reduce the par value of common shares from ₱5.00 to ₱0.50 per share,
  - (ii) decrease the authorized capital stock from ₱1,200,000,000 to ₱120,000,000, and treat the capital contributed in excess of the reduced par value as additional paid in capital,
  - (iii) create Preferred Shares with a par value of ₱0.50 per share by way of reclassification of 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. into 33,426,498 Preferred Shares, and provide for the features of the Preferred Shares, and
  - (iv) approve the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to 33,426,498 Preferred Shares by way of conversion of debt as of December 31, 2020 amounting to ₱1,389,961,828 to equity with excess of the debt over the par value of the Preferred Shares as Additional Paid In Capital.

In connection with item (iii) above, the Preferred Shares shall have the following features:

- a. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the date designated by the Company in the public notice made two (2) weeks prior thereto;
- b. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% *per annum* of total debt converted in the amount of PHP1,389,961,828.00. Dividends in respect of the common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares.

The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Company has sufficient retained earnings.

The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

- c. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
- d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholders are thus entitled to subscribe to a total of 560,896,636 Common Stock upon conversion.

The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

Upon the conversion of THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares to Common Stock, the Corporation shall issue 733,716,319 Common Stock, broken down as follows: (1) 440,229,812 Class "A" Common Stock, with a par value of PHP 0.50 per share; and (2) 293,486,507 Class "B" Common Stock, with a par value of PHP 0.50 per share.

No issuance, conversion or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

- c. Further amendments to the Seventh Article of the Articles of Incorporation of the Company to increase the Company's authorized capital stock from ₱120,000,000 to ₱647,306,477.22 which consists of:
  - (i) 440,229,812 Class "A" common shares with par value of ₱0.50 per share, or an aggregate par value of ₱220,114,906;
  - (ii) 293,486,507 Class "B" common shares with a par value of ₱ 0.50 per share, or an aggregate par value of ₱146,743,253.50; and
  - (iii) 33,426,498 Preferred Shares, with a par value of ₱8.39 per share (increased from ₱0.50), or an aggregate par value of ₱280,448,318.22.

The Board of Directors approved the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to the increase in the par value of the 33,426,498 Preferred Shares, and the conversion of debt owed to it by the Corporation



as of December 31, 2020 amounting to PHP1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

- d. Use of the Additional Paid In Capital in the amount of ₱2,197,924,318.28 resulting from (1) the existing Additional Paid in Capital, (2) the decrease of capital through the reduction of par value, and (3) the conversion of the existing liability to Malaysia Garment Manufacturers (Pte) Ltd., to wipe out all the accumulated deficit of the Company.
- e. Filing with all governmental agencies and self-regulatory organizations, including without limitation, the Securities and Exchange Commission (“SEC”) and the Philippine Stock Exchange (“PSE”), any and all such documents as may be necessary to effect the foregoing amendments to the Articles of Incorporation and otherwise in connection with the foregoing resolutions. Without limiting the generality of the authority granted in this paragraph, these documents include the documents required by the SEC to approve the foregoing amendments to the Articles of Incorporation of the Corporation, the amendments to the registration statement of the Corporation as filed with the SEC, and documents as may be required by the PSE in connection with the foregoing amendments (including in respect of the 33,426,498 Class B Common Shares which are to be converted or reclassified to Preferred Shares).
- f. Authority of certain officers of the Corporation to sign documents and perform all acts in connection with the amendments and as may be necessary to effect the resolutions, and authority of SyCip Gorres & Velayo, the Corporation’s financial advisor, or any other advisor, or any representative of the Corporation, to make file and liaise with all governmental agencies and self-regulatory organizations to effect the foregoing amendments and to perform any and all such acts as may be necessary to implement these resolutions;
- g. Resolutions authorizing SyCip Gorres & Velayo, the Corporation’s financial advisor, or any other advisor, or any representative of the Corporation, in each case as may be designated by the President of the Corporation, be as it is hereby authorized to file any and all such documents as may be necessary to be filed and liaise with all governmental agencies and self-regulatory organizations, including the SEC and the PSE, to effect the foregoing amendments and to perform any and all such acts as may be necessary to implement these resolutions;
- h. Revocation of the September 20, 2018 resolutions approving (i) the amendments to the Seventh Article of the Articles of Incorporation of the Corporation, and (ii) the conversion of debt to additional paid in capital to be reserved for the conversion of preferred shares to common shares, with the said resolutions being superseded by the resolutions approved at the November 11, 2021 stockholders’ meeting. For the avoidance of doubt, the September 20, 2018 resolutions on the amendments to the Registration

Statement shall continue to be in effect, except to the extent amended as above in respect of the authorized signatories thereof.

B. Organizational Meeting of the Board of Directors on November 11, 2021 (immediately after the Annual Stockholders’ Meeting on the same date)

1. Certification of Election of Directors for the Year 2021-2022
2. Election of Officers for the Year 2021-2022
3. Appointment of Committee Members

C. Minutes of the Action of the Board of Directors in July 2022 appointing the authorized signatories of the Corporation to transact with BDO Unibank, Inc., China Banking Corporation, and CTBC Bank (Philippines) Corp.

Please see below table for the attendance of the directors in the 2021 board of directors’ meetings.

Date of Meetings / Resolutions	November 11, 2021 Special Board Meeting	November 11, 2021 Rescheduled Annual Stockholders’ Meeting	November 11, 2021 Organizational Board Meeting
<b>Directors’ Name</b>			
Consolacion A. Sanchez	√	√	√
Jaime M. Sto Domingo	√	√	√
David Wang	√	√	√
Renato V. Diaz	√	√	√
Samuel V. Torres	√	√	√
Evelyn L. Forbes	X	X	X
Amy Huang	√	√	√
Alan Tsai	√	√	√
Chen Yu Cheng	X	X	X
Ma. Belina B. Mariano	√	√	√

The Corporation is on a capital deficiency position and thus there has been no payment of dividends.

Please see section on “Certain Relationships and Related Transactions” on page 13.

## **MATTERS NOT REQUIRED TO BE SUBMITTED**

The general ratification of the acts of the board of directors and management from the date of the last stockholders' meeting up to the date of this meeting refer to the approval by the stockholders of all actions and matters taken up and approved by the board of directors and management such as matters related to the Corporation's operations (e.g. appointment of signatories to the said bank accounts, sale/lease of properties, etc.). Although not required, it is standard to include this general ratification or approval in every annual stockholders' meeting of the Corporation.

Moreover, stockholders' approval of the Management Report is not required.

The Corporation does not expect to receive a negative vote on either of these two items, but in the remote event that this happens, the management can note that ratification or approval is not required as a matter of law.

No other action is to be taken with respect to any matter that does not require the submission to a vote of security holders, subject to the note above on the ratification.

## **AMENDMENTS OF CHARTER, BY-LAWS & OTHER DOCUMENTS**

The amendments of the Articles of Incorporation were already tabled for approval by the stockholders and were approved by the stockholders at the Rescheduled Annual Meeting of Stockholders held on November 11, 2021. At the present, no new amendments will be requested for approval by the stockholders.

## **OTHER PROPOSED ACTION**

The following are the other matters for action of the stockholders:

- a. Election of directors for the current year 2022-2023. Please see pages 10 and 11 for the names of the individuals nominated for the position of directors of the Company.
- b. Appointment of SGV & Co. as External Auditor for the year 2022-2023 there is no action to be taken with respect to any matter not specifically referred to above.

## **VOTING PROCEDURES**

### **Vote required for approval:**

At the rescheduled annual stockholders' meeting to be held on September 15, 2022, there must be present, either in person or by representative authorized to act by written proxy, the owners of the majority of the outstanding capital stock as of August 16, 2022.

Proxies shall be submitted before the annual stockholders' meeting.

Pursuant to Section 23 of the Revised Corporation Code but subject to the Sixth Articles of the Amended Articles of Incorporation of the Corporation, candidates receiving the highest number of votes shall be declared elected. Pursuant to Section 15 of the Revised Corporation Code, the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock shall be required in respect of any amendment to the Articles of Incorporation. Unless the Revised Corporation Code or the By-Laws provides otherwise, the vote required for other matters in the agenda for this rescheduled annual stockholders' meeting is the vote of the owners of the majority of the outstanding capital stock. Please refer to page 4 on the topic on voting securities.

The procedure for each of the item that is subject to approval by the stockholders is as follows:

1. The chairman of the meeting announces that the particular item (e.g. ratification of the board of directors and management) is subject to motion for approval by the stockholders;
2. A stockholder moves for the approval of the particular item;
3. Another stockholder seconds the motion; and
4. The chairman of the meeting states that the motion is carried.

**Method by which votes will be counted:**

All matters subject to vote except in cases where the law provided otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote thereat, a quorum being present as of September 15, 2022.

Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote of any question need not be by ballot, each ballot shall be signed by the stockholder voting or in his name by his proxy if there be such proxy, and shall state the number of shares owned by him. If not by ballot, the method of counting the votes is *viva voce* as of September 15, 2022. The Corporate Secretary and the Stock & Transfer agent of the corporation are authorized to count the votes to be cast. Please refer to page 4 on the topic on voting securities.

**INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON**

There is no substantial interest, direct or indirect, by security holdings or otherwise, of each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year, of each nominee for election as a director of the registrant or of each associate of any of the foregoing persons.

A copy of the Annual Report has been filed with Philippine Stock Exchange.

## UNDERTAKING

**THE CORPORATION UNDERTAKES TO FURNISH WITHOUT CHARGE ON THE WRITTEN REQUEST OF ANY SECURITY HOLDER A COPY OF THE CORPORATION'S ANNUAL REPORT OR SEC FORM 17-A. THE REQUEST SHOULD BE ADDRESSED TO MESSRS. JAIME M. STO DOMINGO and APOLINARIO L. POSIO, UNIT 8 5B PEARLBANK CENTRE, 146 VALERO ST., SALCEDO VILLAGE, MAKATI CITY.**

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on August 24, 2022.

**FILSYN CORPORATION**  
Issuer

  
**Jaime M. Sto Domingo**  
President

## **ANNUAL REPORT**

### **FINANCIAL STATEMENTS**

The Company's consolidated financial statements for the year ended December 31, 2021 are attached hereto as Annex "C".

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

Filsyn Corporation continued to generate income mainly from warehouse rentals which was sufficient to cover all expenses, hence, there was no need for any outside financing to sustain its operations.

The Company's losses for the last three (3) years were due to non-commercial operations. The Company has no plan yet to resume commercial operations. In view of the non-commercial operation of the Company for the last three (3) years, there were no material key variable and other qualitative and quantitative factors nor performance indicators nor any major risks to consider.

There can be no comparable discussions to assess material changes during the last three (3) years because of the non-commercial operation of the Company.

There were no events during the last three (3) years that will trigger direct or contingent financial obligation that was material to the Company. There were for the last three (3) years no material, off-balance sheet, transactions, arrangements, obligations (including contingent obligations) nor any other relationships with unconsolidated entities or other persons. There were no material commitments for capital expenditures.

The Company can satisfy its cash requirement for the next 12 months. The Company will not raise additional funds in the next 12 months.

The Company has no product research and developments for the term of the plan.

The Company will not purchase any plant or equipment within the next 12 months.

The Company does not expect any significant changes in the number of employees.

There are no seasonal aspects that have material effect to the financial statements.

The main concern of the Company up to now is how to settle the debt issue.

## **Business Plan**

The Board of Directors and the Stockholders of Filsyn on September 21, 2017 approved a business plan to settle outstanding liabilities, improve capital deficiency and revive business activity of the Company. The business plan requires a restructuring of equity which will allow the Company to enter into an agreement with creditor to extinguish debt and lift the mortgage on the Sta. Rosa Property in order to pave the way for the development thereof. The equity restructuring will likewise improve the equity of the Company so that it could undertake a new business activity for recycling Polyethylene Terephthalate (PET) subject to favorable feasibility study such as location, market demand, availability of suitable raw materials...etc. The said business plan was disclosed to the PSE on September 21, 2017 and designed in good faith on the strength of a legitimate and proper corporate objective of saving the real property of the Company as duly warranted by its corporate affairs. The proposed recycling plan has been registered with the SEC under the name of FYN Green PET Corporation dated June 6, 2019.

On September 21, 2018, corporate approvals were obtained for the following corporate actions aimed at restructuring the Company's equity:

- Reduce the par value of all common shares from PHP5.00 to PHP2.50 per share,
- Create Preferred Shares by reclassifying 33,426,498 Common B Shares held by foreign stockholders-creditors with par value of PHP2.50 per share, and
- Convert restructured loans and interests amounting to a total of PHP1,318,316,337 to additional paid in capital by considering the amount as premium in converting the 33,426,498 Common B Shares held by foreign stockholder-creditor to Preferred Shares.

However, the above corporate actions have not been implemented yet, and acting upon the advice of its financial advisor, the Company sought the approval of the stockholders and Board of Directors on the following matters:

- Amendments to the Seventh Article of the Articles of Incorporation of the Corporation to:
  - (i) reduce the par value of common shares from ₱5.00 to ₱0.50 per share,
  - (ii) decrease the authorized capital stock from ₱1,200,000,000 to ₱120,000,000, and treat the capital contributed in excess of the reduced par value as additional paid in capital,
  - (iii) create Preferred Shares with a par value of ₱0.50 per share by way of reclassification of 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. into 33,426,498 Preferred Shares, and provide for the features of the Preferred Shares, and
  - (iv) approve the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to 33,426,498 Preferred Shares by way of conversion of debt as of December 31,

2020 amounting to ₱1,389,961,828 to equity with excess of the debt over the par value of the Preferred Shares as Additional Paid In Capital.

- Further amendments to the Seventh Article of the Articles of Incorporation of the Company to increase the Company's authorized capital stock from ₱120,000,000 to ₱647,306,477.22 which consists of:
  - (i) 440,229,812 Class "A" common shares with par value of ₱0.50 per share, or an aggregate par value of ₱220,114,906;
  - (ii) 293,486,507 Class "B" common shares with a par value of ₱ 0.50 per share, or an aggregate par value of ₱146,743,253.50; and
  - (iii) 33,426,498 Preferred Shares, with a par value of ₱8.39 per share (increased from ₱0.50), or an aggregate par value of ₱280,448,318.22.

The Board of Directors approved the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to the increase in the par value of the 33,426,498 Preferred Shares, and the conversion of debt owed to it by the Corporation as of December 31, 2020 amounting to PHP1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

- Use of the Additional Paid In Capital in the amount of ₱2,197,924,318.28 resulting from (1) the existing Additional Paid in Capital, (2) the decrease of capital through the reduction of par value, and (3) the conversion of the existing liability to Malaysia Garment Manufacturers (Pte) Ltd., to wipe out all the accumulated deficit of the Company.

As mentioned, the above corporate actions will primarily allow the Company to enter into an agreement with its creditor which will extinguish its liabilities and release the Sta. Rosa Property from its existing mortgage.

**Sta. Rosa Property**

The company owns a parcel of land located at Sta. Rosa, Laguna with a total area of 300,018 square meters which was mortgaged in 1982 to secure an interest bearing loan. In 1998, the same property was mortgaged in favor of various creditors to restructure its overdue and outstanding unsecured obligations amounting to P988 Million that included interests accrued up to April 30, 1998.

On December 10, 2009, the BOD of the Company approved to offer the property in Sta. Rosa, Laguna as *dacion* in payment of the entire obligation to Chinatrust, and in case of the latter's acceptance, to offer to manage the property in trust, in consideration of management fees and trustee fees, until such time as may be agreed by the parties.

On November 2, 2010, Chinatrust accepted the proposal of the Company to fully settle its outstanding loan obligation amounting to ₱1.3 billion through the Sta. Rosa property as *dacion* in payment. Chinatrust agreed that the Group shall not be liable for any deficiency between the amount of the outstanding loan obligation and the value of the Sta. Rosa



property. The “Dacion en Pago” did not materialize and the ownership of the loan was transferred to another creditor.

On October 24, 2016, the PSE has issued a letter to the Company on the subject: *Negative Stockholders' Equity and SEC Order of Revocation* requesting for update on the following items:

- Settlement of outstanding loan obligations amounting to P1.2 billion through the Sta. Rosa property as dacion;
- Discussions/negotiations with real estate companies for potential joint venture over the property to develop the 30 hectares (ha.) property located at Sta. Rosa, Laguna;
- Discussions/negotiations regarding the sale of the property located in Gen. Malvar Alvarez, Cavite City; and
- SEC Order of Revocation dated August 26, 2002.

On December 12, 2016, the Company responded to the PSE that discussions are ongoing on the first three (3) items above with the appropriate parties. Should the ongoing discussions on the abovementioned items be not fruitful, the Group will invite an investor to join them in developing the Sta. Rosa property. Management believes that the development of the land will increase its value and bring the Group's equity from negative to positive.

At the special meeting of the board of directors and in the annual stockholders' meeting of Filsyn Corporation both held on September 21, 2017, at least a majority of the directors and stockholders' of the Corporation approved a Business Plan to address the corporation's existing capital deficiency. The Business Plan consists of three (3) phases including:

1. Financial restructuring subject to SEC approval;
2. Development of a property located at Sta. Rosa, Laguna; and
3. A new business activity for recycled Polyethylene Terephthalate (PET) to be registered with the Philippine Economic Zone Authority (PEZA)

As mentioned above, the stockholders and Board of Directors of the Corporation approved on November 11, 2021 new terms of the financial restructuring.

In 2002, the SEC has issued Order of Revocation of the Company's Registration of Securities and Permit to Sell Securities to the public. On February 2005, the SEC acknowledged the Parent Company's full payment of the penalties for the reportorial violations.

On February 18, 2018, the Commission en Banc has resolved to lift the Order of Revocation. The lifting of the Order of Revocation directed the Company to amend its Registration Statement to reflect any prior changes prior to restatement of its registration statement and permit to sell securities.

There is no other information about parties that fall outside the definition of “related parties” under SFAS/IAS No. 24.

Please see Annex “B” hereof for the Management Report.

**BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE REGISTRANT’S BUSINESS**

Filsyn Corporation, established in 1968, is the sole polyester fiber manufacturer in the country. It was primarily established to promote and support the polyester fiber requirements of the country’s textile industry. At the height of its production capacity, the Company produced 37,000 MT per year of polyester Staple Fiber (SF), Pre-Oriented Yarn (POY), Filament Yarn (FY), Drawtextured Yarn (DTY), Polyethylene Teraphthalate (PET) Resin, and PET Bottles utilizing a 30-hectare plant in Sta. Rosa, Laguna and a 20-hectare plant in Gen. Mariano Alvarez in Cavite.

In December 4, 1996, the Company was forced to cease its manufacturing operations in view of a crippling labor strike. Even after the settlement of the strike in September 1997, production has not resumed.

At present, the Company’s sources of funds still consist mainly of warehouse rental lease income.

SRTC Development Corporation, one of the subsidiaries, was registered with the Securities and Exchange Commission on April 30, 1992 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds, and to improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances. SRTC Development Corporation has never started commercial operations. On November 22, 2001, the stockholders approved the amendment of the subsidiary’s Articles of Incorporation to shorten its life until December 31, 2001. As a result, the Company changed its basis of accounting from the going concern basis to the liquidation basis.

Island King Aquaventures Corp., one of the subsidiaries, was registered with the Commission on September 15, 1986 primarily to engage in the business of aquaculture and undertake any and all related activities necessary, incidental, and related thereto. Beginning 2001, IKAC ceased its normal operations and started to rent out its investment property.

**DETAILS OF THE SUBSIDIARIES AS OF 31 DECEMBER 2021 ARE AS FOLLOWS:**

NAME	PLACE OF INCORPORATION		FULLY PAID-UP COMMON SHARE CAPITAL	PERCENTAGE OF EQUITY OWNERSHIP OF FILSYN CORP.	PRINCIPAL ACTIVITIES
SRTC DEV. CORP.	Philippines	P	14,679,742	57%	Development & mgt. of real estate &

					appurtenant structures “in the process of liquidation”
ISLAND KING AQUAVENTURES CORP.	Philippines	P	62,574,260	77%	Nature of the business is under leasing due to the fact that the normal operations of the company has ceased on 2001 and started to rent out its investment property.
FYN GREEN P.E.T. CORPORATION	Philippines	P	25,000,000	100%	Production of high-quality filament grade recycled PET chips (R-Chips) and the importation of raw materials, machinery, equipment, tools, goods, wares, articles, or merchandise

## **OFFICERS AND DIRECTORS**

Refer to page 7 to 11 of the Information Statement

## **DESCRIPTION OF REGISTRANT’S SECURITIES**

As of the date of this Information Statement, the Corporation has an authorized capital stock of ₱1.2 billion consisting of (i) ₱720,000,000 divided into 144,00,000 shares of Class “A” Common Stock with a par value of ₱5.00 per share, and (ii) ₱480,000,000 divided into 96,000,000 shares of Class “B” Common Stock with a par value of ₱5.00 per share. All shares of Common Stock of the Corporation whether Class A or Class B enjoy the same rights and privileges, except as herein otherwise specified.

As of June 30, 2022, there are 123,747,707 Class “A” Common Stock and 82,498,474 Class “B” Common Stock, which are outstanding. These shares are listed with the PSE, although trading of such shares is currently suspended.

Shares of Class A Common Stock are subject to the following limitations: only Philippine Nationals, as hereinbelow defined, are qualified to acquire, own or hold shares of Class A Common Stock of the Corporation and no such shares may be issued, sold or transferred except to such qualified persons or firms. Any issuance, sale or transfer of shares of Class A Common Stock, whether voluntary or by operation of law, made in violation of the foregoing condition shall be null and void and shall not be registrable in the books of the Corporation. For the purposes of this provision, a "Philippine National" shall mean a citizen of the Philippines; or a partnership or association wholly-owned by citizens of the Philippines; or a corporation organized under the laws of the Philippines of which at least

sixty percent (60%) of the members of the Board of Directors and at least sixty percent of the capital stock outstanding (which percentage shall not be less than sixty percent (60%) of the capital stock outstanding and entitled to vote) is owned and held by citizens of the Philippines; or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine National and at least sixty percent (60%) of the fund will accrue to the benefit of Philippine Nationals.

In the event the Corporation shall find that a holder of Class A Common Stock is not qualified or has in any manner lost his/its qualification to own shares of such stock in the Corporation, then the Corporation, either by itself or through any other qualified and willing stockholder is designated by its Board of Directors, shall have the right to forthwith purchase the shares of Class A Common Stock of the disqualified stockholder at the book value of such shares, computed on the basis of the latest available audited financial statements of the Corporation, of or if the shares be listed on any stock exchange, at the market value thereof at the time of purchase. Upon payment or tender of payment of the book value or the market value of the shares, as the case may be, of the disqualified stockholder, the Secretary of the Corporation shall have full authority, as the attorney-in-fact of the disqualified stockholder, to transfer the said stockholder's shares in favor of the Corporation or the transferee stockholder(s) designated by the Board of Directors of the Corporation which transfer may be made without need of any further authorization from the disqualified stockholder, who upon demand shall be bound to surrender to the Secretary for cancellation the corresponding stock certificate(s) duly endorsed by such stockholder. The failure of such disqualified stockholder to surrender his/its stock certificates as aforesaid shall not however prevent the aforementioned transfer from being registered in the books of the Corporation and from being otherwise effective.

Share of Class B Common Stock shall be issued subject, to the following limitations: the total number of shares of Class B Common Stock which shall at any time be subscribed, issued or outstanding shall in no case exceed four-sixths ( $4/6$ ) of the total number of shares of Class A Common Stock then subscribed, issued or outstanding. Any issuance of or subscription to any shares of Class B Common Stock in violation of this condition shall be deemed null and void.

The pre-emptive right provided in Revised Corporation Code is not denied in the Articles of Incorporation, as amended to date.

Save as already discussed above, there are no provisions in the Articles of Incorporation and By-Laws of the Corporation, as amended to date, which would delay, defer or prevent a change in control of the registrant.

There were no unregistered securities sold during the last three (3) years.

As mentioned elsewhere in this Information Statement, the stockholders and Board of Directors of the Corporation approved the amendment of the Seventh Article of the Corporation's Articles of Incorporation to effect a decrease and then an increase in the capital stock of the Corporation, and effect other revisions, as part of the financial restructuring project.

## MARKET PRICE OF AND DIVIDENDS OF THE REGISTRANT'S COMMON EQUITY

### Market Information

The common shares, both Class "A" and Class "B", of the Corporation are listed on the Philippine Stock Exchange ("PSE"). However, the Corporation's common equity has not been traded on account of the trading suspension. Accordingly, there are no information on the high and low sales prices for each quarter within the last two fiscal years and any subsequent interim period for which financial statements are required by SRC Rule 68. However, please see below the high and low prices on the year the shares were last traded.

#### Stock Prices:

	High	Low
Only Available Movements:		
March 29, 2000	₱3.00/share	closing prices

In connection with the amendments to the Seventh Articles of the Articles of Incorporation of the Corporation which were approved on November 11, 2021 by the stockholders and the Board of Directors, 33,426,498 Class B shares held by Malaysia Garment Manufacturers (Pte) Ltd. into 33,426,498 Preferred Shares will be reclassified converted into preferred shares.

### Holders

Please see below list of the Top 20 shareholders of the Corporation as of June 30, 2022 for Class A and B. The total number of shares held is 206,246,181.

#### List of Top 20 Stockholders As of June 30, 2022 (Class A)

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid	Percentage To Total
Trans-Pacific Oriental Holding Co., Inc.	63,578,181	30.83
Development Bank of the Philippines	10,256,409	5.00
PCD Nominee Corporations (Filipino)	9,129,830	4.40
National Development Company	6,814,453	3.30
Equitable Banking Corporation	6,564,103	3.20
Security Bank & Trust Company	4,648,924	2.30
Lepanto Consolidated Mining Co., Inc.	4,081,651	2.00
PLLim Investments, Inc.	2,894,000	1.40
Pan Malayan Mgt.& Investments Corp.	2,393,658	1.20
Phil. Carpet Manufacturing Corp.	2,063,581	1.00
Abundance Providers & Entrepreneurs Corp.	1,600,807	0.80
Equitable Development Corporation	772,305	0.40

Equitable Leasing Corporation	772,305	0.40
Laguna Estates Development Corp.	626,190	0.30
Rexlon Industrial Corporation	589,492	0.30
C.J. Yulo & Sons, Inc.	574,950	0.28
Capital Garment Corp.	484,398	0.23
La Tondena Incorporation	477,058	0.23
Lepanto Investments & Dev. Corp.	463,382	0.22
Palanca Investment & Trading Group Inc.	429,360	0.21

TOTAL	119,215,037
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Total Issued & Outstanding	206,246,181
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**List of Top 20 Stockholders**  
**As of June 30, 2022**  
**(Class B)**

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid)	Percentage To Total
Far Eastern Investment Holding Limited	45,065,670	21.85
Malaysia Garment Manufacturer (Pte) Ltd.	33,426,498	16.21
Hsu Shu Tong (Douglas Hsu)	450,000	0.22
Shih Jar Yi (Johnny Shih)	200,000	0.096
Lih The Chang	50,000	0.024
Chen Yu Cheng	50,000	0.024
Ting Chan Chen	50,000	0.024
Alan Tsai	50,000	0.024
Amy Huang	49,999	0.024
Yu Hsien Tseng	50,000	0.024
Cheng Lung Hu	49,999	0.024
David Wang	1	
Total	79,492,167	

Total Issued & Outstanding Shares:	206,246,181
------------------------------------	-------------

Class A - Issued only to Filipino Citizen or entities

Class B - Issued to foreigners

Once the amendments to the Seventh Article of Incorporation of the Corporation as approved by the stockholders and Board of Directors on November 11, 2021 are approved by the SEC, the capital structure of the Corporation after the decrease and then increase of the Corporation's authorized capital stock will be as follows (assuming no other change in the stockholdings):

	<b>Nationality Breakdown</b>	<b>Number of Shares</b>	<b>Aggregate Par Value (₱0.50 for each Class A and B and ₱8.39 for each Preferred)</b>
<b>Class A Common Stock</b>			
Authorized Capital Stock		440,229,812	220,114,906
Issued & Outstanding Shares	Filipino	123,747,707	61,873,853.50
Paid-Up Capital		-	61,873,853.50
<b>Class B Common Stock</b>			
Authorized Capital Stock		293,486,507	146,743,253.50
Issued & Outstanding Shares	Foreign	49,071,976	24,535,988
Paid-Up Capital (based on par)			24,535,988
<b>Preferred Stock</b>			
Authorized Capital Stock		33,426,498	280,448,318.22
Issued & Outstanding Shares	Foreign	33,426,498	280,448,318.22
Paid-Up Capital		-	280,448,318.22
<b>Total Number of Outstanding Shares</b>		<b>206,246,181</b>	
<b>Additional Paid In Capital</b>			
Additional Paid-In Capital (original)		-	143,589,745.0
Additional Paid-In Capital (from decrease in ACS)			928,107,814.5
Additional Paid-In Capital (from debt to equity conversion)			1,126,226,758.78
<b>Total Additional Paid-In Capital</b>			<b>2,197,924,318.28</b>
<b>Number of Stockholders</b>			
			<b>516</b>

Following such approval, there will be no change on the percentage of the present holdings (as computed based on the total number of outstanding common shares) of the Corporation's common equity beneficially owned by (i) any person or group who is known to the registrant to be the beneficial owner of more than five percent (5%) of any class of the registrant's common equity; (ii) each director and nominee; and (iii) all directors and officers as a group, and the registrant's present commitments to such persons with respect to the issuance of shares of any class of its common equity. However, the number of outstanding

Class B shares will be reduced as set out above, while there will be Preferred Shares outstanding since the 33,426,498 Class B Common Shares in the name of Malaysia Garment Manufacturer (Pte) Ltd. will be converted into Preferred Shares.

### **Dividends**

The Corporation has not declared any dividends for the past 10 years. Based on Agreements covering the debts secured by the first and second MTI, one of the restrictions is payment of cash dividends.

### **DISCUSSION ON COMPLIANCE WITH LEADING PRACTICES ON CORPORATE GOVERNANCE**

- a. To measure and determine the level of compliance of the Board of Directors and top level Management with its Manual of Corporate Governance, the Corporation has adopted and established the SELF-RATING SYSTEM ON CORPORATE GOVERNANCE introduced by the Securities and Exchange Commission.
- b. The following measures are being undertaken by the Corporation to fully comply with leading practices on good corporate governance.
  - Full compliance with SEC Memo Circular No. 2, Series of 2002 as well as all other relevant circulars on corporate governance;
  - Implementation of the roles and tasks of the committees on Audit, Nomination, Compensation, Board Risk Oversight, Corporate Governance and Related Party Transaction; and
  - Dissemination to members of the Board of Directors and corporate officers of the contents of the Manual of Corporate Governance.
- c. There is no deviation from the company's Manual of Corporate Governance.
- d. In view of the non-commercial operations of the Company, it has held in abeyance any plan to improve corporate governance of the company.
- e. In compliance with SEC Memorandum Circular No. 19, Series of 2016 dated 22 November 2016 on the subject Code of Corporate Governance for Publicly Listed companies, Filsyn Corporation submitted to SEC a new Manual on Corporate Governance on May 19, 2017.

To date, the Company has substantially complied with the Company's new Manual on Corporate Governance.



**CERTIFICATE OF INDEPENDENT DIRECTOR**

I, **CONSOLACION A. SANCHEZ**, Filipino, of legal age, and with office address at 100 Marcos Alvarez Ave., Talon, Las Piñas City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **FILSYN CORPORATION** and have been its independent director since 2015
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
CEMTEX APPAREL, INC.	DIRECTOR	MAY 9, 1989 TO PRESENT
FAR EASTERN INTERNATIONAL GARMENTS, INC.	DIRECTOR	AUG. 1989 TO PRESENT

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to nor a nominee or representative of any director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.
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 **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this 6<sup>th</sup> day of July, 2022 at Las Piñas City.



**CONSOLACION A. SANCHEZ**  
Affiant

SUBSCRIBED AND SWORN to before me this AUG 09 2022 MAKATI CITY at \_\_\_\_\_, affiant personally appeared before me and exhibited to me her TIN 109-232-013 as competent evidence of her identity.

Doc. No. 196 ;  
Page No. 41 ;  
Book No. 11 ;  
Series of 2022

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2022  
IBR No. 05729-Lifetime Member  
MCLE Compliance No. VI-0024312  
Appointment No. M-02-(2021-2022)  
PTR No. 8852511 Jan. 3, 2022  
Makati City Roll No. 40091  
101 Urbah Ave. Campos Rueda Bldg  
Brgy. Pio Del Pilar, Makati City

**CERTIFICATE OF INDEPENDENT DIRECTOR**

I, **RENATO V. DIAZ**, Filipino, of legal age, and with office address at c/o RVD Management, G/F NDC Building, 116 Tordesillas St., Salcedo Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **FILSYN CORPORATION** and have been its independent director since 2008.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
RVD Management Services & Holding Co., Inc.	Chairman and President	


3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to nor a nominee or representative of any director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.
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 **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this AUG 09 2022 day of 2022 at MAKATI CITY

  
**RENATO V. DIAZ**  
Affiant

SUBSCRIBED AND SWORN to before me this AUG 09 2022 at MAKATI CITY, affiant personally appeared before me and exhibited to me his TIN 108-762-984 as competent evidence of his identity.

Doc. No. 194 ;  
Page No. 40 ;  
Book No. 11 ;  
Series of 2022

  
**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2022  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VI-0024312  
Appointment No. M-02-(2021-2022)  
PTR No. 8852511 Jan. 3, 2022  
Makati City Roll No. 40091  
101 Urbah Ave. Campos Rueda Bldg  
Brav. Pio Del Pilar, Makati City

## CERTIFICATE OF INDEPENDENT DIRECTOR

I, **SAMUEL V. TORRES**, Filipino, of legal age and with office address at Fourth Floor, Grepalife Building, 221 Sen. Gil Puyat Avenue, Makati City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:


1. I am a nominee for Independent Director of **FILSYN CORPORATION** for the year 2022-2023 and have been its independent director since 2018.
2. I am affiliated with the following company/ies or organization/s as indicated in the attached Biographical Data, which forms integral part hereof.
3. I possess all the qualities and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to nor a nominee or representative of any director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any criminal or administrative case that is currently being litigated actively before any court or tribunal.
6. I am not in government service nor affiliated with a government agency or GOCC.
7. 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.
8. I shall inform the Corporate Secretary of **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this      day of 2022 at MAKATI CITY

  
**SAMUEL V. TORES**  
Independent Director

SUBSCRIBED AND SWORN to before me this AUG 09 2022 at MAKATI CITY, affiant personally appeared before me and exhibited to me his TIN 133-734-895 as competent evidence of his identity.

Doc. No. 195 ;  
Page No. 40 ;  
Book No. 11 ;  
Series of 2022

  
**ATTY. GERVACIO B. ORTIZ JR**  
Notary Public City of Makati  
Until December 31, 2022  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VI-0024312  
Appointment No. M-82-(2021-2022)  
PTR No. 8852511 Jan. 3, 2022  
Makati City Roll No. 40091  
101 Urbah Ave. Campos Rueda Bldg  
Brgy. Pio Del Pilar, Makati City

## Annex A

### FILSYN CORPORATION List of Pending Tax Credit Certificates' Cases

1. Criminal Case No. 25922 – 25939  
Sandiganbayan, Quezon City, Fourth Division  
“People of the Philippines vs. Belicena, et. al”  
Date Filed – April 6, 2000
  - Case brought by Fact-Finding and Intelligence Bureau against executives of Filsyn Corporation questioning transfer of TCCs amounting to about P131M to Petron Corporation in collaboration with the One Stop Shop of Dept. of Finance.
  - Prosecution has presented their witness and Formal offer of exhibits.
  - Filsyn filed a motion for leave to file demurrer to evidence.
  - Next hearing is set for initial presentation of evidence for Filsyn.
  
2. Criminal Case No. OMB-C-04-0423-1  
Office of the Ombudsman  
“Special Presidential Task Force 156 vs. Antonio P. Belicena, et al.”  
Date Filed – June 28, 2004
  - Case brought by SPTF 156 against Board of Directors and some officers of Filsyn Corporation for Estafa, Falsification of Public Documents and Sec. 3(e) of R.A. 3019 as amended, concerning transfer of TCCs amounting to about P13.5M to Integrated Multi Cotton Mills, Inc. in collaboration with the One Stop Shop of Dept. of Finance.
  - “Counter-Affidavit” filed last November 9, 2004 for each respondent duly served.
  - Dismissal of case sought.
  - Submitted for resolution

# Annex B

## FILSYN CORPORATION MANAGEMENT REPORT FOR THE YEAR 2021

### TO OUR STOCKHOLDERS:

The Corporation continues to derive its income mainly from leasing warehouses and commercial spaces. Given the pandemic that has affected most of the businesses in the country, the corporation is fortunate to continue to derive from its operation, sufficient income to cover all of the Company's operating and miscellaneous expenses.

The Sta. Rosa property, which is the biggest asset of the Corporation, has a fair market value (FMV) of P8,900.00 per square meter, as determined by an Independent firm of Appraiser last December 31 2021. Compared to last year's FMV of P8,800.00 per square meter, there was an increase of only P100.00 per square meter. The property has now a FMV of about P2,670.00 Million, more or less.

The General Mariano Alvarez (GMA) property's FMV likewise increased, although slightly, to P3,000.00 per square meter from P2,800.00 per square meter last year as determined by the same Independent Firm of Appraiser last December 31, 2021. The total FMV of the property is now about P488 Million, more or less.

The Corporation's Total Assets based on audited Consolidated Financial Statements is P1,510.14 Million as of end of 2021.

The Total Current Liabilities is P2,146.80 Million as of end 2021. The increase was due to the interest expenses of around P18.00 Million on the first Mortgage Trust Indenture (MTI) loan with CTBC Bank (Phils.) Corporation (Chinatrust) and to the foreign exchange loss.

The Corporation's outstanding loan with Chinatrust, amounting to about P1.3 Billion remains. However, the ownership of the loan was transferred to another company which later sold the loan to Malaysia Garment Manufacturing (Pte) Ltd., a company incorporated in Singapore.

In preparation for the implementation of the Corporation's business plan as approved by the Board of Directors and Stockholders on September 21, 2017, the Corporation intends to settle its outstanding liabilities as of December 31, 2020 and obtain the release and cancellation of mortgage of its 30 has. Sta. Rosa property and to improve its financial position by wiping out deficiency.

Thus, corporate approvals were obtained on September 20, 2018 aimed at restructuring the Corporation's equity through the following corporate actions:

1. Reduction of the par value of all common shares from P5.00 to P2.50 per share;
2. Creation of Preferred Shares with special features by reclassifying 33,426,498 Common B shares held by foreign stockholders - creditors with par value of P2.50 per share; and
3. Conversion of restructured loans and interests amounting to a total of P1,318,316,337 to additional paid in capital by considering the amount as premium from the conversion of the 33,426,498 Common B shares held by foreign stockholders - creditors into Preferred shares.

Since the September 20, 2018 corporate approvals have not been implemented yet, and acting upon the advice of the financial advisor, SGV, the Corporation intends to amend further the restructuring plan by approving and implementing various corporate actions set out below, such that these new resolution shall supersede and revoke the September 20, 2018 resolution approving the amendments to the Seventh Article of the Articles of Incorporation of the Corporation.

**A. Decrease in Authorized Capital Stocks and Reclassification or Conversion of 33,426,498 Class B shares into 33,426,498 Preferred Shares**

1. Reduction of par value of all common shares from P5.00 per share to P0.50 per share;
2. Decrease the authorized capital stock from P1,200,000,000.00 to P120,000,000.00;
3. Treatment of the capital contributed in excess of the reduced par value as additional paid in capital;
4. Creation of Preferred shares by Reclassification of 33,426,498 Class B common shares into 33,426,498 Preferred shares with special features;
5. Subscription by Malaysia Garments Manufacturers (Pte) Ltd. to the 33,426,498 Preferred shares.

**B. Increase in Capital Stocks**

1. Increase of the Corporation's authorized capital stock from P120,000,000.00 to P647,306,477.72 consisting of:
  - a) 440,229,812 Class A Common Shares with par Value of P0.50 per share or an aggregate par value of P220,114,906.00;
  - b) 293,486,507 Class B Common Shares with par Value of P0.50 per share or an aggregate par value of P146,743,253.50;
  - c) 33,426,498 Preferred Shares with a par value of P8.39 per share or an aggregate par value of P280,448,318.22.
2. Subscription of Malaysia Garments Manufacturers (Pte) Ltd. to increase in par value of the 33,426,498 Preferred Shares amounting to P263,735,069.22
3. Conversion of debt owed to Malaysia Garments Manufacturers (Pte) Ltd. by the Corporation amounting to P1,389,961,828 to equity as payment for the 33,426,498 Preferred Shares with excess of the debt over the par value of preferred shares recorded as Additional Paid in Capital.

**C. Use of Additional Paid in Capital (APIC) to Wipe Out Deficit**

1. Use of the APIC in the amount of P2,197,924,318.28 resulting from:

- a) existing APIC
- b) decrease in capital through reduction of par value
- c) conversion of debt to Malaysia Garments

to wipe all the accumulated deficit of the Corporation.

**D. Filing of the Amended Articles of Incorporation of the Corporation and other documentary requirements with the SEC.**

With regards to FYN GREEN PET Corporation, the machineries needed for the operation of the recycling plant is currently being installed and target operation of the plant is by end of 2022.

The Corporation is very optimistic that SEC will approve the Amended Articles of Incorporation and all other documentary requirements filed, afterwhich the Company can finally go ahead and pursue its business plan of transforming FILSYN into a financially healthy and profitable corporation.



**CONSOLACION A. SANCHEZ**  
Chairperson



**JAMIE M. STO. DOMINGO**  
President

# COVER SHEET

for  
**AUDITED FINANCIAL STATEMENTS**

SEC Registration Number

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**COMPANY NAME**

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A	R	I	E	S																									

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

U	n	i	t		8	,		5	B		T	h	e		P	e	a	r	l	b	a	n	k		C	e	n	t	r
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l	a	g	e	,		M	a	k	a	t	i		C	i	t	y													

Form Type

1	7	-	A
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Department requiring the report

C	R	M
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Secondary License Type, If Applicable

N	/	A
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**COMPANY INFORMATION**

Group's Email Address

info@filsyncorp.com
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Group's Telephone Number

7-752-3133
------------

Mobile Number

+639673155296
---------------

No. of Stockholders

516
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Annual Meeting (Month / Day)

November 11
-------------

Fiscal Year (Month / Day)

December 31
-------------

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

Name of Contact Person

Mr. Jaime Sto. Domingo
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Email Address

info@filsyn.com
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Telephone Number/s

7752-3133
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Mobile Number

09673155296
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**CONTACT PERSON'S ADDRESS**

Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City
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**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.







**SECURITIES AND EXCHANGE COMMISSION**

SEC Building EDSA Greenhills  
Mandaluyong, Metro Manila

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

The management of **Filsyn Corporation** is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2021 and 2020, 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.

SyCip Gorres Velayo & Co., the independent auditor 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.

A handwritten signature in black ink, appearing to read "Consolacion A. Sanchez".

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**CONSOLACION A. SANCHEZ**

*Chairperson*

A handwritten signature in black ink, appearing to read "Jaime M. Sto. Domingo".

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**JAIME M. STO. DOMINGO**

*President*

A handwritten signature in black ink, appearing to read "Apolinario L. Posio".

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**APOLINARIO L. POSIO**

*SVP-Accounting, Auditor, and  
Compliance Officer*

Signed this \_\_\_\_\_ day of \_\_\_\_\_

**FILSYN CORPORATION, UNIT 8 5B/F PEARLBANK CENTRE, 146 VALERO ST., SALCEDO  
VILLAGE MAKATI CITY, PHILIPPINES, TEL. NOS.: 752-3133, 752-3383, 752-3611,  
TELEFAX: 752-3323 EMAIL: info@filsyncorp.com, ZIP CODE: 1227**

REPUBLIC OF THE PHILIPPINES) S.S.  
MAKATI CITY

**MAKATI CITY**

**MAY 30 2022**

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of \_\_\_\_, 2022, affiants exhibiting to me their competent evidence of identity to be the same persons, as follows:

Name	Tax Identification No.
-----	-----
Consolacion A. Sanchez	106-973735
Jaime M. Sto. Domingo	108-772644
Apolinario L. Posio	108-734589

Doc. No. ST  
Page No. 18  
Book No. 2011  
Series of 2022.

**ATTY. GERVACIO B. ORTIZ JR**  
Notary Public City of Makati  
Until December 31, 2022  
IBP No. 05729-Lifetime Member  
MCLE Compliance No. VI-0024312  
Appointment No. M-82-(2021-2022)  
PTR No. 8852511 Jan. 3, 2022  
Makati City Roll No. 40091  
101 Urbah Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

## INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders  
FILSYN Corporation  
Unit 8, 5B The Pearlbank Centre, 146 Valero St.  
Salcedo Village, Makati City

### Opinion

We have audited the consolidated financial statements of FILSYN Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and consolidated statements of comprehensive income, consolidated statements of changes in capital deficiency and consolidated statements of cash flows for each of the three years in the period ended December 31, 2021, and notes to the 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, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2021, in accordance with Philippine Financial Reporting Standards (PFRSs).

### Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit 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 Parent Company's Registration of Securities and Permit to Sell Securities to the public has been revoked in 2002. In addition, the Group incurred net loss of ₱43.0 million and ₱7.4 million 2021 and 2020, respectively, resulting in capital deficiency of ₱755.4 and ₱712.2 million as at December 31, 2021 and 2020, respectively. Also, the Group's current liabilities exceeded its current assets by ₱2,079.1 million and ₱2,021.8 million as at December 31, 2021 and 2020, respectively. These conditions, along with other matters as set forth in Note 1 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.



## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no other key audit matters to communicate in our report.

## **Other Information**

Management is responsible for the other information. The other information comprises the SEC Form 17-A for the year ended December 31, 2021, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2021, which are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and 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.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **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 PFRSs, 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.



## **Auditor's Responsibilities for the Audit 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 auditor's 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 PSAs 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 PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. 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 auditor's 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 auditor's 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 audit. We remain solely responsible for our audit opinion.



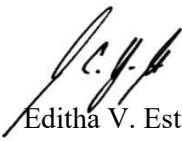
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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.

The engagement partner on the audit resulting in this independent auditor's report is Editha V. Estacio.

SYCIP GORRES VELAYO & CO.



Editha V. Estacio

Partner

CPA Certificate No. 91269

Tax Identification No. 178-486-845

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 91269-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-094-2020, July 27, 2020, valid until July 26, 2023

PTR No. 8853492, January 3, 2022, Makati City

May 27, 2022



**FILSYN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

	December 31	
	2021	2020
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Note 5)	₱54,646,425	₱62,301,069
Prepayments and other current assets - net (Note 6)	9,850,880	2,261,628
Other receivables	3,178,028	1,941,608
<b>Total Current Assets</b>	<b>67,675,333</b>	<b>66,504,305</b>
<b>Noncurrent Assets</b>		
Investment properties - at deemed cost (Note 9)	918,167,147	918,167,147
Property and equipment - net (Note 8)	497,376,971	507,500,000
Retirement plan assets (Note 20)	26,921,303	27,231,388
Investments in associates - net (Note 7)	1	1
<b>Total Noncurrent Assets</b>	<b>1,442,465,422</b>	<b>1,452,898,536</b>
<b>TOTAL ASSETS</b>	<b>₱1,510,140,755</b>	<b>₱1,519,402,841</b>
<b>LIABILITIES AND CAPITAL DEFICIENCY</b>		
<b>Current Liabilities</b>		
Accounts and other payables (Note 10)	₱507,435,893	₱502,030,193
Loans payable (Notes 11 and 19)	1,636,468,832	1,583,245,482
Dividends payable (Note 12)	156,087	156,087
Income tax payable	2,735,772	2,833,326
<b>Total Current Liabilities</b>	<b>2,146,796,584</b>	<b>2,088,265,088</b>
<b>Noncurrent Liability</b>		
Deferred tax liabilities (Note 18)	118,740,834	143,351,580
<b>Total Liabilities</b>	<b>2,265,537,418</b>	<b>2,231,616,668</b>
<b>Capital Deficiency Attributable to Equity Holders of the Parent</b>		
Capital stock (Note 12)	1,031,230,905	1,031,230,905
Additional paid-in capital	143,589,745	143,589,745
Remeasurement loss on retirement plan assets - net	(1,300,089)	(1,132,451)
Deficit (Note 1)	(1,912,778,550)	(1,869,478,370)
	(739,257,989)	(695,790,171)
<b>Non-controlling Interests</b> (Note 21)	<b>(16,138,674)</b>	<b>(16,423,656)</b>
<b>Total Capital Deficiency</b> (Note 1)	<b>(755,396,663)</b>	<b>(712,213,827)</b>
<b>TOTAL LIABILITIES AND CAPITAL DEFICIENCY</b>	<b>₱1,510,140,755</b>	<b>₱1,519,402,841</b>

*See accompanying Notes to Consolidated Financial Statements.*



**FILSYN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>Years Ended December 31</b>		
	2021	2020	2019
<b>REVENUES</b>			
Rental income (Notes 9 and 14)	₱52,224,845	₱36,411,089	₱39,504,490
<b>COSTS AND OPERATING EXPENSES</b> (Note 15)	<b>(45,963,197)</b>	(29,552,938)	(30,092,920)
<b>OPERATING INCOME</b>	<b>6,261,648</b>	6,858,151	9,411,570
<b>OTHER INCOME (EXPENSES) - net</b>			
Finance charges (Note 16)	(27,183,385)	(18,866,629)	(18,731,973)
Finance income (Note 5)	61,342	89,624	140,920
Other income (expense) - net (Note 17)	(40,219,300)	8,829,363	6,252,603
	<b>(67,341,343)</b>	(9,947,642)	(12,338,450)
<b>LOSS BEFORE INCOME TAX</b>	<b>(61,079,695)</b>	(3,089,491)	(2,926,880)
<b>PROVISION FOR (BENEFIT FROM)</b>			
<b>INCOME TAX</b> (Note 18)	<b>(18,064,497)</b>	4,340,968	5,173,755
<b>NET LOSS</b>	<b>(43,015,198)</b>	(7,430,459)	(8,100,635)
<b>OTHER COMPREHENSIVE (INCOME) LOSS</b>			
<i>Other comprehensive loss (income) not to be reclassified to profit or loss in subsequent periods:</i>			
Remeasurement (gain) loss on retirement plan assets	(223,518)	(1,617,767)	(1,821,561)
Income tax effect	55,880	485,330	546,468
<i>Other comprehensive loss closed to retained earnings:</i>			
Deferred tax on investment property (Note 18)	-	-	64,442,864
Other comprehensive loss (income), net of tax	<b>(167,638)</b>	(1,132,437)	63,167,771
<b>TOTAL COMPREHENSIVE LOSS, NET OF TAX</b>	<b>₱42,847,560</b>	₱6,298,022	₱71,268,406
<b>NET LOSS (INCOME) ATTRIBUTABLE TO:</b>			
Equity holders of the parent	₱43,300,180	₱7,384,077	₱8,083,897
Non-controlling interests (Note 21)	(284,982)	46,382	16,738
	<b>₱43,015,198</b>	₱7,430,459	₱8,100,635
<b>TOTAL COMPREHENSIVE LOSS (INCOME) ATTRIBUTABLE TO:</b>			
Equity holders of the parent	₱43,132,542	₱6,251,640	₱71,251,668
Non-controlling interest (Note 21)	(284,982)	46,382	16,738
	<b>₱42,847,560</b>	₱6,298,022	₱71,268,406
<b>LOSS PER SHARE</b>			
Basic and diluted, for net loss attributable to equity holders of the parent (Note 13)	<b>₱0.2099</b>	₱0.0360	₱0.0392

See accompanying Notes to Consolidated Financial Statements.





**FILSYN CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY  
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 and 2019**

	Equity attributable to equity holders of the parent					Total	Non-controlling Interest (Note 21)	Total Capital Deficiency
	Capital Stock (Note 12)	Additional Paid-in Capital	Remeasurement Gain (Loss) on Retirement Plan Assets (Note 20)	Deficit (Note 1)				
<b>Balances at January 1, 2019</b>	<b>₱1,031,230,905</b>	<b>₱143,589,745</b>	<b>(₱5,057,116)</b>	<b>(₱1,789,567,532)</b>	<b>(₱619,803,998)</b>		<b>(16,360,536)</b>	<b>(₱636,164,534)</b>
Net loss	–	–	–	(8,083,897)	(8,083,897)		(16,738)	(8,100,635)
Remeasurement gain (loss) on retirement plan assets, net of tax (Note 20)	–	–	2,792,228	–	2,792,228		–	2,792,228
Deferred tax on investment property closed to deficit (see Note 18)	–	–	–	(64,442,864)	(64,442,864)		–	(64,442,864)
Total comprehensive income (loss)	–	–	2,792,228	(72,526,761)	(69,734,533)		(16,738)	(69,751,271)
<b>Balances at December 31, 2019</b>	<b>₱1,031,230,905</b>	<b>₱143,589,745</b>	<b>(₱2,264,888)</b>	<b>(₱1,862,094,293)</b>	<b>(₱689,538,531)</b>		<b>(₱16,377,274)</b>	<b>(₱705,915,805)</b>
Net loss	–	–	–	(7,384,077)	(7,384,077)		(46,382)	(7,430,459)
Remeasurement gain (loss) on retirement plan assets, net of tax (Note 20)	–	–	1,132,437	–	1,132,437		–	1,132,437
Total comprehensive income (loss)	–	–	1,132,437	(7,384,077)	(6,251,640)		(46,382)	(6,298,022)
<b>Balances at December 31, 2020</b>	<b>₱1,031,230,905</b>	<b>₱143,589,745</b>	<b>(₱1,132,451)</b>	<b>(₱1,869,478,371)</b>	<b>(₱695,790,172)</b>		<b>(₱16,423,656)</b>	<b>(₱712,213,827)</b>
Net loss	–	–	–	(43,300,180)	(43,300,180)		284,982	(43,015,198)
Remeasurement gain (loss) on retirement plan assets, net of tax (Note 20)	–	–	(167,638)	–	(167,638)		–	(167,638)
Total comprehensive income (loss)	–	–	(167,638)	(43,300,180)	(43,467,818)		284,982	(43,182,836)
<b>Balances at December 31, 2021</b>	<b>₱1,031,230,905</b>	<b>₱143,589,745</b>	<b>(₱1,300,089)</b>	<b>(₱1,912,778,551)</b>	<b>(₱739,257,990)</b>		<b>(16,138,674)</b>	<b>(755,396,663)</b>

*See accompanying Notes to Consolidated Financial Statements.*



**FILSYN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Years Ended December 31</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before income tax	<b>(₱61,079,695)</b>	(₱3,089,491)	(₱2,926,880)
Adjustments for:			
Finance charges (Notes 10 and 14)	<b>27,183,385</b>	18,866,629	18,731,973
Depreciation expense (Note 8)	<b>13,641,594</b>	–	–
Unrealized foreign exchange (gains) losses - net	<b>8,928,000</b>	(9,187,268)	(5,807,198)
Movement in retirement plan assets (Note 20)	<b>310,085</b>	(1,533,118)	84,652
Interest income (Note 5)	<b>(61,342)</b>	(89,624)	(140,920)
Impairment losses on prepayments and other current and noncurrent assets (Note 15)	<b>60,320</b>	21,434	7,438,848
Changes in working capital:			
Decrease (increase) in prepayments and other current and other receivables	<b>(10,600,738)</b>	(3,433,297)	564,856
Increase (decrease) in accounts and other payables	<b>(11,306,361)</b>	33,325,466	(2,524,436)
Net cash generated from (used in) operations	<b>(32,924,752)</b>	34,880,731	15,420,895
Interest received	<b>61,342</b>	89,624	140,920
Interest paid	<b>(12,261,181)</b>	–	(950,000)
Income taxes paid	<b>(3,306,838)</b>	(3,484,403)	(1,647,958)
Net cash flows from (used in) operating activities	<b>(48,431,429)</b>	31,485,952	12,963,857
<b>CASH FLOWS FROM AN INVESTING ACTIVITY</b>			
Acquisition of land and building	<b>(3,518,565)</b>	(507,500,000)	–
<b>CASH FLOWS FROM A FINANCING ACTIVITY</b>			
Proceeds from loans	<b>44,295,350</b>	510,176,237	–
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(7,654,644)</b>	34,162,189	12,963,857
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<b>–</b>	(23,663,732)	(12,802)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>62,301,069</b>	51,802,612	38,851,557
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>₱54,646,425</b>	₱62,301,069	₱51,802,612

*See accompanying Notes to Consolidated Financial Statements.*



# FILSYN CORPORATION AND SUBSIDIARIES

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### 1. Corporate Information

#### Corporate Information

FILSYN Corporation (the Parent Company) was incorporated and registered with Philippine Securities and Exchange Commission (SEC) on July 22, 1968 and is domiciled in the Republic of the Philippines. The Parent Company's shares are publicly listed with the Philippine Stock Exchange (PSE) but trading of which have been suspended. The Parent Company's primary purpose is to carry on the business of making, manufacturing, preparing, dyeing, processing, treating, finishing, and converting all kinds of fibers, filaments, and materials, whether polyester, nylon, acrylic, rayon, cotton, wool, silk, hemp, flex and jute, and to make, manufacture, produce, raise, prepare, process, purchase, or otherwise acquire, and to hold, own, use, sell at wholesale, import, export, dispose of or otherwise trade or deal in with, such fibers, filaments and materials, any and all kinds of yarns, threads, textiles, fabrics, cloth, and other goods and components spun, woven, knit or made in whole or in part of such fibers, filaments, or materials, or any of them, and all other articles, products, chemicals and substances related thereto or of a like or similar nature or which may enter into manufacture of any of the foregoing or which may be used in connection therewith.

The registered office address of the Parent Company is Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

The following are the subsidiaries of the Parent Company which were all incorporated in the Philippines:

Subsidiaries	Nature of Business	2021	2020	2019
FYN Green PET Corporation (FYN Green)	Manufacturing	100%	100%	–
Island King Aquaventures Corporation (IKAC)	Leasing	77%	77 %	77 %
SRTC Development Corporation (SRTC)	Under liquidation	57%	57%	57%

FYN Green was registered with the Philippine SEC on June 6, 2019 primarily for recycling of waste Polyethylene Terephthalate (PET) bottles into resin to be used as feedstock for manufacture of Filament and Food Grade Chip. The registered office address of the Company is First Cavite Industrial Estate, Lot 2, Block 1, Phase 3, Langkaan II Dasmaringas City, Cavite .

IKAC was registered with the Philippine SEC on September 15, 1986 primarily to engage in the business of aquaculture and related activities. The registered office address of the Company is Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

SRTC was registered with the Philippine SEC on April 30, 1992 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds, and to improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances. The registered office address of the Company is Unit 8, 5B Floor, Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

The foregoing companies are collectively referred to as “the Group”.



Status of operations

The Group has incurred net loss of ₱43.0 million and ₱7.4 million as at December 31, 2021 and 2020, respectively, resulting in capital deficiency of ₱755.4 million and ₱712.2 million as at December 31, 2021 and 2020, respectively. Also, the Group's current liabilities exceeded its current assets by ₱2,079.1 million and ₱2,021.8 million as at December 31, 2021 and 2020, respectively. These conditions, among others, indicate the existence of a material uncertainty which may cast significant doubt about 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.

In 2002, the SEC issued Order of Revocation of the Parent Company's Registration of Securities and Permit to Sell Securities to the public.

Following the cessation of its operation in 2005, the operations of the Parent Company is now primarily focused on leasing of its investment properties.

On October 24, 2016, the PSE issued a letter to the Group on the subject: *Negative Stockholders' Equity and SEC Order of Revocation* requesting for update on the following items:

- Settlement of outstanding loan obligations amounting to ₱1.2 billion through the Sta. Rosa property as dacion
- Discussions/negotiations with real estate companies for potential joint venture arrangement over the property to develop the 30 hectares (ha.) property located at Sta. Rosa, Laguna
- Discussions/negotiations regarding the sale of the property located in Gen. Malvar Alvarez, Cavite City and
- SEC Order of Revocation dated August 26, 2002

On December 12, 2016, the Group responded to the PSE that discussions are ongoing on the first three items above with the appropriate parties. Management believes that the development of the land in Sta. Rosa Laguna will increase its value and bring the Group's equity from negative to positive.

In September 2017, the BOD and stockholders of the Parent Company approved a business plan, which consists of the following phases:

- Financial restructuring subject to Philippine SEC approval
- Development of the Sta. Rosa property and
- A new business activity of recycling Polyethylene Terephthalate (PET) to be registered with the Philippine Economic Zone Authority

In relation to the financial restructuring, in September 2018, the BOD approved the following:

A. Amendment of the Seventh Article of the Parent Company's AOI to reflect the following:

1. Reduction of par value from ₱5.00 per share to ₱2.50 per share
2. Creation of Preferred Shares with the following features:
  - Pre-Emptive Right - Right to subscribe to the same proportion of shares in case of issuance of new shares
  - Preference in Distribution of Dividends - Right to receive fixed dividends (5% of total debt converted), cumulative dividends and right to receive profit-participating stocks



- Veto Right - Right to veto the development of Sta. Rosa property such that the development project of said land must be approved by Preferred shareholders
- Exercise of voting right - The Preferred shareholders shall not have a right to vote, except on matter specific in Section Six of the Corporation Code of the Philippines and those relative to the development of Sta. Rosa Property and
- Convertible to Common Shares - Right to convert preferred shares to common shares using 16.78:1 conversion ratio at ₱2.50 per share

3. Reclassification of 33,426,498 Common Shares (Class B) to Preferred Shares

On November 11, 2021, management has filed the final restructuring project to SEC. Prior to submission of the project, management has already agreed the conversion of debt to its creditors and legal counsel. Management is securing all the necessary documents such as Deed of assignment to creditor and Director's certificate to support the final restructuring by SEC. Management plans to complete the aforementioned documents in June 2022 and expect the approval by SEC within three (3) months.

B. Conversion of debt to equity (see Note 11)

On February 18, 2018, the Commission en Banc resolved to lift the Order of Revocation. The lifting of the Order of the Revocation directed the Parent Company to amend its Registration Statement to reflect any prior changes prior to restatement of its registration statement and permit to sell securities.

On September 20, 2018, the BOD formally authorized the filing of the Amended Registration Statement with the SEC which was filed on October 30, 2018.

On July 23, 2019, the Parent Company filed its application for amendment of AOI with the SEC. On September 25, 2019, The SEC provided their initial comments on the application for amendment of AOI. As of July 1, 2021, the Parent Company is in the process of revising and collating the documents for complete submission to the SEC.

On November 11, 2021, the BOD approved the further amendments in the Seventh Article of the AOI which revoked and superseded September 21, 2018 resolutions approving the amendments to the Seventh Article of the AOI. The BOD approved the following:

1. Decrease in Authorized Capital Stock and Reclassification or Conversion of 33,426,498 Class B Shares into 33,426,498 Preferred Shares

This include the following approvals of the BOD:

- a. Reduction in the par value of all common shares from ₱5.00 per share to ₱0.50 per share,
- b. Decrease the authorized capital stock from ₱1,200,000,000 to ₱120,000,000, and
- c. Classification of capital contributed in excess of the reduced par value as additional paid in capital
- d. Reclassification of the 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. (Malaysia Garments), a company incorporated in Singapore and a related party, into 33,426,498 Preferred Shares with the following features:
  - i. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios
  - ii. Dividends - The Preferred Shareholders shall bear preferential dividends at the rate of 5% per annum of total debt converted in the amount of ₱1,389,961,828.



- iii. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
- iv. Convertibility - The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at ₱ 0.50 per share.

## 2. Increase in Capital Stock

The BOD approved the increase of the Company's authorized capital stock from ₱120,000,000 to ₱647,306,477 which consists of:

- a. 440,229,812 Class "A" common shares with par value of ₱0.50 per share, or an aggregate par value of ₱220,114,906;
- b. 293,486,507 Class "B" common shares with a par value of ₱0.50 per share, or an aggregate par value of ₱146,743,253.50; and
- c. 33,426,498 Preferred Shares, with a par value of ₱8.39 per share (increased from ₱0.50), or an aggregate par value of ₱280,448,318, with Malaysian Garments subscribing to the increase in the par value of the 33,426,498 Preferred Shares amounting to ₱263,735,069 by way of converting debt owed to it by the Corporation as of December 31, 2020 amounting to ₱1,389,961,828 to equity, with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital

The BOD also approved the subscription by Malaysian Garments to the increase in the par value of the 33,426,498 Preferred Shares, and the conversion of debt owed to it by the Company as of December 31, 2020 amounting to ₱1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

## 3. Use of Additional Paid in Capital to Wipe Out Deficit

The BOD approved the use of the Additional Paid In Capital resulting from: (a) the existing Additional Paid in Capital; (b) the decrease of capital through the reduction of par value; and (c) the conversion of the existing liability to Malaysian Garments to wipe out all the accumulated deficit of the Company.

On November 11, 2021, management filed the final restructuring project to SEC. Prior to submission of the project, management has already agreed the conversion of debt to its creditors and legal counsel. Management is securing all the necessary documents such as Deed of assignment to creditor and Director's certificate to support the final restructuring by SEC. Management plans to complete the aforementioned documents in June 2022 and expect the approval by SEC within three (3) months.

The Parent Company received different proposals (i.e., residential and commercial areas) from different conglomerates for the development of the investment property. As of May 27, 2022, the market research in support of the development plan for the Sta. Rosa property is not yet available. After receiving the market research report, the Parent Company will draft the plan for the development of the said property.

As discussed in Note 11, there were previous negotiations with the Mortgage Trust Indenture (MTI) creditor to either finally settle the Group's debt or to have the MTI extended for a renewed term.



On August 27, 2018, Chuang Yuan Limited sold the loan to Malaysia Garment Manufacturers (Pte) Ltd. (Malaysia Garments), a company incorporated in Singapore and a related party (see Note 19). The Group intends to convert the restructured loans and accrued interest payable to equity in the form of additional paid in capital.

On November 11, 2021, management has filed the final restructuring project to SEC. Prior to submission of the project, management has already agreed the conversion of debt to its creditors and legal counsel. Management is securing all the necessary documents such as Deed of assignment to creditor and Director's certificate to support the final restructuring by SEC. Management plans to complete the aforementioned documents in June 2022 and expect the approval by SEC within three (3) months.

In addition, the related parties, Malaysia Garments and Trans-Pacific Oriental Holding Company, Inc. (Trans-Pacific), have undertaken to support the Parent Company financially by not demanding payment of loans due to the former. Accordingly, the financial statements have been prepared on a going concern basis.

#### Subsidiaries

On June 6, 2019 and May 21, 2020, FYN Green, a wholly owned subsidiary of the Parent Company, was registered with the SEC and PEZA as Ecozone Enterprise, respectively. In 2020, FYN Green acquired land and building to be used in its future operations. As at May 27, 2022, FYN Green has not started commercial operations.

Beginning 2012, IKAC ceased its normal operations as a producer of prawns and bangus and started renting out its investment property. The articles of incorporation of IKAC states that IKAC may purchase or lease, or otherwise, lands and interest in lands and building; own, hold, improve, develop and manage any real estate so acquired and erect or cause to be erected buildings or other structures with their appurtenances on any lands owned, held or occupied by the corporation; rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; mortgage, sell, lease, or otherwise dispose in any stores, shops, suites, rooms or part of any buildings, or other structures, at any time owned or held by the corporation as one of its secondary purposes.

SRTC has never started commercial operations. In April 2000, SRTC sold its primary asset, a 40 ha. property in Sta. Rosa, Laguna, to Greenfield Development Corporation. SRTC used the proceeds of the said sale to settle its bank loans, pay substantially all its other liabilities and distribute advance liquidating dividends.

On September 25, 2014, the stockholders approved the amendment of SRTC's AOI to shorten its life until December 31, 2014. This approval has superseded the approval made in 2001. Final liquidation will take place after approval of SRTC's liquidation application with the Philippine SEC. As at May 27, 2022, SRTC is in the process of accomplishing requirements needed for the cancellation of its registration with Bureau of Internal Revenue and Philippine SEC.

#### Authorization for Issuance of the Consolidated Financial Statements

The consolidated financial statements as at December 31, 2021 and 2020 and for each of the three years ended December 31, 2020, were authorized for issuance by the BOD through the Executive Committee on May 27, 2022.



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## 2. Basis of Preparation and Consolidation and Changes in Accounting Policies

### Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs).

The consolidated financial statements have been prepared on a historical cost basis and are presented in Philippine peso, the Group's functional and presentation currency. All values are rounded to the nearest peso except when otherwise indicated.

### Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at December 31 of each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has all of the following:

- Power over the investee (i.e., existing rights that give the ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group 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
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests (NCI), even if this results in the NCI having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, NCI and other components of equity while resulting gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.





### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions*. The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if all of the criteria are met.

A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*. The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR).

The Group shall also disclose information about the nature and extent of risks to which the entity is exposed and how the entity manages those risks; and their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition.

### Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Group intends to adopt the following pronouncements when they become effective. Unless otherwise indicated, adoption of these pronouncements is not expected to have a significant impact on the financial statements.

#### *Effective beginning on or after January 1, 2022*

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts - Costs of Fulfilling a Contract*
- *Annual Improvements to PFRSs 2018-2020 Cycle*
  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*
  - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*
  - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

#### *Effective beginning on or after January 1, 2023*

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

#### *Effective beginning on or after January 1, 2024*

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*

#### *Effective beginning on or after January 1, 2025*

- PFRS 17, *Insurance Contracts*



*Deferred effectivity*

- Amendments to PFRS 10, [consolidated] Financial Statements, and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

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### 3. Summary of Significant Accounting Policies

#### Current versus Non-current Classification

The Group presents assets and liabilities in the statements 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 the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within 12 months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within 12 months after the reporting period, or
- There is unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

#### Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, cash in banks and short-term investments that are readily convertible to known amounts of cash with original maturities of three months or less from the date of acquisition, and that are subject to insignificant risk of changes in value.

#### Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### a. Financial Assets

#### *Initial Recognition and Measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.



The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price as determined under PFRS 15, *Revenue from Contracts with Customers*.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

#### *Subsequent Measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments);
- Financial assets at fair value through profit or loss.

The Group's financial assets at amortized cost include cash and cash equivalents and refundable deposits under 'prepayments and other current assets'. The Group did not have financial assets at fair value through OCI and financial assets at fair value through profit or loss as at December 31, 2021 and 2020.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.



### *Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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.

### *Impairment*

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade and other receivables security deposits the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



For cash and cash equivalents, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Company uses the ratings from reputable credit rating agencies to determine whether the debt instrument has SICR and to estimate ECLs.

#### *Determining the stage for impairment*

At each reporting date, the Group assesses whether there has been a SICR for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis. An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed SICR since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

#### *Staging assessment*

PFRS 9 establishes a three-stage approach for impairment of financial assets, based on whether there has been SICR of a financial asset. Three stages then determine the amount of impairment to be recognized.

- Stage 1 is comprised of all non-impaired financial instruments which have not experienced SICR since initial recognition. Entities are required to recognize 12-month ECL for stage 1 financial instruments. In assessing whether credit risk has increased significantly, entities are required to compare the risk of default occurring on the financial instrument as at the reporting date, with the risk of default occurring on the financial instrument at the date of initial recognition.
- Stage 2 is comprised of all non-financial instruments which have experienced SICR since initial recognition. Entities are required to recognize lifetime ECL for stage 2 financial instruments. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer SICR since initial recognition, then entities shall revert to recognizing 12-month ECL.
- Financial instruments are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with negative impact on the estimated future cash flows of a financial instrument or portfolio of financial instruments. The ECL model requires that lifetime ECL be recognized for impaired financial instruments, which is similar to the requirements under PAS 39 for impaired financial instruments.

#### b. Financial Liabilities

##### *Initial Recognition and Measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.



### *Subsequent Measurement*

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

The Group's financial liabilities are in the nature of loans and borrowings and payables. The Group did not have financial liabilities at fair value through profit or loss as at December 31, 2020 and 2019.

After initial recognition, financial liabilities at amortized cost which include interest-bearing loans and borrowings, are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit or loss.

### *Derecognition*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### c. Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### Fair Value Measurement

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 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; and
- 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.

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.

#### Prepayments and Other Current Assets

Prepayments and other current assets pertain to creditable withholding taxes (CWTs), prepaid expenses, input value-added tax (VAT) and other current assets. These assets are classified as current when it is probable to be realized within one year from the end of the reporting date. Otherwise, these are classified as noncurrent asset.

#### *CWTs*

CWTs are amounts withheld from income subject to expanded withholding taxes and certain tax and nontax incentives entitled to the Group under its registration with the Board of Investments. CWTs can be utilized as payments for income taxes, provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

#### *Input and Output VAT*

Input VAT represents VAT passed on to the Group by its suppliers for the purchase of domestic services as required by the Philippine taxation laws and regulations.

Output VAT represents indirect taxes passed on the Group's customer resulting from sale of goods and other income, as applicable, and as required by the Philippine taxation laws and regulations.

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable. When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.



#### Other Receivables

Other receivables are noninterest bearing receivables from various sources which are expected to be collected within 12 months.

#### Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group's investment in associate is accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of comprehensive income reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income of associate is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of comprehensive income outside operating profit and represents profit or loss after tax and noncontrolling interests in the subsidiaries of the associate.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

#### Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization and any accumulated impairment in value.

The initial cost of an item of property and equipment consists of its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to expense in the period the costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of land and building beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.





Depreciation, which commence when the assets are available for their intended use, are computed using the straight-line method over the following estimated useful lives of the assets:

	Number of Years
Building	20
Machinery and Plant Equipment (long life)	15
Machinery and Plant Equipment (short life)	3 - 5
Furnitures and fixtures	7
Office equipment	5

Depreciation begins when the item of property, plant and equipment becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, Noncurrent Assets Held for Sale and Discontinued Operations, and the date the item is derecognized.

The assets' estimated residual values, if any, estimated useful lives and depreciation and amortization methods are reviewed periodically at each end of the reporting period to ensure that these are consistent with the expected pattern of economic benefits from the items of property, plant and equipment. A change in the useful lives or expected pattern of consumption of the future economic benefits embodied in property, plant and equipment is accounted for as a change in accounting estimates and thus, shall be recognized prospectively in accordance with PAS 8, Accounting Policies, Changes in Estimates and Errors.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of comprehensive income in the year the item is derecognized.

When assets are retired or otherwise disposed of, their cost, accumulated depreciation and amortization and any allowance for impairment loss are eliminated from the accounts and any gain or loss resulting from their disposal is included in the statement of comprehensive income.

Fully depreciated assets are retained in the accounts until these are no longer in use and no further depreciation is charged to current operations.

#### Investment Properties

Investment properties are measured at deemed cost, including transaction cost. The carrying amount includes the cost of replacing part of existing investment properties at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment properties are carried at cost less accumulated impairment in value.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment properties are recognized in the consolidated statement of comprehensive income in the year of retirement or disposal.



A transfer is made to investment properties when there is a change in use, evidenced by ending of owner-occupation, 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.

Under the cost model, transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement of disclosure purposes.

The Group's investment property consists of land held to earn rentals and for capital appreciation.

#### Impairment of Nonfinancial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognized in profit or loss in expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

#### Capital Stock

The Group has issued common shares that are classified as equity.

#### Retained Earnings (Deficit)

Retained earnings (deficit) represent the cumulative balance of periodic net income (loss), dividend contributions, prior period adjustments, effect of changes in accounting policies and other capital adjustments.



### OCI

OCI comprises items of income and expense (including items previously presented under the consolidated statement of changes in capital deficiency) that are not recognized in the consolidated statement of comprehensive income for the year in accordance with PFRS.

### Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The Group has concluded that it is the principal in all of its revenue arrangements. Revenue is measured at fair value of the consideration received or receivable, taking into account contractually deferred terms of payment and excluding taxes or duty.

### *Rental Income*

Revenue from rental of leased property is recognized in the Group's consolidated statement of comprehensive income on a straight-line basis over the term of the lease agreement.

### *Interest Income*

Interest income from bank deposits is recognized on a time proportion basis on the principal outstanding and at the rate applicable. Revenue is recognized as the interest accrues taking into account the effective yield of the asset.

### Costs and Expenses

Costs and expenses are decreases in economic benefits during the reporting date in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs and expenses are generally recognized in the consolidated statement of comprehensive income in the period these are incurred.

### *Cost of Services and Operating Expenses*

Cost of services consists of costs directly associated with the Group's operations. These are generally recognized when the cost is incurred.

Operating expenses consist of costs associated with the development and execution of day-to-day operations of the Group. These are generally recognized when the service is incurred or the related expense arises.

### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### *Group as Lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

### *Group as Lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.



The Group elects to apply the short-term lease recognition exemption to lease of office space with a term of not more than one year. Lease payments on leases of short-term lease are recognized as expense on a straight-line basis over the lease term.

### Income Taxes

#### *Current Income Tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the country where the Group operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in consolidated statement of comprehensive income.

#### *Deferred Tax*

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit (tax loss); and
- In respect of taxable temporary differences associated with investments in foreign subsidiaries and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry-forward of unused tax credits and any unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilized, except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available, against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced 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. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will be available to allow the deferred tax asset to be recovered.



Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted the reporting date.

Deferred tax relating to items recognized in OCI or equity is recognized in OCI or equity and not in consolidated statement of comprehensive income.

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

#### Retirement Plan Assets

The Group has a defined benefit retirement plan which requires contributions to be made to trustee-administered funds. The projected unit credit method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. All actuarial gains and losses are recognized in the OCI under remeasurement gain or loss on retirement plan assets.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation under 'other expenses',

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

#### Foreign Currencies

The consolidated financial statements are presented in Philippine peso, which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in consolidated statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss on translation of non-monetary items measured at fair value is treated in



line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized loss is recognized in other comprehensive income or profit or loss, respectively).

#### Provisions

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. The expense relating to any provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

#### Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. These 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.

#### Basic/ Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss for the year, attributable to the equity holders of the Parent Group, by the weighted average number of common shares issued and outstanding during the year. The weighted average number of common shares issued and outstanding during the period and for all years presented are adjusted for events, other than the conversion of potential common shares, that have changed the number of common shares outstanding, without a corresponding change in resources. Diluted loss per share is calculated by dividing the loss attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

#### Operating Segment Information

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 is subject to risks and returns that are different from those of segments operating in other economic environments.

The Group's operating business are organized and managed separately according to the nature of the product sold, with each segment representing a strategic business unit that offers a different product. The major operating segments of the Group are as follows:

- The trading segment, following the cessation of its operation, is now primarily focused on leasing of the segment investment properties
- Others pertain to activities for subsidiary which is under liquidation and has yet to begin operations.

#### Events After the End of the Reporting Period

Post year-end events that provide additional information about the Group's position at the end of reporting period (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to consolidated financial statements when material.



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#### 4. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRSs requires the management to make judgments, estimates and assumptions that affect amounts reported of assets, liabilities and disclosures of contingent assets and liabilities at the date of financial information and the reported amounts of income and expenses during the year. The judgments, estimates and assumptions used in the financial statements are based upon management evaluation of relevant facts and circumstances as of the date of the Group's financial statements. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the financial statements as these become reasonably determinable.

Judgments, estimates and assumptions 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.

##### Judgments

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

##### *Lease Commitments - Group as Lessor*

The Group has entered into commercial property leases on its investment properties. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases. Rental income amounted to ₱52.2 million; ₱36.4 million; and ₱39.5 million in 2021, 2020 and 2019, respectively (see Notes 9 and 14).

##### Estimates and Assumptions

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes in circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when these occur.

The key estimates and assumptions concerning future and key sources of estimation uncertainty as at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed in the next page.

##### *Determination of Retirement Plan Assets*

The cost of the defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.



The parameter most subject to change is the discount rate. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

Retirement plan assets as December 31, 2021 and 2020 amounted to ₱26.9 million and ₱27.2 million, respectively (see Note 20).

*Assessment of Realizability of Deferred Tax Assets*

The Group reviews the carrying amounts of deferred taxes at each end of the reporting date and reduces deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. Significant judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future planning strategies.

Temporary differences and net operating loss carry-over (NOLCO) for which no deferred tax assets were recognized as the management has assessed that it is not probable that sufficient taxable income will be available for which the benefit of the deferred tax assets can be utilized amounted to ₱624.4 million and ₱603.8 million as at December 31, 2021 and 2020, respectively (see Note 18).

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## 5. Cash and Cash Equivalents

	2021	2020
Cash on hand	₱77,082	₱37,082
Cash in banks	52,406,010	60,100,654
Short-term investments	2,163,333	2,163,333
	<b>₱54,646,425</b>	<b>₱62,301,069</b>

Cash in banks earns interest at current bank deposit rates. Short-term investments are made for varying periods up to three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

Interest income earned from cash in banks and short-term investments amounted to ₱61,342; ₱89,624; and ₱140,920 in 2021, 2020 and 2019, respectively.





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6. **Prepayments and Other Current Assets and Other Noncurrent Assets - net**

Prepayments and other current assets

	2021	2020
Prepaid expense	₱7,943,954	₱923,939
Advances to officers and employees	981,616	954,829
Input VAT	659,994	345,725
Refundable deposits	478,267	221,766
	<b>10,063,831</b>	2,446,259
Less allowance for impairment losses	212,951	184,631
	<b>₱9,850,880</b>	₱2,261,628

Prepaid expense mainly refers to prepaid rent made by the Group in relation not its short-term leases with terms ranging from six months to one year and prepayments made for its utilities.

Input VAT pertains to the VAT on domestic purchases of the Group.

Refundable deposits are deposits made in relation to its rent of office and parking spaces.

Advances to officers and employees pertain to noninterest-bearing cash advances which are subject to liquidation.

Movements in allowance for impairment losses on prepayments and other current assets are as follows:

	2021	2020
Beginning balances	₱184,631	₱163,197
Provision for impairment loss (Note 15)	28,320	21,434
	<b>₱212,951</b>	₱184,631

Other noncurrent assets

	2021	2020
CWTs	₱58,353,860	₱58,353,860
Less allowance for impairment losses on	58,353,860	58,353,860
	<b>₱-</b>	₱-

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7. **Investments in Associates - net**

	Costs
Filsyn International Corporation	₱2,067,500
Lefilton Trading	200,000
Lakeview Industrial Corporation	1
	2,267,501
Share in accumulated losses	(2,267,500)
	<b>₱1</b>



## 8. Property and equipment - net

2021						
	Land	Building	Machinery and Plant Equipment	Furniture and Fixtures	Office Equipment	Total
<b>Cost:</b>						
Balances at beginning of year	₱236,496,713	₱271,003,287	₱-	₱-	₱-	₱507,500,000
Additions	-	-	1,680,000	1,566,878	271,687	3,518,565
Balance at end of the year	236,496,713	271,003,287	1,680,000	1,566,878	271,687	511,018,565
<b>Accumulated depreciation:</b>						
Depreciation charges	-	13,550,164	23,333	47,237	20,860	13,641,594
<b>Net Book Values</b>	<b>₱236,496,713</b>	<b>₱257,453,123</b>	<b>₱1,656,667</b>	<b>₱1,519,641</b>	<b>₱250,827</b>	<b>₱497,376,971</b>
2020						
	Land	Building	Machinery and Plant Equipment	Furniture and Fixtures	Office Equipment	Total
<b>Cost:</b>						
Balances at beginning of year	₱-	₱-	₱-	₱-	₱-	₱-
Additions	236,496,713	271,003,287	-	-	-	507,500,000
Balance at end of the year	236,496,713	271,003,287	-	-	-	507,500,000
<b>Accumulated depreciation:</b>						
Balances at beginning of year	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Balance at end of the year	-	-	-	-	-	-
<b>Net Book Values</b>	<b>₱236,496,713</b>	<b>₱271,003,287</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>₱507,500,000</b>

## 9. Investment Properties - at deemed cost

### Land

	2021	2020
Parent Company	₱898,657,147	₱898,657,147
IKAC	19,510,000	19,510,000
	<b>₱918,167,147</b>	<b>₱918,167,147</b>

### Parent Company

Investment properties of the Parent Company consist of land in Laguna and Cavite which are being leased to third parties, as follows:

- Parcel of land located in Sta. Rosa, Laguna with a total land area of 300,018 square meters (sqm). This investment property is mortgaged in connection with the MTI discussed in Note 11.
- Parcel of land located in Gen. Mariano Alvarez, Cavite with a total land area of 162,716 sqm.

In adopting the cost model, the Group applied the revalued amount of these properties as deemed cost upon adoption of PFRS in 2005. The original acquisition cost of the said properties amounted to ₱14.87 million. As at December 31, 2021 and 2020, the balance of deficit includes the remaining balance of the deemed cost adjustment amounting to ₱883.7 million which arose when the Group transitioned to PFRS in 2005.



The fair values of the investment properties have been determined based on the valuations performed by Asian Appraisal dated December 31, 2021. Asian Appraisal is an industry specialist in valuing these types of investment properties.

The investment properties are categorized under the Level 2 of the fair value hierarchy and the valuation method used was Market Data Approach. In this approach, the value of the land is based on sales and listings of comparable property registered within the vicinity. This approach requires establishing a comparable property by reducing reasonable comparative sales and listings to a common denominator. This is done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as basis of comparison are situated within the immediate vicinity of the subject property.

Details of the deemed cost and fair value of parcels of lands as of December 31, 2020 are as follows:

Location	Deemed Cost	Fair Value	Observable Input	Total Land Area	Estimated Fair Value per sqm
Laguna	₱750,045,000	₱2,670,160,000	Price per sqm	300,018 sqm	₱8,900.
Cavite	148,612,147	488,148,000	Price per sqm	162,716 sqm	3,000
	₱898,657,147	₱3,158,308,000			

The Parent Company has assessed that the highest and best use for its land in Sta. Rosa, Laguna is for light industrial development since it would be too large for a commercial development and a residential subdivision development will not yield a maximum return. The Parent Company has assessed that the highest and best use of the idle investment property in Gen. Mariano Alvarez, Cavite is to develop the land into a self-contained residential subdivision project offering mainly and in combination of vacant residential house and lots and house and lot package complemented with some commercial and institutional usage. For strategic purposes, the property is currently not being used in this manner.

#### IKAC

The Group carries its land located in Pontevedra, Capiz which pertains to the property of IKAC, with a total land area of 137.87 hectares (ha), at deemed cost amounting to ₱19.51 million as at December 31, 2021 and 2020. The actual cost of the land amounted to ₱9.08 million.

As of May 27, 2022, the fair value of the investment property from the valuation report of Asian Appraisal as at December 31, 2020 amounting to ₱58,411,000 remains applicable as there has been no significant developments identified in the immediate vicinity of the investment property. Inputs and assumptions used in the computation of the fair value of the investment property from the valuation report is still appropriate as at December 31, 2021. Asian Appraisal is an industry specialist in valuing this type of investment property.

The hierarchy in which the fair value measurement in its entirety is recognized is at Level 2. The property is utilized at its highest and best use. The method used to determine the value of such property is the Market Approach for Land.



Deemed cost and fair value of parcels of lands as of December 31, 2021 are as follows:

Location	Deemed Cost	Fair Value
Fishponds in Site 1, 2 and 3 (107.6131 ha. with a fair value of ₱350,000 per hectare)	₱17,392,000	₱48,425,000
Coconut land in Site 1 (22.26 ha. with a fair value of ₱250,000 per hectare)	1,558,000	7,346,000
Mangrove in Site 1 (8 ha. with a fair value of ₱250,000 per hectare)	560,000	2,640,000
	<b>₱19,510,000</b>	<b>₱58,411,000</b>

The Group has assessed that the highest and best use for its land in Pontevedra, Capiz is for mixed use of agro-industrial and agricultural purposes such as but not limited to a combination of prawn farm, cultivation of coconut and other fruit bearing trees (for non-submerged areas) and mangroves (for submerged areas), which is the existing land use of the property.

As at December 31, 2021 and 2020, the balance of deficit includes the remaining balance of the deemed cost adjustment amounting to ₱7,299,287, net of tax, which arose when the Group transitioned to PFRS in 2005.

	2021	2020	2019
Rental income	<b>₱52,224,845</b>	₱36,411,089	₱39,504,490
Real property taxes	<b>₱5,714,089</b>	₱5,615,113	₱5,714,507
Repairs and maintenance	<b>240,706</b>	36,679	510,283
Direct operating expenses	<b>₱5,954,795</b>	₱5,651,792	₱6,224,790

## 10. Accounts and Other Payables

	2021	2020
Accounts payable:	<b>₱6,825,937</b>	₱3,854,729
Accrued interest (Notes 10, 14 and 19)	<b>471,661,145</b>	459,829,146
Nontrade payables	<b>12,977,792</b>	22,620,803
Refundable customers' deposits	<b>6,786,147</b>	6,348,907
Accrued expenses	<b>4,330,545</b>	1,151,927
Government payables	<b>1,362,239</b>	117,947
Others	<b>3,492,088</b>	8,106,734
	<b>₱507,435,893</b>	₱502,030,193

Accounts payable represent obligations of the Group which are generally non-interest bearing and are settled on 30 to 90 days' terms.

Accrued interest pertains to interest payable of the Parent Company from its outstanding loans to Malaysia Garment and CTBC Bank Co., Ltd., and are payable on demand (see Note 19). Accrued interest on these loans amounted to ₱471,661,145 and ₱459,829,146 as at December 31, 2021 and 2020, respectively, out of which interest amounting to ₱388,183,656 will form part of the restructured loans subject to financial restructuring (see Notes 11 and 19).



Nontrade payables are noninterest bearing payable to various sources and are normally settled on 30 days' term.

Accrued expenses pertain to accruals made for expenses incurred but billings are not yet received. These are normally settled within 12 months from the end of the financial reporting period.

Refundable customers' deposits pertain to rental deposits from the lessees to the Group which will be refunded upon expiration of the lease term.

Government payables include obligations to the government for income tax due and various taxes.

Others include customers' rental and security deposits which are normally settled within 12 months.

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## 11. Loans

	2021	2020
Restructured loan	<b>₱930,132,682</b>	₱930,132,682
Bank loan	<b>553,339,150</b>	509,043,800
Loan payable to a related party (Note 19)	<b>152,997,000</b>	144,069,000
	<b>₱1,636,468,832</b>	₱1,583,245,482

### Restructured Loans

As at December 31, 2021 and 2020, the Parent Company has debts secured by MTI amounting to ₱930,132,682.

The Parent Company's debts bear fixed interest rate of 12.03% per annum and are secured by a MTI dated October 29, 1982 covering the Parent Company's investment property situated in Sta. Rosa, Laguna (see Note 9). These are payable in accordance with the terms of the second MTI as discussed in the succeeding paragraphs. In recognition of the financial condition of the Parent Company, the creditors agreed to stop the accruing of interest on the second MTI. The first MTI, however, shall continue to earn interest.

On December 14, 1998, the Parent Company entered into an Agreement with its bank creditors and a supplier (collectively known as "creditors") wherein the Parent Company agreed to execute a second MTI to secure the payment of its overdue and outstanding drafts and acceptances payable, liabilities under trust receipts and loans (reclassified to debts secured by second MTI) to avoid impending litigations and in consideration of the creditors agreeing to cease accruing interest on those debts after April 30, 1998. The second MTI covers some of the properties included in the first MTI and certain investment properties.

The Agreement provides that the creditors have the option to sell the Parent Company's land in Sta. Rosa, Laguna in a private sale (without the need of prior consent of the Parent Company but with the prior consent of the first mortgagees) within three years from the date of the Agreement at a price not less than the amount indicated in the Agreement. The Agreement further provides that during its effectivity, the first mortgagees shall continue to enjoy their right to foreclose the said properties. The proceeds of the private sale or foreclosure shall first be applied to the payment of debts secured by the first MTI and thereafter to the payment of debts secured by the second MTI. The Parent Company shall be liable for any deficiency in the event that the debts are not fully paid after the private sale or foreclosure of the properties. Should the private sale not take place within the stipulated three-year period, the creditors and the Parent Company shall appoint an independent appraiser to determine the price at which the land may be sold.



The Agreement also provides that the Parent Company assigns in favor of the creditors its shares of stock in SRTC as an additional security for the payment of the debts secured by the second MTI.

The first and second MTI provide, among other things, that the Parent Company shall:

- a. at all times maintain the sound value of the collateral at a level at least equal to the aggregate of the specified collateral values for the various loan accounts;
- b. not make any alterations upon, sell, assign, transfer, encumber or otherwise dispose of any collateral without the prior consent in writing of the trustee acting upon the written direction of the majority creditors; and
- c. at all times keep the collateral in good condition.

The Agreements covering the debts secured by the first and second MTI contain, among others, some or all of the following restrictions: payment of cash dividends, incurrence of any major expenditures, incurrence of additional indebtedness or obligations, acquisition by the Parent Company of its own capital stock and merger or consolidation with any corporation.

The Agreement was extended for an additional period of two years until January 2004.

In August 2004, Chinatrust took over the trusteeship on the first and second MTI from Hong Kong Shanghai Bank Corporation which is one of the creditor banks. Also, in 2004, Chinatrust has assumed the participation of the other creditors of the first and second MTI and became the sole holder of the mortgage participation contracts.

On December 10, 2009, the BOD has approved to offer the Parent Company's property in Sta. Rosa, Laguna as payment in lieu of the entire obligation to Chinatrust, and in case of the latter's acceptance, to offer to manage the property in trust, in consideration of management fees and trustee fees, until such time as may be agreed by the parties.

On November 2, 2010, Chinatrust accepted the proposal of the Parent Company to fully settle its outstanding loan obligation amounting to ₱1.31 billion through the Sta. Rosa property as dation in payment. Chinatrust agreed that the Parent Company shall not be liable for any deficiency between the amount of the outstanding loan obligation and the value of the Sta. Rosa property. The "dacion en pago" did not materialize and the ownership of the loan was transferred to Chuang Yuan Limited, a company incorporated in Taiwan.

On August 27, 2018, Chuang Yuan Limited sold the loan to Malaysia Garments, a company incorporated in Singapore and a related party (see Note 19).

In September 2018, the BOD approved a financial restructuring plan that includes the conversion of restructured loans and related accrued interest to equity in the form of additional paid in capital (see Note 1). As of May 27, 2022, the process for the amendment of the AOI of the Parent Company, subject to the approval of the SEC, to implement the financial restructuring is still on going.

#### Loans Payable

On November 11, 2020, FGPC obtained an unsecured short-term loan from CTBC Bank Co., Ltd. amounting to \$9,600,000 with an interest rate of 1.42% per annum.

On December 17, 2020, additional loan was obtained from the similar bank amounting to \$1,000,000 with an interest rate of 1.5%. The loans were rolled over in November 12, 2021 with an increase of \$250,000. The loan is due on November 11, 2022.



Interest expense incurred on the loans amounted to ₱27,183,385, ₱18,866,629 and ₱18,731,973 in 2021, 2020 and 2019, respectively.

## 12. Capital Stock

As at December 31, 2021 and 2020, the Parent Company's capital stock is shown below:

Common stock - ₱5 par value		
Class A:		
Authorized - 144,000,000 shares		
Issued - 123,747,707 shares		<b>₱618,738,535</b>
Class B:		
Authorized - 96,000,000 shares		
Issued - 82,498,474 shares		<b>412,492,370</b>
		<b>₱1,031,230,905</b>

All shares of common stock have the same rights and privileges, except that Class A common stock can be issued only to Filipino citizens or entities. The total number of issued Class B shares should not exceed 2/3 of the total number of issued Class A shares.

The following summarizes the information on the Parent Group's registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized Shares	Number of Shares Issued	Issue/ Offer Price
July 22, 1968	100,000,000	94,964,130	₱7.80
September 22, 1989	100,000,000	94,964,130	5.00
July 18, 1991	160,000,000	154,964,130	5.00
1991 - 2002	240,000,000	206,246,181	5.00

As disclosed in Note 1, in 2017, the BOD and stockholders of the Parent Group approved a business plan which consist of its plan for financial restructuring subject to SEC approval. As of May 27, 2022, the process for the amendment of the AOI of the Parent Company, subject to the approval of the SEC, to implement the financial restructuring is still on going.

### Dividends Payable

In 2011, the SRTC's trustee returned an amount of ₱156,087 which pertains to unclaimed dividends declared in 2002. These will be paid upon approval of SRTC's dissolution.

## 13. Loss per share

	2021	2020	2019
Net loss attributable to equity holders of the parent	<b>₱43,300,180</b>	₱7,384,077	₱8,083,897
Weighted average number of common shares issued and outstanding during the year	<b>206,246,181</b>	206,246,181	206,246,181
Basic/Diluted loss per share	<b>₱0.2099</b>	₱0.0360	₱0.0392



There were no dilutive shares as at December 31, 2021, 2020, and 2019. There have been no other transactions involving common shares between the end of the financial reporting and the date of authorization of the parent company financial statements.

#### 14. Lease Agreements

##### Group as Lessor

The Group has existing short-term lease agreements with various third parties (lessees) covering the Group's investment property located in Sta. Rosa, Laguna and Pontevedra, Capiz. The term of the lease are generally renewable every six months to one year or at the option of both parties under the terms and stipulations mutually agreed upon, unless sooner terminated due to breach of agreement.

Rental income earned from the lease agreements of the investment property amounted to ₱52,224,845 ₱36,411,089 and ₱39,504,490 in 2021, 2020 and 2019, respectively (see Note 9).

##### Group as Lessee

The Group entered principally into a lease contract wherein the Group will lease the lessor's commercial space located at The Pearlbank Centre, Salcedo Village, Makati City for a period of five years commencing on January 1, 2015 to December 31, 2019 with no rent escalation for the first three years, 5% escalation on the 4th year, and another 5% escalation on the 5th year. In December 2019, the contract was renewed for another year commencing on January 1, 2020 to December 31, 2020 with no rent escalation. In December 2020, the contract was renewed for another year with no rent escalation.

Total rental expense amounted to ₱1,406,315 ₱1,628,101 and ₱926,659 in 2021, 2020 and 2019, respectively (see Note 15).

#### 15. Costs and Operating Expenses

	2021	2020	2019
Depreciation Expense	<b>₱13,641,594</b>	<b>₱-</b>	<b>₱-</b>
Salaries and wages	<b>7,298,598</b>	1,220,112	1,483,390
Utilities	<b>6,193,863</b>	160,964	535,520
Security services	<b>5,764,582</b>	4,460,798	4,352,407
Employee benefits	<b>4,043,149</b>	1,438,137	981,731
Professional fees	<b>1,717,255</b>	7,190,970	3,900,744
Taxes and licenses	<b>1,623,441</b>	7,561,763	5,435,715
Repairs and maintenance	<b>1,412,342</b>	242,258	609,258
Rental (Note 14)	<b>1,406,315</b>	1,628,101	926,659
Transportation and travel	<b>401,755</b>	838,147	968,129
Office supplies	<b>249,802</b>	55,721	38,102
Entertainment, amusement and recreation	<b>207,924</b>	858,632	934,206
Contractual labor	<b>89,742</b>	2,437,770	2,425,207
Impairment losses on prepayments and other current and noncurrent assets (Note 6)	<b>28,320</b>	21,434	7,438,848
Others	<b>1,884,515</b>	1,438,131	63,004
	<b>₱45,963,197</b>	<b>₱29,552,938</b>	<b>₱30,092,920</b>





Other cost and operating expenses is composed of other fees with minimal amounts.

## 16. Finance Charges

	2021	2020	2019
Interest Expense (Note 11)	<b>(P27,183,385)</b>	(P18,866,629)	(P18,731,973)
Interest Income (Note 5)	<b>61,342</b>	89,624	140,920
	<b>(P27,122,043)</b>	(P18,777,005)	(P18,591,053)

## 17. Other Income (Expense) - net

	2021	2020	2019
Foreign exchange gains (losses) - net	<b>(P40,359,920)</b>	P9,187,268	P5,807,198
Retirement benefit income (expense) (Note 20)	–	(84,649)	(84,652)
Other income (expense)	<b>140,620</b>	(273,256)	530,057
	<b>(P40,219,300)</b>	P8,829,363	P6,252,603

## 18. Income Taxes

	2021	2020	2019
Current	<b>P6,490,369</b>	P4,366,363	P5,199,151
Deferred	<b>(24,554,866)</b>	(25,395)	(25,396)
	<b>(P18,064,497)</b>	P4,340,968	P5,173,755

### Current Income tax

The provision for current income tax represents regular corporate income tax in 2021, 2020 and 2019.

The reconciliation of income tax computed at the statutory income tax rate to the provision for income tax as shown in the consolidated statements of comprehensive income follows:

	2021	2020	2019
Tax at statutory income tax rate	<b>(P15,269,924)</b>	(P926,847)	(P878,064)
Add (deduct) tax effects of:			
Effect of change in tax rate	<b>(24,899,362)</b>	–	–
Tax under income tax holiday	<b>16,005,249</b>	–	–
Nondeductible expenses	<b>4,906,357</b>	6,012,288	6,511,533
Movement in unrecognized deferred tax assets	<b>1,253,624</b>	(729,286)	(554,712)
Interest income subjected to final tax	<b>(15,336)</b>	(26,887)	(42,276)
Others	<b>(45,105)</b>	11,700	137,274
	<b>(P18,064,497)</b>	P4,340,968	P5,173,755



### Deferred Income Tax

The Group has temporary differences, unused NOLCO and, excess MCIT over RCIT for which no deferred tax assets were recognized since management believes that it is not probable that sufficient future taxable profit will be available against which the benefits of the deferred tax assets can be utilized.

The components of the Group's unrecognized temporary differences are as follows:

	2021	2020
Interest expense	₱471,661,145	₱459,829,146
Unrealized foreign exchange losses	91,923,858	82,995,858
Allowance for impairment losses on:		
CWTs	58,353,860	58,353,860
Investments in associates - net	2,267,500	2,267,500
Prepayments and other current assets	212,951	184,631
NOLCO	-	174,999
Excess MCIT over RCIT	-	10,105
<b>Total</b>	<b>₱624,419,314</b>	<b>₱603,816,099</b>

The Group has deferred tax liabilities pertaining to the following:

	2021	2020
Investment properties	₱112,010,507	₱135,182,163
Retirement plan assets	6,730,326	8,169,417
	<b>₱118,740,833</b>	<b>₱143,351,580</b>

Movement in NOLCO and MCIT are as follows:

Year incurred	Year of expiry	NOLCO	MCIT
2021	2024	₱-	₱-
2020	2023	174,999	9,590
2019	2022	-	515
		₱174,999	₱10,105
Less: application		174,999	10,105
Ending balances		₱-	₱-

## 19. Related Party Disclosures

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Group, including holding companies, subsidiaries and fellow subsidiaries, are related parties of the Group. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Group, close members of the family of these individuals, and companies associated with these individuals also constitute related parties. In considering each possible related entity relationship, attention is directed to the substance of the relationship and not merely the legal form.



Transactions with related parties comprise of the following:

	Amount/ Volume	Outstanding balance	Terms	Conditions
<b><i>Stockholder</i></b>				
<b>Trans-Pacific</b>				
Loans payable to a stockholder (Note 11)				
<b>2021</b>	<b>₱</b>	<b>₱152,997,000</b>	Non-interest bearing until 2019, payable on demand; to be settled in cash	Unsecured and unguaranteed
2020	-	144,069,000		
<b><i>Stockholder</i></b>				
<b>Malaysia Garment</b>				
Restructured loans (Note 11)				
<b>2021</b>	<b>₱-</b>	<b>₱930,132,682</b>	Subject to financial restructuring	Secured by first and second MTIs
2020	-	930,132,682		
Accrued interest payable (Note 10)				
<b>2021</b>	<b>₱-</b>	<b>₱471,661,145</b>	Portion is subject to financial restructuring; payable in cash	Unsecured and unguaranteed
2020	18,331,964	459,829,146		

#### Compensation of Key Management Personnel of the Group

The Group considers as key management personnel all employees holding managerial positions up to president. Compensation of key management personnel amounted to ₱929,026; ₱929,026; and ₱892,820 in 2021, 2020 and 2019 respectively.

## 20. Retirement Plan Assets

The Parent Company has a funded, noncontributory defined benefit retirement plan covering substantially all of its regular employees. Benefits are dependent on the years of service and the respective employee's compensation. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. There was no planned termination, curtailment or settlement for the years ended December 31, 2021 and 2020.

Under the existing regulatory framework, RA 7641, otherwise known as the "Retirement Pay Law", requires a provision for retirement pay to qualified private sector employees in the absence of any retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law.

The Parent Company's plan is a noncontributory defined benefit plan covering all regular and permanent employees. Benefits are based on the employee's final plan salary and years of service.

The fund is administered by a trustee bank under the supervision of the Retirement Committee of the plan. The Committee is responsible for the investment strategy of the plan.



The following table summarizes the details in the Actuarial Valuation Report as at December 31, 2021 and 2020.

	2021						
	Net Benefit Cost in Profit or Loss			Remeasurements in Other Comprehensive Income			
	January 1, 2021	Current Service Cost	Subtotal	Return on plan assets	Actuarial Loss (Gains) on Defined Benefit Obligation	Subtotal	December 31, 2021
Present value of defined benefit obligation	₱3,608,254	₱86,567	₱86,567	₱-	₱-	₱-	₱3,694,821
Fair value of plan asset	(30,839,642)	-	-	223,518	-	223,518	(30,616,124)
Net plan assets	(₱27,231,388)	₱86,567	₱86,567	₱223,518	₱-	₱223,518	(₱26,921,303)

	2021						
	Net Benefit Cost in Profit or Loss			Remeasurements in Other Comprehensive Income			
	January 1, 2020	Current Service Cost	Subtotal	Return on plan assets	Actuarial Loss (Gains) on Defined Benefit Obligation	Subtotal	December 31, 2020
Present value of defined benefit obligation	₱3,448,449	₱84,649	₱84,649	₱-	₱75,156	₱75,156	₱3,608,254
Fair value of plan asset	(29,146,719)	-	-	(1,692,923)	-	(1,692,923)	(30,839,642)
Net plan assets	(₱25,698,270)	₱84,649	₱84,649	(₱1,692,923)	₱75,156	(₱1,617,767)	(₱27,231,388)

The maximum economic benefit available is a combination of expected refunds from the plan and reductions in future contributions. The trustee has no specific matching strategy between the plan assets and the retirement obligation. The Parent Company is not required to pre-fund the defined benefit obligation before they become due. The amount and timing of contributions to the retirement fund are at the Parent Company's discretion.



The carrying value and fair value of plan assets by each class as at the end of the reporting period are as follow:

	2021	2020
Cash	<b>₱1,466,184</b>	₱1,433,747
Government securities	<b>29,087,797</b>	25,543,101
Accrued income receivable	<b>115,675</b>	150,142
Trust fee payable	<b>(53,532)</b>	(47,323)
Equity securities	-	3,759,975
	<b>₱30,616,124</b>	₱30,839,642

The plan assets have diverse investments in equity and debt securities, and do not have any concentration risk.

Assumptions regarding future mortality rate are based on 2017 Philippine Intercompany Mortality Table.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined retirement benefit liability as at the end of the reporting period, assuming all other assumptions were held constant:

	Increase (decrease)	2021	2020
Discount rates	+1%	<b>₱3,670,513</b>	₱3,584,552
	-1%	<b>3,694,821</b>	3,608,254
Salary increase rate	+1%	<b>3,731,403</b>	3,643,979
	-1%	<b>3,658,239</b>	3,572,529

Shown below is the maturity analysis of the undiscounted benefit payments:

	2021	2020
Less than one year	<b>₱3,755,859</b>	₱3,669,292

#### Retirement fund

The Parent Company entered into a Trust Agreement with BPI Asset Management for the latter to serve as a trustee for the Parent Company's retirement fund. The carrying amount equals the fair value of the retirement fund amounting to ₱30,616,124 and ₱30,839,642 as at December 31, 2021 and 2020, respectively. There were no any other transactions between the Parent Company and the retirement fund trustee.

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## 21. Non-Controlling Interests

Proportion of equity interest held by NCIs in 2021 and 2020:

	Principal Place of Business	
IKAC	Philippines	77.08%
SRTC	Philippines	56.98%



Equity attributable to material NCI:

	2021	2020
IKAC	<b>(P16,331,599)</b>	(P16,650,136)
SRTC	<b>192,925</b>	226,480
Total	<b>(16,138,674)</b>	(P16,423,656)

Net income (loss) attributable to material NCI:

	2021	2020	2019
IKAC	<b>P318,447</b>	(P46,382)	P40
SRTC	<b>(33,555)</b>	-	(16,778)
	<b>P284,892</b>	(P46,382)	(P16,738)

There are no OCI items that are attributable to material NCI.

Summarized statements of financial position, statements of comprehensive income and cash flow information for all the years ended December 31 of IKAC, a subsidiary with material NCI, are as follows. This information is based on amounts before inter-Group eliminations.

	2021	2020
Current assets	<b>P1,763,605</b>	P1,282,530
Noncurrent assets	<b>19,510,000</b>	19,510,000
Current liabilities	<b>(90,442,180)</b>	(90,308,811)
Noncurrent liabilities	<b>(2,085,511)</b>	(3,128,266)
Total capital deficiency	<b>(P71,254,086)</b>	(P72,644,547)
Attributable to equity holders of parent	<b>(P54,922,487)</b>	(P55,994,417)
NCI	<b>(16,331,599)</b>	(16,650,130)

	2021	2020	2019
Revenues	<b>P980,000</b>	P685,000	P806,750
Cost of services	<b>(200,477)</b>	(205,513)	(247,526)
Operating expenses	<b>(397,829)</b>	(675,919)	(552,871)
Interest income	<b>2,910</b>	3,680	5,006
Income (loss) before income tax	<b>384,604</b>	(192,752)	11,359
Provision for (benefit from) income tax	<b>(1,005,857)</b>	(9,590)	(11,184)
Net income (loss)	<b>1,390,461</b>	(202,342)	175
OCI	-	-	-
Total comprehensive income (loss)	<b>1,390,461</b>	(202,342)	175
Attributable to NCI	<b>P318,447</b>	(P46,382)	P40
Net increase (decrease) in cash from operating activities	<b>P481,075</b>	(P174,213)	P115,525



## 22. Operating Segment Information

The primary segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services produced. The operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group derives revenue from its leasing activities. Others pertain to activities for subsidiary which has yet to begin operations.

The Parent Group's Executive Committee, the chief operating decision maker of the Group, monitors the operating results of its business units.

The following tables present certain information regarding the Group's operating business segments (amounts in thousands):

	2021				
	Leasing	Others	Total	Eliminations	Consolidated
Revenue	52,225	–	52,225	₱–	52,225
Costs and operating expenses	(21,637)	(24,326)	(45,963)	–	(45,963)
Financial charges - net	(18,692)	(8,431)	(27,123)	–	(27,123)
Other charges - net	(8,877)	(31,342)	(40,219)	–	(40,219)
Income (loss) before income tax	3,019	(64,099)	(61,080)	–	(61,080)
Benefit from (provision for) income tax	18,065	–	18,065	–	18,065
Net loss	21,084	(64,099)	(43,015)	₱–	(43,015)
Other comprehensive loss - net of tax	(₱168)	₱–	(₱168)	₱–	(₱168)
Total comprehensive income (loss)	₱20,916	(₱64,099)	(₱43,183)	–	(₱43,183)
<b>OTHER INFORMATION</b>					
Segment assets	₱1,021,461	₱521,135	₱1,542,596	(₱32,455)	₱1,510,141
Segment liabilities	1,781,744	564,905	2,346,648	(81,111)	2,265,537
Investment in associate	1	–	1	–	1
Capital expenditures	–	3,159	3,159	–	507,500
	2020				
	Leasing	Others	Total	Eliminations	Consolidated
Revenue	₱36,411	₱–	₱36,411	₱–	₱36,411
Costs and operating expenses	(23,135)	(6,418)	(29,553)	–	(29,553)
Financial charges - net	(18,777)	–	(18,777)	–	(18,777)
Other income - net	8,830	–	8,830	–	8,830
Income (loss) before income tax	3,329	(6,418)	(3,089)	–	(3,089)
Provision for income tax	(4,341)	–	(4,341)	–	(4,341)
Net loss	(₱1,012)	(₱6,418)	(₱7,430)	₱–	(₱7,430)
Other comprehensive income - net of tax	₱1,132	₱–	1,132	₱–	₱1,132
Total comprehensive income (loss)	₱120	(₱6,418)	(₱6,298)	₱–	(₱6,298)
<b>OTHER INFORMATION</b>					
Segment assets	₱1,012,785	₱538,035	₱1,550,820	(₱31,417)	₱1,519,403
Segment liabilities	1,790,035	517,706	2,307,741	(76,124)	₱2,231,617
Investment in associate	1	–	1	–	1
Capital expenditures	–	507,500	507,500	–	507,500



	2019				
	Leasing	Others	Total	Eliminations	Consolidated
Revenue	₱39,505	₱-	₱39,505	₱-	₱39,505
Costs and operating expenses	(30,055)	(39)	(30,094)	-	(30,094)
Financial charges - net	(18,590)	-	(18,590)	-	(18,590)
Other income - net	6,252	-	6,252	-	6,252
Loss before income tax	(2,888)	(39)	(2,927)	-	(2,927)
Provision for income tax	(5,174)	-	(5,174)	-	(5,174)
Net loss	(₱8,062)	(₱39)	(₱8,101)	₱-	(₱8,101)
Other comprehensive loss - net of tax	(₱63,168)	₱-	(₱63,168)	₱-	(₱63,168)
Total comprehensive loss	(₱71,230)	(₱39)	(₱71,269)	₱-	(₱71,269)
OTHER INFORMATION					
Segment assets	₱1,022,489	₱26,794	₱1,049,283	(₱51,109)	₱998,174
Segment liabilities	1,798,626	1,268	1,799,894	(95,804)	₱1,704,090
Investment in associate - at cost	1	-	1	-	1

Majority of the revenue of the Group, through the Parent Group and IKAC, are from various tenants renting on its investment properties covered by lease agreements (see Note 14).

The geographical information of the Group are as follows:

Revenue from external customers:

	2021	2020
Sta. Rosa, Laguna	<b>₱51,244,845</b>	₱35,604,339
Pontevedra, Capiz	<b>980,000</b>	806,750
	<b>₱52,224,845</b>	₱36,411,089

The revenue information above is based on the locations of the customers. Revenue from one customer amounted to ₱11,763,945 and ₱7,964,120 in 2021 and 2020, respectively, arising from the leasing segment.

Non-current operating assets:

	2021	2020
Sta. Rosa, Laguna	<b>₱750,045,000</b>	₱750,045,000
Gen. Mariano Alvarez, Cavite	<b>148,612,147</b>	148,612,147
Pontevedra, Capiz	<b>19,510,000</b>	19,510,000
	<b>₱918,167,147</b>	₱918,167,147

Noncurrent assets for this purpose consist of investment properties.

## 23. Financial Risk Management Objectives and Policies and Capital Management

### Financial Risk Management Objectives and Policies

The Group's principal financial instruments consist of cash and cash equivalents, restructured loans and loans payable to a stockholder. The main purpose of these financial instruments is to raise funds for the Group's operations. The Group has various other financial instruments such as other noncurrent assets and accounts and other payables, excluding government payables, which arise directly from its operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. The BOD reviews and agrees policies for managing these risks.





### *Credit Risk*

Credit risk arises from the possibility that the Group may incur financial loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Group is exposed to credit risk principally from its cash in banks and cash equivalents and refundable deposits. In addition, the balances of cash in banks and cash equivalents and refundable deposits are monitored on an ongoing basis so that the Group's exposure to impairment losses is not significant. There is no significant concentration of credit risk in the Group.

The Group has three types of financial assets that are subject to the expected credit loss model which is cash and cash equivalents, receivables and amounts owed by related parties.

Generally, receivables and amounts by related parties are written off if it can no longer be recovered and are not subject to enforcement activity. As of December 31, 2021 and 2020, the maximum exposure to credit risk is the carrying value of each class of financial assets.

While cash and cash equivalents are also subject to the impairment requirements of PFRS 9, the identified impairment loss were immaterial.

The table below shows the maximum exposure to credit risk for the Group's financial assets, without taking into account any collateral and other credit enhancements as at December 31, 2021 and 2020.

	2021	2020
Cash and cash equivalents:		
Cash in banks	<b>₱52,406,010</b>	₱60,100,654
Cash equivalents	<b>2,163,333</b>	2,163,333
Refundable deposits	<b>478,267</b>	221,768
Other receivables	<b>3,178,028</b>	1,941,608
	<b>₱58,225,638</b>	₱64,427,363

The aging analysis of financial assets follows:

	2021					ECL	Total
	Days Past Due				More than 180 Days		
	Current	60 Days	180 Days	More than 180 Days			
Cash in bank	₱52,406,010	₱-	₱-	₱-	₱-	₱52,406,010	
Cash equivalents	2,163,333	-	-	-	-	2,163,333	
Refundable deposits	478,267	-	-	-	-	478,267	
Other receivables	3,178,028	-	-	-	-	3,178,028	
	<b>₱58,225,638</b>	<b>₱-</b>	<b>₱-</b>	<b>₱-</b>	<b>₱-</b>	<b>₱58,225,638</b>	

	2020					ECL	Total
	Days Past Due				More than 180 Days		
	Current	60 Days	180 Days	More than 180 Days			
Cash in bank	₱60,100,654	₱-	₱-	₱-	₱-	₱60,100,654	
Cash equivalents	2,163,333	-	-	-	-	2,163,333	
Refundable deposits	221,768	-	-	-	-	221,768	
Other receivables	1,941,608	-	-	-	-	1,941,608	
	<b>₱64,427,363</b>	<b>₱-</b>	<b>₱-</b>	<b>₱-</b>	<b>₱-</b>	<b>₱64,427,363</b>	

### *Liquidity Risk*

Liquidity risk arises when there is a shortage of funds and the Group, as a consequence, would not meet its maturing obligations.

The Group seeks to manage its liquid funds through cash planning on a monthly basis. The Group uses historical figures and experiences and forecasts from its collection and disbursement.



The amounts disclosed in the table below are the contractual undiscounted cash flows as at December 31, 2021 and 2020 which are all due and demandable:

2021	On Demand	Within one Year	Over one Year	Total
<i>Financial liabilities</i>				
Accounts and other payables	₱506,073,656	₱-	₱-	₱506,073,656
Loans payable	1,636,468,832	-	-	1,636,468,832
	<b>₱2,142,542,488</b>	<b>₱-</b>	<b>₱-</b>	<b>₱2,142,542,488</b>

2020	On Demand	Within one Year	Over one Year	Total
<i>Financial liabilities</i>				
Accounts and other payables	₱501,912,246	₱-	₱-	₱501,912,246
Loans payable	1,583,245,482	-	-	1,583,245,482
	<b>₱2,085,157,728</b>	<b>₱-</b>	<b>₱-</b>	<b>₱2,085,157,728</b>

Changes in liabilities arising from financing activities

2021				
	January 1	Cash flows	Others	December 31
Loans payable	₱1,583,245,482	₱44,295,350	₱8,928,000	₱1,636,468,832

2020				
	January 1	Cash flows	Others	December 31
Loans payable	₱1,064,085,808	₱510,176,237	(₱8,983,437)	₱1,583,245,482

Market Risk

Market risk is the risk of loss to future earnings, to fair values or to future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity prices and other market changes.

*Foreign Currency Risk*

Foreign currency risk is the risk to earnings or capital arising from changes in foreign exchange rates. The Group takes on exposure to effects of fluctuations in the prevailing foreign currency exchange rates on its financial and cash flows.

The Group's policy is to maintain foreign currency exposure within acceptable limits and within existing regulatory guidelines. The Group believes that its profile of foreign currency exposure on its assets and liabilities is within conservative limits for an institution engaged in the type of business in which the Group is engaged.

The Group's foreign currency-denominated financial asset and liability as at December 31, 2021 and 2020 are as follows:

	2021		2020	
	USD	Peso Equivalent	USD	Peso Equivalent
<i>Financial Asset</i>				
Cash in bank	\$-	₱-	\$6,663	₱319,977
<i>Financial Liability</i>				
Loans payable to a stockholder	(3,000,000)	(152,997,000)	(3,000,000)	(144,069,000)
Net financial liability	<b>(\$3,000,000)</b>	<b>(₱152,997,000)</b>	<b>(\$2,993,337)</b>	<b>(₱143,749,023)</b>



As at December 31, 2021 and 2020, the exchange rates of the Philippine peso to the US\$ are ₱50.99 and ₱48.02 to US\$1.00 respectively.

The sensitivity to a reasonably possible change in the USD exchange rate, with all other variables held constant, of the Group's income before tax as at December 31, 2021 and 2020 is as follows:

	Change in foreign exchange rate	Effect in loss before income tax
<b>2021</b>	<b>+0.65</b>	<b>(₱1,950,000)</b>
	<b>-0.31</b>	<b>930,000</b>
2020	+0.11	(₱329,267)
	-0.47	1,406,868

#### Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may obtain additional advances from stockholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended December 31, 2021 and 2020. The Group has no to externally imposed capital requirement.

As at May 27, 2022, the BOD agreed to maintain the Group's operations at status quo; i.e., continue with the asset disposal programs and lease out the Group's warehouse in Sta. Rosa, Laguna and to look for a potential partner for a joint venture agreement.

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#### 24. Fair Value Measurement

The following methods and assumptions were used to estimate the amount of fair value of each class of financial instruments for which it is practicable to estimate such value:

##### *Cash and Cash Equivalents, Other Receivables and Accounts and Other Payables*

The carrying values of these financial instruments approximate their fair values due to the short-term nature of these accounts.

##### *Refundable Deposits*

The carrying values of other noncurrent assets approximate their fair values based on the market value of similar lease agreements.

##### *Loans Payable*

The carrying values of the loans payable to a stockholder approximate its fair value as the loan is already due and demandable and the effect of discounting the instrument is not material.

##### *Investment Properties*

The fair value of the investment properties has been categorized under the Level 2 which were determined based on the valuations performed by third party appraiser using Market Approach for land (see Note 9).

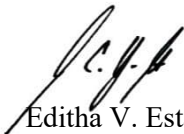


## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
FILSYN Corporation  
Unit 8, 5B The Pearlbank Centre, 146 Valero St.  
Salcedo Village, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FILSYN Corporation and its subsidiaries as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, 2020 and 2019, included in this Form 17-A and have issued our report thereon dated May 27, 2022. Our audits were made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for the purpose of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the parent company financial statements taken as a whole.

**SYCIP GORRES VELAYO & CO.**



Editha V. Estacio

Partner

CPA Certificate No. 91269

Tax Identification No. 178-486-845

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 91269-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-094-2020, July 27, 2020, valid until July 26, 2023

PTR No. 8853492, January 3, 2022, Makati City

May 27, 2022

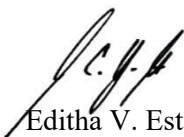


## **INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors  
FILSYN Corporation  
Unit 8, 5B The Pearlbank Centre, 146 Valero St.  
Salcedo Village, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FILSYN Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, 2020 and 2019 and have issued our report thereon dated May 27, 2022. Our audits were made for the purpose of forming an opinion on the basic 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, are 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 basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's financial statements as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Editha V. Estacio

Partner

CPA Certificate No. 91269

Tax Identification No. 178-486-845

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 91269-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-094-2020, July 27, 2020, valid until July 26, 2023

PTR No. 8853492, January 3, 2022, Makati City

May 27, 2022



**FILSYN CORPORATION AND SUBSIDIARIES**  
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**AND SUPPLEMENTARY SCHEDULES**  
**DECEMBER 31, 2021**

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Independent Auditors' Report  
Consolidated Statements of Financial Position  
Consolidated Statements of Comprehensive Income  
Consolidated Statements of Changes in Capital Deficiency  
Consolidated Statements of Cash Flows  
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Supplementary Schedules:

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Schedule II: Financial Soundness Indicators  
Schedule III: Map of the Relationships of the Companies Within the Group  
Supplementary Schedules under Annex 68-J  
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Companies)  
Schedule F: Guarantees of Securities of Other Issuers  
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**SCHEDULE I**  
**RECONCILIATION OF RETAINED EARNINGS**  
**AVAILABLE FOR DIVIDEND DECLARATION**  
**As of December 31, 2021**

**FILSYN Corporation**

**Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City**

<b>Deficit as at December 31, 2020</b>		<b><u>(₱1,878,293,641)</u></b>
<b>Add: Net income actually earned/realized during the year</b>		
Net income during the year closed to deficit	15,741,934	
<b>Less: Non-actual/unrealized income net of tax</b>		
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 (market-to-market gains)	—	
Fair value adjustment of investment property resulting to gain	—	
Recognized deferred tax asset that increased the net income	—	
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	—	
Subtotal	—	
<b>Add: Non-actual losses</b>		
Depreciation on revaluation increment (after tax)	—	
Adjustment due to deviation from PFRS/GAAP-loss	—	
Loss on fair value adjustment of investment property	—	
Subtotal	—	
<b>Net income actually earned during the year</b>		<b><u>15,741,934</u></b>
<b>Add (Less):</b>		
Dividend declarations during the period	—	
Appropriations of retained earnings	—	
Reversals of appropriations	—	
Effects of prior period adjustments	—	
Effects of PAS 19 adoption	—	
Treasury shares	—	
Subtotal	—	
<b>Deficit as at December 31, 2021, as adjusted</b>		<b><u>(₱1,862,551,707)</u></b>

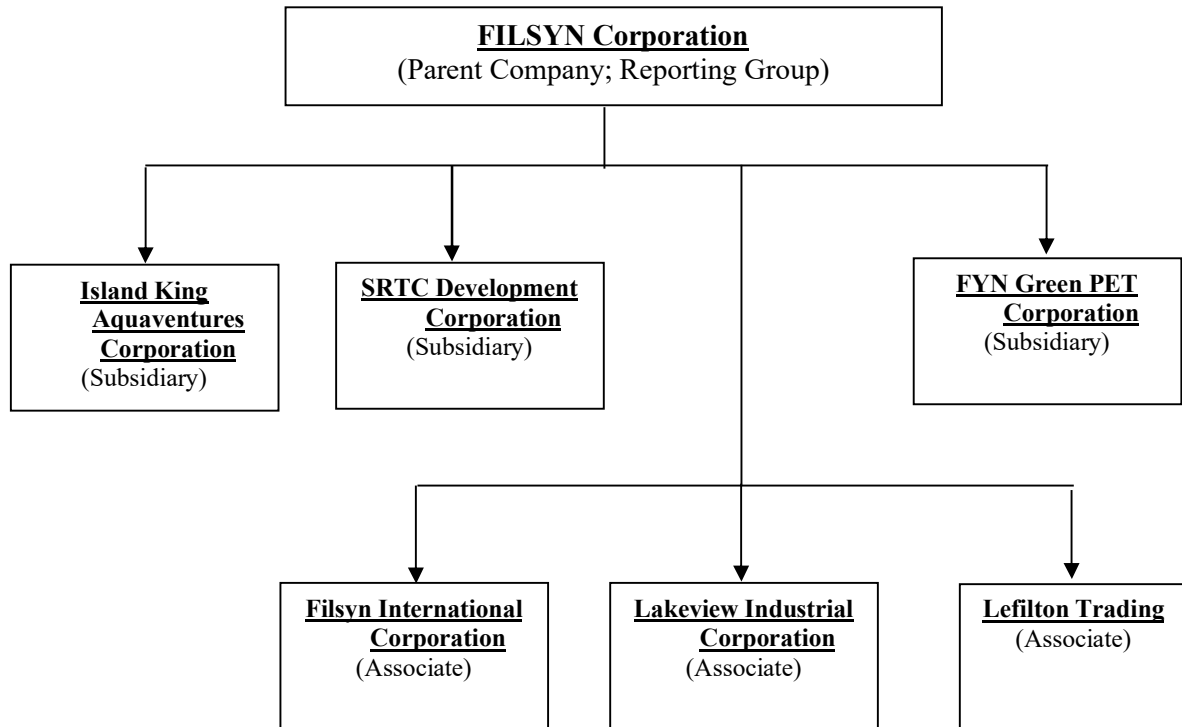
**SCHEDULE II**  
**FILSYN CORPORATION AND SUBSIDIARIES**  
**FINANCIAL SOUNDNESS INDICATORS**  
**PURSUANT TO REVISED SRC RULE 68**  
**DECEMBER 31, 2021 (in thousands)**

Ratio	Formula	2021	2020
Current ratio	Total Current Assets divided by Total Current Liabilities		
	Total Current Assets <span style="float: right;">₱67,675</span> <u>Divided by: Total Current Liabilities</u> <span style="float: right;">2,146,797</span> Current Ratio <span style="float: right;">0.03</span>	0.03: 1	0.03: 1
Acid test ratio	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities		
	Total Current Assets <span style="float: right;">₱67,675</span> Less: Inventories <span style="float: right;">—</span> <u>Other current assets</u> <span style="float: right;">13,029</span> Quick assets <span style="float: right;">54,646</span> <u>Divided by: Total Current Liabilities</u> <span style="float: right;">2,146,797</span> Acid test ratio <span style="float: right;">0.03</span>	0.03: 1	0.03: 1
Solvency ratio	Net income plus Noncash expenses divided by Short term liabilities plus Long term liabilities		
	Net Income <span style="float: right;">(₱43,015)</span> Add: Noncash Expenses <u>Depreciation</u> <span style="float: right;">—</span> <span style="float: right;">(43,015)</span> <u>Divided by: Total Liabilities</u> <span style="float: right;">2,146,797</span> Solvency ratio <span style="float: right;">0.00</span>	0.00: 1	0.00: 1
Debt to equity ratio	Total Liabilities <span style="float: right;">₱2,265,537</span> <u>Divided by: Total Shareholder's Equity</u> <span style="float: right;">(755,397)</span> Debt to equity ratio <span style="float: right;">(3.00)</span>	(3.00): 1	(3.13): 1
	Total Assets divided by Total Shareholder's Equity		
Asset to equity ratio	Total Assets <span style="float: right;">₱1,510,141</span> <u>Divided by: Total Shareholder's Equity</u> <span style="float: right;">(755,397)</span> Asset to equity ratio <span style="float: right;">(2.00)</span>	(2.00): 1	(2.13): 1
	Earnings before interest and taxes (EBIT) divided by Interest expense		
Interest rate coverage ratio	EBIT <span style="float: right;">₱15,832</span> <u>Divided by: Interest Expense</u> <span style="float: right;">(27,183)</span> Interest rate coverage ratio <span style="float: right;">(0.58)</span>	(0.58): 1	(0.84): 1
	Net Income divided by Total Shareholder's Equity		
Return on equity	Net Loss <span style="float: right;">(₱43,015)</span> <u>Divided by: Total Shareholder's Equity</u> <span style="float: right;">(755,397)</span> Return on equity <span style="float: right;">5.69%</span>	5.69%	1.04%
	Net Income divided by Average Total Assets		
Return on assets	Net Loss <span style="float: right;">(₱43,015)</span> <u>Divided by: Average Total Assets</u> <span style="float: right;">1,514,772</span> Return on assets <span style="float: right;">(2.84%)</span>	(2.84%)	(0.58%)



<b>Ratio</b>	<b>Formula</b>	<b>2021</b>	<b>2020</b>
	Net Income divided by Revenue		
	Net Loss	(₱43,015)	
	<u>Divided by: Revenue</u>	<u>36,411</u>	
Net profit margin	Net profit margin	(118.13%)	(118.13%)
	Gross Profit divided by Revenue		(20.41%)
	Gross Profit	₱6,262	
	<u>Divided by: Revenue</u>	<u>52,225</u>	
Operating profit margin	Net profit margin	11.99%	11.99%
			18.84%

**SCHEDULE III**  
**FILSYN CORPORATION AND SUBSIDIARIES**  
**MAP OF THE RELATIONSHIPS OF THE**  
**COMPANIES WITHIN THE GROUP**  
**PURSUANT TO REVISED SRC RULE 68**  
**DECEMBER 31, 2021**



**SCHEDULE A**

**FILSYN CORPORATION AND SUBSIDIARIES  
FINANCIAL ASSETS  
AS AT DECEMBER 31, 2021**

Name of issuing entity and association of each issue	Number of shares or principal amounts of bonds and notes	Amount shown in the Statement of Financial	Value based on Market Quotation at end of reporting period	Income received and accrued
Cash and cash equivalents	N/A	₱54,646,425	₱54,646,425	₱61,342
Refundable deposits	N/A	478,268	478,268	-
		₱55,124,693	₱55,124,693	₱89,624

**SCHEDULE B**

**FILSYN CORPORATION AND SUBSIDIARIES  
AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES,  
RELATED PARTIES AND PRINCIPAL STOCKHOLDERS  
(OTHER THAN RELATED PARTIES)  
DECEMBER 31, 2021**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end period
<div style="border: 1px solid black; padding: 10px; display: inline-block;">NOT APPLICABLE</div>							

**SCHEDULE C**

**FILSYN CORPORATION AND SUBSIDIARIES  
AMOUNTS RECEIVABLE FROM RELATED PARTIES  
WHICH ARE ELIMINATED DURING THE  
CONSOLIDATION OF FINANCIAL STATEMENTS  
DECEMBER 31, 2021**

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end period
IKAC	₱85,913,798	₱-	₱-	₱-	₱85,913,798	₱-	₱85,913,798
FYN Green	₱6,417,194	₱1,038,016	₱-	₱-	₱7,455,210	₱-	₱7,455,210

**SCHEDULE D**

**FILSYN CORPORATION AND SUBSIDIARIES  
LONG-TERM DEBT (RESTRUCTURED LOANS)  
DECEMBER 31, 2021**

<u>Title of Issue and Type of Obligation</u>	<u>Amount Authorized by Indenture</u>	<u>Amount shown under Caption "Current Portion of Long-term debt" in related Statement of Financial Position</u>	<u>Amount shown under caption "Long-term debt" in related of Financial Position</u>
<i>Restructured Loans</i>			
Malaysia Garment Manufacturers (Pte) Ltd. (Malaysia Garments)	₱930,132,682	₱930,132,682	₱-

**SCHEDULE E**

**FILSYN CORPORATION AND SUBSIDIARIES  
INDEBTEDNESS TO RELATED PARTIES  
(LONG-TERM LOANS FROM RELATED COMPANIES)  
DECEMBER 31, 2021**

Name of Related Party	Balance at beginning of period	Balance at end of period
Trans-Pacific Oriental Holding Group, Inc.	₱144,069,000	₱152,997,000

**SCHEDULE F**

**FILSYN CORPORATION AND SUBSIDIARIES  
GUARANTEES OF SECURITIES OF OTHER ISSUERS  
DECEMBER 31, 2021**

Name of issuing entity of securities guaranteed by the Group for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
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NOT APPLICABLE



**FILSYN CORPORATION AND SUBSIDIARIES  
CAPITAL STOCK  
DECEMBER 31, 2021**

<b>Title of Issue</b>	<b>Number of Shares Authorized</b>	<b>Number of Shares Issued and Outstanding Shown under related Statement of Financial Position Caption</b>	<b>Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights</b>	<b>Number of Shares Held By</b>		
				<b>Related Parties</b>	<b>Directors, Officers and Employees</b>	<b>Others</b>
COMMON STOCK						
Class A	144,000,000	123,747,707	–	63,758,181	124,652	60,044,874
Class B	96,000,000	82,498,474	–	45,065,670	100,002	37,332,802
	240,000,000	206,246,181	–	108,643,851	224,654	97,377,676

# Annex D

MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS OF  
**FILSYN CORPORATION**  
Held on November 11, 2021

Held at Unit 8 5B Floor Pearlbank Centre  
146 Valero St., Salcedo Village  
Makati City

PRESENT:

*[Please see attached Summary of Attendance, Annex "A"]*

**1. Call to Order**

The Chairperson, Ms. Consolacion A. Sanchez, called the meeting to order and presided over the same. The Corporate Secretary, Ms. Melyjane G. Bertillo-Ancheta, recorded the minutes of the proceedings.

**2. Certification of Notice and Quorum**

The Corporate Secretary certified that written notices of the meeting were sent out to all stockholders of record in accordance with the company's By-Laws and that a quorum was present for the transaction of business by the stockholders, there being present more than 2/3 of the total outstanding shares, either in person or represented by proxy (*see* Summary of Attendance, Annex "A").

**3. Approval of the Minutes of the Previous Meeting held on September 17, 2020**

The Corporate Secretary noted that copies of the minutes of the annual meeting of the stockholders held on September 17, 2020 were distributed to the stockholders present. Upon motion made and seconded, the reading of said minutes was dispensed with and the minutes were approved.

**4. Management Report**

The Corporate Secretary noted that copies of the management report for the year 2020 were distributed to the stockholders present. Upon motion made and seconded, the reading of the said management report was dispensed with and the management report was duly noted. For the record, a copy of the Management Report for the year 2020 is hereto attached as Annex "B".

**5. Approval of the Audited Financial Statements for the year 2020**

The Chairperson noted that copies of the Audited Financial Statements for the year 2020 were distributed to the stockholders present. Upon motion made and

seconded, the said audited financial statements and the accompanying explanatory notes were approved.

## **6. Ratification and Confirmation of Corporate Acts**

Upon motion made and seconded, the stockholders ratified all acts of the Board of Directors and Management as disclosed in the corporate records from the date of the last annual meeting (September 17, 2020) up to the date of the present meeting (November 11, 2021).

## **7. Appointment of External Auditor for the term 2021-2022**

Upon motion made and seconded, the stockholders re-appointed SyCip Gorres Velayo & Co. (SGV) as the external auditor of the company for the term 2021-2022.

## **8. Election of Directors for the term 2021-2022**

The Chairperson then declared the table open for nominations for the election of the members of the Board of Directors of the company for the term 2021-2022.

Upon nominations made and seconded, the following stockholders were elected directors of the company for the term 2021-2022 and until their successors shall have been duly elected and qualified:

1. CONSOLACION A. SANCHEZ (INDEPENDENT DIRECTOR)
2. JAIME M. STO. DOMINGO
3. AMY HUANG
4. DAVID WANG
5. RENATO V. DIAZ (INDEPENDENT DIRECTOR)
6. EVELYN LIM FORBES
7. SAMUEL V. TORRES (INDEPENDENT DIRECTOR)
8. ALAN TSAI
9. CHEN YU CHENG
10. MA. BELINA B. MARIANO

## **9. Financial Restructuring**

Upon the request of the Chairman, the following matters were discussed by SGV, and thereafter, the stockholders approved the resolutions:

“WHEREAS, FILSYN Corporation (the “Corporation”) intends to settle its outstanding liabilities as of December 31, 2020 and obtain the release and cancellation of mortgage on its 30 has. Sta. Rosa property, and to improve its financial position by wiping out its capital deficiency, in preparation for the implementation of its business plan as approved by the Board of Directors and Stockholders on September 21, 2017;

WHEREAS, on September 20, 2018, corporate approvals were obtained for the following corporate actions aimed at restructuring the Corporation’s equity: (i) reduce the par value of all common shares from

PHP5.00 to PHP2.50 per share; (ii) create Preferred Shares by reclassifying 33,426,498 Common B Shares held by foreign stockholders-creditors with par value of PHP2.50 per share; and (iii) convert restructured loans and interests amounting to a total of PHP1,318,316,337 to additional paid in capital by considering the amount as premium from the conversion of the 33,426,498 Common B Shares held by foreign stockholder-creditor into Preferred Shares;

WHEREAS, the September 20, 2018 corporate approvals have not been implemented yet, and acting upon the advice of its financial advisor, SyCip Gorres & Velayo, the Corporation intends to amend further the restructuring plan by approving and implementing the various corporate actions set out below, such that these new resolutions shall supersede and revoke the September 20, 2018 resolutions approving the amendments to the Seventh Article of the Articles of Incorporation of the Corporation;

*A. Decrease in Authorized Capital Stock and Reclassification or Conversion of 33,426,498 Class B Shares into 33,426,498 Preferred Shares*

“RESOLVED, That the stockholders of the Corporation approve, as they hereby approve, (i) to reduce the par value of all common shares from PHP5.00 per share to PHP0.50 per share, (ii) to decrease the authorized capital stock from PHP1,200,000,000 to PHP120,000,000, and treat the capital contributed in excess of the reduced par value as additional paid in capital; and thereafter, (iii) to create Preferred shares by way of reclassification of 33,426,498 out of the total number of Class B Common Stock of 96,000,000 shares with par value of Php 0.50 per share to Preferred shares with par value of Php0.50 per share, and (iv) to approve the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to the 33,426,498 Preferred Shares to be funded by way of conversion of debt as of December 31, 2020 amounting to PHP1,389,961,828 to equity with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

RESOLVED, That the stockholders of the Corporation approve, as they hereby approve, to reclassify 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. into 33,426,498 Preferred Shares with the following features:

- a. **Preemptive Right** - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the date designated by the Company in the public notice made two (2) weeks prior the exercise of the preemptive right;
- b. **Dividends** – The Preferred Shareholders shall bear preferential dividends at the rate of 5% *per annum* of total debt converted in the amount of PHP1,389,961,828.00. Dividends in respect of the

common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares. The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Company has sufficient retained earnings. The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

- c. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
- d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

Upon the conversion of THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares to Common Stock, the Corporation shall have issued in total 733,716,319 Common Stock, broken down as follows: (1) 440,229,812 Class "A" Common Stock, with a par value of PHP 0.50 per share; and (2) 293,486,507 Class "B" Common Stock, with a par value of PHP 0.50 per share.

No issuance, conversion or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

“RESOLVED, That pursuant to the foregoing paragraphs, the stockholders of the Corporation approve, as they hereby approve, the amendment to the Seventh Article of the Articles of Incorporation of the Corporation, such that it will read as follows:

“SEVENTH. That the authorized capital stock of the Corporation shall be ONE HUNDRED TWENTY MILLION PESOS (P120,000,000.00), Philippine currency, consisting of:

- i. SEVENTY TWO MILLION PESOS (P72,000,000.00), divided into ONE HUNDRED FORTY FOUR MILLION (144,000,000) shares of Class "A" Common Stock of the par value of FIFTY CENTAVOS (P0.50) per share; and
- ii. THIRTY ONE MILLION TWO HUNDRED EIGHTY SIX THOUSAND SEVEN HUNDRED FIFTY ONE (PHP31,286,751), divided into SIXTY TWO MILLION FIVE HUNDRED SEVENTY THREE THOUSAND FIVE HUNDRED TWO (62,573,502) shares of Class "B" Common Stock of the par value of FIFTY CENTAVOS (P0.50) per share; and
- iii. SIXTEEN MILLION SEVEN HUNDRED THIRTEEN THOUSAND TWO HUNDRED FORTY NINE PESOS (P16,713,249), divided into THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) shares of Preferred Shares of the par value of FIFTY CENTAVOS (P0.50) per share.

All shares of Common Stock of the Corporation whether Class A or Class B, shall enjoy the same rights and privileges, except as herein otherwise specified.

- (1) Shares of Class A Common Stock shall be issued subject to the following limitations, which shall be printed on the stock certificates for such shares: Only Philippine Nationals, as hereinbelow defined, shall be qualified to acquire, own or hold shares of Class A Common Stock of the Corporation and no such shares may be issued, sold or transferred except to such qualified persons or firms. Any issuance, sale or transfer of shares of Class A Common Stock, whether voluntary or by operation of law, made in violation of the foregoing condition shall be null and void and shall not be registrable in the books of the Corporation. For the purposes of this provision, a "Philippine National" shall mean a citizen of the Philippines; or a partnership or association wholly-owned by citizens of the Philippines; or a corporation organized under the laws of the Philippines of which at least sixty percent (60%) of the members of the Board of Directors and at least sixty percent of the capital stock outstanding (which percentage shall not be less than sixty percent (60%) of the capital stock outstanding and entitled to vote) is owned and held by citizens of the Philippines; or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine

National and at least sixty percent (60%) of the fund will accrue to the benefit of Philippine Nationals.

In the event the Corporation shall find that a holder of Class A Common Stock is not qualified or has in any manner lost his/its qualification to own shares of such stock in the Corporation, then the Corporation, either by itself or through any other qualified and willing stockholder is designated by its Board of Directors, shall have the right to forthwith purchase the shares of Class A Common Stock of the disqualified stockholder at the book value of such shares, computed on the basis of the latest available audited financial statements of the Corporation, of or if the shares be listed on any stock exchange, at the market value thereof at the time of purchase. Upon payment or tender of payment of the book value or the market value of the shares, as the case may be, to the disqualified stockholder, the Secretary of the Corporation shall have full authority, as the attorney-in-fact of the disqualified stockholder, to transfer the said stockholder's shares in favor of the Corporation or the transferee stockholder(s) designated by the Board of Directors of the Corporation which transfer may be made without need of any further authorization from the disqualified stockholder, who upon demand shall be bound to surrender to the Secretary for cancellation the corresponding stock certificate(s) duly endorsed by such stockholder. The failure of such disqualified stockholder to surrender his/its stock certificates as aforesaid shall not however prevent the aforementioned transfer from being registered in the books of the Corporation and from being otherwise effective.

- (2) Share of Class B Common Stock shall be issued subject, to the following limitations, which shall be printed on the stock certificates for such shares: The total number of shares of Class B Common Stock which shall at any time be subscribed, issued or outstanding shall in no case exceed four-sixths ( $4/6$ ) of the total number of shares of Class A Common Stock then subscribed, issued or outstanding. Any issuance of or subscription to any shares of Class B Common Stock in violation of this condition shall be deemed null and void.
- (3) The Preferred Shares shall have the following features:
  - a. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the

date designated by the Company in the public notice made at least two (2) weeks prior to the exercise of the preemptive right;

- b. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% per annum of total debt converted in the amount of PHP1,389,961,828.00. Dividends in respect of the common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares.

The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Company has sufficient retained earnings.

The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

- c. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
- d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholders are thus entitled to subscribe to a total of 560,896,636 Common Stock upon conversion.

The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

Upon the conversion of THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498)



Preferred Shares to Common Stock, the Corporation shall issue 733,716,319 Common Stock, broken down as follows: (1) 440,229,812 Class "A" Common Stock, with a par value of PHP 0.50 per share; and (2) 293,486,507 Class "B" Common Stock, with a par value of PHP 0.50 per share.

No issuance, conversion or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

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*B. Increase in Capital Stock*

“RESOLVED, That the stockholders of the Corporation approve, as they hereby approve, the increase of the corporation's authorized capital stock from PhP120,000,000 to PhP647,306,477.22 which consists of: (1) 440,229,812 Class "A" common shares with par value of PhP 0.50 per share, or an aggregate par value of PhP 220,114,906; (2) 293,486,507 Class "B" common shares with a par value of PHP 0.50 per share, or an aggregate par value of PhP 146,743,253.50; and (3) 33,426,498 Preferred Shares, with a par value of PhP 8.39 per share (increased from PhP0.50), or an aggregate par value of PhP280,448,318.22, with Malaysia Garment Manufacturers (Pte) Ltd. subscribing to the increase in the par value of the 33,426,498 Preferred Shares amounting to PhP263,735,069.22 by way of converting debt owed to it by the Corporation as of December 31, 2020 amounting to PhP1,389,961,828 to equity, with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital;

“RESOLVED, FURTHER, That to implement the immediately preceding paragraph, the stockholders of the Corporation approve, as they hereby approve, the subscription by Malaysia Garment Manufacturers (Pte) Ltd. to the increase in the par value of the 33,426,498 Preferred Shares amounting to PHP263,735,069.22, and the conversion of debt owed to it by the Corporation as of December 31, 2020 amounting to PHP1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital;

“RESOLVED, FURTHER, That the stockholders of the Corporation approve, as they hereby approve, after effecting the above amendments

resulting to the increase in authorized capital stock and reclassification of certain Class B shares to Preferred Shares, additional amendments to the Seventh Article of the Articles of Incorporation of the Corporation, such that its final form will read as follows:

SEVENTH. That the authorized capital stock of the Corporation shall be SIX HUNDRED FORTY SEVEN MILLION THREE HUNDRED SIX THOUSAND FOUR HUNDRED SEVENTY SEVEN AND SEVENTY TWO CENTAVOS (P647,306,477.72), Philippine currency, consisting of:

- i. TWO HUNDRED TWENTY MILLION ONE HUNDRED FOURTEEN THOUSAND NINE HUNDRED SIX PESOS (PHP 220,114,906.00), divided into FOUR HUNDRED FORTY MILLION TWO HUNDRED TWENTY NINE THOUSAND EIGHT HUNDRED TWELVE (440,229,812) shares of Class "A" Common Stock of the par value of FIFTY CENTAVOS (PHP0.50) per share; and
- ii. ONE HUNDRED FORTY SIX MILLION SEVEN HUNDRED FORTY THREE THOUSAND TWO HUNDRED FIFTY THREE AND FIFTY CENTAVOS (PHP 146, 743, 253.50), divided into TWO HUNDRED NINETY THREE MILLION FOUR HUNDRED EIGHTY SIX THOUSAND FIVE HUNDRED SEVEN (293,486,507) shares of Class "B" Common Stock of the par value of FIFTY CENTAVOS (PHP0.50) per share; and
- iii. TWO HUNDRED EIGHTY MILLION FOUR HUNDRED FORTY EIGHT THOUSAND THREE HUNDRED EIGHTEEN PESOS AND TWENTY TWO CENTAVOS (PHP 280,448,318.22), divided into THIRTY THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) shares of Preferred Shares of the par value of EIGHT PESOS AND THIRTY NINE CENTAVOS (PHP8.39) per share.

Out of the original total number of Class B Common Stock of 96,000,000 shares, 33,426,498 Class B Common Stock were converted to preferred shares.

All shares of Common Stock of the Corporation whether Class A or Class B, shall enjoy the same rights and privileges, except as herein otherwise specified.

- (1) Shares of Class A Common Stock shall be issued subject to the following limitations, which shall be printed on the stock certificates for such shares: Only Philippine Nationals, as hereinbelow defined, shall be qualified to acquire, own or hold shares of Class A Common Stock of the Corporation and no such shares may be issued, sold or transferred except to such qualified persons or firms. Any issuance, sale or transfer of shares of Class A Common Stock, whether voluntary or by operation of law, made in violation of the foregoing condition shall be null and void and shall not be registrable in the books of the Corporation. For the purposes of this provision, a "Philippine National" shall mean a citizen of the Philippines; or a partnership or association wholly-owned by citizens of the Philippines; or a corporation organized under the laws of the Philippines of which at least sixty percent (60%) of the members of the Board of Directors and at least sixty percent of the capital stock outstanding (which percentage shall not be less than sixty percent (60%) of the capital stock outstanding and entitled to vote) is owned and held by citizens of the Philippines; or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine National and at least sixty percent (60%) of the fund will accrue to the benefit of Philippine Nationals.

In the event the Corporation shall find that a holder of Class A Common Stock is not qualified or has in any manner lost his/its qualification to own shares of such stock in the Corporation, then the Corporation, either by itself or through any other qualified and willing stockholder is designated by its Board of Directors, shall have the right to forthwith purchase the shares of Class A Common Stock of the disqualified stockholder at the book value of such shares, computed on the basis of the latest available audited financial statements of the Corporation, of or if the shares be listed on any stock exchange, at the market value thereof at the time of purchase. Upon payment or tender of payment of the book value or the market value of the shares, as the case may be, to the disqualified stockholder, the Secretary of the Corporation shall have full authority, as the attorney-in-fact of the disqualified stockholder, to transfer the said stockholder's shares in favor of the Corporation or the transferee stockholder(s) designated by the Board of Directors of the Corporation which transfer may be made without need of any further authorization from the disqualified stockholder, who upon demand shall be bound to surrender to the Secretary for cancellation the corresponding stock certificate(s) duly endorsed by such stockholder. The

failure of such disqualified stockholder to surrender his/its stock certificates as aforesaid shall not however prevent the aforementioned transfer from being registered in the books of the Corporation and from being otherwise effective.

- (2) Share of Class B Common Stock shall be issued subject, to the following limitations, which shall be printed on the stock certificates for such shares: The total number of shares of Class B Common Stock which shall at any time be subscribed, issued or outstanding shall in no case exceed four-sixths ( $\frac{4}{6}$ ) of the total number of shares of Class A Common Stock then subscribed, issued or outstanding. Any issuance of or subscription to any shares of Class B Common Stock in violation of this condition shall be deemed null and void.
- (3) The Preferred Shares shall have the following features:
  - a. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios; provided that the names and addresses of such shareholders shall be registered accordingly as of the date designated by the Company in the public notice made at least two (2) weeks prior to the exercise of the preemptive right;
  - b. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% *per annum* of total debt converted in the amount of PHP1,389,961,828.00. Dividends in respect of the common shares shall not be paid, declared, set apart for payment, or distributed unless cash dividends shall have been declared and paid in full to all holders of the preferred shares.

The preferential dividends declared shall be payable annually in cash. The dividends on the preferred shares shall be cumulative from and after the issue date of the preferred shares, whether or not in any period the amount thereof is covered by available unrestricted retained earnings, so long as at the time of payment the Company has sufficient retained earnings.

The Preferred Shareholder shall be entitled to participate and share in the retained earnings remaining after payment of the preferential dividends;

- c. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters

specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and

- d. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at PHP0.50 per share. The Preferred Shareholders are thus entitled to subscribe to a total of 560,896,636 Common Stock upon conversion. The Preferred Shareholder shall have the right to assign its right of conversion to its nominee or qualified transferee, to allow the latter to subscribe to such number of common shares as is allowed by Philippine laws.

Upon the conversion of THREE MILLION FOUR HUNDRED TWENTY SIX THOUSAND FOUR HUNDRED NINETY EIGHT (33,426,498) Preferred Shares to Common Stock, the Corporation shall have issued 733,716,319 Common Shares, broken down as follows: (1) 440,229,812 Class "A" Common Stock, with a par value of PHP 0.50 per share; and (2) 293,486,507 Class "B" Common Stock, with a par value of PHP 0.50 per share.

No issuance or transfer of shares of stock of the Corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the Corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the Corporation.

*C. Use of Additional Paid in Capital to Wipe Out Deficit*

“RESOLVED, That the stockholders of the Corporation approve, as they hereby approve, the use of the Additional Paid In Capital in the amount of PHP2,197,924,318.28, resulting from: (1) the existing Additional Paid in Capital; (2) the decrease of capital through the reduction of par value; and (3) the conversion of the existing liability to Malaysia Garment Manufacturers (Pte) Ltd. to wipe out all the accumulated deficit of the Company.

*D. Miscellaneous*

“RESOLVED, FURTHER, That the Corporation be, as it is hereby, authorized to file with all governmental agencies and self-regulatory organizations, including without limitation, the Securities and Exchange Commission (“SEC”) and the Philippine Stock Exchange (“PSE”), any and all such documents as may be necessary to effect the foregoing amendments

to the Articles of Incorporation and otherwise in connection with the foregoing resolutions. Without limiting the generality of the authority granted in this paragraph, these documents include the documents required by the SEC to approve the foregoing amendments to the Articles of Incorporation of the Corporation, the amendments to the registration statement of the Corporation as filed with the SEC, and documents as may be required by the PSE in connection with the foregoing amendments (including in respect of the the 33,426,498 Class B Common Shares which are to be converted or reclassified to Preferred Shares);

“RESOLVED, FURTHER, That:

- (i) the President of the Corporation, Mr. Jaime M. Sto. Domingo be, as he is hereby, authorized to sign any and all documents as may be necessary to effect the foregoing amendments and to perform any and all such acts as may be necessary to implement these resolutions; and
- (ii) the following officers of the Corporation be, as each of them is hereby, authorized to sign the Amended Registration Statement of the Corporation to be filed with the SEC:

Mr. Jaime M. Sto. Domingo	-	President
Mr. David Wang	-	Executive Vice President & Chief Finance Officer
Mr. Apolinario L. Posio	-	Senior Vice President - Accounting and Audit and Compliance Officer
The incumbent Corporate Secretary or incumbent Assistant Corporate Secretary		

“RESOLVED, FURTHER, That SyCip Gorres & Velayo, the Corporation’s financial advisor, or any other advisor, or any representative of the Corporation, in each case as may be designated by the President of the Corporation, be as it is hereby authorized to file any and all such documents as may be necessary to be filed and liaise with all governmental agencies and self-regulatory organizations, including the SEC and the PSE, to effect the foregoing amendments and to perform any and all such acts as may be necessary to implement these resolutions;

“RESOLVED, FURTHER, That the Board of Directors of the Corporation be, as it is hereby, authorized by the stockholders of the Corporation to approve any minor amendment to the Amended Articles of Incorporation in connection with the equity restructuring for the purpose of, among others, meeting the requirements of the SEC and the PSE, provided that any such amendment shall be consistent with the commercial intent as approved by the stockholders through the foregoing resolutions;

“RESOLVED, FURTHER, That the September 20, 2018 resolutions approving (i) the amendments to the Seventh Article of the Articles of

Incorporation of the Corporation, and (ii) the conversion of debt to additional paid in capital to be reserved for the conversion of preferred shares to common shares, be, as they are hereby, revoked and superseded by the foregoing resolutions. For the avoidance of doubt, the September 20, 2018 resolutions on the amendments to the Registration Statement shall continue to be in effect, except to the extent amended as above in respect of the authorized signatories thereof;

“RESOLVED, FINALLY, That each of the Corporate Secretary and the Assistant Corporate Secretary issue a certification on these resolutions.”

**10. Adjournment**

There being no further business to transact, the meeting was thereupon adjourned.

A T T E S T:

**CONSOLACION A. SANCHEZ**  
*Chairperson of the Board*

**MELYJANE G. BERTILLO-ANCHETA**  
*Corporate Secretary*

**FILSYN CORPORATION**  
**ANNUAL STOCKHOLDERS' MEETING**  
November 11, 2021

**SUMMARY OF ATTENDANCE**

PRESENT

<u>STOCKHOLDER</u>	<u>NO. OF SHARES</u>
(a) In person, via remote communication (Zoom application) or by proxy	Equivalent to 73.54%
(b) Total no. of shares issued and outstanding	206,246,181



**Filsyn Corporation**  
Annual Stockholders Meeting  
November 11, 2021

<b>Stockholder</b>	<b>Percentage</b>	<b>Proxy</b>	<b>Proof of Authority</b>	<b>Named Proxy</b>
Trans-Pacific Oriental Holdings Co., Inc.	30.83%	Yes	Yes	David Wang
Far Eastern Investment Holding Ltd.	21.85%	Yes	Yes*	David Wang
Malaysia Garment Manufacturers (Pte) Ltd.	9.95%	Yes	Yes*	David Wang
Chinatrust (Phils.) Escrow A/C#269-4	6.26%	Yes	Yes	David Wang
Development Bank of the Philippines	4.97%			
PCD Nominee Corporation	4.43%			
National Development Company	3.30%			
Equitable Banking Corporation	3.18%			
Security Bank & Trust Co.	2.25%			
Lepanto Consolidated Mining Co., Inc.	1.98%	Yes	Yes	Felipe U. Yap or Belina B. Mariano
PLLIM Investments, Inc.	1.40%	Yes	Yes	Evelyn Lim Forbes or Belina Mariano
Pan Malayan Management & Investment Corp.	1.16%			
Phil. Carpet Manufacturing Corporation	1.00%	Yes	Yes	Evelyn Lim Forbes or Belina Mariano
Toyo Menka Kaisha Ltd.	0.89%			
Abundance Providers and Entrepreneurs Corporation	0.78%			
Tomen Corporation	0.56%			
Equitable Development Corp.	0.37%			
Equitable Leasing Corporation	0.37%			
Laguna Estates Development Corporation	0.30%			
Rexlon Industrial Corporation	0.29%			
Capital Garment Corporation**	0.23%			
Lepanto Investment & Dev. Corp.	0.22%	Yes	Yes	Felipe U. Yap or Belina B. Mariano
Lipave Management Corporation	0.04%	Yes	Yes	Evelyn Lim Forbes or Belina Mariano
PLLIM Insurance Agency and Investments, Inc.	0.01	Yes	Yes	Evelyn Lim Forbes or Belina Mariano
David Eduardo T. Lim	0.00	Yes		Evelyn Lim Forbes or Belina Mariano
Virgilio Quiogue				Personal

	<b>73.54%</b>			
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\* Please see related emails on this.

\*\* Documents received are in the name of Capital Storage Facilities Corporation.

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-Q

### QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended  
Jun 30, 2022
2. SEC Identification Number  
35841
3. BIR Tax Identification No.  
000-158-664-000
4. Exact name of issuer as specified in its charter  
FILSYN CORPORATION
5. Province, country or other jurisdiction of incorporation or organization  
MAKATI CITY
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
UNIT 8 5B PEARLBANK CENTRE, 146 VALERO ST., SALCEDO VILLAGE, MAKATI  
CITY  
Postal Code  
1227
8. Issuer's telephone number, including area code  
(02) 7752-3133 / 7752-3611
9. Former name or former address, and former fiscal year, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
CLASS A COMMON	123,747,707
CLASS B COMMON	82,498,474

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes       No

If yes, state the name of such stock exchange and the classes of securities listed therein:

PHILIPPINE STOCK EXCHANGE

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 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 twelve (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 ninety (90) days

Yes No

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



## Filsyn Corporation FYN

### PSE Disclosure Form 17-2 - Quarterly Report References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Jun 30, 2022
Currency (indicate units, if applicable)	PESOS IN THOUSANDS

#### Balance Sheet

	Period Ended		Fiscal Year Ended (Audited)	
	Jun 30, 2022		Dec 31, 2021	
Current Assets	309,218		67,675	
Total Assets	1,779,499		1,510,140	
Current Liabilities	2,451,974		2,146,796	
Total Liabilities	2,571,434		2,265,537	
Retained Earnings/(Deficit)	-1,949,335		-1,912,779	
Stockholders' Equity	-791,933		-755,397	
Stockholders' Equity - Parent	-775,814		-739,258	
Book Value per Share	0		0	

#### Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	14,815	10,405	27,763	28,019
Gross Expense	21,257	5,906	34,755	9,274
Non-Operating Income	0	0	0	0
Non-Operating Expense	23,630	-8	29,584	-13
Income/(Loss) Before Tax	-30,072	4,507	-36,576	18,758
Income Tax Expense	0	0	0	0
Net Income/(Loss) After Tax	-30,072	4,507	-36,576	18,758
Net Income Attributable to Parent Equity Holder	-30,043	4,516	-36,556	18,786
Earnings/(Loss) Per Share (Basic)	-0.15	0.02	-0.18	0.09

<b>Earnings/(Loss) Per Share (Diluted)</b>	-0.15	0.02	-0.18	0.09
--	-------	------	-------	------

	<b>Current Year (Trailing 12 months)</b>	<b>Previous Year (Trailing 12 months)</b>
<b>Earnings/(Loss) Per Share (Basic)</b>	-0.18	0.09
<b>Earnings/(Loss) Per Share (Diluted)</b>	-0.18	0.09

**Other Relevant Information**

NONE

COVER SHEET

MA-045

3 5 8 4 1

SEC Registration Number

F I L S Y N C O R P O R A T I O N A N D

S U B S I D I A R I E S

(Company's Full Name)

U N I T 8 5 B P E A R L B A N K C E N T R E

1 4 6 V A L E R O S T . M A K A T I C I T Y

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

Mr. Apolinario L. Posio

Contact Person

7752-3133/7752-3611

Company Telephone Number

SEC FORM 17-Q

JUNE 30, 2022

12 31
Month Day
Fiscal Year

Month Day
Annual Meeting

Not Applicable
Secondary License Type, if Applicable

Dept. Requiring this Doc.

Not Applicable
Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = please Use Black Ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17  
OF THE SRC AND SRC RULE 17 (2) (B) THEREUNDER

1. For the quarterly period ended June 30, 2022
2. Commission identification number 35841
3. BIR Tax Identification No. 000-158-664-000
4. Exact name of registrant as specified in its charter FILSYN CORPORATION
5. Province, country or other jurisdiction of incorporation or organization Makati City, Philippines
6. Industry Classification Code (SEC Use Only)
- 
7. Address of registrant's principal office Unit 8 5B Pearlbank Centre  
146 Valero St., Salcedo Village, Makati City 1227
8. Registrant's telephone number, including area code (02) 7752-3133 / 7752-3611
9. Securities registered pursuant to Sections 8 and 12 of the SRC
- |                | Number of shares of common<br>Title of each Class stock outstanding |
|----------------|---|
| Class A Common | <u>123,747,707 shares fully paid</u>                                |
| Class B Common | <u>82,498,474 shares fully paid</u>                                 |
10. Securities listed in the PSE 206,246,181 shares

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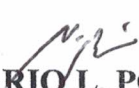
FINANCIAL INFORMATION

Please see attached Financial and Management Reports.

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**SIGNATURES**

Pursuant to the requirement of Section 17 of the SRC Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati City on AUG 11 2022.

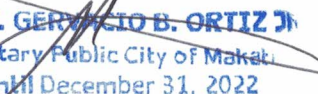
  
**APOLINARIO L. POSIO**  
**SVP – Accounting and Auditor**  
**and Compliance Officer**

**MAKATI CITY**

**SUBSCRIBED AND SWORN** to before me this AUG 11 2022 affiant exhibiting to me his Government Issued ID, as follows;

<u>Name</u>	<u>Driver's License #</u>	<u>Date Issued</u>	<u>Expiry Date</u>
Apolinario L. Posio	N0173031618	Nov. 12, 2021	Nov. 30, 2031

Doc. No. 56  
Page No. 13  
Book No. 111  
Series of 2022.

  
**ATTY. GERARDO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2022  
ISF No. 05729-Lifetime Member  
MCLE Compliance No. VI-002431  
Appointment No. M-02-(2021-2022)  
PTR No. 8852511 Jan. 3, 2022  
Makati City Roll No. 40091  
101 Urbah Ave. Campos Rueda Bldg  
Ergy. Pio Del Pilar, Makati City



**FILSYN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**(IN P000)**

	(Unaudited)		Audited	
	June 30		December 31	
	2022		2021	
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	P	231,487	P	54,646
Prepayments and other current assets – net		57,391		9,851
Other receivables		20,340		3,178
<b>Total Current Assets</b>		<b>309,218</b>		<b>67,675</b>
<b>Noncurrent Assets</b>				
Investment properties - at deemed cost		918,167		918,167
Property and equipment, net		525,193		497,377
Retirement plan assets		26,921		26,921
<b>Total Noncurrent Assets</b>		<b>1,470,281</b>		<b>1,442,465</b>
<b>TOTAL ASSETS</b>	<b>P</b>	<b>1,779,499</b>	<b>P</b>	<b>1,510,140</b>
<b>LIABILITIES AND CAPITAL DEFICIENCY</b>				
<b>Current Liabilities</b>				
Accounts and other payables	P	534,619	P	507,436
Loans payable		1,681,632		1,636,469
Dividends payable		156		156
Deposit for future stock subscription		232,830		-
Income tax payable		2,737		2,735
<b>Total Current Liabilities</b>		<b>2,451,974</b>		<b>2,146,796</b>
<b>Noncurrent Liability</b>				
Deferred tax liabilities		119,460		118,741
<b>Total Liabilities</b>		<b>2,571,434</b>		<b>2,265,537</b>
<b>Capital Deficiency Attributable to Equity Holders of the Parent</b>				
Capital stock		1,031,231		1,031,231
Additional paid-in capital		143,590		143,590
Remeasurement loss on retirement plan assets – net		(1,300)		(1,300)
Deficit		(1,949,335)		(1,912,779)
		(775,814)		(739,258)
<b>Non-controlling Interests</b>		<b>(16,119)</b>		<b>(16,139)</b>
<b>Total Capital Deficiency</b>		<b>(791,933)</b>		<b>(755,397)</b>
<b>TOTAL LIABILITIES AND CAPITAL DEFICIENCY</b>	<b>P</b>	<b>1,779,501</b>	<b>P</b>	<b>1,510,140</b>

**FILSYN CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE PERIOD ENDED JUNE 30, 2022 AND 2021**  
(P000)

		2022 (Unaudited)			2021 (Unaudited)	
		This Quarter	Year-to-Date		This Quarter	Year-to-Date
<b>REVENUES</b>	<b>P</b>	<b>14,815</b>	<b>27,763</b>	<b>P</b>	<b>10,405</b>	<b>28,019</b>
<b>COST AND EXPENSES:</b>						
<b>OPERATING EXPENSES</b>		<b>21,257</b>	<b>34,755</b>		<b>5,906</b>	<b>9,274</b>
<b>FINANCIAL AND OTHER CHARGES - Net</b>		<b>23,630</b>	<b>29,584</b>		<b>(8)</b>	<b>(13)</b>
		<b>44,887</b>	<b>64,339</b>		<b>5,898</b>	<b>9,261</b>
<b>NET INCOME (LOSS)</b>	<b>P</b>	<b>(30,072)</b>	<b>(36,576)</b>	<b>P</b>	<b>4,507</b>	<b>18,758</b>
<b>TOTAL NUMBER OF SHARES ISSUED &amp; OUTSTANDING</b>		<b>206,246</b>	<b>206,246</b>		<b>206,246</b>	<b>206,246</b>
<b>INCOME (LOSS) PER SHARE</b>	<b>P</b>	<b>(0.145806)</b>	<b>(0.177342)</b>	<b>P</b>	<b>0.021853</b>	<b>0.090950</b>

**FILSYN CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY  
FOR THE PERIOD ENDED JUNE 30, 2022 and 2021  
(P000)**

				2022 (Unaudited)		2021 (Unaudited)
<b>CAPITAL STOCK – P5 par value</b>						
<b>Class A:</b>						
Authorized	-	144,000,000 shares				
Issued	-	123,747,707 shares	P	618,739	P	618,739
<b>Class B:</b>						
Authorized	-	96,000,000 shares				
Issued	-	82,498,494 shares		412,492		412,492
				<u>1,031,231</u>		<u>1,031,231</u>
<b>ADDITIONAL PAID-IN CAPITAL</b>				<u>143,590</u>		<u>143,590</u>
<b>Remeasurement loss on retirement plan asset</b>				<u>(1,300)</u>		<u>(1,132)</u>
<b>DEFICIT</b>						
Balance, beginning				1,912,779		1,868,374
Net (income) loss for the period – attributable to parent				<u>36,556</u>		<u>(18,786)</u>
				<u>1,949,335</u>		<u>1,849,590</u>
<b>NON-CONTROLLING INTEREST</b>				<u>(16,119)</u>		<u>(16,450)</u>
<b>TOTAL CAPITAL DEFICIENCY</b>			P	<u>(791,933)</u>	P	<u>(692,351)</u>

**FILSYN CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE PERIOD ENDED JUNE 30, 2022 AND 2021  
(P000)**

		2022 (Unaudited)		2021 (Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net income (loss)	P	(36,576)	P	18,758
Decrease (Increase) in:				
Prepayments and other current assets		(67,880)		(54)
Other assets		(24,637)		(1,308)
Increase (Decrease) in:				
Trade and other payables		27,941		(1,534)
Net cash flows from operating activities		(101,152)		15,862
<b>CASH FLOWS FROM FINANCING ACTIVITY</b>				
Proceeds from deposit for future stock subscriptions		232,830		–
Proceeds from loan		45,163		25,547
		277,993		25,547
<b>NET INCREASE IN CASH</b>				
		176,841		41,409
<b>CASH AT BEGINNING OF THE PERIOD</b>				
		54,646		62,301
<b>CASH AT END OF THE PERIOD</b>				
	P	231,487	P	103,710

**FILSYN CORPORATION**  
**NOTES TO INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2022**

CORPORATE INFORMATION

FILSYN Corporation (the Parent Company) was incorporated and registered with Philippine Securities and Exchange Commission (SEC) on July 22, 1968 and is domiciled in the Republic of the Philippines. The Parent Company's shares are publicly listed with the Philippine Stock Exchange (PSE) but trading of which have been suspended. The Parent Company's primary purpose is to carry on the business of making, manufacturing, preparing, dyeing, processing, treating, finishing, and converting all kinds of fibers, filaments, and materials, whether polyester, nylon, acrylic, rayon, cotton, wool, silk, hemp, flex and jute, and to make, manufacture, produce, raise, prepare, process, purchase, or otherwise acquire, and to hold, own, use, sell at wholesale, import, export, dispose of or otherwise trade or deal in with, such fibers, filaments and materials, any and all kinds of yarns, threads, textiles, fabrics, cloth, and other goods and components spun, woven, knit or made in whole or in part of such fibers, filaments, or materials, or any of them, and all other articles, products, chemicals and substances related thereto or of a like or similar nature or which may enter into manufacture of any of the foregoing or which may be used in connection therewith.

The registered office address of the Parent Company is Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

The consolidated financial statements include the following subsidiaries of the Parent Company which are all incorporated in the Philippines.

<u>Subsidiaries</u>	<u>Nature of Business</u>
FYN Green PET Corporation	Manufacturing
Island King Aquaventures Corporation	Leasing
SRTC Development Corporation	Under liquidation

IKAC was registered with the Philippine SEC on September 15, 1986 primarily to engage in the business of aquaculture and undertake any and all related activities necessary, incidental and related thereto. The registered office address of the Company is Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

SRTC was registered with the Philippine SEC on April 30, 1992 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds, and to improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances. The registered office address of the Company is Unit 8, 5B Floor, Pearl Bank Centre, 146 Valero St., Salcedo Village, Makati City.

FYN Green was registered with the Philippine SEC on June 6, 2019 primarily in recycling of waste Polyethylene Terephthalate (PET) bottles into resin to be used as feedstock for manufacture of Filament and Food Grade Chip. The registered office address of the Company is First Cavite Industrial Estate, Lot 2, Block 1, Phase 2, Langkaan II Dasmarias City, Cavite .

The foregoing companies are collectively referred to as "the Group".

## BASIS OF PREPARATIONS AND STATEMENT OF COMPLIANCE

### Basis of Preparation

The accompanying interim financial statements as of June 30, 2022 have been prepared under the historical cost basis. These statements are presented in Philippine peso which is the Company's functional and presentation currency under the Philippine Financial Reporting Standard (PFRS). All values are in (P000).

### Statement of Compliance

- The accompanying interim financial statements are presented in compliance with PFRS.
- The accounting policies and methods adopted in said interim financial statements are the same as those in the annual financial statements for the year ended December 31, 2021.
- The adoption of PAS 34 in the interim financial statements did not have any material impact on the financial position or performance of the company.
- That the company is still not in commercial operation.
- There were no transactions unusual in nature, size or incidents during the period that will have a material effect in the interim financial statements.
- There were no issuances, repurchases, and repayment of debts and equity securities.
- There were no dividends declared/paid during the period.
- There were no material events subsequent to the end of the interim period that have not been reflected in the financial statements for the interim period.
- There were no changes in the composition of the issuer during the interim period.
- There were no changes in contingent liabilities and contingent assets since December 31, 2021.
- There were no material contingencies and any other credits or transactions existing that will materially affect the interim financial statements for the period ended June 30, 2022.
- The main sources of funds consist mainly of warehouse rental income.

## MANAGEMENT DISCUSSION & ANALYSIS OF OPERATION

Filsyn Corporation continued to generate income mainly from warehouse rentals and sale of equipment which was sufficient to cover all expenses, hence, there was no need for any outside financing to sustain its operations.

The Company's losses for the last three (3) years were due to non-commercial operations. The Company has no plan yet to resume commercial operations. In view of the non-commercial operation of the Company for the last three (3) years, there were no material key variable and other qualitative and quantitative factors nor performance indicators nor any major risks to consider.

There can be no comparable discussions to assess material changes during the last three (3) years because of the non-commercial operation of the Company.

There were no events during the last three (3) years that will trigger direct or contingent financial obligation that was material to the Company. There were for the last three (3) years no material, off-balance sheet, transactions, arrangements, obligations (including contingent obligations) nor any other relationships with unconsolidated entities or other persons. There were no material commitments for capital expenditures.

The Company can satisfy its cash requirement for the next 12 months. The Company will not raise additional funds in the next 12 months.

The Company has no product research and developments for the term of the plan.

The Company will not purchase any plant or equipment within the next 12 months.

The Company does not expect any significant changes in the number of employees.

There are no seasonal aspects that have material effect to the financial statements.

The main concern of the Company up to now is how to settle the debt issue.

On December 10, 2009, the BOD of the Company approved to offer the property in Sta. Rosa, Laguna as dacion in payment of the entire obligation to Chinatrust, and in case of the latter's acceptance, to offer to manage the property in trust, in consideration of management fees and trustee fees, until such time as maybe agreed by the parties.

On November 2, 2010, Chinatrust accepted the proposal of the Company to fully settle its outstanding loan obligation amounting to P1.2 billion through the Sta. Rosa property as dacion in payment. Chinatrust agreed that the group shall not be liable for any deficiency between the amount of the outstanding loan obligation and the value of the Sta. Rosa property.

The "Dacion En Pago" did not materialize and the ownership of the loan was transferred to Chuan Yuan Limited, a Company incorporated in Taiwan. Chuang Yuan Limited became the creditor of the first and

second MTI. Chuang Yuan Limited later sold the loan to Malaysia Garment Manufacturers (Pte) Ltd. (Malaysia Garments), a Company incorporated in Singapore, a related party.

On October 24, 2016, the PSE has issued a letter to the Company on the subject: Negative Stockholders' Equity and SEC Order of Revocation requesting for update on the following items:

- Settlement of outstanding loan obligations amounting to P1.2 billion through the Sta. Rosa property as dacion;
- Discussions/negotiations with real estate companies for potential joint venture arrangement over the property to develop the 30 hectares (ha.) property located at Sta. Rosa, Laguna;
- Discussions/negotiations regarding the sale of the property located in Gen, Malvar Alvarez, Cavite City; and
- SEC Order of Revocation dated August 26, 2002.

On December 12, 2016 the Company responded to the PSE that discussions are ongoing on the first three items above with the appropriate parties. Should the ongoing discussions on the abovementioned items be not fruitful, the Group will invite an investor to join them in developing the Sta. Rosa Property. Management believes that the development of the land will increase its value and bring the Group's equity from negative to positive.

At the special meeting of the board of directors and in the annual stockholders' meeting of Filsyn Corporation both held on September 21, 2017, at least a majority of the directors and stockholders of the Corporation approved a Business Plan to address the corporation's existing capital deficiency.

The Business Plan consists of three (3) phases including:

1. Financial restructuring subject to SEC approval;
2. Development of a property located at Sta. Rosa, Laguna; and
3. A new business activity for recycled Polyethylene Terephthalate (PET) to be registered with the Philippine Economic Zone Authority (PEZA)

In 2002, the SEC has issued Order of Revocation of the Company's Registration of Securities and Permittto Sell Securities to the public. On February 2005, the SEC acknowledged the Parent Company's full payment of the penalties for the reportorial violations.

On February 18, 2018, the Commission en Banc has resolved to lift the Order of Revocation. The lifting of the Order of Revocation directed the Company to amend its Registration Statement to reflect any prior changes prior to restatement of its registration statement and permit to sell securities.

At the special meeting of the Board of Directors and in the Annual Stockholders' meeting of Filsyn Corporation both held on September 20, 2018 at least majority of the directors and stockholders of the Corporation decided the following:

1. Approved the Amended Registration Statement and designated the officers authorized to sign the Amended Registration Statement, namely: Mr. Jaime M. Sto. Domingo, President, Mr. David Wang, Executive Vice President & Chief Finance Officer, Mr. Emmanuel C. Paras, Corporate Secretary and Mr. Apolinario L. Posio, Senior Vice-President-Accounting and Auditor and Compliance Officer;
2. Authorized the filing of the Amended Registration Statement of the Company with the Securities and Exchange Commission ("SEC")



3. Approved the Amendment of Seventh Article of the Articles of Incorporation of the Company to reflect the following;
  - i. Reduction of par value from PhP5.00 per share to PhP2.5 per share;
  - ii. Creation of Preferred Shares with the following features:
    - Pre-Emptive Right – Right to subscribe to the same proportion of shares in case of issuance of new shares;
    - Preference in Distribution of Dividends – Right to receive fixed dividends (5% of total debt converted, namely P1,318,316,337.00), cumulative dividends and right to receive profit-participating stocks;
    - Veto Right – Right to veto the development of Sta. Rosa Property such that the development project of said land must be approved by Preferred shareholders;
    - Exercise of Voting Right – The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Corporate Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
    - Convertible to Common Shares – Right to convert preferred shares to common Class B shares using 16.78:1 conversion ratio; and
  - iii. Reclassification of 33,426,498 Common (Class B) to Preferred shares
4. Approved the Conversion of Debt to Additional Paid-In Capital which will be reserved for the Conversion of Preferred shares to Common shares;
5. Authorized the filing of the Amended Articles of Incorporation of the Company and other documentary requirements with the SEC; and
6. Approved the incorporation of a wholly-owned subsidiary of the Company for its PET Recycling plant project in a Philippine Economic Zone Authority (“PEZA”) location.

The Company received from SEC, Certificate of Incorporation of FYN Green PET Corporation, a wholly-owned subsidiary dated June 6, 2019. This is for the Company’s PET Recycling Plant Project.

In preparation for FYGP’s registration with the PEZA, on February 21, 2020, a Memorandum of Understanding and a Contract to Sell between J.Y. and Sons Realty Co., Inc. and FYGP were executed regarding sale of a parcel of land with building and improvements, located at First Cavite Industrial Estate (FCIE), Dasmariñas City, Cavite. Which is a PEZA registered location. Finally, on November 25, 2020, the sale was finalized and the property was physically turned over on February 1, 2021.

Furthermore, at the Board Meeting of PEZA, held on May 21, 2020, the Board approved the application for registration of FYGP as an Export Ecozone Enterprise.

The Company hopes that the SEC will approve the other documentary requirements soon, so that it can finally pursue its Business Plan of turning the company into a healthy and profitable venture once again.