

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
MARCH 31, 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 March 31, 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
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

FINANCIAL INFORMATION

Please see attached Financial and Management Reports.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati City on JUN 01 2022.

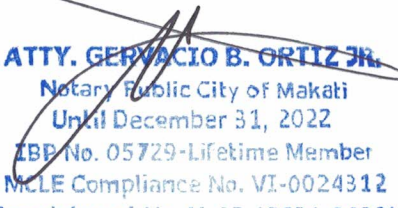

APOLINARIO L. POSIO
SVP-Accounting and Auditor
and Compliance Officer

MAKATI CITY

SUBSCRIBED AND SWORN to before me this JUN 01 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. 342
Page No. 70
Book No. XVIII
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.
Brqy. Pio Del Pilar, Makati City

FILSYN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(IN P000)

	(Unaudited)		Audited	
	March 31		December 31	
	2022		2021	
ASSETS				
Current Assets				
Cash and cash equivalents	P	291,718	P	54,646
Prepayments and other current assets – net		10,528		9,851
Other receivables		15,594		3,178
Total Current Assets		317,840		67,675
Noncurrent Assets				
Investment properties - at deemed cost		918,167		918,167
Property and equipment, net		496,405		497,377
Retirement plan assets		27,231		26,921
Total Noncurrent Assets		1,441,803		1,442,465
TOTAL ASSETS	P	1,759,643	P	1,510,140
LIABILITIES AND CAPITAL DEFICIENCY				
Current Liabilities				
Accounts and other payables	P	519,332	P	507,436
Loans payable		1,625,172		1,636,469
Dividends payable		156		156
Deposit for future stock subscription		232,830		-
Income tax payable		-		2,735
Total Current Liabilities		2,377,490		2,146,796
Noncurrent Liability				
Deferred tax liabilities		144,071		118,741
Total Liabilities		2,521,561		2,265,537
Capital Deficiency Attributable to Equity Holders of the Parent				
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		(1,919,291)		(1,912,779)
		(745,770)		(739,258)
Non-controlling Interests		(16,148)		(16,139)
Total Capital Deficiency		(761,918)		(755,397)
TOTAL LIABILITIES AND CAPITAL DEFICIENCY	P	1,759,643	P	1,510,140

FILSYN CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****FOR THE PERIOD ENDED MARCH 31, 2022 AND 2021**

(P000)

		2022 (Unaudited)			2021 (Unaudited)	
		This Quarter	Year-to-Date		This Quarter	Year-to-Date
REVENUES	P	12,948	12,948	P	17,614	
COST AND EXPENSES:						
OPERATING EXPENSES		13,498	13,498		3,368	
FINANCIAL CHARGES - Net		5,954	5,954		(5)	
		19,452	19,452		3,363	
NET INCOME (LOSS)	P	(6,504)	(6,504)	P	14,251	
TOTAL NUMBER OF SHARES ISSUED & OUTSTANDING		206,246	206,246		206,246	
INCOME (LOSS) PER SHARE	P	(0.03153)	(0.03153)	P	0.06909	

FILSYN CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY
FOR THE PERIOD ENDED MARCH, 2022 and 2021
(P000)**

				2022 (Unaudited)		2021 (Unaudited)
CAPITAL STOCK – P5 par value						
Class A:						
Authorized	-	144,000,000 shares				
Issued	-	123,747,707 shares	P	618,739	P	618,739
Class 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>
ADDITIONAL PAID-IN CAPITAL						
				<u>143,590</u>		<u>143,590</u>
Remeasurement loss on retirement plan asset						
				<u>(1,300)</u>		<u>(1,132)</u>
DEFICIT						
Balance, beginning				1,912,779		1,868,374
Net (income) loss for the period – attributable to parent				6,512		(14,270)
				<u>1,919,291</u>		<u>1,854,104</u>
NON-CONTROLLING INTEREST						
				<u>(16,148)</u>		<u>–</u>
TOTAL CAPITAL DEFICIENCY						
			P	<u>(761,918)</u>	P	<u>(696,858)</u>

FILSYN CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED MARCH 31, 2022 AND 2021
(P000)**

		2022 (Unaudited)		2021 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	P	(6,503)	P	14,251
Decrease (Increase) in:				
Prepayments and other current assets		(16,271)		477
Other assets		3,840		(834)
Increase (Decrease) in:				
Trade and other payables		23,176		8,224
Net cash flows from operating activities		4,242		22,118
CASH FLOWS FROM FINANCING ACTIVITY				
Proceeds from deposit for future stock subscriptions		232,830		–
		232,830		–
NET INCREASE IN CASH		237,072		22,118
CASH AT BEGINNING OF THE PERIOD		54,646		62,301
CASH AT END OF THE PERIOD	P	291,718	P	84,419

FILSYN CORPORATION
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 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 March 31, 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 March 31, 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.