

FILSYN CORPORATION

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

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the annual stockholders' meeting of FILSYN CORPORATION will be held on **October 6, 2023** at **4:00 PM** by **remote communication (via Zoom)**. The agenda will be as follows:

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 September 15, 2022
4. Consideration of the Management Report for the year ended 2022
5. Consideration and approval of the Annual Report/Audited Financial Statements for the year ended December 31, 2022
6. Amendment of Article III, Section 2 of the By-Laws of the Corporation to Change the Date of the Annual Stockholders' Meeting from "on such date within four (4) months after the end of the fiscal year of the Corporation as the Board of Directors may determine" to "Third Thursday of September of each year"
7. Ratification and Confirmation of Corporate Acts, Resolutions and Proceedings of the Board of Directors and of Management from September 15, 2022 to October 6, 2023
8. Election of Directors for 2023 – 2024
9. Appointment of External Auditor for the year 2023 – 2024
10. Other matters
11. 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 16th Floor, Net One Center, 26th Street corner 3rd Avenue, Crescent Park West, Bonifacio Global City, Taguig City, Metro Manila, Philippines on or before **October 2, 2023** and by email on or before said date to Alain Charles J. Veloso (Charles.Veloso@quisumbingtorres.com), copy furnished to the Corporation at info@filsyncorp.com and polposio@ymail.com and to the Assistant Corporate Secretary at pcmlegal@gmail.com.

Only stockholders of record as of the close of business hours on **September 15, 2023** are entitled to notice of, to participate in, and to vote at the annual stockholders' 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 Alain Charles J. Veloso (Charles.Veloso@quisumbingtorres.com), copy furnished to the Corporation at info@filsyncorp.com and polposio@ymail.com and to the Assistant Corporate Secretary at pcmlegal@gmail.com, of their intent to participate in the meeting by remote communication, together with their respective identification requirements on or before **October 2, 2023**.

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=a0JJR3ZZRnR6ZEw0RlZveG56YzZHZz09>

Meeting ID: 238 044 4464

Passcode: FYNMTG2023

The Company's Definitive SEC Form 20-IS will be uploaded to the Company website <www.filsyncorp.com> and the PSE EDGE, for your reference. Hard copies of this notice, Definitive Form 20-IS, and its attachments, shall be provided upon request.


ALAIN CHARLES J. VELOSO
Corporate Secretary



Annual Stockholders' Meeting

October 6, 2023

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 _____ 2023 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 _____ 2023 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) 8652-5167

INFORMATION STATEMENT

December 31, 2022

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) 8652-5167**
8. Date, time and place of the meeting of security holders: **October 6, 2023, 4:00 p.m., at the Filsyn's Office located at Unit 8 5B/F Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City through remote communication via Zoom**
9. Approximate date on which the Information Statement is first to be sent or given to security holders is on **September 15, 2023**
10. Security registered pursuant to Section 8 of the SRC
As of June 30, 2023
Title of Each Class: **Common and Preferred Shares**
Number of shares of Common Stock Outstanding: **172,819,683**
Number of shares of Preferred Stock Outstanding: **33,426,498¹**
Common Shares: Issued and Subscribed: **172,819,683**
Preferred Shares: Issued and Subscribed: **33,426,498¹**
11. Are any or all of registrant's securities listed on the Philippine Stock Exchange? **Yes**

¹ On 26 June 2023, the Securities and Exchange Commission approved the (i) decrease in Authorized Common B Shares by 33,426,498 and establishment of 33,426,498 Authorized Preferred Shares resulting to reclassification of 33,426,498 issued Common B Shares to Preferred Shares; and (ii) increase of the Parent Company's authorized capital stock from P120,000,000.00 to P647,306,477.72.

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 Annual Stockholders' Meeting of Filsyn Corporation ("Corporation") is scheduled to be held on October 6, 2023 at 4:00 p.m. at the Filsyn's Office at Unit 8 5B/F Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City through remote communication via Zoom.

Approximate date on which the Information Statement is first to be sent or given to security holders is on September 15, 2023.

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

The Annual Stockholders' Meeting to be held on October 6, 2023 is the Annual Stockholders' Meeting which was supposed to be held in April 2023 and initially re-scheduled on September 21, 2023.

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 of the Philippines;
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 thirty (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 thirty (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) stock within ten (10) days after demanding payment for his shares (Section 85 of the Revised Corporation Code of the Philippines), the fair value thereof; 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 of the Philippines shall be followed in case of any such exercise of appraisal right.

VOTING SECURITIES

As of June 30, 2023, the total number of shares outstanding and entitled to vote in the stockholders' meeting is 172,819,683 common shares. Each common share of stock is entitled to one (1) vote. The record date for purposes of determining the stockholders entitled to vote is September 15, 2023. As of August 21, 2023, the total number of shares outstanding and entitled to vote in the stockholders' meeting is 172,819,683 common shares. Stockholders are entitled to cumulative voting in the election of the board of directors, as provided by the Revised Corporation Code of the Philippines.

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

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 (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: *Provided*, That the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Corporation multiplied by the 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, 2023*

Title of Class	Name and Address of Record/Beneficial Owner and Relationship with Issuer	Citizenship/ Place of Incorporation	Number of Shares Held	Percent of Class
Common	Trans-Pacific Oriental Holding Company, Inc. 5/F SGV Building, Ayala Ave. Makati City	Filipino	63,578,181	36.79%
Common	Far Eastern Investment Holding, Limited 8/F, 128 Yen Ping South Road Taipei	Others	45,065,670	26.08%

**Updated based on the approval of the SEC on 26 June 2023*

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

Trans-Pacific Oriental Holding Company, Inc. and Far Eastern Investment Holding, Limited 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 Company, Inc. and Mr. David Wang for Far Eastern Investment Holding Limited.

2. Security Ownership of Directors and Management as of June 30, 2023

Title of Class	Name of Beneficial Owner	Number of Shares	Position	Citizenship	Percent of Class
Common	Florentino M. Herrera III	1,000	Director & Chairman & President	Filipino	0.00%
Common	Amy Huang	49,999	Director	Chinese	0.03%
Common	Renato V. Diaz	9,376	Independent Director	Filipino	0.01%
Common	Jaime M. Sto Domingo	1,040	Director	Filipino	0.00%
Common	Alan Tsai	50,000	Director	Chinese	0.03%
Common	Ma. Belina B. Mariano	1	Director & Assistant Corporate Secretary	Filipino	0.00%
Common	Evelyn Lim Forbes	113,233	Director	Filipino	0.07%
Common	David Wang	1	Director	Chinese	0.00%
Common	Consolacion A. Sanchez	1	Independent Director	Filipino	0.00%
Common	Samuel V. Torres	1	Independent Director	Filipino	0.00%

The directors and executive officers as a group hold 0.14% 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 five percent (5%) of the common stock under a voting trust or similar agreement because the Corporation has no voting trust agreement.

There is no arrangement which resulted 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	Florentino M. Herrera III	71	15 September 2022 to present	Filipino
Director	Samuel V. Torres (Independent Director)	58	2018 up to present	Filipino
Director	David Wang	67	1998 up to present	Chinese
Director	Alan Tsai	57	2011 up to present	Chinese
Director	Amy Huang	47	2011 up to present	Chinese
Director	Ma. Belina B. Mariano	61	2006 up to present	Filipino
Director	Renato V. Diaz (Independent Director)	77	1989 up to present	Filipino
Director	Jaime M. Sto. Domingo	74	1999 up to present	Filipino
Director	Consolacion A. Sanchez (Independent Director)	76	2015 up to present	Filipino
Director	Evelyn Lim Forbes	71	2010 up to present	Filipino
Director	Bing Chang	66	15 September 2022 to present	Chinese

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

B. Officers

<u>Position</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>	<u>Period as Officers</u>
Chairman and President	Florentino M. Herrera III	71	Filipino	15 September 2022 to present
Senior Vice President and Chief Financial Officer	Apolinario L. Posio	70	Filipino	2017 to present
Treasurer	Marinela C. Santos	72	Filipino	15 September 2022 to present
Accounting Manager & Auditor & Compliance Officer	Giovanni C. Laya	32	Filipino	15 September 2022 to present
Corporate Secretary	Alain Charles J. Veloso	43	Filipino	25 July 2023 to present
Asst. Corporate Secretary	Ma. Belina B. Mariano	61	Filipino	1995 to present

Atty. Florentino M. Herrera III is the Chairman and President of Filsyn Corporation. He 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-six (46) years specializing in corporate law practice as counsel for various companies. He graduated from the University of the Philippines where he obtained his degrees in Bachelor of Arts in Political Science and Bachelor of Laws (Cum Laude and Salutatorian). Among others, he is the Chairman of FYN Green PET Corporation and Chairman/President of Arpeggio International Resources Corporation.

Mrs. 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 at present a Director/Treasurer of Far Eastern International Garments, Inc. and Cemtex Apparel, Inc.

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

Mr. Chien-Cheng Wang aka David Wang 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 Company, 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 was also the former Vice-President for Finance of The Manila Peninsula Hotel, Inc., Board member of Civil Aeronautics Board. He is likewise the former Undersecretary and Presidential Assistant for North Luzon and former Congressman, 1st District, Nueva Ecija.

Atty. Samuel V. Torres is presently an Independent Director of Filsyn Corporation. He is presently 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.

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. and 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).

Atty. Ma. Belina B. Mariano is presently a Director and the Assistant Corporate Secretary of Filsyn Corporation. She is also the Chairperson/President of Trans-Pacific Oriental Holding Company, Inc. 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.

Mr. Min-Hsiung Tsai aka Alan Tsai is the Executive Vice President of Far Eastern New Century Corporation. Mr. Tsai received a Master's Degree in Operation Management and Laws Program for Executives from National Cheng Chi University in Taiwan.

Ms. Pei Tien Huang aka 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. Bing-Chiou Chang aka 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. Apolinario L. Posio is the Senior Vice President and the Chief Finance Officer. He was formerly the Senior 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 TOTALDEV Multi-Purpose Cooperative.

Atty. Alain Charles J. Veloso is currently the Corporate Secretary of Filsyn Corporation. He is a partner in Quisumbing Torres' Corporate & Commercial/M&A Practice Group and heads the firm's Capital Markets and Financial Institutions groups. He graduated from the University of the Philippines Tacloban College with a degree in BS Accountancy in 2001 (*cum laude* and batch salutatorian), from the University of the Philippines College of Law with a Bachelor of Laws degree in 2006 (*cum laude* and batch valedictorian), and EU Competition Law at the London School of Economics and Political Science in 2017. He is also a Certified Public Accountant.

Mrs. Marinela C. Santos is currently the Treasurer and 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.

Mr. Giovanni C. Laya is currently the Accounting Manager and Auditor and Compliance Officer of Filsyn Corporation. He is a Certified Public Accountant by profession. He graduated from the Lipa City Colleges in March 2011 with the degree of Bachelor of Science in Accountancy.

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 2023-2024

A. Directors

The election/re-election of directors for 2023-2024 is under review. However, the following are the individuals nominated for directors by the Nomination Committee created by the Board pursuant to its Corporate Governance Manual (subject to confirmation at the stockholders meeting):

<u>Name</u>	<u>Age</u>	<u>Citizenship</u>	<u>Incumbent Director</u>	<u>Nominee for Director</u>
Florentino M. Herrera III	71	Filipino	✓	✓
David Wang	67	Chinese	✓	✓
Renato V. Diaz	77	Filipino	✓	✓
- Independent Director				
Alan Tsai	57	Chinese	✓	✓
Ma. Belina B. Mariano	61	Filipino	✓	✓
Samuel V. Torres	58	Filipino	✓	✓
- Independent Director				
Bing Chang	66	Chinese	✓	✓
Evelyn Lim-Forbes	71	Filipino	✓	✓
Amy Huang	47	Chinese	✓	✓
Consolacion A. Sanchez	76	Filipino	✓	✓
- Independent Director				
Marialen C. Corpuz	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. 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.

Ms. Marialen C. Corpuz is the current President and a Director of FYN Green PET Corporation and a former Vice President for Finance of Filsyn Corporation (1992 – 1997). She graduated from the University of the Philippines with the degree of Bachelor of Science in Business Administration, Major in Financial Management. She received her Master's Degree in Business Administration from the University of the Philippines in 1979.

B. Officers

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

The nominees of the Corporation for the election of officers for 2023 - 2024 are as follows:

<u>Officer</u>	<u>Name</u>	<u>Age</u>	<u>Citizenship</u>
Chairman / President	Florentino M. Herrera III	71	Filipino
Senior Vice President and Chief Financial Officer	Apolinario L. Posio	70	Filipino
Treasurer	Marinela C. Santos	72	Filipino
Accounting Manager & Auditor & Compliance Officer	Giovanni C. Laya	32	Filipino
Corporate Secretary	Alain Charles J. Veloso	43	Filipino
Asst. Corp. Secretary	Ma. Belina B. Mariano	61	Filipino

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' case now pending with the Ombudsman and the involuntary delisting proceedings pending with the Philippine Stock Exchange, the Corporation has no claims or lawsuits now pending or in process or which have been settled as of June 30, 2023 involving damages or other claims, materially affecting the Corporation 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, 2023, 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 case involving tax credit certificates pending with the Ombudsman and the involuntary delisting proceedings pending with the Philippine Stock Exchange.

FAMILY RELATIONSHIPS

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

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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.

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

INDEPENDENT DIRECTORS

Atty. Florentino M. Herrera III, the registrant's stockholder, nominated through the Nomination Committee, Renato V. Diaz, Consolacion A. Sanchez and Samuel V. Torres as independent directors in the Annual Stockholders' Meeting to be held on September 21, 2023. 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 Corporation 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	YEAR	SALARY	BONUS	OTHERS	TOTAL
Jaime M. Sto. Domingo*	Director/	2022	Php892,820	N/A	N/A	Php892,820
	President	2021	Php929,026	N/A	N/A	Php929,026
		2020	Php929,026	N/A	N/A	Php929,026

**Mr. Jaime M. Sto. Domingo served as the President of the Corporation until September 15, 2022.*

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

As of December 31, 2022, there were no bonuses and any other compensation received by the Directors and Executive Officers other than their regular compensation.

Compensation of the President/Executive Officer for 2022 is Php0.9 Million.

Aggregate compensation of all directors and officers as a group for 2022 is Php1.1 Million.

Each director received per diem for 2022 and 2021 amounting to Php24,000/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 name 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 AUDITOR

The auditing firm of SyCip, Gorres, Velayo & Co. ("SGV") is being recommended for election as external auditor for the year 2023 – 2024. Representatives of the said firm are expected to be present at the Annual 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 partner 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
Ms. Consolacion Sanchez

Part IV(B) of RSA Rule 3-3 does not apply. (The Revised Securities Act (RSA) has been repealed with the passage of the Securities Regulation Code.)

INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

Except for the audit of the Corporation's financial statements, no other professional fees are rendered to the Corporation by the external auditor. The total audit fee for each of the last two (2) years amounted to Php1,515,000.00 in 2022 and Php1,430,000.00 in 2021.

The Audit Committee of the Corporation 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 or accounting and financial disclosure with SyCip, Gorres, Velayo & Co., its external auditor.

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

This is not applicable.

ACTION WITH RESPECT TO REPORTS

The following are to be submitted for approval during the Annual Stockholders' Meeting:

- a. Minutes of the Annual Meeting of the Stockholders held on September 15, 2022. The salient points of the said minutes are as follows:
 1. Approval of previous minutes of meeting held on November 11, 2021
 2. Approval of Management Report
 3. Approval of the Audited Financial Statements for the year 2021
 4. Ratification and Confirmation of Corporate Acts
 5. Election of Directors for the term 2022-2023
 6. Appointment of SGV as External Auditor for the year 2022-2023

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

- b. Management Report for the year ended December 31, 2022. A copy of the said Minutes is attached as Annex "C".
- c. Audited financial statements for the year ended December 31, 2022, a copy of which is attached as Annex "D".

- d. General ratification of the acts of the Board of Directors and Management from the date of the last Annual Stockholders' meeting up to the date of this meeting.

It is to be noted that above items a, b, c, and d are all part of the agenda of the rescheduled Annual Stockholders' Meeting of the Corporation to be held on October 6, 2023.

The Minutes of the Annual Stockholders' Meeting held on September 15, 2022 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 September 21, 2022 up to the date of this Information Statement:

A. Special Meeting of the Board of Directors on September 15, 2022 (immediately before the Annual Stockholders' Meeting on the same date)

1. Review and Approval of the Minutes of the Special and Organizational Meetings of the Board of Directors Both Held on November 11, 2021
2. Management Report for 2021
3. Approval and Ratification of the Audited Financial Statements for the Year Ended December 31, 2021
4. Setting of the Date for the 2023 Annual Stockholders' Meeting
5. Authorization for the Holding of the 2023 Stockholders' Meetings by Videoconference/Teleconference

B. Organizational Meeting of the Board of Directors on September 15, 2022 (immediately after the Annual Stockholders' Meeting on the same date)

1. Certification of Election of Directors for the Year 2022-2023
2. Election of Officers for the Year 2022-2023
3. Election of Members of the Various Committees
4. Approval of Resolutions Approving the Change in Bank Signatories
 - a. Authorized Signatories to Transact with BDO Unibank, Inc.
 - b. Authorized Signatories to Transact with China Banking Corporation
 - c. Authorized Signatories to Transact with CTBC Bank (Philippines) Corp.
5. Additional Loan / Guarantee
6. Changes in Signatories on Account of New President
 - a. Transactions with the Stock and Transfer Agent
 - b. Mortgage Trust Indenture
 - c. Financial Restructuring Project
7. Application for Authority to Print Official Receipts
8. Filing of the General Information Sheet for the Year 2022

- C. Special Meeting of the Board of Directors on February 22, 2023
1. Notice of Initiation of Involuntary Delisting
- D. Special Meeting of the Board of Directors on April 28, 2023
1. Approval of the Annual Report and Audited Financial Statements of the Corporation for period ending 31 December 2022
 2. Approval of subordination of loan of Island King Aquaventures Corporation
- E. Special Meeting of the Board of Directors on July 25, 2023
1. Approval of the Amended Registration Statement, Manual on Corporate Governance, and Authorization to SEC to access the Corporation's bank accounts
 2. Resignation of Atty. Melyjane Bertillo-Ancheta as Corporate Secretary, and appointment of Atty. Alain Charles J. Veloso as Corporate Secretary of the Corporation
 3. Authority to enter into a Corporate Secretaryship Agreement with Quisumbing Torres
 4. Authority to enter into the First Amended and Restated Shareholders' Agreement with FE New Century Industry (Singapore) Pte Ltd. and FYN Green PET Corporation
 5. Authority to enter into contracts and transactions related to the Corporation's day-to-day business and operations and designation of Atty. Florentino M. Herrera III as the Corporation's authorized representative
 6. Appointment of Authorized Representative for Litigation Cases
 7. Authority to enter into an Engagement Agreement with Herrera Teehankee & Cabrera Law Offices
 8. Amendment of the By-Laws of the Corporation to Change the Date of the Annual Stockholders' Meeting
 9. Authority to enter into transactions with PLDT, Inc.
 10. Approval of Disposal of Company Car
 11. Appointment of BDO Unibank, Inc. – Trust and Investments Group to Handle and Manage the Preferred Shares of the Corporation
- F. Special Meeting of the Board of Directors on August 31, 2023
1. Postponement of the 2023 Annual Stockholders' Meeting of the Corporation scheduled on September 21, 2023 is postponed.
 2. 2023 Annual Stockholders' Meeting to be held on **6 October 2023**
 3. Record date for the said stockholders' meeting will be on **15 September 2023**.

Please refer to Annex "F" Directors' Attendance Report, indicating the attendance of the directors to the above-listed 2022-2023 meetings of the Board of Directors.

SUMMARY OF THE ACTS AND RESOLUTIONS OF THE BOARD TO BE PRESENTED FOR RATIFICATION BY THE STOCKHOLDERS:

I. The general ratification of the acts of the Board of Directors and Management from the date of the last Annual 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. opening of bank accounts and signatories to the said bank accounts, sale/lease of properties, etc.).

The procedure for each of the above item 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.

Copies of Items a and b on page 14 shall be furnished to the stockholders before the Annual Stockholders' Meeting.

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

The Annual Stockholders' Meeting of the Corporation to be held on October 6, 2023 is the annual stockholders' meeting which is supposed to be held in April 2023.

MATTERS NOT REQUIRED TO BE SUBMITTED

No 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 Board of Directors approved the amendment to Article III, Section 2 of the By-Laws of the Corporation to Change the Date of the Annual Stockholders' Meeting from "on such date within four (4) months after the end of the fiscal year of the Corporation as the Board of Directors may determine" to "Third Thursday of September of each year". The affirmative vote of stockholders representing at least majority of the outstanding capital stock shall be required in respect of the amendment to Article III, Section 2 of the By-Laws.

VOTING PROCEDURES

Vote required for approval:

At the rescheduled Annual Stockholders' Meeting to be held on October 6, 2023, 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 21, 2023.

Proxies shall be submitted before the Annual Stockholders' Meeting.

Pursuant to Section 23 of the Revised Corporation Code of the Philippines, candidates receiving the highest number of votes shall be declared elected. Pursuant to Section 15 of the Revised Corporation Code of the Philippines, 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 of the Philippines 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 October 6, 2023.

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 October 6, 2023. 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.

OTHER PROPOSED ACTION

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

- a. Election of directors for the current year 2023-2024. Please see pages 10 and 11 for the names of the individuals nominated for the position of directors of the Corporation.
- b. Appointment of SGV & Co. as External Auditor for the year 2023-2024.

There is no action to be taken with respect to any matter not specifically referred to above.

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

There is no substantial interest, direct or indirect, by security holdings to 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 the Philippine Stock Exchange.

OTHER MATTERS

Other than the ordinary business operation of the Corporation, there are no material acts for ratification by the shareholders.

UNDERTAKING TO PROVIDE ANNUAL REPORT (SEC FORM 17-A)

THE CORPORATION UNDERTAKES TO FURNISH WITHOUT CHARGE UPON 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. APOLINARIO L. POSIO AND GIOVANNI C. LAYA AT UNIT 8 5B PEARLBANK CENTRE, 146 VALERO ST., SALCEDO VILLAGE, MAKATI CITY.

SIGNATURE PAGE

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereof duly authorized, in the City of Makati.

FILSYN CORPORATION

Issuer



Florentino M. Herrera III
Chairman and President



Alain Charles J. Veloso
Corporate Secretary

ANNUAL REPORT

FINANCIAL STATEMENTS

Filsyn Corporation's (the "Company") consolidated financial statements for the year ended December 31, 2022 are attached hereto as Annex "D".

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Company continued to generate income mainly derived 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 operations of the Company for the last three (3) years, there were no material key variables 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 operations 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 twelve (12) months. The Company will not raise additional funds in the next twelve (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 twelve (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.

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 among others. 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 plant 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 seeks to amend further the restructuring plan through the following (stockholders' approvals were obtained on November 11, 2021):

- Reduce the par value of all "Class A" Common Shares and "Class B" common shares from Php5.00 to Php0.50 per share to create APIC.
- Reclassify the 33,426,498 "Class B" Common Shares held by Malaysia Garment Manufacturers (Pte) Ltd. to 33,426,498 Preferred Shares with a par value of Php8.39 per share (subject to the immediately succeeding paragraph below).
- Convert restructured loans and interests, owing to Malaysia Garment Manufacturers (Pte) Ltd. and amounting to Php1,389,961,828, to equity in the form of (i) consideration for the increase in par value of the Preferred Shares in the amount of Php263,735,069.22, and (ii) APIC in the amount of Php1,126,226,758.78.
- Use the total APIC of Php2,197,924,318.28 to wipe out the Company's deficit. The said APIC is from (i) existing APIC in the amount of Php143,589,745, (ii) new APIC in the amount of Php928,107,814.50 to be created from the reduction in par value of the Class "A" and Class "B" Common Shares without changing the number of shares will create APIC, and (iii) new APIC in the amount of Php1,126,226,758.78 to be

created from the debt-to-equity conversion described in the immediately preceding paragraph.

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 Php988 Million that included interests accrued up to April 30, 1998.

On December 10, 2009, the Board of Directors 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 Php1.3 Billion through the Sta. Rosa property as *dacion* in payment. Chinatrust agreed that the 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 another creditor.

The "Dacion En Pago" did not materialize and the ownership of the loan was transferred to Chuang Yuan Limited, a company incorporated in Cayman Islands. 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 Garment"), 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 Php1.2 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 Company 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 Company 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 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.

At the Special Meeting of the Board of Directors and in the Annual Stockholders' meeting of the Corporation both held on 20 September 2018 at least majority of the directors and stockholders of the Company 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 Php2.50 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 Php1,318,316,337.00), 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 Corporation 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, the Certificate of Incorporation of FYN Green PET Corporation (“FYGP”), a wholly-owned subsidiary dated 6 June 2019. This is for the Company’s PET Recycling Plant Project.

In preparation for FYGP’s registration with the PEZA, on 21 February 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. On 25 November 2020, the sale was finalized and the property was physically turned over to FYGP on 1 February 2021.

Furthermore, at the Board Meeting of PEZA, held on 21 May 2020, the Board approved the application for registration of FYGP as an Export Ecozone Enterprise.

On 11 November 2021, Management filed the final restructuring project to SEC. Prior to submission of the project, Management has already agreed the conversion of debt with 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.

On 30 May 2022, a Deed of Assignment on the loan was entered between Malaysia Garment and the Company in which the former unconditionally and irrevocably assigns, cedes, transfers and conveys unto the Company all of its title, right and interests to receive the payment for the debt as payment for the subscription price, thereby converting the debt into equity.

In addition, the related parties, Malaysia Garment and Trans-Pacific Oriental Holding Company, Inc. (Trans-Pacific), have undertaken to support the Company financially by not demanding payment of loans due to the former.

On 29 March 2023, Management completed all the aforementioned documents required by the SEC. On 4 April 2023, the Company was notified by the SEC that it is ready to issue its assessment on the planned restructuring project upon issuance of the SEC-Markets and Securities Regulation Department (MSRD) clearance. Thereafter, a Payment Request Form will then be issued to the Company, which will signify acceptance of the SEC on the application to proceed with filing.

On 26 June 2023, the SEC approved the Company's Decrease/Increase in Authorized Capital Stock, Amendments to the Articles of Incorporation, and Equity Restructuring.

Notice of Involuntary Delisting

On 3 February 2023, the Company received a Notice of Involuntary Delisting from the Philippine Stock Exchange ("PSE").

On 3 April 2023, representatives of the Company participated in a hearing conducted by the PSE relating to the involuntary delisting proceedings involving the Company. The Company then requested the PSE that the involuntary delisting proceedings be suspended; and it be allowed to complete the requirements for its amended registration statement and application for the financial restructuring plan with the Securities and Exchange Commission until the end of 2023.

The grounds for the initiation of involuntary delisting proceedings involving Company are due to the (a) revocation of its registration of securities and permit to sell securities; and (b) negative stockholders' equity.

In the said hearing, the Company raised the following arguments:

- a. There was no obstinate refusal on the part of the Company to comply with the directives of the Exchange and the Securities and Exchange Commission ("SEC").
- b. The Company, in utmost good faith, exerted serious efforts to comply with the SEC directives. All the corporate actions of Company on the matter were timely and promptly disclosed to the Exchange.
- c. The SEC-Markets and Securities Regulation Department ("MSRD") will only act on the Company's amended registration statement after the approval of the Company's financial restructuring plan being reviewed by the SEC-Financial Analysis and Audit Division ("FAAD").
- d. The Company will file its amended registration statement after it secures the SEC's approval of its financial restructuring plan. Thereafter, the Company will request SEC-MSRD to issue the corresponding Order Lifting the Order of Revocation dated August 26, 2002 against the Company.
- e. The conversion of the Company's obligation to one of the Company's major creditors, Malaysia Garment Manufacturers Pte. Ltd, amounting to One Billion Three Hundred Eighty-Nine Million Nine Hundred Sixty-One Thousand Eight Hundred Twenty-Eight Pesos (Php1,389,961,828.00) into equity has effectively

wiped-out the deficit amounting to Six Hundred Eighty-Nine Million Thirty-One Thousand One Hundred Forty-Six Pesos (Php689,031,146.00). The debt-to-equity conversion is part of the financial restructuring plan being carried out by the Company. The deficit would have been wiped-out had the SEC-FAAD approved the Company's financial restructuring plan.

- f. The involuntary delisting will be prejudicial to the Company's stockholders who have been expecting that the trading suspension will be lifted soon and the financial restructuring plan approved in light of the actions being actively undertaken by the Company.
- g. In 2019, parallel to its efforts to solve its capital deficiency, the Company incorporated FYN Green PET Corporation ("FYGP"), a 100% wholly owned subsidiary, to provide cash flow and steady stream of revenues. FYGP will commence its commercial operations in May 2023.

The Company therefore requested the PSE that the involuntary delisting proceedings be suspended; and it be allowed to complete the requirements for its amended registration statement and application for the financial restructuring plan with the Securities and Exchange Commission until the end of 2023.

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

Please see Annex "C" 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 Terapthalate (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.

On 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 commercial operations and started to rent out its investment property.

FYN Green PET Corporation (“FYGP”) was registered with the SEC on 6 June 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. These filament and food grade chips can be used in the manufacturing of clothing and footwear, among others. On 4 November 2020, FYGP was registered with the Philippine Economic Zone Authority as an Ecozone Export Enterprise.

FYGP’s plant, with land size of 20,714 square meters, is located at the First Cavite Industrial Estate, Dasmariñas City, Cavite. In May 2023, FYGP started its commercial operations. Based on financial estimates, FYGP will generate 18,000 tons of products per year which can be sold from USD1,400.00 per ton to USD1,480.00 per ton. This will translate to total sales of USD25,200.00 to USD26,640.00 and net income before tax from USD1,000.00 to USD2,500.00.

DETAILS OF THE SUBSIDIARIES AS OF 31 DECEMBER 2022 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 and management of real estate and appurtenant structures. This company is “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 PET 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 pages 8 to 11 of the Information Statement

MARKET PRICE AND DIVIDENDS OF THE REGISTRANT'S COMMON EQUITY

The Company 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.

Stock Prices:

	High	Low
Only Available Movements:		
March 29, 2000	P3.00/share	closing prices

SRC Rule 17(A)-1 paragraph (C)(2)(G) does not apply because the Company is not soliciting proxy.

As of June 30, 2023, the total number common and preferred shares of the Company are as follows:

Class A Common	123,747,707
Class B Common	49,071,976
Preferred*	33,426,498

**On 26 June 2023, the Securities and Exchange Commission approved the (i) decrease in Authorized Common B Shares by 33,426,498 and establishment of 33,426,498 Authorized Preferred Shares resulting to reclassification of 33,426,498 issued Common B Shares to Preferred Shares; and (ii) increase of the Parent Company's authorized capital stock from P120,000,000.00 to P647,306,477.72.*

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

MARKET INFORMATION

For the last five (5) years, the Company's common equity has not been actively traded.

Attached is the list of the Top 20 shareholders of the Company. The total number of shares held is 206,246,181.

List of Top 20 Stockholders As of June 30, 2023 (Class A Common)

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid	Percentage To Total
Trans-Pacific Oriental Holding Co., Inc.	63,578,181	30.80
Development Bank of the Philippines	10,256,409	5.00
PCD Nominee Corporations (Filipino)	9,100,829	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	119,186,036	
Total Issued & Outstanding Common A Shares:	123,747,707	

**List of Top 20 Stockholders
As of June 30, 2023
(Class B Common)**

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid)	Percentage To Total
Far Eastern Investment Holding Limited	45,065,670	21.85
Toyo Menka Kaisha Ltd	1,844,568	0.89
Tomen Corporation	1,161,737	0.56
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	0.00
Donald K. Kwok	1	0.00
Consolacion Sanchez	1	0.00
Total	49,071,976	
Total Issued & Outstanding Common B Shares:	49,071,976	

**List of Top 20 Stockholders
As of June 30, 2023
(Preferred Shares)**

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid)	Percentage To Total
Malaysia Garment Manufacturer (Pte) Ltd.*	33,426,498	16.21
TOTAL	33,426,498	
Total Issued & Outstanding Preferred Shares:	33,426,498	

**Based on the approval of the SEC on 26 June 2023*

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 Company 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 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 complied with the Company's Manual on Corporate Governance.