COVER SHEET

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

(+632) 8652-5167

Company Telephone Number

DEFINITIVE INFORMATION STATEMENT

1 2 | 3 1

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 Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = please Use Black Ink for scanning purposes

FILSYN CORPORATION

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

Tel. Nos. (+632) 8652-5167

INFORMATION STATEMENT

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:

   ____ Preliminary Information Statement
   __√_ Definitive Information Statement

2. Name of Registrant as specified in its charter**:** **Filsyn Corporation**

3. Province, country or other jurisdiction of incorporation or organization: **Manila, Philippines**

4. SEC Identification Number**:** **35841**

5. BIR Tax Identification Code**:** **000-158-664**

6. Address of principal office**:** **Unit 8 5B/F Pearlbank Centre, 146 Valero Street, 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**:** **September 18, 2025, 4:00 p.m., at the Filsyn's Office located at Unit 8 5B/F Pearlbank Centre, 146 Valero Street, 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 **28 August 2025**

10. Security registered pursuant to Section 8 of the SRC
    As of 30 June 2025
    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: **33,426,498**[1]
    Common Shares: Issued and Subscribed: **172,819,683**
    Preferred Shares: Issued and Subscribed: **33,426,498**[1]

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 18 September 2025 at 4:00 p.m. at the Filsyn's Office at Unit 8 5B/F Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City through remote communication via Zoom. The Zoom link for the meeting is as follows:

Zoom Link	https://us06web.zoom.us/j/2380444464?pwd=aQLjn1ziqrRSnE6qCS8160cD5fgyr5.1&omn=81411966983
Meeting ID	238 044 4464
Passcode	FYNMTG25

Approximate date on which the Information Statement is first to be sent or given to security holders is on 28 August 2025.

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

The Annual Stockholders' Meeting to be held on 18 September 2025 is the Annual Stockholders' Meeting which was supposed to be held on 30 April 2025 or within four (4) months after the end of fiscal year pursuant to the Corporation's By-Laws.

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 30 June 2025, 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 20 August 2025. As of 20 August 2025, the total number of shares outstanding and entitled to vote in the stockholders' meeting is expected to be 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 30 June 2025

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 II Building, Ayala Avenue 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%

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 30 June 2025

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	Marialen C. Corpuz	636	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%

Note: The transfer of one (1) nominee-share each to Messrs. Bing Chang, Director, and Edmundo A. Ong, Independent Director, is being processed by the Corporation's stock and transfer agent.

The directors and executive officers as a group hold 0.13% 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

Name	Age	Period as Directors	Length of Service *(as of 30 June 2025)*	Citizenship
Florentino M. Herrera III	73	15 September 2022 to present	More than 2 years	Filipino
David Wang	69	1998 to present	26 years	Chinese
Bing Chang	68	15 September 2022 to present	More than 2 years	Chinese
Alan Tsai	59	2011 to present	13 years	Chinese
Amy Huang	49	2011 to present	13 years	Chinese
Evelyn Lim Forbes	73	2010 to present	14 years	Filipino
Ma. Belina B. Mariano	63	2006 to present	18 years	Filipino

Marialen C. Corpuz	73	6 October 2023 to present	More than 1 year	Filipino
Consolacion A. Sanchez (Independent Director)	74	17 September 2015 to present	More than 9 years	Filipino
Samuel V. Torres (Independent Director)	60	20 September 2018 to present	More than 6 years	Filipino
Edmundo A. Ong	62	19 September 2024 to present	1 year	Filipino

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

Meeting Attendance of the Company's Board of Directors is provided in **Annex "A"**.

B. Officers

Position	Name	Age	Citizenship	Period as Officers
Chairman and President	Florentino M. Herrera III	73	Filipino	15 September 2022 to present
Executive Vice President and Chief Financial Officer	Apolinario L. Posio	72	Filipino	2017 to present
Treasurer	Marinela C. Santos	74	Filipino	15 September 2022 to present
Corporate Secretary	Alain Charles J. Veloso	45	Filipino	25 July 2023 to present
Asst. Corporate Secretary	Ma. Belina B. Mariano	63	Filipino	1995 to present
Compliance Officer (interim)	Le Iris T. Lucido	40	Filipino	14 August 2025 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 was formerly a Partner of one of the largest law offices in the Philippines. He has been engaged in the general practice of law for the past forty-eight (48) years specializing in corporate law practice as counsel for various companies. Among others, he is the Chairman of FYN Green PET Corporation and Chairman/President of Arpeggio International Resources Corporation. Atty. Herrera holds a Bachelor of Arts in Political Science degree and a Bachelor of Laws degree (Cum Laude, Salutatorian) both from the University of the Philippines.

Ms. 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 of Far Eastern International Garments, Inc. and Cemtex Apparel, Inc.

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**.**

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 and Trans Pacific Oriental Holding Company, Inc.

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. Edmundo A. Ong is presently an Independent Director of Filsyn Corporation. He is presently a Taiwan Desk Manager of KPMG Taiwan. He was previously a Sales Manager at MJW Enterprise Co. Ltd., a Senior Manager at Gregorio Trading, a Country Global Account Manager at DHL Express (Taiwan) Corporation, and a Business Development Manager at

DHL International (HK) Ltd.. He graduated from De La Salle University with a degree in Bachelor of Science in Business and Economics, Major in Management of Financial Institutions.

Mr. Apolinario L. Posio is the Executive Vice President and Chief Finance Officer of Filsyn Corporation. He was formerly the Vice President-Finance & Accounting & Compliance Officer 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 the Treasurer of FYN Green PET Corporation, the Chairman/President of Island King Aquaventures Corporation and a Vice-Chairman/Director of Total Dev 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.

Ms. Marinela C. Santos is currently the Treasurer and the Head of Administration and Human Resource Department 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.

Le Iris T. Lucido is the interim Compliance Officer since 14 August 2025. Atty. Lucido is an associate of Herrera Teehankee & Cabrera Law Offices. She graduated from the Ateneo de Manila University School of Law in 2024, from the Ateneo de Manila University with a degree of Master of Arts in Economics – Specialization in Money and Banking in 2010, and from the University of the Philippines –Los Baños in 2006 with a degree in BS Economics – Major in Development Economics (*cum laude*).

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 2025-2026

A. Directors

The election/re-election of directors for 2025-2026 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):

Name	Age	Citizenship	Incumbent Director	Nominee for Director
Florentino M. Herrera III	73	Filipino	✓	✓
David Wang	69	Chinese	✓	✓
Alan Tsai	59	Chinese	✓	✓
Ma. Belina B. Mariano	63	Filipino	✓	✓
Samuel V. Torres - Independent Director	60	Filipino	✓	✓
Bing Chang	68	Chinese	✓	✓
Evelyn Lim-Forbes	73	Filipino	✓	✓
Amy Huang	49	Chinese	✓	✓
Consolacion A. Sanchez - Independent Director	78	Filipino	✓	✓
Marialen C. Corpuz	73	Filipino	✓	✓
Edmundo A. Ong - Independent Director	62	Filipino	✓	✓

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

Ms. Consolacion A. Sanchez, Atty. Samuel V. Torres and Mr. Edmundo A. Ong have continuously possessed the qualifications and none of the disqualification of an independent director from the time they were first elected as such. Their respective Certificates of Independent Director is attached as Annexes "H-1", "H-2", and "H-3".

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 2025 - 2026 are as follows:

Officer	Name	Age	Citizenship
Chairman / President	Florentino M. Herrera III	73	Filipino

Executive Vice President and Chief Financial Officer	Apolinario L. Posio	72	Filipino
Treasurer	Marinela C. Santos	74	Filipino
Corporate Secretary	Alain Charles J. Veloso	45	Filipino
Asst. Corp. Secretary	Ma. Belina B. Mariano	63	Filipino
Compliance Officer (interim)	Le Iris T. Lucido	40	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 those listed as **Annex "B"** (List of Pending Cases / Proceedings), the Corporation has no claims or lawsuits now pending or in process or which have been settled as of 30 June 2025 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 30 June 2025, except as those listed in **Annex "B" (List of Pending Cases / Proceedings)**, there are no material pending legal proceedings before any court or agency to which the Corporation or any of its subsidiaries is a party.

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 firms of Quisumbing Torres and Herrera Teehankee & Cabrera Law Offices 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, Ms. Consolacion A. Sanchez, Atty. Samuel V. Torres, and Mr. Eduardo Ong as independent directors in the Annual Stockholders' Meeting to be held on 18 September 2025. The Corporation has complied with SEC Circular No. 16 Series of 2002 (Guidelines on the Nomination and Election of Independent directors). 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.

The retention of Ms. Consolacion A. Sanchez as independent director was endorsed by the Nomination Committee in a meeting held on 14 August 2025 and approved by the Board of Directors in a meeting held on 14 August 2025, subject to ratification by the stockholders in the Annual Stockholders' Meeting to be held on 18 September 2025. The Nomination Committee and the Board of Directors justified the retention of Ms. Sanchez as a nominee for independent director given her leadership, expertise and knowledge of the business operations of the Corporation.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

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

YEAR	SALARY	BONUS	OTHERS	TOTAL
2024	Php1,220,000	N/A	N/A	Php1,220,000
2023	Php925,000	N/A	N/A	Php925,000
2022	Php892,820	N/A	N/A	Php892,820

Director's per diem is Php 24,000.00 per director for regular annual meeting and Php5,000.00 for every special meeting. Directors' bonus may be declared during years when the Corporation reflects an income.

As of 30 June 2025, there were no bonuses and any other compensation received by the Directors and Executive Officers other than their regular compensation.

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 2025 – 2026. Representatives of the said firm are expected to be present at the Annual Stockholders' 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:

Mr. Samuel Torres - Chairman
Ms. Consolacion Sanchez
Mr. Edmundo Ong
Atty. Florentino M. Herrera III

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 Php1,760,000.00 in 2024 and Php1,600,000.00 in 2023.

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 19 September 2024. The salient points of the said minutes are as follows:

   1. Consideration and approval of the Minutes of the Annual Stockholders' Meeting held on 6 October 2023
   2. Consideration of the Management Report for 2023
   3. Ratification and confirmation of corporate acts, resolutions and proceedings of the Board of Directors and of Management from 6 October 2023 to 19 September 2024
   4. Election of Directors for 2024-2025
   5. Appointment of External Auditor for the term 2024-2025

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

b. Management Report for the year ended 31 December 2024. A copy of the said report is attached as Annex "**D**".

c. Audited financial statements for the year ended 31 December 2024, a copy of which is attached as Annex "**E**".

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 18 September 2025.

The Minutes of the Annual Stockholders' Meeting held on 19 September 2024 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 refers 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 19 September 2024 up to the date of this Information Statement:

A. Special Meeting of the Board of Directors on 19 September 2024 (immediately before the Annual Stockholders' Meeting on the same date)

1. Approval of the Minutes of the Special and Organizational Meetings of the Board of Directors such as follows:

   a) Special Meeting of the Board of Directors on 6 October 2023;
   b) Organizational Meeting of the Board of Directors on 6 October 2023;
   c) Special Meeting of the Board of Directors on 15 December 2023;
   d) Special Meeting of the Board of Directors on 15 February 2024;
   e) Special Meeting of the Board of Directors on 6 May 2024; and
   f) Special Meeting of the Board of Directors on 12 July 2024.

2. Discussion on management report for year 2023;
3. Approval of the Corporation's dividend policy;
4. Approval of the Corporation's mission and vision, and core values;
5. Update on Corporation's relisting with the Philippine Stock Exchange, Inc. ("PSE");
6. Update on cases against Noli Madrid and Ontop Realty Development Corporation;
7. Update on the Corporation's Bureau of Internal Revenue ("BIR") tax case / audit;
8. Approval to retain Ms. Consolacion Sanchez as independent director for year 2024 to 2025;
9. Authority of the Corporation to enter into lease contracts and designation of Apolinario L. Posio as authorized signatory;
10. Approval of the schedule of the 2025 annual stockholders' meeting and conduct of annual stockholders' meeting via remote communication;
11. Appointment of Mr. David Wang as the proxy of the Corporation for the 2024 Annual Stockholders of FYN Green PET Corporation;
12. Approval of the authorization of proxy of Island King Aquaventures Corp. with the President as the signatory;

B. Organizational Meeting of the Board of Directors on 19 September 2024 (immediately after the Annual Stockholders' Meeting on the same date)

1. Certification of Election of Directors for the Year 2024-2025;
2. Election of Corporate Officers;
3. Election of Members of the Various Committees; and
4. Filing of the General Information Sheet for the Year 2024.

C. Special Meeting of the Board of Directors on 28 November 2024

1. Approval of the Minutes of the Special Meeting of the Board of Directors held 19 September 2024 and the Minutes of Organizational Meeting of the Board of Directors held on 19 September 2024; and
2. Approval of engagement of SyCip Gorres & Velayo to assist the Corporation in handling its audit investigation by the Bureau of Internal Revenue ("BIR") for all internal revenue taxes for the period starting 1 January 2022 to 31 December 2022.

D. Special Meeting of the Board of Directors on 29 April 2025

1. Approval of the Minutes of the Special Meeting of the Board of Directors held 28 November 2024;
2. Approval of 2024 Audited Financial Statements of the Corporation;
3. Approval of the 2024 Annual Report of the Corporation;
4. Approval of the amendment of the Employee Handbook of the Corporation;
5. Report on Outsourced Management of Santa Rosa by UMPI and designation of Apolinario Posio as authorized signatory to sign documents on behalf of the Corporation; and
6. Approval of the Integrated Annual Corporate Governance Report of the Corporation for fiscal year ending 31 December 2024.

E. Special Meeting of the Board of Directors on 14 August 2025

1. Approval of the Minutes of the Special Meeting held on 29 April 2025;
2. Resignation of Gio Laya as Compliance Officer and appointment of Le Iris T. Lucido as Interim Compliance Officer
3. Approval to retain Ms. Consolacion Sanchez as independent director for year 2025 to 2026

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 E on pages 15 to 16 shall be furnished to the stockholders before the Annual Stockholders' Meeting.

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, during its meeting held on 25 July 2023, and the Stockholders, during its meeting held on 6 October 2023, representing at least majority of the outstanding capital stock, 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 application for the amendment of Article III, Section 2 of the Corporation's By-Laws will be re-filed by the Corporation via the SEC's new eAMEND portal.

VOTING PROCEDURES

Vote required for approval:

At the rescheduled Annual Stockholders' Meeting to be held on 18 September 2025, 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 20 August 2025.

Proxies shall be submitted before the Annual Stockholders' Meeting. Attached as **Annexes "F-1" and "F-2"** are the sample proxy forms which must be submitted before the Annual Stockholders' Meeting on 18 September 2025.

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 5 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 18 September 2025.

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 18 September 2025. 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 2025-2026. 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 2025-2026.

c. ratification of approval to retain Ms. Consolacion Sanchez as independent director for year 2025 to 2026.

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 MR. APOLINARIO L. POSIO AT UNIT 8 5B PEARLBANK CENTRE, 146 VALERO STREET, 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

Apolinario L. Posio
Executive Vice President / Chief Finance Officer

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 Taguig.

FILSYN CORPORATION
Issuer

Alain Charles J. Veloso
Corporate Secretary

ANNUAL REPORT

FINANCIAL STATEMENTS

Filsyn Corporation's (the "Company") consolidated financial statements for the year ended 31 December 2024 are attached hereto as Annex "**E**".

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

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

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

There can be no comparable discussions to assess material changes during the last three (3) years because of the non-commercial 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 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 21 September 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 21 September 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 6 June 2019.

On 21 September 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 30 April 1998.

On 10 December 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 2 November 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 Chuan 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 24 October 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 26 August 2002.

On 12 December 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 21 September 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 18 February 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 thedevelopment 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 dated as of 6 June 2019, which was incorporated for the 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 simultaneously the Company's amendments to the Articles of Incorporation, decrease/ increase in authorized capital stock and equity

restructuring. With the SEC approval, the Parent Company can now focus on the operations and expansion of its subsidiary, FYGP, and the development of its 30 - hectare property located in Sta. Rosa City, Laguna.

On 19 June 2024, the Corporation received an Order from the SEC lifting the Order of Revocation of the Effectivity of the Corporation's Registration of Securities and Permit to Sell Securities to the Public issued by the SEC on 26 August 2002 ("Order of Revocation").

Notice of Involuntary Delisting

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

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 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 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 Corporation requested for an extension from the PSE for its 29 December 2023 deadline to complete the SEC requirements relating to the Corporation's application for the approval of its Amended Registration Statement.

The PSE, in its Letter dated 31 January 2024, granted the Corporation's request for a six (6)-month non-extendible extension or until 26 June 2024 to complete the requirements of the SEC and obtain an effective registration of securities and permit to sell securities with the SEC; and (ii) to maintain the suspension of the involuntary delisting proceedings against the Corporation until the issuance of SEC's decision on the Corporation's application for the approval of its Amended Registration Statement or until 26 June 2024 whichever is earlier.

On 29 July 2024, the Corporation received a letter from the PSE dated 23 July 2024 terminating the PSE's involuntary delisting proceedings against the Corporation.

On 4 December 2024, the PSE issued Notice No. DN00170-2024 announcing the lifting of the Corporation's trading suspension effective on 6 December 2024 at 9:00 am.

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

Please see **Annex "D"** 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 4 December 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 30 April 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 22 November 2001, the stockholders approved the amendment of the subsidiary's Articles of Incorporation to shorten its life until 31 December 2001. As a result, SRTC Development Corporation 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 15 September 1986 primarily to engage in the business of aquaculture and undertake any and all related activities necessary, incidental, and related thereto. Beginning 2001, IKAC ceased its normal operations and started to rent out its investment property.

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 2024 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 7 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:		
April 25, 2025	P2.90/share	closing prices

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

As of 30 June 2025, 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 30 June 2025
(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 30 June 2025
(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 30 June 2025
(Preferred Shares)

STOCKHOLDER'S NAME	Outstanding and Issued Shares (Fully Paid	Percentage To Total
Malaysia Garment Manufacturers (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.

INTERIM FINANCIAL STATEMENTS

Please see attached **Annex "G"** on the Company's SEC Form 17-Q for the period ended 30 June 2025 (with comparative figures for the year ended 31 December 2024).

Directors' Attendance Report

Dates of Meeting	Directors										
	Florentino M. Herrera III	David Wang	Amy Huang	Alan Tsai	Bing Chang	Edmundo Ong (Independent)	Consolacion Sanchez (Independent)	Ma. Belina B. Mariano	Samuel V. Torres (Independent)	Evelyn Lim - Forbes	Marialen Corpuz
Special Meeting of the Board of Directors on 19 September 2024 (before Annual Stockholders' Meeting)	Yes	Yes	Yes	Yes	Yes	Not applicable	Yes	Yes	Yes	Yes	Yes
Organizational Meeting of the Board of Directors on 19 September 2024 (immediately after the Annual Stockholders' Meeting on the same date)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
Special Meeting of the Board of Directors on 28 November 2024	Yes	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes	No	Yes
Special Meeting of the Board of	Yes	Yes	Yes	No	Yes	Yes	No	Yes	Yes	No	Yes

Directors on 29 April 2025											
Special Meeting of the Board of Directors on 14 August 2025	**Yes**	**No**	**No**	**No**	**No**	**Yes**	**Yes**	**Yes**	**Yes**	**Yes**	**Yes**
No. of Attendance	**5/5**	**4/5**	**4/5**	**2/5**	**4/5**	**5/5**	**4/5**	**5/5**	**5/5**	**2/5**	**5/5**
% of Attendance	**100%**	**80%**	**80%**	**40%**	**80%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

Certified by:

Alain Charles J. Veloso
Corporate Secretary

Annex B

FILSYN CORPORATION
List of Pending Case/Proceeding

Criminal Case No. OMB-C-04-0423-I
Office of the Ombudsman
"Special Presidential Task Force 156 vs. Antonio P. Belicena, et al."
Date Filed – 28 June 2004

-

Nature: Case brought by Special Presidential Task Force 156 against former and some of the present Board of Directors and some officers of Filsyn Corporation for preliminary investigation of charge of Estafa through Falsification of Public Documents and violation of Section 3(e) of Republic Act No. 3019, as amended, arising out of the transfer of Tax Credit Certificates amounting to about Php 13.5 Million to Integrated Multi Cotton Mills, Inc.

Status:
- "Counter-Affidavit" filed on 9 November 2004 for each respondent duly served.
- Dismissal of case sought
- Submitted for resolution
- Investigating Prosecutor has not yet resolved the matter.

Court of Tax Appeals ("CTA") Case No. 11789
Filsyn Corporation vs. Commissioner of Internal Revenue of the Bureau of Internal Revenue (BIR)

Nature: On 26 September 2024, Management of Filsyn Corporation ("Corporation") notified its Board of Directors that it had received from the BIR a Final Assessment Notice / Formal Letter of Demand (FAN/FLD) dated 17 September 2024 for calendar year 2022 on 25 September 2024.

The BIR assessed deficiency taxes, interests, surcharges, and penalties ("Tax Deficiencies") against the Corporation in the total amount of PhP 280,437,440.06, broken down as follows:

1. Final Withholding Tax (FWT) – PhP 178,404,709.37
2. Final Withholding Value Added Tax (FWVAT) – PhP 86,039,553.64
3. Documentary Stamp Tax (DST) – PhP 15,859,177.05
4. Compromise Penalties – PhP 134,000.00

The Corporation, through its legal counsel, filed the Corporation's Protest with Request for Reconsideration and/or Reinvestigation with the BIR Revenue Region 8A on 28 October 2024 ("Protest"). On 27 December 2024, the Corporation filed its Submission with the BIR.

On 6 February 2025, the Corporation the Final Decision on Disputed Assessment (FDDA) from the BIR.

On 7 March 2025, the Corporation filed its Petition for Review (the **Petition**) with the Court of Tax Appeals (**CTA**) to appeal the Final Decision on Disputed Assessment (**FDDA**). The Petition was docketed as ***CTA Case No. 11789***.

Status:
-the Second Division of the Court of Tax Appeals (**CTA**) issued a Minute Resolution directing the parties to attend the Preliminary Mediation Conference on 14 July 2025 at the Philippine Mediation Center (**PMC**) to undergo the mediation proceedings in accordance with Supreme

Court A.M. No. 11-1-5-SC-PHILJA.
- The PMC directed the parties to return on **6 August 2025 (9:00am)** to re-align on whether mediation is still viable.
-case is still pending with CTA

Criminal Case No. 24-6871-SRCL
Regional Trial Court of Sta. Rosa, Branch 101
"People of the Philippines v. Noli B. Madrid"
Date Filed – 6 November 2024

-

Nature: Criminal case filed by Filsyn Corporation against Noli Madrid for Estafa through Falsification of Public Document by a Private Individual. Noli Madrid entered into a Contract of Lease with Power Serve, Inc. for the property owned by Filsyn Corporation located at Sta. Rosa, Laguna, without any authority from Filsyn Corporation. As a result, PSI occupied the property of Filsyn from 6 May 2020 to 23 June 2023 and PSI paid Noli Madrid a total amount of PHP56,783,380.00 as rental payment. Noli Madrid received these payments but did not remit the same to Filsyn.

Status:
- The Office of the City Prosecutor of Sta. Rosa, Laguna issued a Resolution dated 6 November 2024 finding probable cause against Noli B. Madrid.
- The Criminal Information was filed on 6 November 2024
- The next setting for the Pre-Trial of the case is on 25 September 2025

MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
FILSYN CORPORATION
19 September 2024

The stockholders of Filsyn Corporation (**"Corporation"**), a corporation organized and existing under the laws of the Republic of the Philippines, held their special meeting of the stockholders on **19 September 2024** at 4:00 p.m. (Manila time) via remote communication.

PRESENT:

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

1. Call to Order

The Chairperson, Mr. Florentino M. Herrera III, called the meeting to order and presided over the same. The Corporate Secretary, Charles J. Veloso, recorded the minutes of the proceedings.

The Chairperson informed everyone in attendance that the meeting is being electronically recorded in accordance with Section 14 of the Securities and Exchange Commission ("SEC") Memorandum Circular No. 6 Series of 2020 which provides in part, "In case the election or meeting was conducted through teleconferencing or any other similar means, a visual and audio recording of the election or meeting should be secured."

2. Proof of sending of due notice of meeting and determination of quorum

The Corporate Secretary certified that notices of today's meeting were sent to all stockholders of record by publication and that the Definitive Information Statement was disclosed to the SEC and the Philippine Stock Exchange Inc. ("PSE").

The Corporate Secretary also certified that, on the basis of his examination of the record of attendance of the stockholders' present in person and by proxy, a quorum was present for the transaction of business by the stockholders, there being present at least 2/3 of the total outstanding capital stock, either in person or represented by proxy (*see* Summary of Attendance, Annex "A").

3. Consideration and approval of the Minutes of the Annual Stockholders' Meeting held on 6 October 2023

The Corporate Secretary mentioned that copies of the minutes of the annual meeting of the stockholders held on 6 October 2023 were distributed and made available to the stockholders present.

Upon motion made and seconded, the reading of said minutes was dispensed with and the minutes were approved.

4. Consideration of the Management Report for 2023

The Corporate Secretary mentioned that copies of the management report for the year 2023 were distributed and made available to the stockholders present and that the management report forms part of the Definitive Information Statement for this meeting.

Upon motion made and seconded, the reading of the said management report was dispensed with and the management report was duly noted. For the record, a copy of the Management Report for the year 2023 is hereto attached as Annex "B".

5. Ratification and confirmation of corporate acts, resolutions and proceedings of the Board of Directors and of Management from 6 October 2023 to 19 September 2024

The Corporate Secretary mentioned that the acts for ratification were listed in the Definitive Information Statement.

Upon motion made and seconded, the stockholders ratified all acts of the Board of Directors and Management as disclosed in the corporate records from the date of the last annual meeting (6 October 2023) up to the date of the present meeting (19 September 2024).

6. Election of Directors for 2024-2025

The Chairperson declared the table open for nominations for the election of the members of the Board of Directors of the company for the term 2024-2025.

The following persons were nominated:

1. FLORENTINO M. HERRERA III
2. DAVID WANG
3. ALAN TSAI
4. MA. BELINA B. MARIANO
5. BING CHANG
6. EVELYN LIM FORBES
7. AMY HUANG
8. MARIALEN C. CORPUZ
9. CONSOLACION A. SANCHEZ (INDEPENDENT DIRECTOR)
10. SAMUEL V. TORRES (INDEPENDENT DIRECTOR)
11. EDMUNDO C. ONG (INDEPENDENT DIRECTOR)

The Chairman noted that Ms. Sanchez was nominated as an independent director after having served for nine years. The Chairman advised the stockholders that the Board had endorsed her re-nomination, subject to stockholders' approval, considering her leadership, expertise and knowledge of the business and operations of the Corporation.

Upon nominations made and seconded, the following stockholders were elected directors of the company for the term 2024-2025 and until their successors shall have been duly elected and qualified:

1. FLORENTINO M. HERRERA III
2. DAVID WANG

3. ALAN TSAI
4. MA. BELINA B. MARIANO
5. BING CHANG
6. EVELYN LIM FORBES
7. AMY HUANG
8. MARIALEN C. CORPUZ
9. CONSOLACION A. SANCHEZ (INDEPENDENT DIRECTOR)
10. SAMUEL V. TORRES (INDEPENDENT DIRECTOR)
11. EDMUNDO C. ONG (INDEPENDENT DIRECTOR)

7. Appointment of External Auditor for the term 2024-2025

Upon motion made and seconded, the stockholders re-appointed SyCip Gorres Velayo & Co. (SGV) as the external auditor of the company for the term 2024-2025.

8. Adjournment

There being no further business to transact, the meeting was thereupon adjourned.

A T T E S T:

FLORENTINO M. HERRERA III
Chairman of the Board

CHARLES J. VELOSO
Corporate Secretary

ANNEX "A"

FILSYN CORPORATION
ANNUAL STOCKHOLDERS' MEETING
19 September 2024

SUMMARY OF ATTENDANCE

PRESENT

	STOCKHOLDER	NO. OF SHARES
(a)	In person, via remote communication (Zoom application) or by proxy	Equivalent to 72.77.%
(b)	Total no. of shares issued and outstanding	172,819,683

FILSYN CORPORATION
MANAGEMENT REPORT FOR THE YEAR 2024

Filsyn Corporation ("Corporation") continues to derive its income mainly from leasing warehouses and commercial spaces. The Corporation continues to derive from its leasing operation, sufficient income to cover all of the Corporation's operating and miscellaneous expenses.

The Sta. Rosa property, which is the biggest asset of the Corporation, has a fair market value ("FMV") of Php11,500.00 per square meter, as determined by an independent appraiser for the period ended December 31, 2024. Compared to last year's FMV of Php10,800.00 per square meter, there was an increase of Php700.00 per square meter. The property has now a FMV of about Php3,450.21 million, more or less.

The General Mariano Alvarez ("GMA") property's FMV likewise increased, although slightly, to Php4,200.00 per square meter from Php3,700.00 per square meter last year as determined by the same independent appraiser for the period ended December 31, 2024. The total FMV of the property is now about Php683.41 million, more or less.

Based on the Corporation's Audited Consolidated Financial Statements for the year ended December 31, 2024, Total Assets amounted to Php1,974.74 million while Total Current Liabilities amounted to Php1,106.09 million.

On June 19, 2024, the Corporation received an Order from the Securities and Exchange Commission ("SEC") lifting the Order of Revocation of the Effectivity of the Corporation's Registration of Securities and Permit to Sell Securities to the Public issued by the SEC on August 26, 2002.

The Corporation received The Philippine Stock Exchange, Inc.'s ("PSE") Notice dated December 4, 2024, regarding the lifting of the trading suspension effective December 6, 2024 at 9:00 a.m., following the SEC's Order lifting the Suspension Order, the Corporation's submission of its Comprehensive Corporate Disclosure and its compliance with the requirements under the PSE's rules.

The Corporation can now focus on the (i) real estate development of its Sta. Rosa property located in Sta. Rosa City, Laguna and its GMA property located in Cavite; and (ii) operations and expansion of its subsidiary, FYN Green PET Corporation ("FYGP"). FYGP was incorporated on 6 June 2019 to engage in the business of recycling of waste Polyethylene Terephthalate (PET) bottles into resin to be used as feedstock for manufacture of filament and food grade chip. FYGP, registered with Philippine Economic Zone Authority as an Export Ecozone Enterprises, commenced its commercial operations in May 2023.

FILSYN Corporation

STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of **Filsyn Corporation and Subsidiaries** is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2024 and 2023, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

FLORENTINO M. HERRERA III
Chairman and President

APOLINARIO L. POSIO
Executive Vice President and
Chief Financial Officer

Marinela C. Santos

MARINELA C. SANTOS
Treasurer

Signed this _____ day of _____

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S

SUBSCRIBED AND SWORN to before me this MAKATI CITY APR 29 2025 day of 2025, affiants exhibiting to me their competent evidence of identity to be the same persons, as follows:

Name	Passport ID No..
Florentino M. Herrera III	P2337037B
Apolinario L. Posio	P3043199C
Marinela Santos	P9883172B

Doc No. 293 ;
Page No. 60 ;
Book No. XVII ;
Series of 2025.

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2026
IBP No.556155 Lifetime Member
MCLE Compliance No. VII-0022734
Appointment No. M-007(2025-2026)
PTR No.0466005 Jan. 2, 2025
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Brgy Pio Del Pilar, Makati City

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

0	0	0	0	3	5	8	4	1		

COMPANY NAME

FILSYN CORPORATION AND SUBSIDIARIES

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

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

Form Type	Department requiring the report	Secondary License Type, If Applicable
17-A	CRM	N/A

COMPANY INFORMATION

Group's Email Address	Group's Telephone Number	Mobile Number
info@filsyncorp.com	N/A	09673155296

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
515	September 15	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Mr. Apolinario L. Posio	info@filsyncorp.com	N/A	09673155296

CONTACT PERSON's ADDRESS

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

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

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

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

INDEPENDENT AUDITOR'S REPORT

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

Opinion

We have audited the consolidated financial statements of FILSYN Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2024, in accordance with Philippine Financial Reporting Standards (PFRSs) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Fair Value of Investment Properties

The Group is primarily focused on leasing its investment properties. Investment properties of the Group consist of land in Laguna and Cavite which are being leased to third parties. The Group accounts for its investment properties using the cost model and discloses the fair value as required under PAS 40, *Investment Property*. As at December 31, 2024, the carrying value and fair value of the investment properties amounted to ₱918.2 million and ₱4,202.3 million, respectively. Management determines the fair value of the investment properties based on the valuations carried out by an external appraiser using Market Data Approach.

We identified the disclosure on the fair value of the Group's investment properties as a key audit matter because it is a significant disclosure given that the determination of the fair value of these properties involves significant management judgment and estimations. The valuation also requires the assistance of external appraiser whose calculations also depend on certain assumptions, such as sales and listings of comparable properties and adjustments to sales price, which are influenced by the prevailing market rates, comparable market transactions and are subject to higher level of estimation uncertainty due to the current economic conditions.

The Group's disclosures on these matters are included in Notes 3, 11 and 26 to the consolidated financial statements.

Audit Response

We evaluated the competence, capabilities and qualifications of the external appraiser by considering their qualifications, experience and reporting responsibilities. We assessed the methodology adopted by referencing common valuation models and inspected the relevant information supporting the sales and listings of comparable properties. We also inquired from the external appraiser the basis of adjustments made to the sales price.

Assessment of Provision for Tax assessments

The Parent Company has been assessed by the Bureau of Internal Revenue (BIR) tax deficiencies amounting to ₱280.4 million from its recently executed equity restructuring. Management strongly believes that the transaction, being a capital transaction outside the ordinary course of business does not result in taxable income, value-added and documentary stamp taxes. This matter is significant to our audit because the determination of whether any provision should be recognized and the estimation of the potential liability resulting form this tax assessment require significant judgment by management. The inherent uncertainty over the outcome of this matter is brought about by the differences in the interpretation and implementation of the relevant laws and tax rulings.

The Group's disclosures on these matters are included in Notes 1 and 3 to the consolidated financial statements.

Audit Response

We discussed with management the status and merits of the case and the opinion of the Group's external legal counsel. We evaluated the tax position of the Group by considering the relevant tax laws, rulings and jurisprudence. We involved our internal specialist in the evaluation of management's assessments on whether any provision for tax contingencies should be recognized and the estimation of such amounts.

We assessed whether provisions are needed to be recorded in compliance with PAS 37*, Provision, Contingent Liabilities and Contingent Assets.*

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Sheet), SEC Form 17-A and Annual Report for the year ended December 31, 2024 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2024 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and

- Obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law on regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

SGV
Building a better working world

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

SYCIP GORRES VELAYO & CO.

Editha V. Estacio
Partner
CPA Certificate No. 91269
Tax Identification No. 178-486-845
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
BIR Accreditation No. 08-001998-094-2023, March 28, 2023, valid until March 27, 2026
PTR No. 10465302, January 2, 2025, Makati City

April 29, 2025

FILSYN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	**₱42,362,801**	₱38,264,426
Trade receivables (Note 5)	**56,938,386**	24,784,949
Inventories (Note 6)	**50,753,243**	42,496,249
Prepayments and other current assets - net (Note 7)	**13,934,133**	12,749,382
Current financial asset (Note 4)	**20,000,000**	–
Total Current Assets	**183,988,563**	118,295,006
Noncurrent Assets		
Investment properties - at deemed cost (Note 11)	**918,167,147**	918,167,147
Property and equipment - net (Note 10)	**822,789,322**	824,444,463
Retirement plan assets - net (Note 21)	**24,180,246**	21,352,885
Investments in associates (Note 8)	**1**	1
Noncurrent financial asset (Note 4)	**–**	20,000,000
Other noncurrent assets (Note 9)	**25,615,229**	6,830,730
Total Noncurrent Assets	**1,790,751,945**	1,790,795,226
TOTAL ASSETS	**₱1,974,740,508**	₱1,909,090,232
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Note 12)	**₱124,123,326**	₱116,462,430
Current portion of long-term debt (Note 13)	**68,241,551**	694,893,500
Loans payable to a stockholder (Notes 13 and 20)	**173,535,000**	166,110,000
Due to a related party (Note 20)	–	1,000,000
Dividends payable (Note 14)	**156,087**	156,087
Income tax payable	**162,170**	44,855
Total Current Liabilities	**366,218,134**	978,666,872
Noncurrent Liabilities		
Noncurrent portion of long-term debt (Note 13)	**621,098,045**	–
Deferred tax liabilities (Note 19)	**118,775,070**	118,068,230
Deposit for future stock subscription (Note 14)	**–**	249,165,000
Total Noncurrent Liabilities	**739,873,115**	367,233,230
Total Liabilities	**1,106,091,249**	1,345,900,102
Equity Attributable to Equity Holders of the Parent		
Capital stock (Note 14)	**366,858,160**	366,858,160
Additional paid-in capital (Notes 13 and 14)	**335,372,611**	335,372,611
Remeasurement loss on retirement plan assets - net (Note 21)	**(4,732,146)**	(6,049,797)
Cumulative translation adjustments (Note 14)	**(51,303,544)**	(47,268,998)
Deficit	**(21,881,162)**	(69,619,197)
	624,313,919	579,292,779
Deposit for future stock subscription (Note 14)	**260,302,500**	–
Non-controlling Interests (Note 22)	**(15,967,160)**	(16,102,649)
Total Equity	**868,649,259**	563,190,130
TOTAL LIABILITIES AND EQUITY	**₱1,974,740,508**	₱1,909,090,232

See accompanying Notes to Consolidated Financial Statements.

FILSYN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2024	2023	2022
REVENUES			
Sales	**₱634,175,616**	₱574,067,827	₱–
Rental (Note 11)	**54,907,810**	49,199,912	55,002,672
	689,083,426	623,267,739	55,002,672
COSTS AND OPERATING EXPENSES			
Cost of Sales (Note 17)	**(513,781,025)**	(474,037,600)	–
Operating Expenses (Note 17)	**(69,721,345)**	(62,855,467)	(75,935,743)
OPERATING INCOME (LOSS)	**105,581,056**	86,374,672	(20,933,071)
OTHER INCOME (EXPENSES) - net			
Interest expense and bank charges (Notes 13 and 18)	**(54,272,033)**	(47,570,468)	(49,235,010)
Interest income (Note 4)	**3,660,549**	1,225,226	57,026
Other income (expense) - net (Note 18)	**(5,078,009)**	2,249,003	(14,226,318)
	(55,689,493)	(44,096,239)	(63,404,302)
INCOME (LOSS) BEFORE INCOME TAX	**49,891,563**	42,278,433	(84,337,373)
PROVISION FOR INCOME TAX (Note 19)	**(2,018,039)**	(1,222,379)	(6,156,141)
NET INCOME (LOSS)	**47,873,524**	41,056,054	(90,493,514)
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods:			
Movements in cumulative translation adjustment (Note 14)	**(4,034,546)**	89,069	(17,276,936)
Remeasurement gain (loss) on retirement plan assets (Note 21)	**1,756,867**	(6,016,011)	(316,933)
Income tax effect	**(439,216)**	1,504,003	79,233
	1,317,651	4,512,008	237,700
Other comprehensive loss, net of tax	**(2,716,895)**	(4,422,939)	(17,514,636)
TOTAL COMPREHENSIVE INCOME (LOSS), NET OF TAX	**₱45,156,630**	₱36,633,115	(₱108,008,150)
NET INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the parent	**₱47,738,035**	₱41,019,754	(₱90,493,239)
Non-controlling interests (Note 22)	**135,489**	36,300	(275)
	₱47,873,524	₱41,056,054	(₱90,493,514)
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:			
Equity holders of the parent	**₱45,021,141**	₱36,596,815	(₱108,007,875)
Non-controlling interest (Note 22)	**135,489**	36,300	(275)
	₱45,156,630	₱36,633,115	(₱108,008,150)
INCOME (LOSS) PER SHARE (Note 15)			
Basic net income (loss) attributable to equity holders of the Parent Company	**(₱0.1259)**	₱0.0363	(₱0.5236)
Diluted net income (loss) attributable to equity holders of the Parent Company	**₱0.0651**	₱0.0559	(₱0.5236)

See accompanying Notes to Consolidated Financial Statements.

FILSYN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 and 2022

	Equity attributable to equity holders of the parent								
	Capital Stock (Note 14)	Additional Paid-in Capital (APIC)	Remeasurement Gain (Loss) on Retirement Plan Assets (Note 21)	Cumulative Translation Adjustment (Note 14)	Deficit (Note 14)	Total	Deposit for Future Stock Subscription (Note 14)	Non-controlling Interest (Note 22)	Total Equity
Balances at January 1, 2022	₱1,031,230,905	₱1 43,589,745	(₱1,300,089)	(₱30,081,131)	(₱1,882,697,419)	(₱739,257,989)	₱–	(₱16,138,674)	(₱755,396,663)
Net income (loss)	–	–	–	–	(90,493,239)	(90,493,239)	–	(275)	(90,493,514)
Cumulative translation adjustment	–	–	–	(17,276,936)	–	(17,276,936)	–	–	(17,276,936)
Remeasurement loss on retirement plan assets, net of tax (Note 21)	–	–	(237,700)	–	–	(237,700)	–	–	(237,700)
Total comprehensive loss	–	–	(237,700)	(17,276,936)	(90,493,239)	(108,007,875)	–	(275)	(108,008,150)
Balances at December 31, 2022	₱1,031,230,905	₱143,589,745	(₱1,537,789)	(₱47,358,067)	(₱1,973,190,658)	(₱847,265,864)	₱–	(₱16,138,949)	(₱863,404,813)
Net loss	–	–	–	–	41,019,754	41,019,754	–	36,300	41,056,054
Cumulative translation adjustment	–	–	–	89,069	–	89,069	–	–	89,069
Remeasurement loss on retirement plan assets, net of tax (Note 21)	–	–	(4,512,008)	–	–	(4,512,008)	–	–	(4,512,008)
Total comprehensive loss	–	–	(4,512,008)	89,069	41,019,754	36,596,815	–	36,300	36,633,115
Equity Restructuring (Note 14)									
Reduction in par value of common stock	(928,107,815)	928,107,815	–	–	–	–	–	–	–
Debt-to-equity conversion	263,735,070	1,126,226,758	–	–	–	1,389,961,828	–	–	1,389,961,828
Application of APIC to deficit	–	(1,862,551,707)	–	–	1,862,551,707	–	–	–	–
Net effect of Equity Restructuring	(664,372,745)	191,782,866	–	–	1,862,551,707	1,389,961,828	–	–	1,389,961,828
Balances as at December 31, 2023	₱366,858,160	₱335,372,611	(₱6,049,797)	(₱47,268,998)	(₱69,619,197)	₱579,292,779	₱–	(₱16,102,649)	₱563,190,130
Reclassification of deposit for future stock subscription to equity (Note 14)	–	–	–	–	–	–	260,302,500	–	260,302,500
Net income	–	–	–	–	47,738,035	47,738,035	–	135,489	47,873,524
Cumulative translation adjustment	–	–	–	(4,034,546)	–	(4,034,546)	–	–	(4,034,546)
Remeasurement gain on retirement plan assets, net of tax (Note 21)	–	–	1,317,651	–	–	1,317,651	–	–	1,317,651
Total comprehensive income (loss)	–	–	1,317,651	(4,034,546)	47,738,035	45,021,140	–	135,489	45,156,629
Balances at December 31, 2024	**₱366,858,160**	**₱335,372,611**	**(₱4,732,146)**	**(₱51,303,544)**	**(₱21,881,162)**	**₱624,313,919**	**₱260,302,500**	**(₱15,967,160)**	**₱868,649,259**

See accompanying Notes to Consolidated Financial Statements.

FILSYN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (Loss) before income tax	**₱49,891,563**	₱42,278,433	(₱84,337,373)
Adjustments for:			
Interest expense (Note 18)	**51,353,331**	43,002,531	38,823,208
Depreciation expense (Note 10)	**40,836,245**	31,789,963	14,300,422
Unrealized foreign exchange (gains) losses - net	**7,425,000**	(1,155,000)	(3,008,936)
Interest income (Notes 4 and 18)	**(3,660,549)**	(1,225,226)	(57,026)
Retirement expense (income) (Note 21)	**(1,070,494)**	(851,093)	86,567
Movement in retirement plan assets (Note 21)	**–**	–	316,933
Changes in working capital:			
Decrease (increase) in:			
Trade receivables	**(31,313,625)**	(19,867,165)	1,232,809
Inventories	**(8,256,994)**	66,932,628	(109,428,877)
Prepayments and other current assets	**(1,184,751)**	5,657,030	(14,296,862)
Increase (decrease) in accounts and other payables	**13,073,643**	(185,471,722)	231,229,925
Net cash generated from (used in) operations	**117,093,369**	(18,909,621)	74,860,790
Interest received	**2,820,737**	746,804	57,026
Income taxes paid	**(1,633,100)**	(2,295,265)	(4,973,319)
Net cash flows from (used in) operating activities	**118,281,006**	(20,458,082)	69,944,497
CASH FLOWS FROM INVESTING ACTIVITIES			
Increase in property, plant and equipment (Note 10)	**(2,732,309)**	(33,792,043)	(298,909,867)
Decrease in noncurrent financial asset (Note 4)	**–**	(2,069,617)	–
Increase in other noncurrent assets	**(18,784,499)**	(26,997,321)	(11,332,084)
Net Cash flows used in investing activities	**(21,516,808)**	(48,864,339)	(310,241,951)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from (payment of) loans payable (Note 13)	**(36,615,165)**	60,907,000	33,453,000
Interest paid	**(55,050,658)**	(37,673,632)	(15,348,243)
Increase (decrease) in due to a related party	**(1,000,000)**	(5,000,000)	6,000,000
Proceeds from deposit for future stock subscription (Note 14)	**–**	–	250,897,500
Net cash flows from financing activities	**(92,665,823)**	18,233,368	275,002,257
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**4,098,375**	(51,089,053)	34,704,803
EFFECTS OF EXCHANGE RATE CHANGES ON CASH	**–**	2,251	–
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**38,264,426**	89,351,228	54,646,425
CASH AND CASH EQUIVALENTS AT END OF YEAR	**₱42,362,801**	₱38,264,426	₱89,351,228

See accompanying Notes to Consolidated Financial Statements.

FILSYN CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information and Status of Operations

Corporate Information

Filsyn Corporation (the Parent Company) was incorporated and registered with the 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 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. It has also the purpose to purchase, lease, or otherwise, lands and interest in lands and buildings; to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected buildings or other structures with their appurtenances on any lands owned, held or occupied by the Parent Company; to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied; to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and in buildings, or in any stores, shops, suites, rooms or any part of any buildings or other structures, at any time owned or held by the Parent Company.

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

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

Subsidiaries	Nature of Business	Percentage of Ownership
FYN Green PET Corporation (FYGP)	Manufacturing	100%
Island King Aquaventures Corporation (IKAC)	Leasing	77%
SRTC Development Corporation (SRTC)	Under liquidation	57%

FYGP was organized under Philippine Laws and was registered with the SEC on June 6, 2019. FYGP is primarily involved 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 3, Langkaan II Dasmarinas City, Cavite. FYGP started commercial operations on May 5, 2023.

IKAC was registered with the Philippine SEC on September 15, 1986 primarily to engage in the business of aquaculture and related activities. IKAC ceased its normal operations as a producer of prawns and bangus and started renting out its investment property in 2012. The registered office address of the Company is Unit 8, 5B The Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City.

SRTC was registered with the Philippine SEC on April 30, 1992 primarily to acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease and hold for investment or otherwise, real estate of all kinds, and to improve, manage or otherwise dispose of buildings, houses, apartments and other structures of whatever kind, together with their appurtenances. The registered office address of the Company is Unit 8, 5B Floor, Pearlbank Centre, 146 Valero St., Salcedo Village, Makati City. SRCT has never started commercial operations. On September 25, 2014, the stockholders approved the amendment of SRTC's AOI to shorten its life until December 31, 2014. Final liquidation will take place after approval of SRTC's liquidation application with the Philippine SEC. As at April 29, 2025, SRTC is in the process of accomplishing requirements needed for the cancellation of its registration with Bureau of Internal Revenue and Philippine SEC.

The Parent Company and subsidiaries are collectively referred to as "the Group".

Status of Operations

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

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

On October 24, 2016, the Philippine Stock Exchange (PSE) 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 ₱1.2 billion through the Sta. Rosa property as dacion;
- Discussions/negotiations with real estate companies for potential joint venture arrangement over the property to develop the 30 hectares (ha.) property located at Sta. Rosa, Laguna;
- Discussions/negotiations regarding the sale of the property located in Gen. Malvar Alvarez, Cavite City; and
- SEC Order of Revocation dated August 26, 2002

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

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

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

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

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

    1. Reduction of par value from ₱5.00 per share to ₱2.50 per share
    2. Creation of Preferred Shares
    3. Reclassification of 33,426,498 Common Shares (Class B) to Preferred Shares

B. Conversion of debt to equity (see Note 13)

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

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

On July 23, 2019, the Parent Company filed its application for amendment of AOI with the SEC. On September 25, 2019, The SEC provided their initial comments on the application for amendment of AOI.

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

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

   This include the following approvals of the BOD:
   a. Reduction in the par value of all common shares from ₱5.00 per share to ₱0.50 per share,
   b. Decrease in the authorized capital stock from ₱1,200,000,000 to ₱120,000,000, and
   c. Classification of capital contributed in excess of the reduced par value as additional paid in capital
   d. Reclassification of the 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd. (MG), a company incorporated in Singapore and a related party, into 33,426,498 Preferred Shares with the following features:

      i. Preemptive Right - The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios
      ii. Dividends - The Preferred Shareholders shall bear preferential dividends at the rate of 5% per annum of total debt converted in the amount of ₱1,389,961,828.
      iii. Exercise of Voting Right - The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
      iv. Convertibility - The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at ₱0.50 per share.

2. Increase in Capital Stock

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

   a. 440,229,812 Class "A" common shares with par value of ₱0.50 per share, or an aggregate par value of ₱220,114,906;
   b. 293,486,507 Class "B" common shares with a par value of ₱0.50 per share, or an aggregate par value of ₱146,743,253.50; and

c. 33,426,498 Preferred Shares, with a par value of ₱8.39 per share (increased from ₱0.50), or an aggregate par value of ₱280,448,318, with MG subscribing to the increase in the par value of the 33,426,498 Preferred Shares amounting to ₱263,735,069 by way of converting debt owed to it by the Corporation as of December 31, 2020 amounting to ₱1,389,961,828 to equity, with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital

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

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

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

On November 11, 2021, management filed the final restructuring project to SEC. Prior to submission of the project, management has already agreed the conversion of debt with its creditors and legal counsel.

On May 30, 2022, a Deed of Assignment on the loan was entered between MG and the Parent Company in which the former unconditionally and irrevocably assigns, cedes, transfers and conveys unto the Parent 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, MG and Trans-Pacific Oriental Holding Company, Inc. (TPO), have undertaken to support the Parent Company financially by not demanding payment of loans due to the former. Accordingly, the financial statements have been prepared on a going concern basis.

On March 29, 2023, management completed all the aforementioned documents required by the SEC.

On April 4, 2023, the Parent 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 was issued to the Parent Company, which signified the acceptance of the SEC on the application to proceed with filing.

On June 26, 2023, the SEC approved simultaneously the Parent Company's amendments to the Articles of Incorporation, decrease/ increase in authorized capital stock and equity restructuring (see Note 14). With the SEC approval, the Parent Company can now focus on the operations and expansion of its subsidiary, FYN Green PET Corporation (FYGP), and the development of its 30 - hectare property located in Sta. Rosa City, Laguna.

On June 19, 2024, the Parent Company received an Order from the SEC lifting the Order of Revocation of the Effectivity of the Parent Company's Registration of Securities and Permit to Sell Securities to the Public issued by the SEC on August 26, 2002.

Notice of Involuntary Delisting

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

On April 3, 2023, representatives of the Parent Company participated in a hearing conducted by the Exchange relating to the involuntary delisting proceedings involving the Parent Company. The Parent Company then requested the Exchange 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 Parent 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 Parent Company raised the following arguments:

a. There was no obstinate refusal on the part of the Parent Company to comply with the directives of the Exchange and the Securities and Exchange Commission (SEC).
b. The Parent Company, in utmost good faith, exerted serious efforts to comply with the SEC directives. All the corporate actions of Parent 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 Parent Company's amended registration statement after the approval of the Parent Company's financial restructuring plan being reviewed by the SEC- Financial Analysis and Audit Division (FAAD).
d. The Parent Company will file its amended registration statement after it secures the SEC's approval of its financial restructuring plan. Thereafter, the Parent Company will request SEC-MSRD to issue the corresponding Order Lifting the Order of Revocation dated August 26, 2002 against the Parent Company.
e. The conversion of the Parent Company's obligation to one of the Corporation's major creditors, Malaysia Garment Manufacturers Pte. Ltd, amounting to ₱1,390.0 million into equity has effectively wiped-out the deficit amounting to ₱689.0 million. The debt-to-equity conversion is part of the financial restructuring plan being carried out by the Parent Company. The deficit would have been wiped-out had the SEC-FAAD approved the Parent Company's financial restructuring plan.
f. The involuntary delisting will be prejudicial to the Parent 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 Parent Company.
g. In 2019, parallel to its efforts to solve its capital deficiency, the Parent 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 Parent Company therefore requested the Exchange 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 June 26, 2024.

The PSE, in its Letter dated 31 January 2024, granted the Parent Company's request for a six (6)-month non-extendible extension or until 26 June 2024 to complete the requirements of the SEC and obtain an effective registration of securities and permit to sell securities with the SEC; and (ii) to maintain the suspension of the involuntary delisting proceedings against the Parent Company until the

issuance of SEC's decision on the Parent Company's application for the approval of its Amended Registration Statement or until 26 June 2024 whichever is earlier.

The Parent Company received a Notice from PSE dated December 4, 2024, announcing the lift of the trading suspension effective December 6, 2024. Considering that the trading of the Parent Company's shares was suspended since September 25, 2002, the static threshold for the Parent Company will be lifted upon the resumption of the Parent Company's shares.

Final Assessment Notice from Bureau of Internal Revenue (BIR)

On September 26, 2024, Management of the Parent Company notified its BOD that it had received from the BIR a Final Assessment Notice / Formal Letter of Demand (FAN/FLD) dated September 17, 2024 for calendar year 2022 on September 22, 2024.

The BIR assessed deficiency taxes, interests, surcharges, and penalties (Tax Deficiencies) against the Parent Company in the total amount of ₱280.4 million, broken down as follows:

1. Final Withholding Tax (FWT) - ₱178.4 million
2. Final Withholding Value Added Tax (FWVAT) - ₱86.0 million
3. Documentary Stamp Tax (DST) - ₱15.9 million
4. Compromise Penalties - ₱0.1 million

As background, to wipe out the Parent Company's deficit, the Parent Company restructured its capital accounts and converted its liabilities into equity (Equity Restructuring). Particularly, the Corporation increased its authorized capital stock from ₱120.0 million to ₱647.3 million. Pursuant to the increase in the Parent Company's authorized capital stock, Malaysia Garment Manufacturers (Pte) Ltd (MG) subscribed to 33,426,498 preferred shares of stock in exchange for the conversion of the Corporation's outstanding loan (principal and interest) amounting to ₱1,419.3 million (Subject Loan) to equity as payment for the subscription, with the excess recorded as Additional Paid in Capital (APIC) to wipe out the Parent Company's accumulated deficit (Debt-to-Equity Conversion).

The BIR alleges that the Deed of Assignment for the Debt-to-Equity Conversion resulted in a constructive receipt of income on the part of MG, which should be subject to final withholding tax.

The Parent Company's legal counsel, filed the Parent Company's Protest with Request for Reconsideration and/or Reinvestigation with the BIR Revenue Region 8A on October 28, 2024 (Protest).

In its Protest, the Parent Company argues that the assignment of the Subject Loan in exchange for shares is part of the Debt to Equity Conversion - a capital transaction outside the ordinary course of business that does not result in taxable income, VAT, or DST for the Parent Company or MG.

On the same date that legal counsel filed the Parent Company's Protest, the Parent Company's tax advisor also submitted a letter to the BIR to signify its alignment and conformity to the factual and legal arguments of the Protest filed by the Parent Company through its legal counsel.

The Protest also included the Parent Company's request for reinvestigation and to submit additional documents in support of the reinvestigation of the findings of the BIR.

On November 11, 2024, the Parent Company received the BIR's letter granting the Parent Company's request for reinvestigation. The reinvestigation will require the BIR to reassess its initial findings on the Parent Company's Tax Deficiencies and re-examine the strong legal position of the Parent

Company's legal counsel and tax advisor on the matter. The Parent Company has 60 days from the date of filing of its Protest, or until December 27, 2024, within which to submit additional documents in support of the reinvestigation.

On December 27, 2024, the Parent Company submitted all its relevant supporting documents in support of its Protest.

On February 6, 2025, the Parent Company received the Final Decision on Disputed Assessments (FDDA) from the BIR denying the Parent Company's Protest.

Under the Court of Tax Appeals (CTA) Rules, Section 228 of the Tax Code, relevant BIR issuances, prevailing jurisprudence, a petitioner may appeal the denial of its protest to the CTA within thirty (30) days from the receipt of the said denial, or in the Parent Company's case until March 8, 2025.

On March 7, 2025, the Parent Company filed its Petition for Review with the CTA.

The Parent Company is of the position that the Equity Restructuring and Deed of Assignment are separate events, and both are not subject to income tax, VAT, and DST.

The Parent Company, through its legal counsel, is taking the appropriate legal steps to assail the assessment on the grounds of lack of factual and legal basis.

Authorization for Issuance of the Consolidated Financial Statements
The financial statements of the Group as at and for the years ended December 31, 2024 and 2023 were authorized for issuance by the Group's BOD on April 29, 2025.

2. Basis of Preparation and Consolidation and Summary of Material Accounting Policies

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

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

New Standards, Interpretations and Amendments
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective in 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements of the Company:

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current* – The amendments clarify that:
  - Only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current.
  - Classification is unaffected by the likelihood that an entity will exercise its deferral right.
  - Only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

- Amendments to PFRS 16*, Lease Liability in a Sale and Leaseback* – The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

- Amendments to PAS 7 and PFRS 7*, Disclosures: Supplier Finance Arrangements* – The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

Standards and Interpretations Issued but not yet Effective
Pronouncements issued but not yet effective are listed below. The Parent Company intends to adopt the following pronouncements when they become effective. Adoption of these pronouncements is not expected to have a significant impact on the Parent Company's financial statements unless otherwise indicated.

Effective beginning on or after January 1, 2025
- Amendments to PAS 21, *Lack of exchangeability*

Effective beginning on or after January 1, 2026
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Annual Improvements to PFRS Accounting Standards—Volume 11
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities and Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027
- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
- PFRS 19, *Subsidiaries without Public Accountability*

Deferred effectivity
- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group applied the materiality guidance in its 2024 accounting policy disclosures.

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

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

Generally, there is a presumption that majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

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

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

Financial Instruments

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

a. Financial Assets

Initial Recognition and Measurement

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

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

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an

instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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

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

The Group's financial assets include cash and cash equivalents, trade receivables, refundable deposits under 'Prepayments and other current assets', advances to subsidiaries and long term time deposits under 'Noncurrent financial assets' which are classified as financial assets at amortized cost.

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

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

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

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

For cash, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. The Group recognizes an allowance based on 12-month ECLs. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL.

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

b. Financial Liabilities

Initial Recognition and Measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities are in the nature of payables which are classified as financial liabilities at amortized cost (loans and borrowings).

Subsequent Measurement
After initial recognition, payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

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

Inventories
Inventories are valued at the lower of cost and net realizable value (NRV). NRV for finished goods are the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. NRV for raw materials, spare parts and other inventories is the current replacement cost of the assets.

Costs incurred in bringing each product to its intended location and condition are accounted for as follows:

- Finished goods: Cost is determined using the moving average method. Cost includes direct materials, direct labor and proportion of manufacturing overhead costs based on normal operating capacity.
- Raw materials, spare parts and other inventories: Purchase cost is determined using the moving average method.

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

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

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

Investment Properties

Investment properties consist of land which are measured at deemed cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at cost less accumulated impairment in value.

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

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

Property and Equipment

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

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

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

Construction in progress is stated at cost, net of accumulated impairment losses, if any. This includes cost of construction and other direct costs. Construction in progress is not depreciated until such time the relevant assets are completed and are available for use.

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

	Number of Years
Building	20
Machinery and plant equipment (long life)	15
Furniture and fixtures	7
Office equipment	5
Transportation equipment	5
Machinery and plant equipment (short life)	3 - 5

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

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

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

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

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

Impairment of Non-financial Assets

The Group assesses at each reporting date whether there is indication that a non-financial asset or cash-generating unit (CGU) may be impaired. If any indication exists, the Group makes an estimate of their recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use, and is determined for an individual item, unless such item does not generate cash inflows that are largely independent of those from other assets or group of assets or CGUs. When the carrying amount exceeds its recoverable amount, such item is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows to be generated by such items are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset or CGU. Impairment losses of continuing operations are recognized in the parent company statement of income in the expense categories consistent with the function of the impaired asset.

An assessment is made at least on each reporting date as to whether there is indication that previously recognized impairment losses may no longer exist or may have decreased. If any indication exists, the recoverable amount is estimated and a previously recognized impairment loss is reversed only if there has been a change in the estimate in the assets or CGU's recoverable amount since the last impairment loss was recognized. If so, the carrying amount of the item is increased to its new recoverable amount which cannot exceed the impairment loss recognized in prior years. Such reversal is recognized in the parent company statement of income unless the asset or CGU is carried at its revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount on a systematic basis over its remaining estimated useful life.

Deposit for Future Stock Subscriptions
An entity shall classify a contract to deliver its own equity instruments under equity as a separate account (e.g., Deposit for Stock Subscription) from "Outstanding Capital Stock" if and only if, all of the following requirements are present as of the end of the reporting period:

- The unissued authorized capital stock of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD's approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase; and
- The application for the approval of the proposed increase has been presented for filing or has been filed with the Commission

Capital Stock
The Group has issued common issued common and preferred shares that are classified as equity.

Deficit
Deficit represent the cumulative balance of periodic net income or loss, dividend contributions, prior period adjustments, effect of changes in accounting policies and other capital adjustments.

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

Sale of Goods
Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration and consideration payable to the customer. The normal credit term is 30 days upon delivery. There is no further disaggregation on the Group's revenue from sale of goods

Rental Income
Revenue from rental of leased property is recognized in the Group's consolidated statement of comprehensive income on a straight-line basis over the term of the lease agreement as the Group substantially retains all the risks and benefits of the ownership of the asset.

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

Other Income
Other income arising from Common Area Maintenance (CAM) are presented net of cost as 'other income' as it is not the main source of the Parent Company's revenue and is not material to the financial statements.

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

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

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

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will be available to allow the deferred tax asset to be recovered.

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

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

Retirement Plan Assets
The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting date reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:
- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset.

Net amount of service costs and net interest on the net defined benefit liability or asset is recognized as 'Interest expense' or 'Interest income' in the parent company statement of comprehensive income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

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

Foreign currencies

The Group's consolidated financial statements are presented in Philippine peso, which is also the Parent Company's functional and presentation currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and Balances. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing on the period of the transaction. Monetary assets and liabilities denominated in foreign currency are re-translated at the functional currency spot rate of exchange prevailing at the financial reporting date.

All differences are recognized in the consolidated statement of income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Group Companies. The Philippine peso is the currency of the primary economic environment in which the parent Company and all other subsidiaries operate, except for FYGP.

The financial statements of the consolidated subsidiary with functional currency other than the Philippine peso are translated to Philippine peso as follows:

- Assets and liabilities using the closing rate of exchange prevailing at the financial reporting date;
- Components of equity using historical exchange rates; and
- Income and expenses using the weighted average exchange rate for the year.

The exchange differences arising on the translation are recognized as other comprehensive income (loss) under "Cumulative translation adjustments" account. Upon disposal of any of these subsidiaries and associates, the deferred cumulative amount recognized in "Cumulative translation adjustments" relating to that particular subsidiary or associate will be recognized in the consolidated statement of income.

Operating Segment Information
A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments.

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

- Leasing - following the cessation of its operation, the Parent Company and IKAC is now primarily focused on leasing of the investment properties
- Manufacturing - FYGP is primarily involved in the production of high-quality filament grade recycled PET chips (rPET) and the importation of raw materials, machinery, equipment, tools, goods, wares, articles, or merchandise directly used in its registered operations

Basic/Diluted Loss Per Share
Earnings (loss) per share is computed by dividing the net income (loss) for the year, attributable to the equity holders of the Parent Company, by the weighted average number of common shares issued and outstanding during the year. The weighted average number of common shares issued and outstanding during the period and for all years presented are adjusted for events, other than the conversion of potential common shares, that have changed the number of common shares outstanding, without a corresponding change in resources.

Diluted earnings (loss) per share is calculated by dividing the profit (loss) attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

3. Summary of Material Accounting Judgments, Estimates and Assumptions

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

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Fair value of Investment Properties
The Group is required to disclose for each class of investment properties the fair value of that class of assets in a way that permits it to be compared with the corresponding carrying amount in the consolidated statements of financial position, which requires the use of accounting judgment and estimates. While significant components of fair value measurement are determined using verifiable objective evidence (i.e., interest rates), the timing and amount of changes in fair value would differ with the valuation methodology used. Any change in the fair value of these investment properties would affect the disclosures made by management.

The fair values of the Group's investment properties are set out in Note 26.

Provisions and Contingencies
The Group is currently involved in a tax assessment. The determination of whether any provision should be recognized and the estimation of the potential liability resulting from this assessment require significant judgment and estimate by management. The inherent uncertainty over the outcome of these matters is brought about by the differences in the interpretation and implementation of laws and regulations. The Group currently does not believe these tax assessments and claims could materially reduce its profitability. It is possible, however, that future financial performance could be materially affected by the changes in judgment and estimate relating to this tax assessment.

Information about the Group's tax assessment is in Note 1.

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

Information on the Group's deferred assets is in Note 19.

4. Financial Assets

Cash and Cash Equivalents

	2024	2023
Cash on hand	**₱120,582**	₱120,582
Cash in banks	**33,771,185**	35,901,651
Short-term investments	**8,471,034**	2,242,193
	₱42,362,801	₱38,264,426

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

Interest income earned from cash in banks and short-term investments amounted to ₱2.9 million, ₱0.7 million and ₱0.06 million in 2024, 2023 and 2022, respectively.

Current/Noncurrent financial asset
The Parent Company has a long-term time deposit with CTBC Bank (Philippines) Corporation amounting to ₱20.0 million as at December 31, 2023 and 2024 with a maturity of 2 years, and an interest rate of 5.1%. Interest income from the long-term time deposit amounted to ₱0.8 million, ₱0.5 million and nil in 2024, 2023 and 2022, respectively.

5. Trade and Other Receivables

	2024	2023
Trade receivable - related party (Note 20)	**₱53,023,735**	₱17,683,235
Rent receivable	**2,593,896**	4,129,139
Non-trade receivables	**2,174,633**	2,491,633
Accrued interest receivables	**1,320,755**	480,943
	₱59,113,019	₱24,784,949
Less allowance for impairment losses (Note 17)	**2,174,633**	–
	₱56,938,386	₱24,784,949

Trade receivables pertains to receivable from sales to FE New Century Industry (Singapore) PTE LTD. (FNIS), a related party with common stockholder, amounting to ₱634.2 million and ₱574.1 million as at December 31, 2024 and 2023, respectively (see Note 20). These are non-interest bearing and are normally collected within 30 days.

Rent receivables are rentals in arrears that are collected within the next 12 months.

Accrued interest receivables pertains to the interest earned on the long-term deposit with CTBC Bank (Philippines) Corporation. (Note 4)

The Group has provided impairment loss on its non-trade receivables amounting to ₱2.17 million in 2024.

6. Inventories - at cost

	2024	2023
Raw materials	**₱22,662,562**	₱21,128,497
Finished goods	**17,548,810**	13,756,492
Spare parts and other inventories	**10,541,871**	7,611,260
	₱50,753,243	₱42,496,249

Inventories, which are carried at cost, consist of raw materials and other inventories. Total cost of inventories charged to cost of sales amounted to ₱412.7 million and ₱385.1 million in 2024 and 2023, respectively. (see Note 17).

7. Prepayments and Other Current Assets

	2024	2023
Prepaid expense	**₱7,256,362**	₱6,535,377
Input VAT	**3,774,617**	2,861,038
Prepaid rent (Note 17)	**1,910,128**	2,338,144
Advances to officers and employees	**853,996**	848,516
Refundable deposits	**298,096**	282,436
Others	**182,224**	168,555
	14,275,423	13,034,066
Less allowance for impairment losses	**341,290**	284,684
	₱13,934,133	₱12,749,382

Prepaid expense mainly refers to prepayments made for its utilities and insurances.

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

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

Refundable deposits pertain to miscellaneous deposits related to rent such as office and parking spaces.

Others refers to advance payments made by the Group in its suppliers of inventories to be used in production.

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

	2024	2023
Beginning balances	**₱284,684**	₱250,486
Provision for impairment loss (Note 17)	**56,606**	34,198
	₱341,290	₱284,684

8. Investments in Associates

	2024	2023
Filsyn International Corporation	**₱2,067,500**	₱2,067,500
Lefilton Trading	**200,000**	200,000
Lakeview Industrial Corporation	**1**	1
	2,267,501	2,267,501
Less: Allowance for impairment losses	**2,267,500**	2,267,500
	₱1	₱1

Investments in associates are investees that are dormant and non-operating. As at December 31, 2024 and 2023, the Group's investments in associates have been impaired.

9. Other Noncurrent Assets

	2024	2023
CWTs	**₱61,464,943**	₱60,423,477
Advances to contractors (Note 10)	**22,504,146**	4,761,113
	₱83,969,089	₱65,184,590
Less allowance for impairment losses on CWTs	**58,353,860**	58,353,860
	₱25,615,229	₱6,830,730

CWT pertains to unapplied certificates which can be used to pay for future income tax payments.

10. Property and equipment - net

	2024							
	Land	**Building**	**Machinery and Plant Equipment**	**Furniture and Fixtures**	**Office Equipment**	**Transportation Equipment**	**Construction In-progress**	**Total**
Cost:								
Balances at beginning of year	**₱235,603,550**	**₱262,359,398**	**₱305,166,621**	**₱5,487,601**	**₱1,567,796**	**₱2,492,962**	**₱1,438,203**	**₱814,116,131**
Additions	**–**	**–**	**–**	**–**	**–**	**–**	**2,732,309**	**2,732,309**
Balance at end of the year	**235,603,550**	**262,359,398**	**305,166,621**	**5,487,601**	**1,567,796**	**2,492,962**	**4,170,512**	**816,848,440**
Accumulated depreciation:								
Balances at beginning of year	**–**	**(41,088,770)**	**(15,630,056)**	**(746,761)**	**(609,839)**	**(1,656,551)**	**–**	**(59,731,977)**
Depreciation (Note 17)	**–**	**(15,616,628)**	**(23,880,599)**	**(609,624)**	**(217,203)**	**(512,191)**	**–**	**(40,836,245)**
Balance at end of the year	**–**	**(56,705,398)**	**(39,510,655)**	**(1,356,385)**	**(827,042)**	**(2,168,742)**	**–**	**(100,568,222)**
Cumulative translation adjustments	**46,054,853**	**49,092,940**	**11,478,683**	**312,967**	**37,870**	**15,816**	**(484,025)**	**106,509,104**
Net Book Values	**₱281,658,403**	**₱254,746,940**	**₱277,134,649**	**₱4,444,183**	**₱778,624**	**₱340,036**	**₱3,686,487**	**₱822,789,322**

	2023							
	Land	Building	Machinery and Plant Equipment	Furniture and Fixtures	Office Equipment	Transportation Equipment	Construction In-progress	Total
Cost:								
Balances at beginning of year	₱232,327,149	₱257,539,329	₱205,677,632	₱5,487,601	₱779,272	₱2,492,962	₱76,009,789	₱780,313,734
Additions	3,276,401	4,809,715	18,113,651	–	788,524	–	6,803,752	33,792,043
	–	10,354	81,375,338	–	–	–	(81,375,338)	10,354
Balance at end of the year	235,603,550	262,359,398	305,166,621	5,487,601	1,567,796	2,492,962	1,438,203	814,116,131
Accumulated depreciation:								
Balances at beginning of year	–	(25,991,734)	(990,544)	(466,369)	(118,419)	(374,950)	–	(27,942,016)
Depreciation (Note 17)	–	(15,097,036)	(14,639,512)	(280,392)	(491,420)	(1,281,601)	–	(31,789,961)
Balance at end of the year	–	(41,088,770)	(15,630,056)	(746,761)	(609,839)	(1,656,551)	–	(59,731,977)
Cumulative Translation Adjustments	34,003,603	37,672,633	(1,175,057)	102,460	(2,691)	(15,774)	(524,865)	70,060,309
Net Book Values	₱269,607,153	₱258,943,294	₱288,361,508	₱4,843,300	₱955,266	₱820,637	₱913,338	₱824,444,463

Construction in-progress refers to machinery and plant equipment that are not yet installed and available for intended use. There are no significant additional costs expected to be incurred in relation to these machinery and plant equipment. It is expected that this will be completed by third quarter of 2025.

Advances to contractors pertaining to advance payments made to machinery and plant equipment suppliers during the year amounted to ₱22.5 million and ₱4.8 million in 2024 and 2023, respectively (see Note 9).

Land amounting to ₱235.6 million as at December 31, 2024 is pledged as collateral on a loan agreement with Chinatrust Banking Corporation (CTBC) Bank (Philippines) Corp. (see Note 13).

11. **Investment Properties -** at deemed cost

	2024	2023
Parent Company	**₱898,657,147**	₱898,657,147
IKAC	**19,510,000**	19,510,000
	₱918,167,147	₱918,167,147

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

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

In adopting the cost model, the Parent Company applied the revalued amount of these properties as deemed cost upon adoption of PFRS in 2005. The original acquisition cost of the said properties amounted to ₱14.9 million. As at December 31, 2024 and 2023, the balance of deficit includes the remaining balance of the deemed cost adjustment amounting to ₱883.9 million which arose when the Parent Company transitioned to PFRS in 2005.

Based on the latest valuation report from Asian Appraisal, the fair value of parcels of lands as at January 21, 2025 are as follows:

Location	Deemed Cost	Fair Value	Observable Input	Total Land Area	Estimated Fair Value per sqm
Laguna	₱750,045,000	₱3,450,207,000	Price per sqm	300,018 sqm	₱11,500
Cavite	148,612,147	683,407,000	Price per sqm	162,716 sqm	4,200
	₱898,657,147	₱4,133,614,000			

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

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

IKAC
The Group has an investment property carried at deemed cost amounting to ₱19,510,000 as at December 31, 2024 and 2023. The investment property consists of three sites, referred as Sites I, II and III, all located in Barangays Cabugao and Gabuc, Pontevedra, Capiz, with a total land area of

137.87 hectares (ha.). The land is being leased out to various lessees to earn rentals. The cost of the land amounted to ₱9,080,000.

Based on the latest valuation report from Asian Appraisal as of January 24, 2025, the details of the fair value of investment properties as at are as follows:

Location	Deemed Cost	Fair Value
Fishponds in Site 1, 2 and 3 (107.6131 ha. with a fair value of ₱520,000 per hectare)	₱17,392,000	₱55,959,000
Coconut land in Site 1 (22.26 ha. with a fair value of ₱420,000 per hectare)	1,558,000	9,349,000
Mangrove in Site 1 (8 ha. with a fair value of ₱420,000 per hectare)	560,000	3,360,000
	₱19,510,000	₱68,668,000

The valuation method used was Market Data Approach. In this approach, the value of the land is based on sales and listings of comparable property registered within the vicinity. This approach requires establishing a comparable property by reducing reasonable comparative sales and listings to a common denominator and adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as basis of comparison are situated within the immediate vicinity of the subject property. Key inputs and assumptions used in adjusting the differences of the subject properties and those actual sales and listings regarded as comparable includes location, size, utility and potential use of the property.

The fair value hierarchy of investment property is classified under Level 2.
The Group has assessed that the highest and best use for its land in Pontevedra, Capiz is for mixed use of agro-industrial and agricultural purposes such as but not limited to a combination of prawn farm, cultivation of coconut and other fruit bearing trees (for non-submerged areas) and mangroves (for submerged areas), which is the existing land use of the property.

Rental income and direct operating expense pertaining to the lease properties are as follows:

	2024	2023	2022
Rental income	**₱54,907,810**	₱49,199,912	₱ 55,002,672
Real property taxes	**₱4,931,376**	₱4,931,376	₱4,827,238
Repairs and maintenance	**3,450,332**	548,269	2,205,973
Direct operating expenses	**₱8,381,708**	₱5,479,645	₱7,033,211

12. Accounts and Other Payables

	2024	2023
Accounts payable	**₱55,650,213**	₱50,498,649
Accrued interest:		
Related-party (Note 20)	**27,563,972**	28,663,972
Third party (Note 13)	**2,790,823**	5,388,150
Nontrade payables	**12,225,655**	12,225,655
Refundable customers' deposits	**11,503,054**	9,379,043

(forward)

	2024	2023
Accrued expenses	**5,048,502**	4,539,775
Government payables	**2,688,080**	2,066,797
Others	**6,653,027**	3,700,389
	₱124,123,326	₱116,462,430

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

Accrued interest pertains to interest payable of the Parent Company from its outstanding loans to MG and TPO and are payable on demand (see Note 17). Accrued interest on these loans amounted to ₱ 27.6 million and ₱28.7 million as at December 31, 2024 and 2023, respectively. On June 26, 2023, as a result of the restructuring, interest payable amounting to ₱459.8 million was converted to equity and was used to wipe out the Parent Company's capital deficiency (see Notes 13 and 18).

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

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

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

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

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

There are no accounts and other payables eliminated during consolidation.

13. Long-term Debt and Loans Payable

Long-term debt

FYGP has loan payables with Chinatrust Banking Corporation (CTBC) Bank as follows:

Condition	Interest rate	Maturity	**2024**	2023
CTBC Bank Taiwan				
Unsecured	6.58%	November 8, 2024	**₱–**	664,440,000
Unsecured	6.70%	January 17, 2024	**–**	30,453,500
CTBC Bank (Philippines) Corp.				
Secured	6.10%	November 6, 2029	**694,140,000**	694,893,500
Balance at year-end			**694,140,000**	694,893,500
Unamortized debt issue costs			**(4,800,404)**	–
Amortized costs			**689,339,596**	694,893,500
Less current portion			**68,241,551**	694,893,500
Noncurrent portion			**₱621,098,045**	₱–

CTBC Bank Taiwan
In 2022, FYGP secured its Parent Company as its guarantor and obtained short-term loans for funding of working capital requirements. Loans that matured in November 2023 were subsequently renewed with an additional loan availment amounting to US$0.6 million (₱30.5 million) obtained for the same purpose. In November 2024, loan with CTBC Bank Taiwan was paid in full including accrued interest.

CTBC Bank (Philippines) Corp.
In 2024, FYGP entered into a credit agreement with CTBC Bank (Philippines) Corp. to provide credit line amounting to US$3.0 million (₱173.5 million) to finance its working capital requirement. The credit line is valid until June 30, 2025.

On October 22, 2024, the same bank granted FYGP, loan amounting to US$12.0 million (₱694.1 million) payable within five (5) years. The loan will mature on November 6, 2029. The proceeds from the loan were exclusively used by FYGP for the repayment of the loan with CTBC Bank Taiwan.

The loan facility and long-term debt are secured by properties located at Dasmariñas City owned by FYGP and Las Piñas City owned by Arpeggio International Resources Corporation, a related party under common control.

Covenants
The loan agreement requires FYGP to maintain tangible net worth plus capital subscription greater than US$2.0 million, debt to equity ratio, additional capital subscription included, of not less than 500% and 800% in 2024 and 2023, respectively, and debt service coverage ratio of not greater than 1.1 times.

As at December 31, 2024, management assessed that FYGP has complied with the covenants require for the above long-term debt.

Interest expense incurred on the loans amounted to ₱51.4 million, ₱43.0 million, and ₱38.8 million in 2024, 2023, and 2022 respectively. Bank service charges incurred amounted to ₱2.9 million, ₱4.6 million, and ₱10.4 million in 2024, 2023, and 2022, respectively (see Note 18). Accrued interest payable related to loans amounted to ₱2.8 million as at December 31, 2024.

Loans payable to a stockholder

	2024	2023
Restructured loan payable to a related party	**₱–**	₱–
Loan payable to stockholder (Note 20)	**173,535,000**	166,110,000
	₱173,535,000	₱166,110,000

Restructured Loan - payable to a related party / APIC
Prior to 2023, the Parent Company had restructured loans that were secured by Mortgage Trust Indenture (MTI) amounting to ₱930.1 million.

The Parent Company's debts bear fixed interest rate of 12.0% per annum and are secured by an MTI dated October 29, 1982 covering the Parent Company's investment property situated in Sta. Rosa, Laguna (see Note 11). These are payable in accordance with the terms of the second MTI as discussed in the succeeding paragraphs. In recognition of the financial condition of the Parent

Company, the creditors agreed to stop the accruing of interest on the second MTI. The first MTI, however, shall continue to earn interest.

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

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

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

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

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

The Agreement was extended for an additional period of two years until January 2004.
In August 2004, Chinatrust took over the trusteeship on the first and second MTI from Hong Kong Shanghai Bank Corporation which is one of the creditor banks. Also, in 2004, Chinatrust has assumed the participation of the other creditors of the first and second MTI and became the sole holder of the mortgage participation contracts.

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

On November 2, 2010, Chinatrust accepted the proposal of the Parent Company to fully settle its outstanding loan obligation amounting to ₱1.3 billion through the Sta. Rosa property as dation in

payment. Chinatrust agreed that the Parent Company shall not be liable for any deficiency between the amount of the outstanding loan obligation and the value of the Sta. Rosa property. The "dacion en pago" did not materialize and the ownership of the loan was transferred to Chuang Yuan Limited, a company incorporated in Taiwan.

On August 27, 2018, Chuang Yuan Limited sold the loan to MG, a company incorporated in Singapore and a related party.

In September 2018, the BOD approved a financial restructuring plan that includes the conversion of restructured loans and related accrued interest to equity in the form of additional paid in capital (see Note 1).

On May 30, 2022, the parties entered a Deed of Assignment to convert the Debt owed to Malaysia Garments Manufacturing (Pte) Ltd. amounting to ₱1,390.0 million inclusive of interest of ₱459.8 million to equity as payment for the subscription of 33,426,498 preferred shares at PAR value of P8.39 with the excess carried over as APIC.

On September 21, 2022, the Parent Company's lawyers met with the SEC to discuss the latter's initial comments on the revised financial structuring plan. The revised restructuring plan was subjected to further review pending additional documents requested by the SEC. The documents were provided on November 7, 2022.

On April 4, 2023, the Parent 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 Parent Company, which will signify acceptance of the SEC on the application to proceed with filing.

The restructured loan with its corresponding accrued interest payable were then converted to APIC as part of the Parent Company's equity restructuring (see Note 14).

14. Capital Stock

Shown below is the Parent Company's capital stock before and after equity restructuring:

	No. of Shares		Amount	
	Before Equity Restructuring	As at December 31, 2024 and 2023	Before Equity Restructuring	As at December 31, 2024 and 2023
Common stock				
Class A:				
Par value	₱5.00	₱0.50		
Authorized shares	144,000,000	440,229,812		
Issued shares	123,747,927	123,747,707	₱618,738,535	₱61,873,854
Class B:				
Par value	₱5.00	₱0.50		
Authorized shares	96,000,000	293,486,507		
Issued shares	82,498,474	49,071,976	412,492,370	24,535,988
			₱1,031,230,905	₱86,409,842

	No. of Shares		Amount	
	Before Equity Restructuring	As at December 31, 2024 and 2023	Before Equity Restructuring	As at December 31, 2024 and 2023
Preferred stock				
Par value	₱–	₱8.39		
Authorized shares	–	33,426,498		
Issued shares	–	33,426,498	₱–	₱280,448,318
			₱1,031,230,905	₱366,858,160

All shares of common stock have the same rights and privileges, except that Class A common stock can be issued only to Filipino citizens or entities. The total number of issued Class B shares should not exceed 2/3 of the total number of issued Class A shares. All shares of preferred stock shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios and bears preferential dividends of 5% per annum of the total debt converted, payable annually in cash, cumulative and convertible to common stocks. Preferred shareholders are also entitled to participate and share in the retained earnings after payment of preferential dividends.

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

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

Equity Restructuring

As mentioned in Note 1, on June 26, 2023, the SEC approved simultaneously the Parent Company's amendment in its Articles of Incorporation, increase/decrease in authorized capital stock and equity restructuring. The approval then resulted to the following:

- Decrease in authorized capital stock of the Parent Company, with par value of the common shares being reduced from ₱5.00 to ₱0.50, with a portion of the Class B common shares reclassified to preferred shares, resulting to 144,000,000 Class A common shares, 62,573,502 Class B common shares and 32,426,498 preferred shares with par value of ₱0.50. The excess amounting to ₱928,107,814 as a result of the reduction in the par value were carried over as APIC.

- Increase in authorized capital stock making the Parent Company's authorized shares to 440,229,812 Class A common share, 293,486,507 Class B common shares with par values of P0.50 and 33,426,498 preferred shares with par value from ₱0.50 to ₱8.39 The increase in par value of the preferred shares were paid by the conversion to equity of debt owed to MG amounting to ₱1,389,961,828. The excess from the debt-to-equity conversion amounting to ₱ 1,126,226,759 was then carried over as APIC.

- Parent Company's recorded deficit as of December 31, 2021 amounting to ₱1,862,551,707 was eliminated against the APIC from the reduction in par values and debt-to-equity conversion. The net movement in the APIC after application amounted to ₱191,782,866

On October 18, 2024, the Parent Company's amended General Information Sheet was approved by the SEC, reflecting the changes in the authorized capital stock and the equity restructuring as approved by the SEC on June 26, 2023.

Cumulative Translation Adjustment
In the consolidated financial statements, the assets and liabilities of FYGP are translated using the prevailing closing rate at report date, while components of equity and profit or loss are translated using historical exchange rates and weighted average exchange rates, respectively, for the year.

CTA amounted to ₱51.3 million and ₱47.3 million as at December 31, 2024 and 2023, respectively.

Dividends Payable
In 2011, the SRTC's trustee returned an amount of ₱0.16 million which pertains to unclaimed dividends declared in 2002. These will be paid upon approval of SRTC's dissolution.

Deposit for future stock subscription
In March 2022, FYGP received deposit for future stock subscription amounting to US$4.5 million (₱250.9 million), from FE New Century Industry (Singapore) Pte. Ltd., a subsidiary of Far Eastern Investment Holding Ltd., which owns the Parent Company by 22%. FE New Century Industry (Singapore) Pte. Ltd. will also be the sole customer for the materials to be produced by FYGP. FYGP shall be applying for an increase in authorized capital stock, which shall result to a 2.2% ownership of FE New Century Industry (Singapore) Pte. over FYGP, with the remaining 97.8% to be owned by the Parent Company.

In 2023, subject to the approval of the SEC, FYGP applied for the amendment of its Articles of Incorporation ("AOI") to increase its authorized capital stock from ₱100,000,000 divided into 1,000,000 common shares with a par value of ₱100 per share to ₱325,000,000 divided into (i) 1,000,000 common shares with a par value of ₱100 per share or an aggregate par value of ₱100,000,000 and (ii) 22,500 preferred shares, with a par value of ₱10,000 per share, or an aggregate par value of ₱225,000,000. In 2024, FYGP has submitted all the required documents to the SEC.

On December 20, 2024, FYGP received from the SEC the payment assessment form for its application for amendment of AOI which was paid the Company on January 23, 2025. Upon filing with the SEC in 2024, FYGP reclassified the Deposit for future stock subscription from liability to equity in accordance with SEC FRB No. 6-2012, *Deposits for Future Subscriptions.*

As at April 29, 2025, FYGP is awaiting for the approval of the SEC on its increase in authorized capital stock.

15. Income (Loss) per share

	2024	2023	2022
Net income (loss)	**₱47,738,035**	₱41,019,754	(₱90,493,239)
Preference dividends	**69,498,091**	34,749,046	–
Profit (loss) attributable to the ordinary equity holders of the Parent Company for basic EPS	**(21,760,056)**	6,270,708	(₱90,493,239)
Preference dividends	**69,498,091**	34,749,046	–
Profit (loss) attributable to the ordinary equity holders of the Parent Company adjusted for the effect of the dilution	**₱47,738,035**	₱41,019,754	(₱90,493,239)

	2024	2023	2022
Weighted average number of common shares issued and outstanding during the year	**172,819,683**	172,819,683	172,819,683
Effect of dilution from convertible preference share	**560,896,636**	560,896,636	–
Weighted average number of common shares issued and outstanding during the year	**733,716,319**	733,716,319	172,819,683

	2024	2023	2022
Basic / Diluted EPS	**(₱0.1259)**	₱0.0363	₱0.5236

The preference shareholders have a right to participate in the retained earnings after payment of preferential dividends of 5% per annum of the total debt converted to equity. These shares are also convertible to common shares using a 16.78:1 conversion ratio at ₱0.50 per share.

The number of common shares in 2022 have been adjusted for the effect of the equity restructuring as approved by the SEC on July 26, 2023, as discussed in Note 1. In 2024 and 2023, the diluted EPS did not consider the effect of convertible preference shares outstanding since these were anti-dilutive. In 2024, management restated the diluted EPS presented in 2023 after determining that the impact of the convertible preference shares outstanding was anti-dilutive

16. Lease Agreements

Group as Lessor

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

Rental income earned from the lease agreements of the investment property amounted to ₱54.9 million, ₱49.2 million and ₱55.0 million in 2024, 2023 and 2022, respectively (see Note 11).

Total outstanding trade receivable from these agreements amounted to ₱2.6 million and ₱4.1 million as at December 31, 2024 and 2023, respectively (see Note 5).

Group as Lessee

The Group entered into a lease contract wherein the Group leased the lessor's commercial space located at The Pearlbank Centre, Salcedo Village, Makati City for a period of five years commencing on January 1, 2015 to December 31, 2019 with no rent escalation for the first three years, 5% escalation on the 4th year, and another 5% escalation on the 5th year. In previous years, the contract was renewed for a period of one year with no rent escalation. In December 2024, the contract was renewed for another year with no rent escalation.

Total rental expense amounted to ₱1.2 million, ₱2.3 million and ₱2.8 million in 2024, 2023 and 2022, respectively (see Note 17). Prepaid rent amounted to ₱1.9 million and ₱2.3 million as at December 31, 2024 and 2023, respectively (see Note 7).

17. Cost and Operating Expenses

Cost of Goods Sold

	2024	2023
Direct materials (Note 6)	**₱412,685,298**	₱385,068,695
Direct labor	**5,028,676**	10,683,819
Manufacturing overhead:		
Depreciation (Note 10)	**40,434,894**	31,477,486
Utilities	**30,499,106**	30,050,398
Repairs and maintenance	**9,826,269**	7,056,211
Insurance	**3,221,623**	2,434,854
Others	**15,877,477**	21,087,691
Total manufacturing cost	**517,573,343**	487,859,154
Movements in finished goods	**(3,792,318)**	(13,821,554)
	₱513,781,025	₱474,037,600

Operating Expenses

	2024	2023	2022
Professional fees	**₱25,350,276**	₱25,342,860	₱1,337,372
Marketing and Selling Expense	**10,680,204**	10,601,812	–
Taxes and licenses	**8,036,656**	9,405,255	10,126,944
Salaries and wages	**6,650,129**	5,140,307	8,812,860
Security services	**5,370,813**	4,747,631	5,205,015
Repairs and maintenance	**3,264,733**	549,418	4,180,650
Provision for expected credit loss (Note 5)	**2,174,633**	–	–
Rental (Note 16)	**1,187,298**	2,259,950	2,848,133
Employee benefits	**1,918,491**	1,739,565	3,416,192
Utilities	**1,092,725**	782,705	11,962,679
Retirement expense (income) (Note 21)	**(1,070,494)**	(851,093)	86,567

(forward)

	2024	2023	2022
Transportation and travel	**788,684**	659,100	1,809,559
Subscriptions, dues and donations	**485,799**	624,062	299,411
Insurance expense	**417,555**	206,416	1,492,242
Depreciation expense (Note 10)	**401,351**	312,477	14,300,422
Office supplies	**160,669**	303,752	607,837
Provision for impairment losses on prepayments and other current assets (Note 7)	**56,606**	34,198	37,535
Contractual services	**–**	–	3,390,523
Factory supplies	**–**	–	2,295,609
Others	**2,755,217**	997,052	3,726,192
	₱69,721,345	₱62,855,467	₱75,935,743

Other cost and operating expenses comprise of miscellaneous expenses, association fees and other minimal expenses.

Personnel Costs

	2024	2023	2022
Salaries and wages	**₱6,650,129**	₱5,140,307	₱8,812,860
Employee benefits	**1,918,491**	1,739,565	3,416,192
Retirement expense (income) (Note 21)	**(1,070,494)**	(851,093)	86,567
	₱7,498,126	₱6,028,779	₱12,315,619

18. Other Income (Expenses) - net

Interest Expense and Bank Charges

Interest expense and bank charges is comprised of the following:

	2024	2023	2022
Interest expense (Note 13)	**(₱51,353,331)**	(₱43,002,522)	(₱38,823,208)
Bank charges (Note 13)	**(2,918,702)**	(4,567,946)	(10,411,801)
	(₱54,272,033)	(₱47,570,468)	(₱49,235,010)

Interest Income

Interest income is comprised of interest earned from cash in banks, short-term investments and long-term time deposit amounted to ₱3.7 million, ₱1.2 million and ₱0.06 million in 2024, 2023 and 2022, respectively (Note 4).

Other Income (Expense) - net

Other income (expense) is comprised of the following:

	2024	2023	2022
Foreign exchange gains (losses) - net	**(₱7,952,287)**	₱1,851,040	(₱14,184,638)
Common area maintenance	**2,539,681**	378,124	–
Other income	**334,597**	19,839	(41,680)
	(₱5,078,009)	₱2,249,003	(₱14,226,318)

Foreign exchange gain (loss) arise primarily from loans to a related party amounting to USD3.0 million (₱173.5 million) as at December 31, 2024 and USD3.0 million (₱166.1 million) as at December 31, 2023.

Common area maintenance pertains to revenues collected from tenants alongside rent for the upkeep of shared areas. The amount above are presented net of cost.

19. Income Taxes and PEZA Registration

Current Income tax

The provision for current income tax represents regular corporate income tax in 2024 and regular corporate income tax in 2023.

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

	2024	2023	2022
Tax at statutory income tax rates at 20%-25% in 2024, 25% in 2023, and 30% in 2022	**(₱143,525)**	₱10,762,501	(₱21,084,343)
Add (deduct) tax effects of:			
Movement in unrecognized deferred tax assets	**2,411,228**	(244,995)	2,590,722
Nondeductible expenses	**293,600**	87,583	4,684,243
Interest income subjected to final tax	**(275,640)**	(143,907)	(14,257)
Movement in deferred tax liability	**(267,624)**	–	–
Tax under income tax holiday	**–**	(9,245,643)	19,979,776
Others	**–**	6,840	–
	₱2,018,039	₱1,222,379	₱6,156,141

Deferred Income Tax

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

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

	2024	2023
Unrealized foreign exchange losses	**₱97,611,858**	₱105,036,858
Accrued interest (Note 12)	**27,563,972**	28,663,972
Allowance for impairment losses on:		
Provision for doubtful accounts receivable (Note 5)	**2,174,633**	–
Prepayments and other current assets (Note 7)	**68,258**	56,937
Other noncurrent assets (Note 9)	**58,353,860**	58,353,860
Total	**₱185,772,581**	₱192,111,627

The Group has deferred tax liabilities pertaining to the following:

	2024	2023
Investment properties	**₱112,730,009**	₱112,730,009
Retirement plan assets	**6,045,061**	5,338,221
	₱118,775,070	₱118,068,230

PEZA Registration

FYGP is a PEZA registered Economic Zone Facility Enterprise and is entitled to the following:

a. Corporate ITH for four (4) years for original project effective on the committed date of start of commercial operations, or the actual date of start of commercial operations, whichever is earlier; ITH entitlement for the original project can also be extended for another three (3) years provided that specific criteria are met for each additional year and prior PEZA approval is obtained; duly approved and registered "Expansion" and "New" projects are entitled to a three-year, and four-year ITH, respectively.

b. Tax and duty free importation of merchandise which includes raw materials, capital equipment, machineries and spare parts;

c. Exemption from wharfage dues and export tax, impost and fees;

d. Value-added tax (VAT) zero rating of local purchases subject to compliance with the Bureau of Internal Revenue (BIR) and PEZA requirements; and

e. Exemption from payment of any and all local government imposts, fees, licenses or taxes except real estate tax; however, machineries installed and operated in the ecozone for manufacturing, processing or for industrial purposes shall not be subjected to payment of real estate taxes for the first three (3) years of operation of such machineries; production equipment not attached to real estate shall be exempted from real property taxes.

After the lapse of ITH, the following incentives shall apply:

a. Exemption from national and local taxes; in lieu thereof payment of (5%) final tax on gross taxable income as provided in section 24 of RA 7916 and Rule XX of the Rules and Regulations to implement RA 7916; and

b. Additional deduction for training expenses (1/2 of value) against the (5%) tax on gross income earned, but not to exceed 3% subject to guidelines to be formulated by PEZA in coordination with the Department of Labor and Employment and the Department of Finance (Section 42 of RA 7916).

On May 5, 2023, FYGP obtained approval on the date of Start of Commercial Operations (SCO) and was granted an ITH entitlement period from March 2023 to February 2027, after which the Company will be subject to 5% gross income tax on its registered activities. Activities outside the PEZA registration is subject to 25% regular corporate income tax or MCIT starting on the fourth year following the year of the commencement of its business operations. The period of reckoning which is the start of its business operations in the year when the corporation was registered with the BIR.

20. Related Party Disclosures

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

Transactions with related parties comprise of the following:

	Amount/ Volume	Outstanding balance	Terms	Conditions
Under common control				
FNIS				
Trade receivable (Note 5)				
2024	**₱634,175,616**	**₱53,023,735**	To be settled in cash, non-interest bearing and collectible on demand	Unsecured, unimpaired
2023	₱571,449,020	₱17,683,235		
Deposit for future stock subscription*				
2024	**₱–**	**₱260,302,500**	Non-interest bearing, payable on demand; to be settled in cash	Unsecured and unguaranteed
2023	₱–	₱249,165,000		
Stockholder				
Trans-Pacific Oriental Holding Company, Inc. (TPO)				
Loans payable to a stockholder (Note 13)*				
2024	**₱–**	**₱173,535,000**	Non-interest bearing, payable on demand; to be settled in cash	Unsecured and unguaranteed
2023	₱–	₱166,110,000		
Due to a related party				
2024	**₱–**	**₱–**	Non-interest bearing payable on demand; to be settled in cash	Unsecured and unguaranteed
2023	₱–	₱1,000,000		
Stockholder				
Malaysia Garment Manufacturers (Pte) Ltd. (MG)				
Accrued interest payable (Note 12)				
2024	**₱–**	**₱27,563,972**	Portion was subjected to financial restructuring; payable in cash	Unsecured and unguaranteed
2023	₱–	₱28,663,972		

**Movement in 2024 and 2023 refers to foreign exchange translation.*

The Parent Company availed of working capital US$-denominated loan in 1993 amounting to $3.0 million (₱83,097,000) from TPO, a major stockholder, with fixed interest rate. In 2001, the loan payable was modified to cease the accrual of the interest. The loan payable amounting to ₱166.1 million as at December 31, 2023 remains to be outstanding.

Total intercompany advances eliminated upon consolidation amounted to ₱97.3 million and ₱96.1 million as at December 31, 2024 and 2023, respectively.

Compensation of Key Management Personnel of the Group

The Group considered all employees holding managerial positions up to president as key management personnel. Compensation of key management personnel, which consist of short-term and employee benefits, amounted to ₱0.9 million in 2024 and 2023.

21. Retirement Plan

The Parent Company has a funded, noncontributory defined benefit retirement plan covering substantially all of its regular employees. Benefits are dependent on the years of service and the respective employee's compensation. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. There was no planned termination, curtailment or settlement for the years ended December 31, 2024 and 2023.

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

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

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

The following table summarizes the details in the Actuarial Valuation Report as at December 31, 2024 and 2023.

	2024									
		Net Benefit Cost in Profit or Loss				**Remeasurements in Other Comprehensive Income**				
	January 1, 2024	**Current Service Cost**	**Net Interest Cost**	**Subtotal**	**Benefits Paid**	**Return on plan assets**	**Actuarial Gains on Defined Benefit Obligation**	**Actuarial Changes Arising from Changes in Experience Adjustments**	**Subtotal**	**December 31, 2024**
Present value of defined benefit obligation	**(₱2,451,028)**	**(₱79,113)**	**(₱60,318)**	**(₱139,431)**	**₱–**	**₱–**	**₱8,873**	**(₱756,913)**	**(₱748,040)**	**(₱3,338,499)**
Fair value of plan asset	**23,803,913**	**–**	**1,209,925**	**1,209,925**	**–**	**2,504,907**	**–**	**–**	**2,504,907**	**27,518,745**
Net plan assets	**₱21,352,885**	**(₱79,113)**	**₱1,149,607**	**₱1,070,494**	**₱–**	**₱2,504,907**	**₱8,873**	**(₱756,913)**	**₱1,756,867**	**₱24,180,246**

	2023									
		Net Benefit Cost in Profit or Loss				Remeasurements in Other Comprehensive Income				
	January 1, 2023	Current Service Cost	Net Interest Cost	Subtotal	Benefits Paid	Return on plan assets	Actuarial Gains on Defined Benefit Obligation	Actuarial Changes Arising from Changes in Experience Adjustments	Subtotal	December 31, 2023
Present value of defined benefit obligation	(₱3,655,923)	(₱61,611)	(₱59,479)	(₱121,090)	₱7,413,751	₱–	₱14,060	(₱6,101,826)	(₱6,087,766)	(₱2,451,028)
Fair value of plan asset	30,173,726	–	972,183	972,183	(7,413,751)	71,755	–	–	71,755	23,803,913
Net plan assets	₱26,517,803	(₱61,611)	₱912,704	₱851,093	₱–	₱71,755	₱14,060	(₱6,101,826)	(₱6,016,011)	₱21,352,885

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

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

	2024	2023
Cash	**₱475,369**	₱1,388,964
Government securities	**26,853,794**	22,320,957
Accrued income receivable	**233,207**	130,544
Trust fee payable	**(42,625)**	(36,552)
	₱27,519,745	₱23,803,913

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

The costs of defined benefit plan as well as the present value of the defined benefit obligations are actuarially determined using projected unit credit method. The actuarial valuation involves making various assumptions. The principal assumptions used in determining defined benefit obligations for the defined benefit plans are shown below:

	2024	2023
Discount rate	**6.18%**	5.87%
Salary increase rate	**1.00%**	1.00%

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

	Increase (decrease)	**2024**	2023
Discount rates	+1%	**₱3,309,935**	₱2,429,996
	-1%	**₱3,367,583**	₱2,472,443
Salary increase rate	+1%	**₱3,371,553**	₱2,475,295
	-1%	**₱3,305,444**	₱2,426,760

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

	2024	2023
Less than one year	**₱3,528,848**	₱2,590,459

Retirement fund

The Parent Company entered into a Trust Agreement with BPI Asset Management for the latter to serve as a trustee for the Parent Company's retirement fund. The carrying amount equals the fair value of the retirement fund amounting to ₱27.5 million and ₱23.8 million as at December 31, 2024 and 2023, respectively. There were no any other transactions between the Parent Company and the retirement fund trustee.

22. Non-Controlling Interests

Proportion of equity interest held by NCIs in 2024 and 2023:

	Principal Place of Business	
IKAC	Philippines	22.9%
SRTC	Philippines	43.0%

Equity attributable to NCI:

	2024	2023
IKAC	**(₱16,125,238)**	(₱16,260,727)
SRTC	**158,078**	158,078
Total	**(₱15,967,160)**	(₱16,102,649)

Net income (loss) attributable to material NCI:

	2024	2023	2022
IKAC	**₱135,489**	₱36,300	₱35,122
SRTC	–	–	(34,847)
	₱135,489	₱36,300	₱275

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

	2024	2023
Current assets	**₱3,058,225**	₱2,228,121
Noncurrent assets	**19,510,000**	19,510,000
Current liabilities	**(90,834,089)**	(4,587,278)
Noncurrent liabilities	**(2,085,511)**	(88,093,330)
Total capital deficiency	**(70,351,374)**	(70,942,486)
Attributable to equity holders of parent	**(₱54,226,136)**	(₱54,681,759)
NCI	**(₱16,125,238)**	(₱16,260,728)

	2024	2023	2022
Revenues	**₱1,655,814**	₱1,074,740	₱990,400
Cost of services	**(287,576)**	(132,000)	(261,116)
Operating expenses	**(626,993)**	(752,663)	(531,206)
Interest income	**12,037**	13,149	2,273
Income before income tax	**753,282**	203,226	200,351
Benefit from income tax	**(162,170)**	(44,855)	(47,123)
Net income	**591,112**	158,371	153,228
OCI	**–**	–	–
Total comprehensive income	**₱591,112**	₱158,371	₱153,228
Attributable to NCI	**₱135,489**	₱36,300	₱35,122
Net increase (decrease) in cash from operating activities	**₱214,551**	₱542,551	(₱381,970)

23. Operating Segment Information

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

The Group derives revenue from its leasing and manufacturing activities. The Group operates in one geographical segment which is the Philippines.

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

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

	2024				
	Leasing	**Manufacturing**	**Total**	**Eliminations**	**Consolidated**
Revenue	**₱54,908**	**₱634,175**	**₱689,083**	**₱–**	**₱689,083**
Cost of goods sold	**–**	**(513,781)**	**(513,781)**	**–**	**(513,781)**
Operating expenses	**(51,149)**	**(18,572)**	**(69,721)**	**–**	**(69,721)**
Financial charges - net	**703**	**(51,314)**	**(50,611)**	**–**	**(50,611)**
Other charges - net	**(4,885)**	**(193)**	**(5,078)**	**–**	**(5,078)**
Income before income tax	**(423)**	**50,315**	**49,892**	**–**	**49,892**
Provision for income tax	**(2,018)**	**–**	**(2,018)**	**–**	**(2,018)**
Net income	**(2,441)**	**50,315**	**47,874**	**–**	**47,874**
Other comprehensive income (loss) - net of tax	**1,317**	**(4,034)**	**(2,717)**	**–**	**(2,717)**
Total comprehensive income	**(₱1,124)**	**₱46,281**	**₱45,157**	**(₱–)**	**₱45,157**
OTHER INFORMATION					
Segment assets	**₱1,049,638**	**₱961,353**	**₱2,010,991**	**(₱36,250)**	**₱1,974,741**
Segment liabilities	**435,058**	**756,146**	**1,191,205**	**(85,113)**	**1,106,091**
Capital expenditures	**–**	**2,732**	**2,732**	**–**	**2,732**

	2023				
	Leasing	Manufacturing	Total	Eliminations	Consolidated
Revenue	₱49,200	₱574,068	₱623,268	₱–	₱623,268
Cost of goods sold	–	(474,038)	(474,038)	–	(474,038)
Operating expenses	(44,938)	(18,093)	(63,030)	(175)	(62,855)
Financial charges - net	313	(46,658)	(46,345)	–	(46,345)
Other charges - net	1,533	716	2,248	–	2,248
Income before income tax	6,108	35,995	42,103	(175)	42,278
Provision for income tax	(1,222)	–	(1,222)	–	(1,222)
Net income	4,886	35,995	40,881	(175)	41,056
Other comprehensive loss - net of tax	(4,512)	(89)	(4,423)	–	(4,423)
Total comprehensive income	₱374	₱36,084	₱36,458	(₱175)	₱36,633
OTHER INFORMATION					
Segment assets	₱1,042,343	₱901,796	₱1,944,139	(₱35,049)	₱1,909,090
Segment liabilities	426,640	1,003,173	1,429,813	(83,912)	1,345,900
Capital expenditures	–	33,792	33,792	–	33,792

	2022				
	Leasing	Others	Total	Eliminations	Consolidated
Revenue	₱55,002	₱–	₱55,002	₱–	₱55,002
Cost of Sales	–	–	–	–	–
Costs and operating expenses	(30,533)	(45,403)	(75,936)	–	(75,936)
Financial charges - net	(18,689)	(30,489)	(49,178)	–	(11,800)
Other income - net	(14,225)	–	(14,225)	–	(14,220)

(Forward)

	2022				
	Leasing	Others	Total	Eliminations	Consolidated
Loss before income tax	(₱8,445)	(₱75,892)	(₱84,337)	₱–	(₱84,337)
Provision for income tax	(6,156)	–	(6,156)	–	(6,156)
Net loss	(14,601)	(75,892)	(90,493)	–	(90,493)
Other comprehensive loss - net of tax	(238)	(17,277)	(17,515)	–	(17,515)
Total comprehensive loss	(₱14,839)	(₱93,169)	(₱108,008)	₱–	(₱108,008)
OTHER INFORMATION					
Segment assets	₱1,043,004	₱997,008	₱2,040,011	(₱33,967)	₱2,006,044
Segment liabilities	1,817,636	1,135,164	2,952,800	83,351	2,869,449
Capital expenditures	–	298,910	298,910	–	298,910

Majority of the revenue of the Group, through the Parent Company and IKAC, are from various tenants renting investment properties covered by lease agreements (see Note 11).

The geographical information of the Group are as follows:

Rental revenue from external customers:

	2024	2023	2022
Sta. Rosa, Laguna	**₱53,251,996**	₱48,125,172	₱54,012,272
Pontevedra, Capiz	**1,655,814**	1,074,740	990,400
	₱54,907,810	₱49,199,912	₱55,002,672

The revenue information above is based on the locations of the customers. Revenue from one customer amounted to ₱4.5 million in 2024 and 2023, arising from the leasing segment.

The Group's sales amounting to ₱634.2 million and ₱574.1 million in 2024 and 2023, respectively, refers to sales to FNIS, a related party, located in Singapore.

Non-current operating assets:

	2024	2023
Sta. Rosa, Laguna	**₱750,045,000**	₱750,045,000
Gen. Mariano Alvarez, Cavite	**148,612,147**	148,612,147
Pontevedra, Capiz	**19,510,000**	19,510,000
	₱918,167,147	₱918,167,147

Noncurrent assets for this purpose consist of investment properties.

24. Financial Risk Management Objectives and Policies and Capital Management

Financial Risk Management Objectives and Policies

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

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

Credit Risk

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

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

Generally, receivables and amounts by related parties are written off if it can no longer be recovered and are not subject to enforcement activity. As of December 31, 2024 and 2023, the maximum exposure to credit risk is the carrying value of each class of financial assets.

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

The table below shows the maximum exposure to credit risk for the Group's financial assets, without taking into account any collateral and other credit enhancements as at December 31, 2024 and 2023.

	2024	2023
Cash and cash equivalents:		
Cash in banks	**₱33,771,185**	₱35,901,651
Cash equivalents	**8,471,034**	2,242,193
Trade and other receivables	**56,938,386**	24,784,949
Refundable deposits (shown as part of Prepayments)	**298,096**	282,436
Current/Noncurrent financial asset	**20,000,000**	20,000,000
	₱119,478,701	₱83,211,229

Credit risk under general and simplified approach

Set out below is the credit risk of the financial assets under General approach.

	2024				
	General Approach			**Simplified**	
	Stage 1	**Stage 2**	**Stage 3**	**Approach**	**Total**
Cash in banks	**₱33,771,185**	**₱–**	**₱–**	**₱–**	**₱33,771,185**
Cash equivalents	**8,471,034**	**–**	**–**	**–**	**8,471,034**
Trade and other receivables	**1,320,755**	**–**	**2,174,633**	**55,617,631**	**59,113,019**
Refundable deposits	**298,096**	**–**	**–**	**–**	**298,096**
Long term time deposits	**20,000,000**	**–**	**–**	**–**	**20,000,000**
	₱63,861,070	**₱–**	**₱2,174,633**	**₱55,617,631**	**₱121,653,334**

	2023				
	General Approach			Simplified	
	Stage 1	Stage 2	Stage 3	Approach	Total
Cash in banks	₱35,901,651	₱–	₱–	₱–	₱35,901,651
Short term investments	2,242,193	–	–	–	2,242,193
Trade and other receivables	24,784,949	–	–	–	24,784,949
Refundable deposits	282,436	–	–	–	282,436
Long term time deposits	20,000,000	–	–	–	20,000,000
	₱83,211,229	₱–	₱–	₱–	₱83,211,229

General approach
Individually impaired financial assets that were specifically determined by the Company under Stage 3 are fully provided with ECL.

Financial assets are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with negative impact on the estimated future cash flows of a financial instrument or portfolio of financial instruments. The ECL model requires that lifetime ECL to be recognized for impaired financial instruments, which is similar to the requirements under PAS 39 for impaired financial instruments.

Simplified approach
Set out below is the information about the credit risk exposure on the Group's trade and other receivables using simplified approach (provision matrix) in 2024 and 2023:

	2024				
		Days Past Due			
	Current	**30-120 days**	**>120 days**	**ECL**	**Total**
Expected credit loss rate	**0%**	**0%**	**0%**	**0%**	
Estimated total gross carrying amount at default	**₱56,938,386**	**₱–**	**₱–**	**₱–**	**₱56,938,386**
Expected credit loss	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**

	2023				
		Days Past Due			
	Current	30-120 days	>120 days	ECL	Total
Expected credit loss rate	0%	0%	0%	0%	
Estimated total gross carrying amount at default	₱24,784,949	₱–	₱–	₱–	₱24,784,949
Expected credit loss	₱–	₱–	₱–	₱–	₱–

Liquidity Risk
Liquidity risk is the potential of not meeting obligations as they become due because of an inability to liquidate assets or obtain adequate funding.

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

The amounts disclosed in the table below are the contractual undiscounted cash flows as at December 31, 2024 and 2023 which are all due and demandable:

2024	**On Demand**	**Within one Year**	**Over one Year**	**Total**
Financial liabilities				
Accounts and other payables*	**₱121,435,246**	**₱–**	**₱–**	**₱121,435,246**
Loans payable to a stockholder	**173,535,000**	**–**	**–**	**173,535,000**
Long-term debt**	**–**	**103,282,980**	**789,296,905**	**892,579,885**
	₱294,970,246	**₱103,282,980**	**₱789,296,905**	**₱1,187,550,131**

**Excluding government payables*
***Includes future interest to maturity*

2023	On Demand	Within one Year	Over one Year	Total
Financial liabilities				
Accounts and other payables*	₱114,395,633	₱–	₱–	₱114,395,633
Loans payable to a stockholder	166,110,000	–	–	166,110,000
Current portion of long-term debt**	–	737,282,004	–	737,282,004
Due to a related party	1,000,000	–	–	1,000,000

	₱281,505,633	₱737,282,004	₱–	₱1,018,787,637

**Excluding government payables*
***Includes future interest to maturity*

To address its liquidity, on June 26, 2023, the Group entered into a financial restructuring plan. The Group also expects to generate sufficient cash flows from its operations of FYGP that will be used to settle its current obligations.

Interest Rate Risk
The Group's exposure to the risk for changes in the market interest rate relates primarily to its interest-bearing loans, which is to subject to reprising based on the prevailing market rate plus premium.

The table below summarizes the impact on income before tax or reasonably possible changes in interest rates:

	Change in basis points	Effect on Statement of Comprehensive Income
2024	**+25**	**(₱1,718,379)**
	-25	**₱1,718,379**
2023	+25	(1,745,391)
	-25	1,745,391

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

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

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

The Group's foreign currency-denominated financial asset and liability as at December 31, 2024 and 2023 are as follows:

	2024		2023	
	USD	**Peso Equivalent**	USD	Peso Equivalent
Financial Asset				
Cash in bank	**$36,745**	**₱2,125,512**	$47,985	₱2,656,929
Financial Liability				
Loans payable to a stockholder	**(3,000,000)**	**(173,535,000)**	(3,000,000)	(166,110,000)
Net financial liability	**($2,963,255)**	**(₱171,409,488)**	($15,502,015)	(₱858,346,571)

As at December 31, 2024 and 2023, the exchange rates of the Philippine peso to the US$ are ₱57.85 and ₱55.37 to US$1.00 respectively.

The sensitivity to a reasonably possible change in the USD exchange rate, with all other variables held constant, of the Group's income before tax as at December 31, 2024 and 2023 is as follows:

	Change in foreign exchange rate	Effect in loss before income tax
2024	**+1.09%**	**₱3,229,948**
	-1.16%	**₱3,437,376**
2023	+0.93%	₱2,745,374
	-0.63%	₱1,859,770

Capital Management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may obtain additional advances from stockholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended December 31, 2024 and 2023. The Group has no to externally imposed capital requirement.

As at July 1, 2022, the BOD agreed to maintain the Group's operations at status quo; i.e., continue with the asset disposal programs and lease out the Group's warehouse in Sta. Rosa, Laguna and to look for a potential partner for a joint venture agreement.

25. Supplementary Disclosure to Statement of Cash Flows

The following tables summarize the changes in liabilities arising from financing activities for the period ended December 31, 2024 and 2023, respectively:

	2024			
	January 1	**Cash flows**	**Others***	**December 31**
Long-term debt and loans payable	**₱861,003,500**	**(₱36,615,165)**	**₱38,486,261**	**₱862,874,596**
Deposit for future stock subscription	**249,165,000**	**–**	**11,137,500**	**260,302,500**
Accrued interest payable	**34,052,122**	**(55,050,658)**	**51,353,331**	**30,354,795**
Due to a related party	**1,000,000**	**(1,000,000)**	**–**	**–**
	₱1,149,760,397	**(₱92,665,823)**	**₱100,977,092**	**₱1,158,580,393**

	2023			
	January 1	Cash flows	Others*	December 31
Long-term debt and loans payable	₱1,735,792,432	₱60,907,000	(₱935,695,932)	₱861,003,500
Deposit for future stock subscription	250,897,500	–	(1,732,500)	249,165,000
Accrued interest payable	28,663,972	(37,673,632)	(25,042,462)	34,052,122
Due to a related party	6,000,000	(5,000,000)	–	1,000,000
	₱2,021,353,904	₱18,233,368	(₱962,470,894)	₱1,145,220,622

**Others pertains to foreign exchange differences, interest expense and restructured loans.*

26. Fair Value Measurement

Fair Values of Financial Assets and Financial Liabilities
The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values as at December 31, 2024 and 2023 are set out below:

Cash and Cash Equivalents, Other Receivables and Accounts and Other Payables
The carrying values of these financial instruments approximate their fair values due to the short-term nature of these accounts.

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

Loans Payable to Bank
The carrying values of the loans payable to approximate its fair value due to its short-term nature and the interest rate approximates the market rate.

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

Current/Noncurrent Financial Asset
The carrying amount of this deposit represents its fair value because the interest rate it carries approximates the interest rate for comparable instrument in the market.

Fair Value of Investment Properties
The following table provides the fair value measurement hierarchy of the Group's investment properties as at December 31:

	2024			
		Fair value using		
	Total	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Asset for which fair value is disclosed:				
Parent Company	**₱4,133,614,000**	**₱–**	**₱4,133,614,000**	**₱–**
IKAC	**₱68,668,000**	**₱–**	**₱68,668,000**	**₱–**

	2023			
		Fair value using		
	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset for which fair value is disclosed:				
Parent Company	₱3,842,243,000	₱–	₱3,842,243,000	₱–
IKAC	₱65,608,000	₱–	₱65,608,000	₱–

The fair value, which was determined through the use of market data (sales comparison) approach, is based on the assumption that no prudent purchaser will buy more than what it will cost him to acquire an equally desirable substitute parcel or site. This approach is primarily based on sales and listings, which are adjusted for time of sale, location, and general characteristics of comparable properties in the neighborhood where the subject property is situated.

The description of valuation techniques used and key inputs to the valuation of land are shown below:

FILSYN Corporation

Location	Valuation technique	Significant unobservable input	Valuation Date	Land Area	Fair Value
Sta. Rosa, Laguna					
Land in Barangays Balibago, Macabling and Dita, Santa Rosa City, Province of Laguna	Market data approach	Net price per square meter	2024: January 21, 2025 2023: February 19, 2024	87,427 square meters in aggregate	2024: ₱10,526 to ₱25,000 per square meter 2023: ₱15,000 per square meter
Gen. Mariano Alvarez, Cavite					
Land in Barangays Delas Alas, Pasong Saging and a land along the road within Municipality of Alvarez, Province of Cavite	Market data approach	Net price per square meter	2024: January 21, 2025 2023: February 19, 2024	27,006 square meters in aggregate	2024: ₱4,000 to ₱9,000 per square meter 2023: ₱6,500 to ₱9,000 per square meter

IKAC

Location	Valuation technique	Significant unobservable input	Valuation Date	Land Area	Fair Value
Pontevedra, Capiz					
Land in Barangay Solo, and Fishpond properties within the Municipality of Pontevedra, Province of Capiz	Market data approach	Net price per square meter	2024: January 24, 2025 2023: February 16, 2024	715,000 square meters in aggregate	2024: ₱50 to ₱73 per square meter 2023: ₱50 to ₱73 per square meter

The highest and best use of the properties as at appraisal date is a mix of agro-industrial and agricultural purposes such as but not limited to a combination of prawn farm, cultivation of coconut and other fruit bearing trees and for non-submerged areas and mangroves for submerged areas which is the existing land use of the property.

Management believes that there are no events or changes in circumstances indicating a significant change in the fair value of the investment properties between the appraisal date and reporting date.

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INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

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

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FILSYN Corporation and Subsidiaries (the Group), as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated April 29, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Editha V. Estacio
Partner
CPA Certificate No. 91269
Tax Identification No. 178-486-845
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
BIR Accreditation No. 08-001998-094-2023, March 28, 2023, valid until March 27, 2026
PTR No. 10465302, January 2, 2025, Makati City

April 29, 2025

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INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

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

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of FILSYN Corporation and Subsidiaries (the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated April 29, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024, 2023 and 2022 and for the years then ended and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Editha V. Estacio
Partner
CPA Certificate No. 91269
Tax Identification No. 178-486-845
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
BIR Accreditation No. 08-001998-094-2023, March 28, 2023, valid until March 27, 2026
PTR No. 10465302, January 2, 2025, Makati City

April 29, 2025

FILSYN CORPORATION AND SUBSIDIARIES

INDEX TO THE FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

DECEMBER 31, 2024
(Amounts in Thousands, Except Number of Shares, Par Value per Share and Unless Otherwise Specified)

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

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I. Reconciliation of Retained Earnings Available for Dividend Declaration

II. Financial Soundness Indicators

III. Map of the relationships of the Companies within the Group

IV. Supplementary Schedules Required by Annex 68-J

A. Financial Assets
B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
C. Amounts Receivable from Related Parties which are eliminated during consolidation
D. Long-term Debt
E. Indebtedness to Related Parties (Long-term Loans from Related Companies)
F. Guaranties of Securities of Other Issuers
G. Capital Stock

Annex "A"

Reconciliation of Retained Earnings for Dividend Declaration
For the reporting period ended December 31, 2024

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

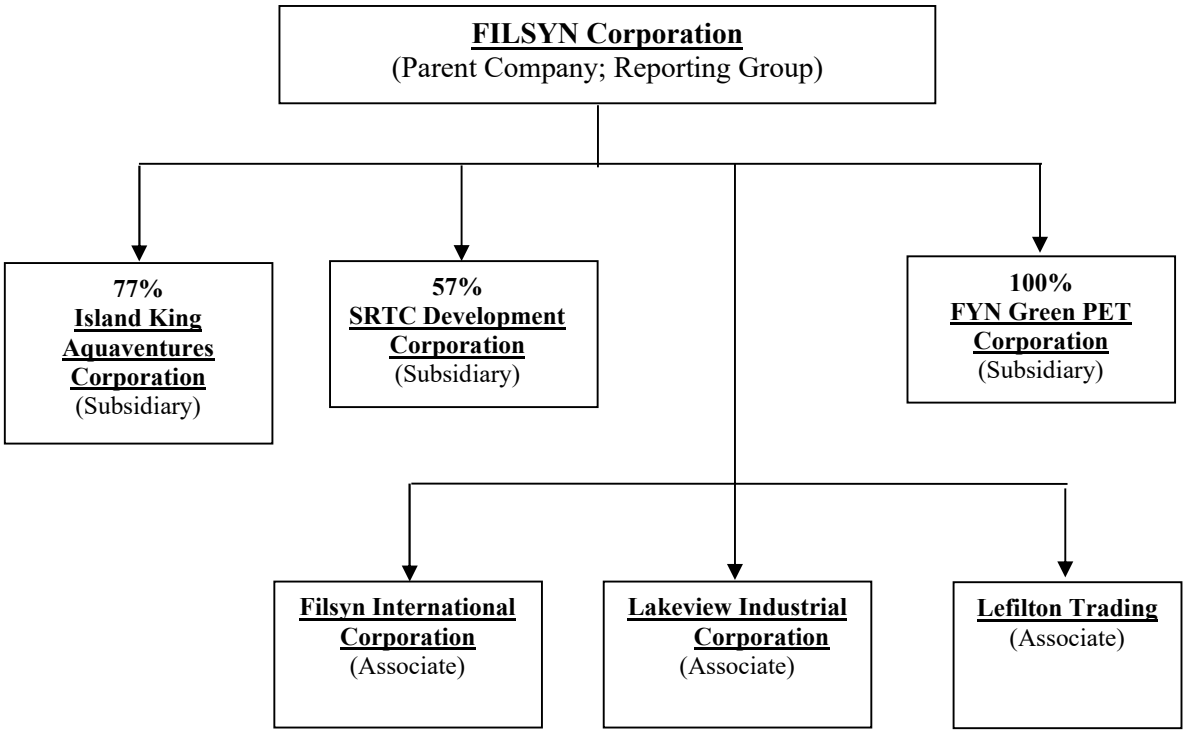
Deficit, beginning of reporting period	**(₱11,057,609)**
Add: Category A: Items that are directly credited to unappropriated retained earnings	–
Less: Category B: Items that are directly debited to unappropriated retained earnings	
Dividend declaration during the accounting period	–
Deficit, as adjusted	**(11,057,609)**
Net loss for the current year	**(3,032,590)**
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)	–
Movements in deferred tax assets	–
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in current reporting period (net of tax)	–
Add: Category C.3: Unrealized income recognized in the profit or loss in prior reporting periods but reversed in current reporting period (net of tax)	**1,155,000**
Adjusted net loss	**(1,877,590)**
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)	–
Add/Less: Category E: Adjustments related to relief granted by SEC and BSP	–
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution	–
Total Deficit, end of reporting period	**(₱12,935,199)**

FILSYN CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS AT DECEMBER 31, 2024, 2023 and 2022

Financial Ratios	Formula	2024	2023	2022
Current ratio	Current assets / Current liabilities	0.50	(0.12)	0.09
Acid test ratio	Cash and cash equivalents + Current receivables + Current financial assets / Current liabilities	0.27	(0.61)	0.04
Solvency ratio	Net loss + Depreciation and Amortization + Impairment Loss / Total Liabilities	0.08	(0.05)	(0.03)
Debt-to-equity ratio	Total liabilities (current + noncurrent) / Total Equity	1.27	2.39	(3.32)
Asset-to-equity ratio	Total Assets / Total Equity	2.27	(3.39)	(2.32)
Interest rate coverage ratio	Earnings/ Losses Before Interest and Taxes (EBIT) / Finance Costs	0.99	(1.96)	(1.17)
Return on equity	Net income (Net Loss) / Total Equity (average)	5.51%	27.35%	(11.18%)
Return on assets	Net Income (Net Loss) / Total Assets (average)	2.42%	2.22%	(5.15%)
Net Sales Growth	Current Period Net Sales – Prior Period Net Sales / Prior Period Net Sales	10.56%	1033.16%	5.32%
Gross Margin	Gross Profit / Net Sales	174.56%	13.86%	(38.06%)
Net Profit Margin	Net Income (Net Loss) / Net Sales	6.95%	6.59%	(164.53%)

FILSYN CORPORATION
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
AS AT DECEMBER 31, 2024



FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE A – FINANCIAL ASSETS
DECEMBER 31, 2024

Name of issuing entity and association of each issue	Number of shares or principal amounts of bonds and notes	Amount shown in the Statement of Financial	Value based on Market Quotation at end of reporting period	Income received and accrued
Cash and cash equivalents	N/A	₱42,362,801	₱42,362,801	₱2,842,313
Trade and other receivables	N/A	56,938,386	56,938,386	–
Refundable deposits	N/A	298,096	298,096	–
Long term time deposits	N/A	20,000,000	20,000,000	818,236
		₱119,599,283	₱119,599,283	₱3,660,549

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE B – AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2024

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end period

NOT APPLICABLE

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE C – AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS
DECEMBER 31, 2024

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at end period
IKAC	₱86,007,818	₱–	₱–	₱–	₱86,007,818	₱–	₱86,007,818
FYN Green	10,049,250	1,200,942	–	–	11,250,192	–	11,250,192
SRTC	81,000	–	–	–	81,000	–	81,000
	₱96,138,068	₱1,200,942	₱–	₱–	₱97,339,010	₱–	₱97,339,010

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE D – LONG-TERM DEBT
DECEMBER 31, 2024

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount shown under Caption "Current Portion of Long-term debt" in related Statement of Financial Position	Amount shown under caption "Long-term debt" in related of Financial Position
CTBC Bank (Philippines) Corp.	694,140,000	68,241,551	621,098,045
Total	₱694,140,000	₱68,241,551	₱621,098,045

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE E – INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2024

Name of Related Party	Balance at beginning of period	Balance at end of period
Trans-Pacific Oriental Holding Group, Inc.	₱166,110,000	₱173,535,000
Total	₱166,110,000	₱173,535,000

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE F – GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2024

Name of issuing entity of securities guaranteed by the Group for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
- NONE TO REPORT-				

FILSYN CORPORATION AND SUBSIDIARIES
SCHEDULE G – CAPITAL STOCK
DECEMBER 31, 2024

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding Shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights	Number of Shares Held By		
				Related Parties	Directors, Officers and Employees	Others
COMMON STOCK						
Class A	440,229,812	123,747,707	–	63,578,181	124,652	60,044,874
Class B	293,486,507	49,071,976	–	45,065,670	100,002	3,906,304
PREFERRED STOCK	33,426,498	33,426,498	–	33,426,498	–	–
	767,142,817	206,246,181	–	142,070,349	224,654	63,951,178

FILSYN CORPORATION AND SUBSIDIARIES
Supplementary Schedule of External Auditor Fee-Related Information
As of December 31, 2024

	2024	2023
Total Audit Fees	**₱2,990,000**	₱2,720,000
Non-audit services fees:		
Other assurance services	–	–
Tax services	**500,000**	–
All other services	**2,581,605**	3,042,023
Total Non-audit Fees	**3,081,605**	3,042,023
Total Fees	**₱6,071,605**	₱5,762,023

For the years ended December 31, 2024 and 2023, the total non-audit fees received by SGV & Co. from FILSYN Corporation represent more than 15% of the total received fees by SGV & Co. The fees under all other services pertain to an engagement that started in 2016. A pre-issuance review, consistent with the objective of an engagement quality review, performed by a professional accountant expressing the auditors' opinion on the financial statements, was performed prior to the issuance of the auditor's opinion.

Proxy for Corporate Stockholders

P R O X Y

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 _____ 2025 at _____.

_____
(Name of Corporate Stockholder)

By:

_____

SIGNED IN THE PRESENCE OF:

_____ _____

Proxy for Individual Stockholders

P R O X Y

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 _____ 2025 at _____.

Signature of Individual Stockholder

_____
Name in Print

Signed in the Presence of:

_____ _____

Annex G

COVER SHEET

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

(+632) 8652-5167
Company Telephone Number

SEC FORM 17-Q
June 30, 2025

1 2	3 1
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 Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = please Use Black Ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17 -Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SRC AND SRC RULE 17 (2) (B) THEREUNDER

1. For the quarterly period ended June 30, 2025
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)

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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 (+632) 8652-5167
9. Securities registered pursuant to Sections 8 and 12 of the SRC

Title of each Class	Number of shares stock outstanding
Class A Common	123,747,707 shares fully paid
Class B Common	49,071,976 shares fully paid
Preferred	33,426,498 shares fully paid

10. Securities listed in the PSE 172,819,683 shares

FINANCIAL INFORMATION

Please see attached Financial and Management Reports.

FILSYN CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(IN P000)		(Unaudited) June 30, 2025		Audited December 31 2024
ASSETS				
Current Assets				
Cash and cash equivalents	P	235,079	P	42,363
Trade receivables		103,800		56,938
Inventories		62,336		50,753
Prepayments and other current assets – net		48,001		13,934
Current financial asset				20,000
Total Current Assets		449,216		183,989
Noncurrent Assets		–		–
Investment properties - at deemed cost		918,167		918,167
Property and equipment, net		778,588		822,789
Construction in Progress		56,160		–
Retirement plan assets		24,180		24,180
Noncurrent Financial Asset		20,000		–
Investment in associates		–		1
Other noncurrent assets		5,203		25,615
Total Noncurrent Assets		1,802,298		1,790,752
TOTAL ASSETS	P	2,251,514	P	1,974,741
LIABILITIES AND EQUITY				
Current Liabilities				
Accounts and other payables	P	170,568	P	124,123
Loans payable		173,535		68,242
Current portion of long-term debt		33,827		173,535
Due to related party		–		–
Dividends payable		156		156
Income tax payable		–		162
Total Current Liabilities		378,086		366,218
Noncurrent Liability				
Deferred tax liabilities		118,056		118,775
Noncurrent portion of long-term debt		605,346		621,098
Total Noncurrent Liabilities		723,402		793,837
Total Liabilities		1,101,488		1,106,091
Equity Attributable to Equity Holders of the Parent				
Capital stock				
Preferred Stock		280,448		280,448
Common Stock		86,410		86,410
Additional paid-in capital		335,373		335,373
Remeasurement loss on retirement plan assets – net		(4,732)		(4,732)
Cumulative translation adjustment		(65,055)		(51,304)
Retained Earnings (Deficit)		1,537		(21,881)
		633,981		624,314
Deposit for future stock subscription		532,172		260,303
Non-controlling Interests		(16,127)		(15,967)
Total Equity		1,150,026		868,649
TOTAL LIABILITIES AND EQUITY	P	2,251,514	P	1,974,741

FILSYN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED JUNE 30, 2025 AND 2024

(P000)

		2025 (Unaudited)			2024 (Unaudited)	
		This Quarter	Year-to-Date		This Quarter	Year-to-Date
REVENUES	P	271,820	486,611	P	170,716	328,225
COST AND EXPENSES:						
OPERATING EXPENSES		251,359	441,175		154,324	284,931
FINANCIAL CHARGES - Net		5,318	11,928		11,549	21,813
		256,677	453,103		165,873	306,744
NET INCOME (LOSS)	P	15,143	33,507	P	4,843	21,481
NET INCOME (LOSS) ATTRIBUTABLE TO PARENT EQUITY HOLDER	P	15,129	33,483	P	4,821	21,456
TOTAL NUMBER OF COMMON SHARES ISSUED & OUTSTANDING		172,820	172,820		172,820	172,820
INCOME (LOSS) PER SHARE	P	0.08754	0.19388	P	0.02802	0.12429

FILSYN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIOD ENDED JUNE 30, 2025 and 2024
(P000)

		2025 (Unaudited)		2024 (Unaudited)
CAPITAL STOCK				
Preferred (P8.39 par value)				
Authorized - 33,426,498 shares				
Issued[1] - 33,426,498 shares	P	280,448	P	280,448
Class A Common (P0.50 par value)				
Authorized - 440,229,812 shares				
Issued - 123,747,707 shares		61,874		61,874
Class B Common (P0.50 par value)				
Authorized - 293,486,507 shares				
Issued[1] - 49,071,976 shares		24,536		24,536
		366,858		366,858
ADDITIONAL PAID-IN CAPITAL (APIC)		335,373		335,373
Remeasurement loss on retirement plan asset		(4,732)		(6,050)
Cumulative translation adjustment		(65,055)		(61,008)
RETAINED EARNINGS (DEFICIT)				
Balance, beginning		(21,881)		(69,619)
Net income loss for the period – attributable to parent		33,483		21,456
		(11,602)		(48,163)
Deposit for future stock subscription		532,172		–
NON-CONTROLLING INTEREST		(16,127)		(16,127)
TOTAL EQUITY (CAPITAL DEFICIENCY)	P	1,150,026	P	570,883

[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 Corporation's authorized capital stock from P120,000,000.00 to P647,306,477.72.

FILSYN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE PERIOD ENDED JUNE 30, 2025 AND 2024
(P000)

		2025 (Unaudited)		2024 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	P	33,507	P	21,480
Adjustment for:				
Depreciation Expense		271,869		
Decrease (Increase) in:				
Prepayments and other current assets		(72,512)		(65,487)
Other assets		412		1,797
Increase (Decrease) in:				
Trade and other payables		45,729		190,590
Income tax payable		(162)		(45)
Net cash flows from operating activities		278,843		148,335
CASH FLOWS FROM INVESTING ACTIVITY				
Acquisition of property, plant and equipment		–		–
				–
CASH FLOWS FROM FINANCING ACTIVITY				
Payment of Loans from Bank		(50,167)		
Proceeds from loan from bank		–		–
Proceeds from deposit for future stock subscriptions		–		–
		(50,167)		–
EFFECT OF EXCHANGE RATE CHANGES		(35,960)		(5,456)
NET INCREASE IN CASH		192,716		142,879
CASH AT BEGINNING OF THE PERIOD		42,363		38,264
CASH AT END OF THE PERIOD	P	235,079	P	181,143

FILSYN CORPORATION
NOTES TO INTERIM FINANCIAL STATEMENTS
FOR THE PERIOD ENDED JUNE 30, 2025

CORPORATE INFORMATION

FILSYN Corporation (the "Corporation") was incorporated and registered with the Philippine Securities and Exchange Commission ("SEC") on July 22, 1968 and is domiciled in the Republic of the Philippines. The Corporation's shares are publicly listed with the Philippine Stock Exchange ("PSE") but trading of which have been suspended. The Corporation'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.

On 28 October 2016, the SEC approved the Amended Articles of Incorporation of the Corporation amending the Fourth Article by extending its corporate term for fifty (50) years from and after July 22, 1968 or up to July 21, 2068.

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

The consolidated financial statements include the following subsidiaries of the Corporation which are all incorporated in the Philippines.

Subsidiaries	Nature of Business
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, Dasmarinas City, Cavite.

The foregoing companies are collectively referred to as the "Group".

BASIS OF PREPARATIONS AND STATEMENT OF COMPLIANCE

Basis of Preparation

The accompanying interim financial statements as of June 30, 2025 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, 2024.
- The adoption of PAS 34 in the interim financial statements did not have any material impact on the financial position or performance of the Corporation.
- That the Corporation 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, 2024.
- There were no material contingencies and any other credits or transactions existing that will materially affect the interim financial statements for the period ended June 30, 2025.
- The main sources of funds consist mainly of warehouse rental income.

MANAGEMENT DISCUSSION & ANALYSIS OF OPERATION

Filsyn Corporation (the "Corporation") continued to generate income mainly derived from leasing warehouses and commercial spaces which is sufficient to cover all expenses. Hence, there is no need for any outside financing to sustain its operations.

The Corporation's losses for the last three (3) years are due to non-commercial operations. The Corporation has no plan yet to resume commercial operations. In view of the non-commercial operation of the Corporation 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 becauseof the non-commercial operations of the Corporation.

There were no events during the last three (3) years that will trigger direct or contingent financial obligation that was material to the Corporation. There were for the last three (3) yeas 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 Corporation can satisfy its cash requirement for the next 12 months. The Company will not raise additional funds in the next 12 months.

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

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

The Corporation does not expect any significant changes in the number of employees.There are no

seasonal aspects that have material effect to the financial statements.

On December 10, 2009, the Board of Directors of the Corporation 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 Corporation to fully settle its outstandingloan obligation amounting to P1.2 billion through the Sta. Rosa property as dacion in payment. Chinatrust agreed that the Corporation 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 YuanLimited, a company incorporated in Cayman Islands. Chuang Yuan Limited became the creditor of the first and

second MTI. Chuang Yuan Limited later transferred the loan to Malaysia Garment Manufacturers (Pte) Ltd. , a company incorporated in Singapore, a related party.

On October 24, 2016, the PSE issued a letter to the Corporation 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. Rosaproperty as dacion;
- Discussions/negotiations with real estate companies for potential joint venture arrangementover the property to develop the 30 hectares 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 Corporation responded to the PSE that discussions are ongoing on the first three items above with the appropriate parties. Management believes that the development of the land in Sta. Rosa Laguna will increase its value and bring the Corporation's equity from negative to positive.

In September 2017, the Board of Directors and stockholders of the Corporation approved a business plan, which consists of the following phases:

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

In relation to the financial restructuring, in September 2018, the Board of Directors approved the following:

A. Amendment of the Seventh Article of the Corporation's Articles of Incorporation ("AOI") to reflect the following:
   i. Reduction of par value from P5.00 per share to P2.50 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), cumulative dividends and right to receive profit-participating stocks
   - Veto Right – Right to veto the development of Sta. Rosa property such that the development project of said land must be approved by Preferred shareholders
   - Exercise of voting right – The Preferred shareholders shall not have a right to vote, except on matter specific in Section Six of the Corporation Code of the Philippines and those relative to the development of Sta. Rosa Property and
   - Convertible to Common Shares – Right to convert preferred shares to common shares using 16.78:1 conversion ratio at P2.50 per share

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

B. Conversion of debt to equity

On February 18, 2018, the SEC Commission en Banc resolved to lift the Order of Revocation. The

lifting of the Order of the Revocation directed the Corporation to amend its Registration Statement to reflect any prior changes prior to restatement of its registration statement and permit to sell securities.

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

On July 23, 2019, the Corporation filed its application for amendment of AOI with the SEC. On September 25, 2019, The SEC provided their initial comments on the application for amendment of AOI.

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

1. Decrease in Authorized Capital Stock and Reclassification or Conversion of 33,426,498 Class B Shares into 33,4266,498 Preferred Shares

   This include the following approvals of the Board:

   a. Reduction in the par value of all common shares from P5.00 per share to P0.50 per share,
   b. Decrease in the authorized capital stock from P1,200,000,000 to P120,000,000,
   c. Classification of capital contributed in excess of the reduced par value as additional paid in capital, and
   d. Reclassification of the 33,426,498 Class B common shares held by Malaysia Garment Manufacturers (Pte) Ltd., a company incorporated in Singapore and a related party, into 33,426,498 Preferred Shares with the following features:
      i. Preemptive Right – The Preferred Shareholders shall have preemptive rights to subscribe to new shares in proportion to their respective shareholding ratios
      ii. Dividends – The Preferred Shareholders shall bear preferential dividends at the rate of 5% per annum of total debt converted in the amount of P1,389,961,828.
      iii. Exercise of Voting Right – The Preferred Shareholders shall not have a right to vote, except on matters specified in Section 6 of the Revised Corporation Code of the Philippines and those relative to the development of the Sta. Rosa Property; and
      iv. Convertibility – The Preferred Shareholders shall, at their option, have the right to convert their preferred shares to common shares using 16.78:1 conversion ratio at P0.50 per share.

2. Increase in Capital Stock

   The Board approved the increase of the Corporation's authorized capital stock from P120,000,000 to P647,306,477 which consists of:

   a. 440,229,812 Class "A" common shares with par value of P0.50 per share, or an aggregate par value of P220,114,906;
   b. 293,486,507 Class "B" common shares with a par value of P0.50 per share, or an aggregate par value of P146,743,253.50; and
   c. 33,426,498 Preferred Shares, with a par value of P8.39 per share (increased from P0.50), or an aggregate par value of P280,448,318, with Malaysian Garments subscribing to the increase in the par value of the 33,426,498 Preferred Shares amounting to P263,735,069 by way of converting debt owed to it by the Corporation as of December 31, 2020 amounting to P1,389,961,828 to equity, with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital

The BOD also approved the subscription by Malaysian Garments to the increase in the par value of the 33,426,498 Preferred Shares, and the conversion of debt owed to it by the Corporation as of December 31, 2020 amounting to P1,389,961,828 to equity as payment for the aforesaid 33,426,498 Preferred Shares with the excess of the debt over the par value of preferred shares recorded as Additional Paid In Capital.

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

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

On November 11, 2021, Management filed the financial restructuring project to SEC. Prior to submission of the financial restructuring project with the SEC, Management had already agreed to 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 approval of the financial restructuring by the SEC.

On May 30, 2022, a Deed of Assignment of the loan was entered between Malaysia Garment Manufacturers (Pte) Ltd. and the Corporation in which the former unconditionally and irrevocably assigns, cedes, transfers and conveys unto the Corporation 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 Manufacturers (Pte) Ltd. and Trans-Pacific Oriental Holding Company, Inc., have undertaken to support the Corporation financially by not demanding payment of loans due to the former. Further, the Corporation will address its working capital requirements from the cash flows generated from its operations. Accordingly, the financial statements have been prepared on a going concern basis.

On March 29, 2023, Management completed all the aforementioned documents required by the SEC.

On April 4, 2023, the Corporation 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, subject to the submission of remaining requested document. Thereafter, a Payment Request Form will then be issued to the Corporation, which will signify acceptance by the SEC of the application to proceed with filing.

On June 26, 2023, the SEC approved simultaneously the Corporation's amendments to the Articles of Incorporation, decrease/ increase in authorized capital stock and equity restructuring. With the SEC approval, the Corporation can now focus on the operations and expansion of its subsidiary, FYN Green PET Corporation (FYGP), and the development of its 30 - hectare property located in Sta. Rosa City, Laguna.

On June 19, 2024, the Corporation received an Order from the SEC lifting the Order of Revocation of the Effectivity of the Corporation's Registration of Securities and Permit to Sell Securities to the Public issued by the SEC on August 26, 2002.

Notice of Involuntary Delisting

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

On April 3, 2023, representatives of the Corporation participated in a hearing conducted by the Exchange relating to the involuntary delisting proceedings involving the Corporation. The Corporation 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 Corporation 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 Corporation raised the following arguments:

a. There was no obstinate refusal on the part of the Corporation to comply with the directives of the Exchange and the Securities and Exchange Commission ("SEC").
b. The Corporation, in utmost good faith, exerted serious efforts to comply with the SEC directives. All the corporate actions of Corporation on the matter were timely and promptly disclosed to the PSE.
c. The SEC-Markets and Securities Regulation Department ("MSRD") will only act on the Corporation's amended registration statement after the approval of the Corporation's financial restructuring plan being reviewed by the SEC- Financial Analysis and Audit Division ("FAAD").
d. The Corporation will file its amended registration statement after it secures the SEC's approval of its financial restructuring plan. Thereafter, the Corporation will request SEC-MSRD to issue the corresponding Order Lifting the Order of Revocation dated August 26, 2002 against the Corporation.
e. The conversion of the Corporation's obligation to one of its 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 (P1,389,961,828.00) into equity has effectively wiped-out the deficit amounting to Six Hundred Eighty-Nine Million Thirty-One Thousand One Hundred Forty-Six Pesos (P689,031,146.00). The debt-to-equity conversion is part of the financial restructuring plan being carried out by the Corporation. The deficit would have been wiped-out had the SEC-FAAD approved the Corporation's financial restructuring plan.
f. The involuntary delisting will be prejudicial to the Corporation'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 Corporation.
g. In 2019, parallel to its efforts to solve its capital deficiency, the Corporation 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 Corporation 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.

On May 2, 2023, the Corporation received the PSE's Letter-Decision dated April 28, 2023 granting the Corporation's request to:

a. Suspend the involuntary delisting against the Corporation; and

b. Allow the Corporation until December 29, 2023 to complete the requirements of the SEC to amend its registration statement and its application for its financial restructuring plan, thereby obtaining (a) an effective registration of securities and permit to sell securities with the SEC and (b) attaining a positive stockholders' equity.

The Corporation requested for an extension from the PSE for its December 29, 2023 deadline to complete the SEC requirements relating to the Corporation's application for the approval of its Amended Registration Statement.

The PSE, in its Letter dated January 31, 2024, granted the Corporation's request for a six (6)-month non-extendible extension or until June 26, 2024 to complete the requirements of the SEC and obtain an effective registration of securities and permit to sell securities with the SEC; and (ii) to maintain the suspension of the involuntary delisting proceedings against the Corporation until the issuance of SEC's decision on the Corporation's application for the approval of its Amended Registration Statement or until June 26, 2024 whichever is earlier.

The Corporation received a Notice from the PSE dated December 4, 2024, announcing the lift of the trading suspension effective December 6, 2024. Considering that the trading of the Corporation's shares was suspended since September 25, 2002, the static threshold for the Corporation will be lifted upon the resumption of the Corporation's shares.

Final Assessment Notice from Bureau of Internal Revenue (BIR)

On September 26, 2024, Management of the Corporation notified its BOD that it had received from the BIR a Final Assessment Notice / Formal Letter of Demand (FAN/FLD) dated September 17, 2024 for calendar year 2022 on September 22, 2024.

The BIR assessed deficiency taxes, interests, surcharges, and penalties ("Tax Deficiencies") against the Corporation in the total amount of PhP280.4 million , broken down as follows:

1. Final Withholding Tax (FWT) – PhP 179.4 million
2. Final Withholding Value Added Tax (FWVAT) – PhP 86.0 million
3. Documentary Stamp Tax (DST) PhP 15.9 million
4. Compromise Penalties – PhP 0.1 million

As background, to wipe out the Corporation's deficit, the Corporation restructured its capital accounts and converted its liabilities into equity (Equity Restructuring). Particularly, the Corporation increased its authorized capital stock from PhP120.0 million to PhP647.3 million. Pursuant to the increase in the Corporation's authorized capital stock, Malaysia Garment Manufacturer's Pte. Ltd. (MG) subscribed to 33,426,498 preferred shares of stock in exchange for the conversion of the Corporation's outstanding

loan (principal and interest) amounting to PhP 1,419.3 million (Subject Loan) to equity as payment for the subscription, with the excess recorded as Additional Paid in Capital (APIC) to wipe out the Corporation's accumulated deficit (Debt-to-Equity Conversion).

The BIR alleges that the Deed of Assignment for the Debt-to-Equity Conversion resulted in a constructive receipt of income on the part of MG, which should be subject to final withholding tax.

The Corporation's legal counsel, filed the Corporation's Protest with Request for Reconsideration and/or Reinvestigation with the BIR Revenue Region 8A on October 28, 2024 (Protest).

In its Protest, the Corporation argues that the assignment of the Subject Loan in exchange for shares is part of the Debt to Equity Conversion - a capital transaction outside the ordinary course of business that does not result in taxable income, VAT, or DST for the Corporation or MG.

On the same date that legal counsel filed the Corporation's Protest, the Corporation's tax advisor also submitted a letter to the BIR to signify its alignment and conformity to the factual and legal arguments of the Protest filed by the Corporation through its legal counsel.

The Protest also included the Corporation's request for reinvestigation and to submit additional documents in support of the reinvestigation of the findings of the BIR.

On November 11, 2024, the Corporation received the BIR's letter granting the Corporation's request for reinvestigation. The reinvestigation will require the BIR to reassess its initial findings on the Corporation's Tax Deficiencies and re-examine the strong legal position of the Parent

The Corporation's legal counsel and tax advisor on the matter. The Corporation has 60 days from the date of filing of its Protest, or until December 27, 2024, within which to submit additional documents in support of the reinvestigation.

On December 27, 2024, the Corporation submitted all its relevant supporting documents in support of its Protest.

On February 6, 2025, the Corporation received the Final Decision on Disputed Assessments (FDDA) from the BIR denying the Corporation's Protest.

Under the Court of Tax Appeals (CTA) Rules, Section 228 of the Tax Code, relevant BIR issuances, prevailing jurisprudence, a petitioner may appeal the denial of its protest to the CTA within thirty (30) days from the receipt of the said denial, or in the Corporation's case until March 8, 2025.

On March 7, 2025, the Corporation filed its Petition for Review with the CTA.

The Corporation is of the position that the Equity Restructuring and Deed of Assignment are separate events, and both are not subject to income tax, VAT, and DST.

The Corporation, through its legal counsel, is taking the appropriate legal steps to assail the assessment on the grounds of lack of factual and legal basis.

Subsidiaries

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

SRTC never commenced commercial operations. In April 2000, SRTC sold its primary asset, a 40 hectare property in Sta. Rosa, Laguna, to Greenfield Development Corporation. SRTC used the proceeds of the said sale to settle its bank loans, pay substantially all its other liabilities and distribute advance liquidating dividends. On September 25, 2014, the stockholders approved the amendment of SRTC's AOI to shorten its life until December 31, 2014. Final liquidation will take place after approval of SRTC's liquidation application with the Philippine SEC. As at April 28, 2023, SRTC is in the process of accomplishing requirements needed for the cancellation of its registration with Bureau of Internal Revenue and Philippine SEC.

On June 6, 2019 and May 21, 2020, FYGP was registered with the SEC and PEZA as Ecozone Enterprise, respectively.

In 2020, FYGP acquired land and building to be used in its future operations. On March 14, 2023, FYGP submitted to PEZA its Certification for the Start of Commercial Operations (SCO) which was approved on May 5, 2023. FYGP started commercial operations on May 5, 2023.

<signature follows>

SIGNATURES

Pursuant to the requirement of Section 17 of the SRC Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati City on _____.

APOLINARIO L. POSIO
Executive Vice President / Chief Financial Officer

MAKATI CITY

SUBSCRIBED AND SWORN to before me this AUG 1 1 2025 affiant exhibiting to me his Government Issued ID, as follows;

Name	ID	Date Issued	Expiry Date
Apolinario L. Posio	Passport ID No. P3043199C	Jan. 25, 2023	Jan. 24, 2033

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Page No. 84
Book No. XXIX
Series of 2025.

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2026
IBP No.656155 Lifetime Member
MCLE Compliance No. VII-0022734
Appointment No. M-007(2025-2026)
PTR No.0466005 Jan. 2, 2025
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Brgy Pio Del Pilar, Makati City

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **CONSOLACION A. SANCHEZ**, Filipino, of legal age, and with office address at 262-A Teresa St. Sta. Mesa, Manila Metro Manila, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **FILSYN CORPORATION** and have been its independent director since 2015.

2. I am affiliated with the following companies or organizations:

Company / Organization	Position / Relationship	Period of Service
Cemtex Apparel, Inc.	Director	May 9, 1989 to Present
Far Eastern International Garments, Inc.	Director	August 1989 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to nor a nominee or representative of nay director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.

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

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this AUG 19 2025 day of 2025 at MAKATI CITY.

CONSOLACION A. SANCHEZ
Affiant

SUBSCRIBED AND SWORN to before me this AUG 19 2025 at MAKATI CITY affiant personally appeared before me and exhibited to me her Senior Citizen ID No. 085589 as competent evidence of her identity.

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Page No. 99;
Book No. XXX
Series of 2025

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2026
IBP No.656155 Lifetime Member
MCLE Compliance No. VII-0022734
Appointment No. M-007(2025-2026)
PTR No.10466005 Jan. 2, 2025
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Brgy Pio Del Pilar, Makati City

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **Edmundo A. Ong**, Filipino, of legal age, and with address at AE Building, Rm.501, No. 827 Espeleta St. Sta. Cruz, Manila, Philippines, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **FILSYN CORPORATION**.

2. I am affiliated with the following companies or organizations:

Company / Organization	Position / Relationship	Period of Service
KMPG Taiwan	Taiwan Desk Manager	25 February 2019 to present
MJW Enterprise Co. Ltd.	International Sales Manager	1 August 2018 to 20 February 2019
Gregorio Trading	Senior Manager	1 August 2015 to 31 January 2017
DHL Express (Taiwan) Corporation	Country Global Account Manager	1 June 1998 to 31 March 2015
DHL International (HK) Ltd.	Business Development Manager for the Far East Region that includes Hongkong, Japan, Korea, Philippines, and China.	1 November 1995 to 31 May 1998

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to nor a nominee or representative of nay director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.

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

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this AUG 19 2025 day of 2025 at MAKATI CITY

Edmundo A. Ong
Affiant

SUBSCRIBED AND SWORN to before me this AUG 19 2025 at MAKATI CITY, affiant personally appeared before me and exhibited to me his _____ issued at the _____ on _____ and valid until _____.

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Page No. 99;
Book No. XXX
Series of 2025.

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2026
IBP No.656159 Lifetime Member
MCLE Compliance No. VII-0022734
Appointment No. M-007(2025-2026)
PTR No.0466005 Jan. 2, 2025
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Brgy Pio Del Pilar, Makati City

Annex H-3

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **SAMUEL V. TORRES**, Filipino, of legal age, and with office address at the 4th Floor, Grepalife Bldg., 221 Sen. Gil J. Puyat Avenue, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for Independent Director of **FILSYN CORPORATION** for the year 2025-2026 and have been its independent director since 2018.

2. I possess all the qualities and none of the disqualifications to serve as an Independent Director of **FILSYN CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

3. I am not related to nor a nominee or representative of any director/officer/substantial shareholder of **FILSYN CORPORATION** and its subsidiaries and affiliates.

4. To the best of my knowledge, I am not the subject of any pending criminal or administrative case before any court or tribunal.

5. I am not in government service nor affiliated with a government agency or GOCC.

6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of **FILSYN CORPORATION** of any changes in the abovementioned information with five (5) days from its occurrence.

Done on this 15th day of August 2025 at Makati City.

SAMUEL V. TORRES
Affiant

SUBSCRIBED AND SWORN to before me this AUG 1 8 2025 day of August 2025 at Makati City, affiant personally appeared before me and exhibited to me his Passport ID No. P2022842C as competent evidence of his identity.

JOSHUA B. LAPUZ
Notary Public for Makati City
Appointment No. M-16 / Until 12-31-25
Roll No. 45790 / IBP Lifetime No. 4897/07-03-03
PTR No. 10466007 / 01-02-25 / Makati City
MCLE No. VIII-0025286 / 03-27-25
G/F Fedman Suites, 199 Salcedo St
Legaspi Village, 1229 Makati City

Doc. No. 113;
Page No. 32;
Book No. 17;
Series of 2025.