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for
AUDITED FINANCIAL STATEMENT

SEC Registration Number

A S 0 9 3 - 0 0 5 2 7 7

COMPANY NAME

L B C E X P R E S S H O L D I N G S , I N C . (F O
R M E R L Y F E D E R A L R E S O U R C E S I N V E S
T M E N T G R O U P I N C .)

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

L B C H a n g a r , G e n e r a l A v i a t i o n C
e n t r e , D o m e s t i c A i r p o r t R o a d ,
P a s a y C i t y , M e t r o M a n i l a

Form Type

A A F S

Department requiring the report

S E C

Secondary License Type, If Applicable

COMPANY INFORMATION

Company's Email Address

N/A

Company's Telephone Number

8-856-8522

Mobile Number

N/A

No. of Stockholders

487

Annual Meeting (Month / Day)

2nd Monday of June

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Enrique V. Rey, Jr.

Email Address

evrey@lbcexpress.com

Telephone Number/s

8-856-8510

Mobile Number

N/A

CONTACT PERSON'S ADDRESS

LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila

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.





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

The management of LBC Express Holdings, Inc. (formerly Federal Resources Investment Group) is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2019 and 2018, 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 financial statements including the schedules attached therein, and submits the same to the stockholders.

SGV & Co., the independent auditor appointed by the stockholders, has audited the 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.

Signature: _____

MIGUEL ANGEL A. CAMAHORT

Chief Executive Officer and President

Signature: _____

ENRIQUE V. REY, JR.

Chief Finance Officer

Signed this 28th day of May 2020.




JUN 11 2020

SUBSCRIBED AND SWORN to before me in City of Pasay on
JUN 09 2020 affiants personally appeared before me and exhibited to me
their Tax Identification Nos.

<u>NAME</u>	<u>TIN</u>
Miguel Angel A. Camahort	101-292-392
Enrique V. Rey, Jr.	172-264-046

Doc. No. 326 :
Page No. 67 :
Book No. N :
Series of 2020.


NOTARY PUBLIC
Until December 31, 2020 Comm. 19-15
10 E-COM Center MOA, Pasay City
IBP No. 0899287 / 01-02-20 / PPLM
PTR No. 7017975 / 01-02-20 / PC
Roll No. 48387 MCLE VI-022292/4-14-22



JUN 11 2020

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
LBC Express Holdings, Inc.
LBC Hangar, General Aviation Centre
Domestic Airport Road
Pasay City, Metro Manila

Report on the Audit of the Parent Company Financial Statements

Opinion

We have audited the parent company financial statements of LBC Express Holdings, Inc. (the Parent Company), which comprise the parent company statements of financial position as at December 31, 2019 and 2018, parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including a summary of significant accounting policies.

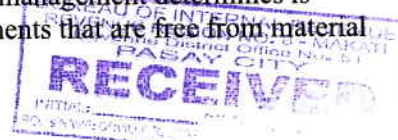
In our opinion, the accompanying parent company financial statements present fairly, in all material respects, the financial position of the Parent Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

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

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

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



JUN 11 2020



In preparing the parent company financial statements, management is responsible for assessing the Parent 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 Parent Company or to cease operations, or has no realistic alternative but to do so.

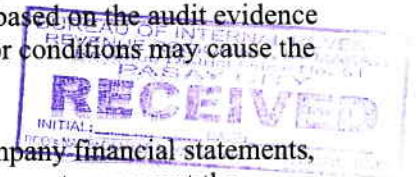
Those charged with governance are responsible for overseeing the Parent Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Parent Company Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company 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 parent company 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 parent company 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 Parent Company'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 Parent Company'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 parent company 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 Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the parent company financial statements, including the disclosures, and whether the parent company financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 is presented in a separate schedule for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of LBC Express Holdings, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Cyril Jasmin B. Valencia

Cyril Jasmin B. Valencia

Partner

CPA Certificate No. 90787

SEC Accreditation No. 1737-A (Group A),

January 24, 2019, valid until January 23, 2022

Tax Identification No. 162-410-623

BIR Accreditation No. 08-001998-74-2018,

February 26, 2018, valid until February 25, 2021

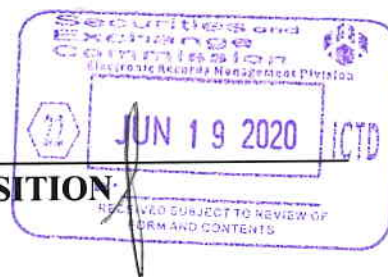
PTR No. 8125312, January 7, 2020, Makati City

May 28, 2020



LBC EXPRESS HOLDINGS, INC.
(Formerly Federal Resources Investment Group Inc.)

PARENT COMPANY STATEMENTS OF FINANCIAL POSITION



	December 31	
	2019	2018
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4 and 17)	₱1,838,629,131	₱1,548,935,345
Receivables (Notes 5, 8, 13, 14, 17 and 18)	718,559,131	1,582,609,349
Due from related parties (Notes 14, 17 and 18)	405,424,317	2,548,124
Investment at fair value through profit or loss (Notes 7, 17 and 18)	1,046,312	1,009,832
Prepayments and other current assets (Note 6 and 10)	18,198,795	10,040,713
Total Current Assets	2,981,857,686	3,145,143,363
Noncurrent Assets		
Investment in an associate (Note 8)	227,916,452	227,916,452
Investment in subsidiaries (Note 9)	2,194,053,032	1,930,554,146
Deferred tax assets (Note 16)	533,038	—
Advances for future investment in shares (Note 14)	—	439,823,608
Other noncurrent assets (Note 6 and 10)	388,350,925	—
Total Noncurrent Assets	2,810,853,447	2,598,294,206
	₱5,792,711,133	₱5,743,437,569
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts and other payables (Notes 11 and 17)	₱6,795,180	₱21,235,719
Dividend payable (Notes 14, 17 and 18)	14,775,250	285,173,094
Due to related parties (Notes 14, and 17)	43,741	266,771
Total Current Liabilities	21,614,171	306,675,584
Noncurrent Liabilities		
Derivative liability (Notes 12, 17 and 18)	2,048,681,561	1,406,175,427
Bond payable (Notes 12, 17 and 18)	1,247,021,058	1,108,417,074
Deferred tax liability (Note 16)	—	4,796,731
Total Noncurrent Liabilities	3,295,702,619	2,519,389,232
	3,317,316,790	2,826,064,816
Equity		
Capital stock (Note 13)	1,425,865,471	1,425,865,471
Additional paid in capital	55,420,327	55,420,327
Retained earnings	994,108,545	1,436,086,955
Total Equity	2,475,394,343	2,917,372,753
	₱5,792,711,133	₱5,743,437,569



See accompanying Notes to Parent Company Financial Statements.



LBC EXPRESS HOLDINGS, INC.**(Formerly Federal Resources Investment Group Inc.)****PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31	
	2019	2018
INCOME		
Dividends (Notes 9 and 14)	₱723,002,743	₱1,582,594,366
Service fees (Note 14)	30,872,114	29,929,719
Interest (Note 4, 10 and 14)	43,078,225	23,164,559
	796,953,082	1,635,688,644
OPERATING EXPENSES (Note 15)	51,687,177	48,013,659
OTHER INCOME (EXPENSE)		
Gain (loss) on derivative (Note 12)	(642,506,134)	454,198,052
Foreign exchange gain (loss) - net	(9,571,924)	91,210,437
Interest expense (Note 12)	(183,923,419)	(161,654,374)
Others - net (Note 7)	101,745	3,913,821
	(835,899,732)	387,667,936
INCOME (LOSS) BEFORE INCOME TAX	(90,633,827)	1,975,342,921
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 16)	(5,121,785)	4,825,235
NET INCOME (LOSS)	(85,512,042)	1,970,517,686
OTHER COMPREHENSIVE INCOME	—	—
TOTAL COMPREHENSIVE INCOME (LOSS)	(₱85,512,042)	₱1,970,517,686

See accompanying Notes to Parent Company Financial Statements.**JUN 11 2020**

LBC EXPRESS HOLDINGS, INC.**(Formerly Federal Resources Investment Group Inc.)****PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY**

	Share Capital (Note 13)	Share Premium	Retained Earnings (Note 13)	Total
For the year ended December 31, 2019				
Balances as at January 1, 2019	₱1,425,865,471	₱55,420,327	₱1,436,086,955	₱2,917,372,753
Comprehensive income				
Net loss	—	—	(85,512,042)	(85,512,042)
Other comprehensive income	—	—	—	—
Total comprehensive loss	—	—	(85,512,042)	(85,512,042)
Dividends declared (Note 14)	—	—	(356,466,368)	(356,466,368)
Balances as of				
December 31, 2019	₱1,425,865,471	₱55,420,327	₱994,108,545	₱2,475,394,343
For the year ended December 31, 2018				
Balances as at January 1, 2018	₱1,425,865,471	₱55,420,327	(₱249,257,637)	₱1,232,028,161
Comprehensive income				
Net income	—	—	1,970,517,686	1,970,517,686
Other comprehensive income	—	—	—	—
Total comprehensive income	—	—	1,970,517,686	1,970,517,686
Dividends declared (Note 14)	—	—	(285,173,094)	(285,173,094)
Balances as of				
December 31, 2018	₱1,425,865,471	₱55,420,327	₱1,436,086,955	₱2,917,372,753

See accompanying Notes to Parent Company Financial Statements.

**JUN 11 2020**

LBC EXPRESS HOLDINGS, INC.
(Formerly Federal Resources Investment Group Inc.)
PARENT COMPANY STATEMENTS OF CASH FLOWS

	Years Ended December 31	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	(P90,633,827)	P1,975,342,921
Adjustments for:		
Interest expense (Note 12)	183,923,419	161,654,374
Unrealized fair value gain on investment at fair value through profit or loss (Note 7)	(36,480)	(9,832)
Interest income (Notes 4, 10 and 14)	(43,078,225)	(23,164,559)
Unrealized foreign exchange loss (gain) - net	9,571,924	(91,210,437)
Loss (gain) on derivative (Note 12)	642,506,134	(454,198,052)
Dividend income (Notes 9 and 14)	(723,002,743)	(1,582,594,366)
Operating loss before changes in working capital	(20,749,798)	(14,179,951)
Changes in working capital:		
Decrease (increase) in:		
Receivables	(10,075,318)	3,666,122
Prepayments and other current assets	(10,116,086)	(7,086,359)
Other noncurrent assets	(390,855,625)	-
Decrease in accounts and other payables	(12,854,789)	(4,187,623)
Net cash used in operations	(444,651,616)	(21,787,811)
Interest received	42,127,088	23,164,559
Net cash provided by (used in) operating activities	(402,524,528)	1,376,748
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from redemption of investment at fair value through profit or loss	20,000,000	617,757,777
Advances for future investment in shares (Note 14)	-	(439,823,608)
Dividends received (Notes 18 and 19)	1,092,480,591	-
Acquisitions of:		
Investment in an associate (Notes 8 and 19)	-	(218,265,077)
Investment at fair value through profit or loss (Note 7)	(20,000,000)	(328,580,000)
Investments in subsidiaries (Note 9)	(10,206,600)	(359,861,780)
Increase in due from related parties (Notes 14 and 19)	(216,960,049)	(150,081,862)
Net cash provided by (used in) investing activities	865,313,942	(878,854,550)
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in due to related parties	-	266,771
Dividends paid	(121,750,437)	-
Net cash provided by (used in) financing activities	(121,750,437)	266,771
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	341,038,977	(877,211,031)
EFFECT OF FOREIGN CURRENCY EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(51,345,191)	141,788,078
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,548,935,345	2,284,358,298
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	P1,838,629,131	P1,548,935,345

See accompanying Notes to Parent Company Financial Statements.



LBC EXPRESS HOLDINGS, INC.

(Formerly Federal Resources Investment Group Inc.)

NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

1. Corporate Information

LBC Express Holdings, Inc. (referred to as the "Parent Company" or "LBCH"), formerly Federal Resources Investment Group Inc. (FED), was registered with the Securities and Exchange Commission (SEC) on July 12, 1993.

The ultimate parent of the Company is LBC Development Corporation (LBCDC). The Araneta Family is the ultimate beneficial owner of the Parent Company.

FED, before it was acquired by LBCH, undertook an Initial Public Offering and on December 21, 2001, FED's shares were listed on the Philippine Stock Exchange (PSE).

The Parent Company invests, purchases or disposes real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation, association, domestic and foreign.

The Parent Company is a public holding company with investments in businesses of messengerial either by sea, air or land of letters, parcels, cargoes, wares, and merchandise; acceptance and remittance of money, bills payment and the like; performance of other allied general services from one place of destination to another within and outside of the Philippines; and foreign exchange trading.

The Parent Company's registered office address is at LBC Hangar, General Aviation Centre, Domestic Airport Road, Pasay City, Metro Manila, Philippines.

The accompanying financial statements of the Parent Company has been approved and authorized for issue by the Parent Company's Board of Directors (BOD) on May 28, 2020.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these parent company financial statements is set out below. These policies have been constantly applied to all years presented, unless otherwise stated.

Basis of Preparation

The financial statements of the Parent Company have been prepared using the historical cost basis, except for investments at fair value through profit or loss (FVPL) and derivatives that have been measured at fair value. The parent company financial statements are presented in Philippine Peso (₱), which is also the Parent Company's functional currency. All amounts are rounded off to the nearest peso unit unless otherwise indicated. The Parent Company prepares consolidated financial statements which are available in its official place of business.

Statement of Compliance

The accompanying financial statements of the Parent Company have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).



Changes in Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the Parent Company financial statements are consistent with those followed in the preparation of the Parent Company's annual financial statements for the year ended December 31, 2018, except for the adoption of new standards effective as of January 1, 2019. The Parent Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Except otherwise stated, the adoption of the new accounting standards, amendments and interpretations which apply for the first time in 2019, do not have an impact on the separate financial statements of the Parent Company.

- **PFRS 16, *Leases***

PFRS 16 supersedes PAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases-Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under PFRS 16 is substantially unchanged under PAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in PAS 17. Therefore, PFRS 16 did not have an impact for leases where the Parent Company is the lessor.

This Standard had no significant impact to the Parent Company.

- **Amendments to PFRS 9, *Prepayment Features with Negative Compensation***

Under PFRS 9, a debt instrument can be measured at amortized cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to PFRS 9 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. The amendments should be applied retrospectively and are effective from January 1, 2019, with earlier application permitted.

These amendments had no impact on the financial statements of the Parent Company.

- **Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement***

The amendments to PAS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

- Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event
- Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).



The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognized in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognized in other comprehensive income.

The amendments apply to plan amendments, curtailments, or settlements occurring on or after the beginning of the first annual reporting period that begins on or after January 1, 2019, with early application permitted. The amendments had no impact on the financial statements of the Parent Company as it did not have any plan amendments, curtailments, or settlements during the period.

- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*

The amendments clarify that an entity applies PFRS 9 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in PFRS 9 applies to such long-term interests.

The amendments also clarified that, in applying PFRS 9, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognized as adjustments to the net investment in the associate or joint venture that arise from applying PAS 28, *Investments in Associates and Joint Ventures*.

The amendments should be applied retrospectively and are effective from January 1, 2019, with early application permitted. Since the Parent Company does not have such long-term interests in its associate and/or joint venture, the amendments do not have an impact on its financial statements for the year ended December 31, 2019.

- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of PAS 12, *Income Taxes*, and does not apply to taxes or levies outside the scope of PAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments.

The interpretation specifically addresses the following:

- whether an entity considers uncertain tax treatments separately
- the assumptions an entity makes about the examination of tax treatments by taxation authorities
- how an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- how an entity considers changes in facts and circumstances

The entity is required to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and use the approach that better predicts the resolution of the uncertainty. The entity shall assume that the taxation authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If an entity concludes that it is not probable that the taxation authority will accept an uncertain tax treatment, it shall reflect the effect of the uncertainty for



each uncertain tax treatment using the method the entity expects to better predict the resolution of the uncertainty.

Upon adoption of the Interpretation, the Parent Company considered whether it has any uncertain tax positions, particularly those relating to the taxability of certain income and the non-deductibility of certain expenses for income tax reporting purposes. This interpretation did not have any impact to the Parent Company's financial statements because there is no uncertainty involved in the tax treatments made by management in connection with the calculation of its current and deferred taxes.

- *Annual Improvements to PFRSs 2015-2017 Cycle*

- *Amendments to PFRS 3, Business Combinations, and PFRS 11, Joint Arrangements, Previously Held Interest in a Joint Operation*

The amendments clarify that, when an entity obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in PFRS 3. The amendments clarify that the previously held interests in that joint operation are not remeasured.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2019 and to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after January 1, 2019, with early application permitted. These amendments have currently no impact to the Parent Company.

- *Amendments to PAS 12, Income Tax Consequences of Payments on Financial Instruments Classified as Equity*

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognizes the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with earlier application permitted. These amendments have currently no impact to the Parent Company.

- *Amendments to PAS 23, Borrowing Costs, Borrowing Costs Eligible for Capitalization*

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.



An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after January 1, 2019, with early application permitted. These amendments have currently no impact to the Parent Company.

Standards Issued But Not Yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Parent Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Parent Company intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2020

- *Amendments to PFRS 3, Definition of a Business*

The amendments to PFRS 3 clarify the minimum requirements to be a business, remove the assessment of a market participant's ability to replace missing elements, and narrow the definition of outputs. The amendments also add guidance to assess whether an acquired process is substantive and add illustrative examples. An optional fair value concentration test is introduced which permits a simplified assessment of whether an acquired set of activities and assets is not a business.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

These amendments have no impact on the financial statements of the Parent Company.

- *Amendments to PAS 1, Presentation of Financial Statements, and PAS 8, Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments refine the definition of material in PAS 1 and align the definitions used across PFRSs and other pronouncements. They are intended to improve the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements.

An entity applies those amendments prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted.

The amendments will apply on future disclosures of the Parent Company.

Effective beginning on or after January 1, 2021

- *PFRS 17, Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a



comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2021, with comparative figures required. Early application is permitted.

PFRS 17 is not applicable to the Parent Company since it does not have activities that are predominantly connected with insurance or issue insurance contracts.

Deferred effectivity

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

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3, *Business Combinations*. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

These amendments are not expected to have any impact to the Parent Company.

Current versus Noncurrent Classification

The Parent Company presents assets and liabilities in the statement of financial position based on current or noncurrent classification.

An asset is current when it is:

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

All other assets are classified as noncurrent.

A liability is current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.



All other liabilities are classified as noncurrent.

Deferred income tax asset is classified as noncurrent asset.

Cash and Cash Equivalents

Cash and cash equivalents are stated at face value. Cash pertains to cash in banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from the dates of placement and that are subject to an insignificant risk of changes in value. Cash in banks and cash equivalents earn interest at prevailing bank deposit rates.

Fair Value Measurement

The Parent Company measures financial instruments at fair value at each reporting date.

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

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

The principal or the most advantageous market must be accessible to the Parent Company.

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

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

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

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

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

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



Financial Assets and Financial Liabilities

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

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 Parent Company's business model for managing them. The Parent Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

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.

The Parent Company'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.

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

The classification of financial instruments at initial recognition depends on the contractual terms and the business model for managing the instruments. Financial instruments are initially measured at fair value, except in the case of financial assets and financial liabilities recorded at FVPL, transaction costs are added to, or subtracted from, this amount.

The Parent Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortized cost
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and loss (FVPL)

Accordingly, the Parent Company classifies and measures its unquoted investments at FVPL.

Subsequent measurement

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

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



The subsequent measurement of financial assets depends on the classification as described below:

Business model assessment

The Parent Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Parent Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- how managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected); and
- the expected frequency, value and timing of sales are also important aspects of the Parent Company's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized in a way that is different from the Parent Company's original expectations, the Parent Company does not change the classification of the remaining financial assets held in that business model but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Contractual cash flows assessment

For each financial asset, the Parent Company assesses the contractual terms to identify whether the instrument is consistent with the concept of SPPI.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Parent Company applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVPL.

Financial assets at amortized cost (debt instrument)

This category is the most relevant to the Parent Company. The Parent Company measures its financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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.



This category generally applies to cash and cash equivalents, dividends receivables, loans receivable and due from related parties.

Financial assets at fair value through OCI (debt instruments)

The Parent Company measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and;
- Selling and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at fair value with unrealized gains and losses recognized in OCI. Impairment losses on such financial assets are accounted for as an adjustment to the unrealized gains and losses in OCI, with a corresponding charge to profit or loss. Interest income and foreign exchange gains and losses are recognized in profit or loss in the same manner as for debt instruments at amortized cost.

Where the Parent Company holds more than one investment in the same security, they are deemed to be disposed on a first-in first-out basis. On derecognition, unrealized gains or losses previously recognized in OCI are reclassified from OCI to profit or loss under operating income.

As at December 31, 2019, the Parent Company has no debt instruments at FVOCI.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Parent Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

After initial measurement, such equity investments are subsequently measured at fair value with unrealized gains and losses recognized in OCI. Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognized in profit or loss as other operating income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such dividends are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

As at December 31, 2019, the Parent Company has no equity instruments through OCI.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.



Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of comprehensive income.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Financial assets at FVPL are subsequently measured at fair value with net changes in fair value recognized in profit or loss as other income (charges).

As at December 31, 2019, the Parent Company measures its unquoted investment at FVPL (see Note 7).

Impairment of Financial Assets

The Parent Company recognizes an allowance for expected credit losses (ECL) for all debt instruments not held 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 Parent Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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).

The Parent Company determines whether to apply to general approach or the simplified approach when calculating the provision for ECL. Under the general approach, at each reporting date, the Parent Company recognizes a loss allowance based on either 12-month ECLs or Lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instrument since initial recognition. Under the simplified approach, the changes in credit risk are not tracked and loss allowances are measured at amounts equal to lifetime ECL.

For due from related parties, loans receivable and cash and cash equivalents, the Parent Company applies the general approach.

For financial assets for which the Parent Company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.



As of December 31, 2019, the Parent Company has not determined any expected credit loss for its financial assets subject for impairment.

Write-offs

Financial assets are written off either partially or in their entirety only when the Parent Company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment loss.

Financial Liabilities

Initial recognition and measurement

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

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

The Parent Company's financial liabilities include accounts and other payables (excluding taxes payable), due to related parties, dividends payable and bond payable.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Parent Company that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied.

The Parent Company's derivative liability is classified under this category (Notes 12, 17 and 18).

Loans and borrowings

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

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



This category generally applies to 'accounts and other payables', 'due to related parties', 'dividends payable', and 'bond payable' presented in the statement of financial position.

Reclassification

If the business model under which the Parent Company holds the financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that results in reclassifying the Parent Company's financial assets. Reclassification of financial assets designated at FVPL at initial recognition is not permitted.

Determination of Fair Value

The fair value of financial assets and financial liabilities traded in active markets is based on quoted market price at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3.

'Day 1' Difference

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

Offsetting of Financial Assets and Financial Liabilities

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

Prepayments and Other Current Assets

Prepayments and other current assets in the form of input value-added tax and creditable withholding tax are recognized as assets to the extent it is probable that the benefit will flow to the Parent Company. These are derecognized when there is a legally enforceable right to apply the recognized amounts against the related tax liability within the period prescribed by the relevant tax laws.

Impairment of Nonfinancial Assets

The Parent Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Parent Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in



use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in the statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of comprehensive income unless the asset is carried at revalued amount, in which case, the reversal is treated as a revaluation increase. After such reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Investment in an Associate

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

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

Investments in an associate are accounted for under the cost method less accumulated provision for impairment losses, if any.

An associate is an entity in which the Parent Company has a significant influence, and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but has no control or joint control over those policies.

The Parent Company recognizes income from the investment only to the extent that the Parent Company receives or has earned the right to receive distribution from the accumulated profits of the investee arising after the date of the acquisition. Distributions received in excess of such profits are regarded as recovery of investment and are recognized as a reduction of the cost of the investment.

The Parent Company determines at each end of the reporting period whether there is any objective evidence that the investments in the investee companies are impaired. If this is the case, the Parent Company calculates the amount of impairment as being the difference between the recoverable amount of the investee company and the carrying cost and recognized the amount in profit or loss.

Investment in Subsidiaries

Investment in subsidiaries is accounted for using the cost method less any accumulated impairment in value, in the financial statements of the Parent Company in accordance with PAS 27. On acquisition date of the investment, the excess of the cost of investment over the investor's share in the net fair



value of the investee's identifiable assets, liabilities and contingent liabilities is included in the carrying amount of the investment and not amortized.

The Parent Company controls an investee when it 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.

The Parent Company controls an investee if and only if the Parent Company has all the following:

- power over the investee (i.e. existing rights that give it the current 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.

The Parent Company recognizes income from the investment only to the extent that the Parent Company receives distributions from accumulated income of the subsidiary arising after the date of acquisition. Distribution received in excess of such income is regarded as a recovery of investment and are recognized as a reduction of the cost of the investment.

Embedded Derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

The Parent Company assesses whether embedded derivatives are required to be separated from the host contracts when the Parent Company first becomes a party to the contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives are bifurcated from their host contracts, when the following conditions are met:

- (a) the entire hybrid contracts (composed of both the host contract and the embedded derivative) are not accounted for as financial assets and liabilities at FVPL;
- (b) when their economic risks and characteristics are not closely related to those of their respective host contracts; and
- (c) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative.

Embedded derivatives that are bifurcated from the host contracts are accounted for either as financial assets or financial liabilities at FVPL. Changes in fair values are included in the statement of comprehensive income. The embedded derivatives of the Parent Company pertain to the equity conversion and redemption options components of the issued convertible debt instrument (see Note 12).

Equity

The Parent Company considers the underlying substance and economic reality of its own equity instruments and not merely its legal form in determining its proper classification.

Capital stock

The Parent Company records common stocks at par value and the amount of the contribution in excess of par value is accounted for as an additional paid-in capital. Incremental costs incurred directly attributable to the issuance of new shares are deducted from proceeds.



Retained earnings

Retained earnings represent accumulated earnings (losses) of the Parent Company less dividends declared, and any adjustments arising from application of new accounting standards, policies or corrections of errors applied retrospectively. Dividends on common stocks are recognized as a liability and deducted from equity when declared.

Revenue Recognition

Revenue from contract with customers

Revenue is recognized based on a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The requirements of revenue from contract with customers do not have significant impact on the Parent Company's financial statements since its revenue is primarily derived from dividend, interest income and service which are distinct performance obligations with specific transaction price. The existing accounting policies of these revenue streams are already in accordance with PFRS 15.

The following specific recognition criteria must also be met before revenue is recognized:

Service fees

Service revenue is recognized when services are rendered.

Dividend income

Dividend income is recognized when the Parent Company's right to receive payment is established, which is generally when shareholders approve the dividend. This is recognized as dividend income in the statement of comprehensive income.

Interest income

Interest income is recognized on a time-proportion basis using the effective interest method. Interest income from bank deposits is presented net of applicable tax withheld by the banks.

Other income

Other income is recognized when earned.

Expense Recognition

Expenses are recognized in profit or loss when decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be reliably measured.

Expenses are recognized in the statement of comprehensive income:

- on the basis of a direct association between the costs incurred and the earning of specific items of income;
- on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association can only be broadly or indirectly determined; or
- immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify, for recognition in the statement of financial position as an asset.



Income Taxes

The tax expense for the period comprises of current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity.

Current tax

Current 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 have been enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

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

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefit of unused tax credits from excess minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and net operating losses carryover (NOLCO), to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from MCIT and NOLCO can be utilized.

Deferred tax assets are not recognized when they arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of transaction, affects neither the accounting income nor taxable income or loss. Deferred tax liabilities are not provided on nontaxable temporary differences associated with investments in domestic subsidiaries, associates and interests in joint ventures.

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 future taxable income 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 allow deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Movements in the deferred tax assets and liabilities arising from changes in tax rates are credited to or charged against income for the period.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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



Foreign Currency-Denominated Transactions and Translations

Foreign currency transactions are recorded in Philippine Peso at prevailing exchange rates at the time of the transactions. Exchange gains or losses resulting from foreign currency transactions are credited or charged to current operations. Foreign currency-denominated monetary assets and liabilities of the Parent Company are translated to Philippine Peso using the Philippine Dealing and Exchange Corporation closing rate at the reporting date. Foreign exchange differences arising from foreign currency translation are also credited or charged to statement of comprehensive income.

Provisions

Provisions are recognized when the Parent Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Where the Parent Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of comprehensive income net of any reimbursement. Provisions are included in current liabilities, except for those with maturities greater than 12 months after the reporting period, which are then classified as non-current liabilities. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is recognized in profit or loss.

Contingencies

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but disclosed when an inflow of economic benefit is probable.

Events after the Reporting Date

Post year-end events up to the date when the financial statements are authorized for issue that provide additional information about the Parent Company's position at each reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the financial statements, when material.

3. Significant Accounting Judgments and Estimates

The preparation of the Parent Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Management believes the following represent a summary of these significant estimates and assumptions:

Judgments

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



Determining significant influence over an investee company

The Parent Company determined that it exercises significant influence over its associate by considering, among others, its ownership interest (holding 30% of the voting power of the investee), board representation and other contractual terms (see Note 8).

The carrying amount of the investment in associate amounted to ₱227.92 million as of December 31, 2019 and 2018 (see Note 8).

Estimates and Assumptions

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

Assessing impairment losses on financial assets

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows, including collectability, collateral values and other credit enhancements, when determining impairment losses.

Additional judgments are also made in assessing a significant increase in credit risk. These estimates are driven by a number of factors, changes of which can result in different levels of allowances.

The Parent Company's impairment calculations are outputs of statistical models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the impairment models that are considered accounting judgements and estimates include:

- the Parent Company's criteria defining default and for assessing if there has been a significant increase in credit risk;
- the segmentation of financial assets when impairment is assessed on a collective basis;
- development of impairment models, including the various formulas and the choice of inputs;
- determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs; and
- selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the impairment models.

It has been the Parent Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary. Increases or decreases on the allowance for impairment losses are recorded under operating expenses in profit or loss.

The Parent Company maintains an allowance for impairment losses at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by management based on collection experience and other factors that affect the collectability of the accounts.

Provision for impairment losses of nonfinancial assets

The Parent Company assesses impairment on nonfinancial assets (i.e. inventory, property and equipment and other assets) whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.



The factors that the Parent Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

If such indications are present and where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction while value-in-use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Parent Company is required to make estimates and assumptions that can materially affect the financial statements. Management assessed that other current assets amounting to ₱0.80 million were impaired as at December 31, 2018 (see Note 6).

Estimating fair value of embedded derivatives

The fair value of embedded derivatives, related to the issuance of convertible bond recorded in the statement of financial position as derivative liability, is measured using binomial pyramid model. The inputs to this model are taken from a combination of observable markets and unobservable market data. Changes in inputs about these factors could affect the reported fair value of the embedded derivatives and impact profit or loss (see Note 12).

The carrying value of the derivative liability amounted to ₱2,048.68 million and ₱1,406.18 million as at December 31, 2019 and 2018, respectively.

Recognizing deferred tax assets

The Parent Company reviews the carrying amounts of deferred tax assets at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable income will be available to allow all or part of the deferred tax assets to be utilized. Significant management 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 profits together with future tax planning strategies.

Realization of future tax benefit related to deferred tax assets is dependent on the Parent Company's ability to generate future taxable income during the periods in which they are expected to be recovered. The Parent Company has considered factors in reaching a conclusion as to the amount of deferred tax assets recognized as at December 31, 2019 and 2018. Management believes that the Parent Company will be able to generate future taxable income to allow for the realization of deferred tax assets.

Based on management's assessment, the Parent Company recognized deferred tax assets, net of deferred tax liabilities, amounting to ₱0.53 million and nil as of December 31, 2019 and 2018, respectively (see Note 16).



4. Cash and Cash Equivalents

This account consists of:

	2019	2018
Cash in banks	₱108,222,231	₱172,066,438
Cash equivalents	1,730,406,900	1,376,868,907
	₱1,838,629,131	₱1,548,935,345

Cash and cash equivalents earn interest at the respective bank deposit rates. Cash equivalents include short-term placements made for varying periods of up to three months depending on the immediate cash requirements of the Parent Company and earn interest at the prevailing short-term placements rates.

Cash and cash equivalents earn interest at the prevailing bank deposit rates ranging from 0.25% to 6.00% in 2019 and 2018. Interest income earned from cash and cash equivalents amounted to ₱34.21 million and ₱23.16 million in 2019 and 2018, respectively.

5. Receivables

This account consists of:

	2019	2018
Dividend receivable (Note 14)	₱708,002,743	₱1,582,594,366
Accrued interest receivable	466,087	—
Other receivable	10,090,301	14,983
	₱718,559,131	₱1,582,609,349

Dividend receivable pertains to unpaid cash dividends from LBC Express, Inc. (LBCE), a subsidiary of the Parent Company.

Accrued interest receivable pertains to the accrual of interest from loans receivable from Transtech Co., Ltd. (see Note 10).

Other receivable pertains to the receivable of the Parent Company from third parties.

The Parent Company's receivables are expected to be realized and fall due within one year after the reporting period.



6. Prepayments and Other Current Assets

This account consists of:

	2019	2018
Loans receivable (Note 10 and 14)	₱394,440,205	₱-
Input value-added tax (VAT)	8,283,594	5,804,480
Prepaid expenses	2,445,094	2,445,094
Creditable withholding taxes (CWTs)	1,376,558	800,326
Deferred input VAT	4,269	1,789,582
	406,549,720	10,839,482
Less allowance for impairment losses	-	798,769
Less noncurrent portion (Note 10 and 14)	388,350,925	-
	₱18,198,795	₱10,040,713

Loans receivable pertains to receivable of the Parent Company from Transtech Co., Ltd. and LBCE (see Note 10 and 14).

Input VAT arises from domestic purchases of goods and services and is offset against output tax. Management believes that the remaining balance is recoverable in future periods.

Prepaid expenses pertain to advance payment of service fee for cloud subscription services (see Note 14). The service fee is paid at the beginning of each quarter.

CWTs are attributable to taxes withheld by the withholding agents which are creditable against the income tax payable.

Noncurrent portion pertains to the noncurrent portion of the Parents Company's loans receivable to Transtech Co., Ltd. (see Note 10) and LBCE (see Note 14).

7. Investment at fair value through profit or loss (FVPL)

Investment at FVPL represents the Parent Company's investment in unit investment trust fund.

Movement of the investment at FVPL follow:

	2019	2018
Balance at beginning of period	₱1,009,832	₱290,177,777
Additions	20,000,000	328,580,000
Redemption	(20,000,000)	(617,757,777)
Unrealized fair value gain during the year	36,480	9,832
	₱1,046,312	₱1,009,832

In 2019 and 2018, the Parent Company recognized unrealized fair value gain of ₱36,480 and ₱9,832 related to investment at FVPL. This is presented under "Others - net" of "Other income (expenses)" in the statements of comprehensive income.



8. Investment in an Associate

On March 19, 2018, the Parent Company invested in Orient Freight International, Inc. (OFII), a company involved in freight forwarding, warehousing and customs brokerage businesses operating within the Philippines.

The Parent Company subscribed to 3,285,714 common shares out of the unissued capital stock of OFII at a subscription price of ₱44.40 per share for a total investment of ₱145.89 million. On the same date, the Parent Company purchased 1,150,000 secondary shares at ₱63.43 per share for a total consideration of ₱72.94 million from Rayomar Management, Inc. (RMI). These acquisitions contribute a total ownership of 30% on OFII for a total cost of shares of ₱218.83 million.

In relation to the acquisition of shares, the Parent Company shall also exert commercially reasonable efforts to direct a certain amount of additional annual recurring logistics service business to OFII for a period of five years from closing date.

The Parent Company incurred costs directly attributable to the investment amounting to ₱9.09 million which was considered as part of cost of investment.

The Parent Company's interest in OFII is accounted for using cost method less any accumulated impairment in value.

The fair values of the financial information of the Parent Company's investment in OFII as at the date of acquisition follows:

Current assets	₱499,483,690
Noncurrent assets	107,949,001
Current liabilities	(207,702,753)
Noncurrent liabilities	(33,206,763)
Equity	366,523,175
Share in equity - 30%	109,956,952
Excess of purchase price over fair value of net asset	108,873,250
Costs directly attributable to the investment	9,086,250
Carrying amount of the investment	₱227,916,452

No impairment loss was recognized for the investment in associate in 2019 and 2018.

The summarized statement of comprehensive income of the associate from January 1 to December 31, 2019 follows:

Revenue	₱1,334,969,460
Cost and expenses	1,247,787,887
Net income	87,181,573
Other comprehensive income	1,547,878
Total comprehensive income	₱88,729,451

On June 6, 2019, LBCH recognized dividend income from OFII amounting to ₱15.00 million for its 30% interest on OFII.



9. Investment in Subsidiaries

The Parent Company's investments in subsidiaries accounted for under cost method accounting adjusted for impairment losses, if any, and the related percentage of ownership are shown below:

	Country of Incorporation	Principal activities	Ownership	2019	2018
LBC Express, Inc.	Philippines	Logistics and money remittance	100%	₱1,384,670,966	₱1,384,670,966
LBC Mundial Corporation	United States of America	Logistics and money remittance	100%	361,897,536	—
LBC Express Airfreight (S) PTE. LTD.	Singapore	Logistics	100%	129,013,585	129,013,585
LBC Australia PTY Limited	Australia	Logistics	100%	98,462,863	98,462,863
LBC Mabuhay North America Corporation	United States of America	Logistics and money remittance	100%	59,894,464	—
QuadX Pte. Ltd.	Singapore	Digital logistics	86%	36,340,659	36,340,659
LBC Mabuhay Remittance Sdn Bhd	Brunei	Money remittance	50%	30,166,598	30,166,598
LBC Mabuhay (Malaysia) Sdn Bhd	Malaysia	Logistics	93%	24,682,710	24,682,710
LBC Mabuhay Hawaii Corporation	United States of America	Logistics and money remittance	100%	17,521,686	—
LBC Mabuhay (B) Sdn Bhd	Brunei	Logistics	50%	12,220,413	12,220,413
LBC Mabuhay Saipan Inc.	Saipan	Logistics and money remittance	100%	10,782,538	10,782,538
LBC Money Transfer PTY Limited	Australia	Money remittance	100%	10,392,254	10,392,254
Mermaid Co., Ltd	Japan	Logistics	100%	10,206,600	—
LBC Aircargo (S) Pte. Ltd	Singapore	Logistics	100%	7,800,160	7,800,160
QUADX Inc	Philippines	E-com web and logistics	—	—	186,021,400
				₱2,194,053,032	₱1,930,554,146

The Parent Company, although it owns 50% of the voting share of LBC Mabuhay (B) Sdn Bhd and LBC Mabuhay Remittance Sdn Bhd, in substance controls said entities since: (a) the activities of the subsidiaries are being conducted on behalf of the Parent Company according to its specific business need so that the Parent Company obtains benefits from the subsidiaries' operations; and (b) the Parent Company has the decision-making powers to obtain the majority of the benefits of the activities of the subsidiaries.

No allowance for impairment loss was recognized in the Parent Company's financial statements in 2019 and 2018.

QUADX Inc.

On March 19, 2018, through a Deed of Assignment, LBCE assigned its receivables from QUADX Inc. to the Parent Company amounting to ₱186.02 million. On the same date, the Parent Company and QUADX Inc. entered into a Subscription Agreement to subscribe and issue a total of 1,860,214 shares of stock of QUADX Inc. through the conversion of the assigned advances to equity which represents 86.11% ownership by the Parent Company. The increase in authorized capital stock of QUADX Inc. was approved by the SEC on June 14, 2018. QUADX Inc owns and operates e-commerce websites and primarily offers shipping, re-packing and consolidation facilities; multi-payment platforms, and digital services that serves clients in the Philippines.

On May 29, 2019, LBCH sold all its 1,860,214 common shares in QUADX Inc. to LBCE for ₱186,021,400 or ₱100 per share payable no later than two years from the execution of deed of absolute sale of share, subject to any extension as may be agreed in writing by the parties.



On July 1, 2019, LBCE sold all its 1,860,214 common shares in QUADX Inc. to LBCDC for ₱186,021,400 or ₱100 per share payable no later than two years from the date of execution of the deed of absolute sale of shares.

Overseas Entities

All entities acquired from overseas, except Mermaid Co., Ltd. and QuadX Pte. Ltd., are entities under common control of the Araneta Family.

Mermaid Co., Ltd

On October 31, 2019, the Parent Company acquired all 180 shares of Mermaid Co. Ltd., for a total purchase price of US \$200,000 or ₱10.21 million. Mermaid operates as a service for the shipping of household and other goods from expatriates living in Japan to their respective home countries, known as the “Balikbayan Box”. On December 12, 2019, the purchase of Mermaid was completed upon approval of Governmental Authorities of Japan.

LBC Mundial Corporation (LBC Mundial) and LBC Mabuhay North America Corporation (LBC North America)

Effective January 1, 2019, the Parent Company’s purchase of LBC Mundial Corporation and LBC Mabuhay North America Corporation was completed upon approval by the US regulatory bodies. The Parent Company acquired 100% ownership of LBC Mundial and LBC North America with a purchase price of US \$6,864,000 and US \$1,136,000, respectively. The total amount of ₱421.97 million are paid in full which was paid in advance by the Parent Company in 2018. These companies operate as a cargo and remittance company in California, USA and New Jersey, respectively.

LBC Mabuhay Hawaii Corporation

Effective July 1, 2019, the Parent Company’s purchase of LBC Mabuhay Hawaii Corporation, who operates as a cargo and remittance company in Hawaii, was completed upon the approval by the US regulatory bodies. The Parent Company purchased 1,536,408 shares or 100% of the total outstanding shares from LBC Holdings USA Corporation with a purchase price of US \$342,000 or ₱17.52 million.

QuadX Pte. Ltd.

On April 4, 2018, the BOD of the Parent Company approved the acquisition of 86.11% equity interest in QuadX Pte. Ltd., an entity domiciled in Singapore, through the following: (a) the purchase of 862 ordinary shares of QuadX Pte. Ltd. held by an individual shareholder, at the sale price of US \$1.00 per share; and (b) the subscription to 85,248 ordinary shares out of the unissued capital stock of QuadX Pte. Ltd. at the subscription price of US \$1.00 per share.

On April 23, 2018, the BOD of the Parent Company approved the infusion of additional capital to QuadX Pte. Ltd. in the amount of ₱31.86 million for the purpose of partially financing the purchase by the latter of Software Assets in the amount of ₱37.00 million from QUADX Inc.

QuadX Pte. Ltd. is engaged in digital logistics business.

LBC Mabuhay Saipan, Inc.

On March 7, 2018, the Parent Company acquired 100% ownership of LBC Mabuhay Saipan, Inc. (LBC Saipan) for a total purchase price of US \$207,652 or ₱10.80 million. LBC Saipan operates as a cargo and remittance Company in Saipan.



LBC Express Airfreight (S) Pte. Ltd., LBC Aircargo (S) Pte. Ltd., LBC Money Transfer PTY Limited and LBC Australia PTY Limited

On June 27, 2018, the BOD of the Parent Company approved the purchase of shares of various overseas entities. On the same date, the following Share Purchase Agreements (SPAs) were executed by the Parent Company and Jamal Limited, a transitory seller, for a total purchase price of US \$4.60 million or ₱245.67 million under the SPAs. Jamal Limited, a third party, purchased these entities from Advance Global Systems Limited, an entity under common control, prior to sale to the Parent Company.

Details follow:

Entity Name	Number of shares	Purchase price	Primary operation	Place of business
LBC Express Airfreight (S) Pte. Ltd. (LBC Singapore)	10,000	\$2,415,035	Cargo	Singapore
LBC Aircargo (S) Pte. Ltd. (LBC Taiwan)	94,901	146,013	Cargo	Taiwan
LBC Money Transfer PTY Limited. (LBC Australia Money)	10	194,535	Remittance	Australia
LBC Australia PTY Limited (LBC Australia Cargo)	223,500	1,843,149	Cargo	Australia

The transfer of the ownership of the shares and all rights, titles and interests thereto shall take place following the payment of the considerations defined. These entities operate as logistics and money remittance companies on the countries where they are domiciled.

LBC Mabuhay (Malaysia) SDN BHD

On August 15, 2018, the Parent Company approved the acquisition of 92.5% equity ownership of LBC Mabuhay (Malaysia) SDN BHD (LBC Malaysia) for a total purchase price of US \$461,782 or ₱24.68 million. LBC Malaysia engages in the business of courier services in Malaysia.

LBC Mabuhay (B) Sdn Bhd and LBC Mabuhay Remittance Sdn Bhd

On October 15, 2018, the Parent Company acquired 50% ownership of LBC Mabuhay Remittance Sdn Bhd and LBC Mabuhay (B) Sdn Bhd for total purchase price of US \$557,804 and US \$225,965, respectively, equivalent to ₱42.39 million. These entities operate as logistics and money remittance companies in Brunei, respectively.

Dividend Declarations of a Subsidiary

On November 29, 2019 and December 20, 2018, the BOD of LBCE approved the declaration of cash dividends amounting to ₱708.00 million and ₱1,582.59 million, respectively (see Note 13 and 14).

10. Receivables and Trademark Agreement with Transtech

On September 25, 2019, LBCH extended a 15-year 2.3% interest-bearing loan to Transtech Co. Ltd. (Transtech) amounting to \$1.80 million. Transtech, an entity incorporated in Japan, is involved in freight forwarding, warehousing, and packing business. Its services include forwarding of Balikbayan boxes from Japan to the Philippines.

Transtech shall pay interests on a quarterly basis. The Loan Agreement also constitutes a pledge by Transtech on its trademark for the benefit of LBCH, to secure LBCH's claims to the repayment of the loaned amount in case of default as defined in the Loan Agreement.



Subsequently, on September 30, 2019, Transtech granted LBCH an exclusive license to use its registered trademark subject to restrictions. LBCH may, in its discretion, use the trademark in combination with any text, graphics, mark, or any other indication. As consideration for the exclusive use of license, LBCH shall pay royalty of \$0.13 million annually.

In 2019, LBCH incurred royalty fee amounting to ₱1.59 million wherein the related payable was offset to LBCH's accrued interest receivable and loan receivable from Transtech amounting to ₱0.06 million and ₱1.53 million, respectively.

As of December 31, 2019, the outstanding balance of the loans receivable amounted to ₱89.82 million, ₱6.09 million of which is presented under 'Prepayment and other current assets' representing short-term portion and the long-term portion of ₱83.73 million is presented under 'Other noncurrent assets'. Interest income earned amounted to ₱0.53 million in 2019.

11. Accounts and Other Payables

This account consists of:

	2019	2018
Accruals:		
Professional fees	₱3,502,040	₱1,630,308
Dues and subscriptions	—	7,599,764
Deferred output VAT	2,584,113	579,297
Accounts payable	294,921	559,109
Output VAT	135,129	927,332
Withholding tax payable	23,674	33,231
Subscription payable	—	9,651,375
Other payable	255,303	255,303
	₱6,795,180	₱21,235,719

Accrued professional fees relates to audit fees and directors' fees. Accrued dues and subscriptions pertain to the monthly accrual of data cloud subscription. Accrued taxes include output VAT payable which are settled monthly.

Deferred output VAT arises from the uncollected receivables from vatable service fees.

Accounts payable arises from regular transactions with suppliers and service providers. These are noninterest-bearing and are normally settled on one to 60-day term.

Withholding tax payable pertains to taxes withheld on payment to suppliers which are settled on a monthly basis.

Subscription payable pertains to the unpaid subscription to the shares of OFII which was settled in 2019.



12. Convertible Instrument

This account consists of:

	2019	2018
Derivative liability		
Balance at beginning of year	₱1,406,175,427	₱1,860,373,479
Fair value loss (gain) on derivative	642,506,134	(454,198,052)
	₱2,048,681,561	₱1,406,175,427
Bond payable		
Balance at beginning of year	₱1,108,417,074	₱896,185,059
Accretion of interest	182,124,669	159,106,145
Unrealized foreign exchange loss (gain)	(45,319,435)	50,577,641
Amortization of issuance cost	1,798,750	2,548,229
	₱1,247,021,058	₱1,108,417,074

On June 20, 2017, the BOD of the Parent Company approved the issuance of convertible instrument. The proceeds of the issuance of convertible instrument will be used to fund the growth of the business of the Parent Company, including capital expenditures and working capital. Accordingly, on August 4, 2017, the Parent Company issued, in favor of CP Briks Pte. Ltd (CP Briks), a seven-year secured convertible instrument in the aggregate principal amount of US\$50.0 million (₱2,518.25 million) convertible at any time into 192,307,692 common shares of the Parent Company at the option of CP Briks initially at ₱13.00 per share conversion price, subject to adjustments and resetting of conversion price in accordance with the terms and conditions of the instrument as follow:

- effective on three years (3) from issuance date (the Reset Date) - if the 30-day Trading Day Weighted Average Price (TDWAP) of the Parent Company's common shares on the Principal Market prior to the Reset Date is not higher than the initial conversion price, the conversion price shall be adjusted on the Reset Date to the 30-day TDWAP prior to Reset Date;
- upon issuance of common shares for a consideration less than the conversion price in effect - the conversion price shall be reduced to the price of the new issuance;
- upon subdivision or combination (i.e., stock dividend, stock split, recapitalization or otherwise) - the conversion price in effect shall be proportionately reduced or increased; and
- other events or voluntary adjustment.

The convertible instrument (to the extent that the same has not been converted by CP Briks as the holder or by the Parent Company) is redeemable at the option of CP Briks, commencing on the 30th month from the issuance date at the redemption price equal to the principal amount of the bond plus an internal rate of 13% (decreasing to 12%, 11% and 10% on the 4th, 5th and 6th anniversary of the issuance date, respectively). The agreement also contains redemption in cash by the Parent Company at a price equal to the principal amount of the bond plus an internal rate of 13% (decreasing to 12%, 11% and 10% on the 4th, 5th and 6th anniversary of the issuance date, respectively) in case of a Change of Control as defined under the agreement.

The Parent Company also has full or partial right to convert the shares subject to various conditions including pre-approval of the PSE of the listing of the conversion shares and other conditions to include closing sale price and daily trading volume of common shares trading on the Principal Market and upon plan of offering, placement of shares or similar transaction with common share price at a certain minimum share price.



The convertible instrument is a hybrid instrument containing host financial liability and derivative components for the equity conversion and redemption options. The equity conversion and redemption options were identified as embedded derivatives and were separated from the host contract.

On October 3, 2017, the Parent Company entered into a pledge supplement with CP Briks whereby the Parent Company constituted in favor of CP Briks a pledge over all of the Parent Company's shares in LBCE consisting of 1,041,180,504 common shares, representing 100% of the total issued and outstanding capital stock of LBCE.

In the event of default, CP Briks may foreclose upon the pledge over LBCE shares as a result of which LBCE shares may be sold via auction to the highest bidder. The sale of LBCE shares in such public auction shall extinguish the outstanding obligation, whether or not the proceeds of the foreclosure sale are equal to the amount of the outstanding obligation. Under the terms of the pledge agreement, if LBCE shares are sold at a price higher than the amount of the outstanding obligation, any amount in excess of the outstanding obligation shall be paid to the Parent Company.

While CP Briks may participate in the auction of LBCE shares should there be a foreclosure, any such foreclosure of the pledge over LBCE shares and any resulting acquisition by CP Briks of equity interest in LBCE are always subject to the foreign ownership restrictions applicable to LBCE, which may not exceed 40% of the total issued and outstanding capital stock entitled to vote, and 40% of the total issued and outstanding capital stock whether or not entitled to vote, of LBCE.

Covenants

While the convertible instrument has not yet been redeemed or converted in full, the Parent Company shall ensure that neither it or its subsidiaries shall incur, create or permit to subsist or have outstanding indebtedness, as defined in the Omnibus Agreement, or enter into agreement or arrangement whereby it is entitled to incur, create or permit to subsist any indebtedness and that the Parent Company shall ensure on a consolidated basis that:

- a. Total Debt to EBITDA for any Relevant Period (12 months ending on the Parent Company's financial year) shall not exceed 2.5:1.
- b. The ratio of EBITDA to Finance Charges for any Relevant Period shall not be less than 5.0:1; and
- c. The ratio of Total Debt on each relevant date to Shareholder's Equity for that Relevant Period shall be no more than 1:1.

The determination and calculation of the foregoing financial ratios are based on the agreement and interpretation of relevant parties subject to the terms of the convertible instrument. The Parent Company is in compliance with the above covenants as at December 31, 2019, the latest Relevant Period subsequent to the issuance of the convertible instrument. Relevant period means each period of twelve (12) months ending on the last day of the Parent Company's financial year.

In relation to the issuance of the convertible instrument and following the entry of CP Briks as a stakeholder in the Parent Company, the Parent Company entered into the following transactions:

- a. On August 4, 2017, LBCE and LBCDC agreed for LBCE to discontinue royalty for the use of LBC Marks (see Note 18).
- b. On various dates, the Parent Company entered into the following transactions for the acquisition of certain overseas entities:
 - i. On March 7, 2018, the Parent Company acquired 100% ownership of LBC Mabuhay Saipan, Inc. (LBC Saipan) for a total purchase price of US \$207,652 or ₱10.80 million.



- ii. Effective January 1, 2019, the Parent Company was granted the regulatory approvals on the purchase of the following entities under LBC USA Corporation:
 - LBC Mundial Corporation (LBC Mundial) which operates as a cargo and remittance Group in California. The Parent Company purchased 4,192,546 shares or 100% of the total outstanding shares from LBC Holdings USA Corporation.
 - LBC Mabuhay North America Corporation (LBC North America) which operates as a cargo and remittance Parent Company in New Jersey. The Parent Company purchased 1,605,273 shares or 100% of the total outstanding shares from LBC Holdings USA Corporation.
- iii. Effective July 1, 2019, the Parent Company's purchase of LBC Mabuhay Hawaii Corporation, who operates as a cargo and remittance company in Hawaii, was completed upon the approval by the US regulatory bodies. The Parent Company purchased 1,536,408 shares or 100% of the total outstanding shares from LBC Holdings USA Corporation.
- iv. On June 27, 2018, the BOD of the Parent Company approved the purchase of shares of some overseas entities. The acquisition is expected to benefit the Parent Company by contributing to its global revenue streams. On the same date, the SPAs were executed by the Group and Jamal Limited, as follow:
 - LBC Aircargo (S) PTE. LTD. which operates as a cargo branch in Taiwan. The Parent Company purchased 94,901 shares or 100% of the total outstanding shares of the acquiree at a purchase price of US \$146,013;
 - LBC Money Transfer PTY Limited which operates as a remittance company in Australia. The Parent Company purchased 10 shares or 100% of the total outstanding shares of the acquiree at a purchase price of US \$194,535;
 - LBC Express Airfreight (S) PTE. LTD. which operates as a cargo company in Singapore. The Parent Company purchased 10,000 shares or 100% of the total outstanding shares of the acquiree at a purchase price of US \$2,415,035; and
 - LBC Australia PTY Limited which operates as a cargo company in Australia. The Parent Company purchased 223,500 shares or 100% of the total outstanding shares of the acquiree at a purchase price of US \$1,843,149.
- v. On August 15, 2018, the Parent Company approved the acquisition of 92.5% equity ownership of LBC Mabuhay (Malaysia) SDN BHD (LBC Malaysia) for a total purchase price of \$461,782 or ₱24.68 million.
- vi. On October 15, 2018, the Parent Company acquired the following overseas entities:
 - a. LBC Mabuhay Remittance Sdn. Bhd. which operates as a remittance company in Brunei. The Parent Company purchased one (1) share which represents 50% equity interest at the subscription price of US \$557,804 per share.
 - b. LBC Mabuhay (B) SDN BHD which operates as a cargo company in Brunei. The Parent Company acquired 50% of LBC Mabuhay (B) SDN BHD for a total purchase price of US \$225,965.
- vii. The documentation requirements for the acquisition of the remaining overseas entity is still in process.

Upon completion of the acquisitions discussed in (i) to (vi) above, the Parent Company will have acquired equity interests in twelve overseas entities which are affiliated to the Parent Company and LBCDC. In accordance with the directions from LBCDC, the Parent Company intends to complete the acquisition of the remaining overseas entity in 2020, after which the Parent



Company expects (on the basis of LBCDC's manifestations) settlement by LBCDC of all of its obligations to the Parent Company, except for the assigned receivables from QUADX Inc. which will be settled based on agreed terms. As at report date, LBCDC has not settled its obligations to the Parent Company pending completion of acquisition of the remaining overseas entity.

If an event of default shall have occurred and be continuing, CP Briks may require the Parent Company to redeem all or any portion of the convertible instrument, provided that CP Briks provides written notice to the Parent Company within the applicable period. Each portion of the convertible instrument subject to redemption shall be redeemed by the Parent Company at price equal to 100% of the conversion amount plus an internal rate of return (IRR) equal to 16% (inclusive of applicable tax, which shall be for the account of CP Briks).

13. Equity

Capital Stock

As at December 31, 2019 and 2018, the details of the Parent Company's common shares follow:

	Number of Shares of Stocks	Amount
Capital stock - ₱1 par value		
Authorized	2,000,000,000	₱2,000,000,000
Issued and outstanding	1,425,865,471	1,425,865,471

Retained Earnings

On September 12, 2019, the BOD of LBCH approved the declaration of cash dividends amounting to ₱356.47 million.

On February 8, 2019 and November 4, 2019, through a Memorandum of Agreement, LBCDC assigned to LBCH a portion of its payable to LBCE amounting to ₱229.37 million and ₱263.92 million, respectively. On March 18, 2019, LBCE paid stockholders of LBCH amounting to ₱11.82 million. The same amounts were offset against the dividends payable of LBCE to LBCH (see Note 18).

On December 20, 2018, the BOD of LBCH approved the declaration of cash dividends amounting to ₱285.17 million.

14. Related Party Transactions

In the normal course of business, the Parent Company transacts with related parties consisting of its ultimate parent company, its subsidiary and its stockholder and officer. Affiliates include those entities in which the owners of the Parent Company have ownership interests. These transactions include loans, cash advances, dividends and dues and subscription. Except as otherwise indicated, the outstanding accounts with related parties shall be settled in cash. The transactions are made at terms and prices agreed upon by the parties.



Details of related party transactions and balances as at and for the years ended December 31, 2019 and 2018 are as follow:

2019				
	Amount/Volume	Receivable	Terms	Conditions
<u>Due from a related party</u>				
<i>Subsidiary</i>				
a.) Service fee	₱30,872,114	₱19,956,615	Non-interest bearing; due and demandable	Unsecured, no impairment
b.) Cash advances	135,000,000	135,000,000	Non-interest bearing; due and demandable	Unsecured, no impairment
c.) Disposal of subsidiary	186,021,400	186,021,400	Non-interest bearing; due and demandable	Unsecured, no impairment
d.) Dividends earned and receivable	708,002,743	708,002,743	Non-interest bearing; due and demandable	Unsecured, no impairment
e.) Loan receivable- current portion	35,600,000	35,600,000	Interest bearing; fixed quarterly payments	Unsecured, no impairment
Interest income	8,338,686	421,620	Interest bearing; due and demandable	Unsecured, no impairment
<i>Officers/beneficial owners</i>				
f.) Advances	28,424,682	28,424,682	Non-interest bearing; due and demandable	Unsecured, no impairment
<i>Associate</i>				
g.) Dividends earned and receivable	15,000,000	—	Non-interest bearing; due and demandable	Unsecured, no impairment
		₱1,113,427,060		
<u>Due from a related party</u>				
e.) Loan receivable- noncurrent portion	₱304,623,325	₱304,623,325	Interest bearing; fixed quarterly payments	Unsecured, no impairment
<u>Due to related parties</u>				
h.) Dividends declared	₱356,466,368	₱14,775,250	Non-interest bearing; due and demandable	Unsecured
		43,741	Non-interest bearing; due and demandable	Unsecured
<i>Officer (Advances)</i>		₱14,818,991		
2018				
	Amount/Volume	Receivable	Terms	Conditions
<u>Due from a related party</u>				
<i>Subsidiary</i>				
a.) Service fee	₱29,929,719	₱2,548,124	Non-interest bearing; due and demandable	Unsecured, no impairment
d.) Dividends earned and receivable	1,582,594,366	1,582,594,366	Non-interest bearing; due and demandable	Unsecured, no impairment
j.) Advances for acquisition of shares	439,823,608	439,823,608	Non-interest bearing; due and demandable	Unsecured, no impairment
		₱2,024,966,098		
<u>Due to related parties</u>				
h.) Dividends declared	₱285,173,094	₱285,173,094	Non-interest bearing; due and demandable	Unsecured
<i>Affiliate - under common control</i>				
i.) Advances	221,323	221,323	Non-interest bearing; due and demandable	Unsecured
<i>Officer (Advances)</i>		45,448	Non-interest bearing; due and demandable	Unsecured
		₱285,439,865		

- a.) On June 30, 2017, LBCH signed an agreement with SAP Philippines, Inc. to acquire cloud services named HANA Enterprise Cloud for Production with Subscription Software ("HEC



Subscription”) for 60 months commencing on August 1, 2017 and ending on July 31, 2022. Subsequently, in a Memorandum of Agreement, LBCH gave LBCE the right to use the HEC Subscription and in turn shall pay LBCH a service fee equivalent to cost plus margin of five percent (5%). The service fee shall be paid at the beginning of each quarter. The mark-up will also be applied for any cost of consultancy services that will arise during the period of the subscription.

- b.) In December 2019, the Parent Company made advances to LBCE to finance its working capital requirements. These advances are non-interest bearing and payable on demand.
- c.) On May 29, 2019, LBCH sold all its 1,860,214 common shares in QUADX Inc. to LBCE for ₱186,021,400 or ₱100 per share payable no later than two years from the execution of deed of absolute sale of share, subject to any extension as may be agreed in writing by the parties.
- d.) LBCH recognized dividend income from LBCE amounting to ₱708.00 million in 2019 and ₱1,582.59 million in 2018. On February 8, 2019 and November 4, 2019, through a Memorandum of Agreement, LBCDC assigned to LBCH a portion of its payable to LBCE amounting to ₱229.37 million and ₱263.92 million, respectively. On March 18, 2019, LBCE paid stockholders of LBCH amounting to ₱11.82 million. The same amounts were offset against the dividends payable of LBCE to LBCH.
- e.) On April 29, 2019, LBCH entered into a loan agreement with LBCE amounting to ₱183.38 million at 4% interest per annum. Additional loans were granted to LBCE in the following months dated June 3, 2019 and July 22, 2019 amounting to ₱91.69 million and ₱80.93 million, respectively, with quarterly principal payments and monthly interest payments at 4% per annum. As of December 31, 2019, total outstanding loans receivable amounted to ₱340.22 million, ₱304.62 million of which is presented as noncurrent under “Other noncurrent assets”. Interest income earned from loans receivable amounted to ₱8.34 million in 2019 of which ₱0.42 million is still unpaid.
- f.) The Parent Company regularly makes advances to and from related parties to finance working capital requirements and as part of their cost reimbursements arrangement. These unsecured advances are non-interest bearing and payable on demand.
- g.) On June 6, 2019, LBCH recognized dividend income from OFIL amounting to ₱15.00 million for its 30% interest on OFIL.
- h.) On September 12, 2019, the BOD of LBCH approved declaration of cash dividends amounting to ₱356.47 million, in which ₱301.49 million is payable to LBCDC and remaining amount of ₱54.97 million is payable to the Parent Company’s minority shareholders. In 2019, the Parent Company fully paid its dividends payable to its minority shareholder.

On February 8, 2019 and November 4, 2019, through a Memorandum of Agreement, LBCDC assigned to LBCH a portion of its payable to LBCE amounting to ₱229.37 million and ₱263.92 million, respectively. The total amount of ₱493.29 million was offset against the Parent Company’s dividend payable to LBCDC. Also, in March 2019, LBCE paid LBCDC in behalf of LBCH amounting to ₱11.82 million. Moreover, in November 2019, LBCH paid LBDC in cash amounting to ₱22.80 million. As of December 31, 2019 the remaining dividend payable to LBDC amounted to ₱14.78 million.

- i.) This mainly consists of advances to subsidiaries for documentary stamp taxes and professional fees related to issuance of new shares.



- j.) On March 7, 2018, the BOD of the Parent Company approved the purchase of shares of the entities under LBC Express Holdings USA Corporation. The acquisition is expected to benefit the Parent Company by contributing to its global revenue streams. On the same date, the share purchase agreements (SPA) were executed by the Parent Company and LBC Express Holdings USA Corporation with a total share purchase price amounting to US \$8.34 million, subject to certain closing conditions. The transfer of the ownership of the shares and all rights, titles and interests thereto shall take place following the payment of the consideration defined and shall be subject to the necessary approvals of the US regulatory bodies that oversee and/or regulate the Companies. On various dates in 2019, the Parent Company was granted the regulatory approvals on the purchase of LBC Mundial Corporation, LBC Mabuhay North America Corporation and LBC Mabuhay Hawaii Corporation (see Note 9).

The Parent Company's key management personnel are employed by LBCE. As such, the compensation and other benefits of key management personnel are recorded in the books of LBCE.

Aside from required approval of related party transactions explicitly stated in the Corporation Code, the Parent Company has established its own related party transaction policy stating that any related party transaction involving amount or value greater than 10% of the Parent Company's total consolidated assets are deemed 'Material Related Party Transactions'. Such transactions shall be reviewed by the Related Party Transaction Committee (RPTC) prior to its endorsement for the Board's Approval. Moreover, any related party transaction involving less than 10% of the Group's total assets will be submitted to the President and CEO for review.

15. Operating Expenses

This account consists of:

	2019	2018
Dues and subscriptions	P29,341,123	P28,346,180
Professional fees	14,768,737	13,092,833
Taxes and licenses	3,738,016	769,644
Royalty fees	1,585,750	—
Outside services	640,435	3,720,893
Others	1,613,116	2,084,109
	P51,687,177	P48,013,659

Others comprise mainly of bank and finance charges and other administrative expenses.

16. Income Taxes

Provision for (benefit from) income tax consists of:

	2019	2018
Current	P207,984	P28,504
Deferred	(5,329,769)	4,796,731
	(P5,121,785)	P4,825,235

The provision for current tax represents MCIT in 2019 and 2018.



Details of the Parent Company's net deferred tax asset (liability) as of December 31, 2019 and 2018 follow:

	2019	2018
Deferred tax assets arising from:		
Allowance for impairment losses on:		
Property and equipment	₱3,509,738	₱3,509,738
Inventories	2,143,781	2,143,781
Receivables	567,078	567,078
Other current assets	239,630	239,630
NOLCO	16,828,168	15,117,586
MCIT	248,063	40,079
	23,536,458	21,617,892
Deferred tax liabilities arising from:		
Unrealized foreign exchange gains	(20,530,139)	(23,401,717)
Others	(2,473,281)	(3,012,906)
	(23,003,420)	(26,414,623)
	₱533,038	(₱4,796,731)

In 2019 and 2018, the Parent Company recognized deferred tax assets which were applied against the deferred tax liabilities.

There were no unrecognized deferred tax assets as of December 31, 2019 and 2018.

The reconciliation of the income tax on pretax income computed at the statutory rate to income tax expense attributable to operations is as follows:

	2019	2018
Income tax at the statutory income tax rate	(₱27,190,148)	₱592,602,876
Tax effects of the items not subject to statutory rate:		
Nontaxable income	(227,194,354)	(619,161,240)
Movement in unrecognized deferred tax asset	—	(18,953,595)
Expired NOLCO	1,873,476	2,353,325
Nondeductible expense	247,389,241	47,983,869
	(₱5,121,785)	₱4,825,235

The NOLCO that can be claimed as deductions from future taxable income and excess MCIT over RCIT that can be credited against future tax liability follow:

NOLCO

Year Incurred	Amount	Used	Expired	Balance	Expiry Date
2019	₱11,946,859	₱—	₱—	₱11,946,859	2022
2018	17,993,197	—	—	17,993,197	2021
2017	26,153,838	—	—	26,153,838	2020
2016	6,244,919	—	6,244,919	—	2019
	₱62,338,813	₱—	₱6,244,919	₱56,093,894	



MCIT

Year Incurred	Amount	Used	Expired	Balance	Expiry Date
2019	₱207,984	₱-	₱-	₱207,984	2022
2018	₱28,504	₱-	₱-	₱28,504	2021
2017	11,575	-	-	11,575	2020
	₱248,063	₱-	₱-	₱248,063	

Republic Act (RA) No.10963 or the Tax Reform for Acceleration and Inclusion Act (TRAIN) was signed into law on December 19, 2017 and took effect January 1, 2018, making the new tax law enacted as of the reporting date. Although the TRAIN changes existing tax law and includes several provisions that will generally affect businesses on a prospective basis, the management assessed that the same will not have any significant impact on the financial statement balances as of the reporting date.

17. Financial Risk Management Objectives and Policies

The Parent Company has various financial assets such as cash and cash equivalents, receivables, loans receivable, prepayment and other current assets, due from related parties and investment at FVPL.

The Parent Company's financial liabilities comprise of accounts and other payables, due to related parties, derivative liability and bond payable. The main purpose of these financial liabilities is to finance the Parent Company's operations.

The use of derivative financial instruments, if any, is solely for management of the Parent Company's financial risk exposures. It is the Parent Company's policy not to enter into derivative transactions for speculative purposes.

The main risks arising from the Parent Company's financial instruments are price risk, interest rate risk, foreign currency risk, credit risk and liquidity risk. The BOD reviews and approves policies for managing each of these risks which are summarized as follows:

Price risk

The Parent Company closely monitors the prices of its equity securities as well as macroeconomic and entity specific factors which could directly or indirectly affect the prices of these instruments. In case of an expected decline in its portfolio of equity securities, the Parent Company readily disposes or trades the securities for replacement with more viable and less risky investments.

Such investment securities are subject to price risk due to changes in market values of instruments arising either from factors specific to individual instruments or their issuers, or factors affecting all instruments traded in the market.

The following table shows the effect on other comprehensive income should the change in the net asset value (NAV) of the quoted equity securities occur as at December 31, 2019 and 2018 with all other variables held constant.

Change in NAV	Effect on other comprehensive income	
	2019	2018
+5.00%	₱52,316	₱50,492
-5.00%	(52,316)	(50,492)



The Parent Company is also exposed to equity price risk in the fair value of the derivative liability due to the embedded equity conversion feature. Furthermore, the derivative liability has an “in the money” redemption option with a minimum rate of return at a given point in time in the future which makes the embedded conversion feature value close to zero or nil. Hence, the impact of the changes in the share price in the valuation of the derivative liability is minimal.

Interest rate risk and credit spread sensitivity analysis

Except for the credit spread used in the valuation of the convertible redeemable bond, the Parent Company is not significantly exposed to interest rate risk as the Parent Company’s interest rate on its cash and cash equivalents is fixed. The Parent Company follows a prudent policy on managing its assets and liabilities so as to ensure that exposure to fluctuations in interest rates are kept within acceptable limits.

The value of the Parent Company’s convertible redeemable bond is driven primarily by two risk factors: underlying stock prices and interest rates. Interest rates are driven by using risk-free rate, which is a market observable input, and credit spread, which is not based on observable market data. The following table demonstrates the sensitivity to a reasonably possible change in credit spread, with all other variables held constant, on the fair value of the Parent Company’s embedded conversion option of the convertible redeemable bond.

	Effect in fair value	
	2019	2018
Credit spread +1%	₱57,452,852	₱58,315,936
Credit spread -1%	(60,301,921)	(63,189,129)

Foreign currency risk

Foreign currency risk is the risk that the future cash flows of financial assets and financial liabilities will fluctuate because of changes in foreign exchange rates. The Parent Company’s exposure to the risk of changes in foreign exchange rates relates to the loan receivable and bond payable denominated in US Dollar.

Information of the Parent Company’s foreign currency-denominated monetary asset and liability recorded under loan receivable and bond payable, respectively, in the statements of financial position and its Philippine Peso equivalents as at December 31, 2019 follow:

	2019	
	Foreign currency	Peso equivalent
Asset:		
US Dollars	1,770,000	₱89,809,800
Liability:		
US Dollars	(24,737,217)	(1,255,166,391)

The translation exchange rate used was ₱50.74 to USD 1 as at December 31, 2019.

	2018	
	Foreign currency	Peso equivalent
Liability:		
US Dollars	(21,213,491)	(₱1,118,460,095)

The translation exchange rate used was ₱52.61 to USD 1 as at December 31, 2018.



The following table demonstrates the sensitivity to a reasonably possible change in foreign exchange rates, with all variables held constant, of the Parent Company's income before tax (due to changes in the fair value of monetary liability).

Reasonably possible change in foreign exchange rate for every two units of Philippine Peso	Increase (decrease) in income before tax	
	2019	2018
₱2	(₱45,934,434)	(₱42,426,982)
(2)	45,934,434	42,426,982

There is no impact on the Parent Company's equity other than those already affecting profit or loss. The movement in sensitivity analysis is derived from current observations on fluctuations in US Dollar closing exchange rates.

The Parent Company enters into short-term foreign currency forwards, if needed, to manage its foreign currency risk from foreign currency denominated transactions.

Credit risk

Credit risk is the risk that counterparty will not meet its obligation under a financial asset or financial liability or customer contract, leading to a financial loss.

Receivable balances are monitored on an ongoing basis with the result that the Parent Company's exposure to bad debts is not significant.

As for the cash in banks and cash equivalents, the maximum exposure to credit risk from these financial assets arise from the default of the counterparty with a maximum exposure equal to their carrying amounts.

Aging analysis of loans and receivables

As at December 31, 2019 and 2018, the aging analysis of loans and receivables follow:

		2019				
	Total	Neither past due nor impaired	Past due but not impaired			Impaired
			30-60 days	60-90 days	Over 90 days	
Cash and cash equivalents	₱1,838,629,131	₱1,838,629,131	₱-	₱-	₱-	₱-
Receivables	718,559,131	718,559,131	-	-	-	-
Prepayment and other current assets	6,089,280	6,089,280	-	-	-	-
Loans receivable	388,350,925	388,350,925	-	-	-	-
Due from related parties	405,424,317	405,424,317	-	-	-	-
Investment at FVPL	1,046,312	1,046,312	-	-	-	-
	₱3,358,099,096	₱3,358,099,096	₱-	₱-	₱-	₱-

		2018				
	Total	Neither past due nor impaired	Past due but not impaired			Impaired
			30-60 days	60-90 days	Over 90 days	
Cash and cash equivalents	₱1,548,935,345	₱1,548,935,345	₱-	₱-	₱-	₱-
Receivables	1,582,609,349	1,582,609,349	-	-	-	-
Due from related parties	4,413,687	2,548,124	-	-	-	1,865,563
Investment at FVPL	1,009,832	1,009,832	-	-	-	-
	₱3,136,968,213	₱3,135,102,650	₱-	₱-	₱-	₱1,865,563



The credit quality of the financial assets was determined as follows:

Cash in banks and short-term time deposits are deposited/placed in banks that are stable as they qualify either as universal or commercial banks. Universal and commercial banks represent the largest single group, resource-wide, of financial institutions in the country the Parent Company is operating. They offer the widest variety of banking services among financial institutions. These financial assets are classified as high grade due to the counterparties' low probability of insolvency.

Except for those receivables provided with allowance in previous years, presented as impaired, receivables are considered high grade due to the Parent Company's positive collection experience.

High grade accounts are considered to be of high credit rating value. The counterparties have a very remote likelihood of default.

Medium grade accounts are active accounts with minimal instances of payment default, due to collection issues. These accounts are typically not impaired as the counterparties generally respond to the Parent Company's collection efforts and update payments accordingly.

Low grade accounts pertain to accounts which have impairment based on historical trend or customer's unfavorable operating conditions. Accounts under this group show possible or actual loss to the Parent Company as a result of default in payment of the counterparty despite the regular follow-up actions and extended payment terms.

The tables below show the credit quality of the Parent Company's financial assets:

2019				
	High Grade	Medium Grade	Low Grade	Total
Cash in banks and cash equivalents	P1,838,629,131	P-	P-	P1,838,629,131
Receivables	718,559,131	-	-	718,559,131
Prepayments and other current assets	6,089,280	-	-	6,089,280
Loans receivable	388,350,925	-	-	388,350,925
Due from related parties	405,424,317	-	-	405,424,317
Investment at FVPL	1,046,312	-	-	1,046,312
	P3,358,099,096	P-	P-	P3,358,099,096

2018				
	High Grade	Medium Grade	Low Grade	Total
Cash in banks and cash equivalents	P1,548,935,345	P-	P-	P1,548,935,345
Receivables	1,582,609,349	-	-	1,582,609,349
Due from related parties	2,548,124	-	1,865,563	4,413,687
Investment at FVPL	1,009,832	-	-	1,009,832
	P3,135,102,650	P-	P1,865,563	P3,136,968,213

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial assets and financial liabilities. Liquidity risk may result from either the inability to sell financial assets quickly at their fair values; or the counterparty failing on repayment of a contractual obligation; or inability to generate cash inflows as anticipated.

The Parent Company has a policy of regularly monitoring its cash position to ensure that maturing liabilities will be adequately met.



Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Management believes that cash generated from operations is sufficient to meet daily working capital requirements.

The following table summarizes the maturity profile of the Parent Company's financial assets and financial liabilities as at December 31, 2019 and 2018 based on remaining contractual undiscounted collections and payments:

	2019		Total
	Due in less than one year	Due in more than one year	
Financial assets			
Cash and cash equivalents			
Cash in banks	₱108,222,231	₱—	₱108,222,231
Cash equivalents	1,730,406,900	—	1,730,406,900
Receivables	718,559,131	—	718,559,131
Prepayments and other current assets	6,089,280*	—	6,089,280
Loans receivable	—	388,350,925	388,350,925
Due from related parties	405,424,317	—	405,424,317
Investment at FVPL	1,046,312	—	1,046,312
	₱2,969,748,171	₱388,350,925	₱3,358,099,096

Financial liabilities			
Accounts and other payables	₱4,052,264	₱—	₱4,052,264
Due to related parties	14,818,991	—	14,818,991
Derivative liability	—	2,048,681,561	2,048,681,561
Bond payable	—	2,893,079,676	2,893,079,676
	₱18,871,255	₱4,941,761,237	₱4,960,632,492

*Current portion is classified under Prepayments and other current assets and Due from related parties.

	2018		Total
	Due in less than one year	Due in more than one year	
Financial assets			
Cash and cash equivalents			
Cash in banks	₱172,066,438	₱—	₱172,066,438
Cash equivalents	1,376,868,907	—	1,376,868,907
Receivables	1,582,609,349	—	1,582,609,349
Due from related parties	2,548,124	—	2,548,124
Investment at FVPL	1,009,832	—	1,009,832
	₱3,135,102,650	₱—	₱3,135,102,650

Financial liabilities			
Accounts and other payables	₱19,695,859	₱—	₱19,695,859
Due to related parties	285,439,865	—	285,439,865
Derivative liability	—	1,406,175,427	1,406,175,427
Bond payable	—	3,535,585,810	3,535,585,810
	₱305,135,724	₱4,941,761,237	₱5,246,896,961



Capital Management

Generally, the primary objective of the Parent Company's capital management is to ensure that it continuously strives and maintains a strong credit standing and healthy capital ratios in order to support its business and maximize shareholders' value.

The Parent Company manages its capital structure and makes adjustments as may be necessary in light of changes in the business and general economic conditions. To maintain or adjust the capital structure, the Parent Company may adjust dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the Parent Company's objectives, policies or processes as at December 31, 2019 and 2018. The Parent Company is not subject to externally imposed capital requirements.

The capital that the Parent Company manages is equal to the total equity as shown in the statements of financial position at December 31, 2019 and 2018 amounting to ₱2,475.39 million and ₱2,917.37 million, respectively.

18. Fair Values and Offsetting Arrangements

The methods and assumptions used by the Parent Company in estimating the fair value of the financial instruments are as follows:

The carrying amounts of cash and cash equivalents, receivables, loans receivable, due from/to related parties and accounts and other payables approximate their fair value. These financial instruments are relatively short-term in nature except for loans receivable.

The fair value of the unquoted unit investment trust fund is based on the published net asset value per unit as of reporting date and is under the Level 2 category.

The estimated fair value of derivative liability as at December 31, 2019 is based on an indirect method of valuing multiple embedded derivatives. This valuation technique using binomial pyramid model uses stock prices and stock price volatility. This valuation method compares the fair value of the option-free instrument against the fair value of the hybrid convertible instrument. The difference of the fair values is assigned as the value of the embedded derivatives.

The significant unobservable input in the fair value is the stock price volatility of 15.97% in 2019. A 5% increase (5% decrease) in the stock price volatility would not materially affect the fair value of the derivative liability.

The plain bond is determined by discounting the cash flows, which is simply the principal at maturity, using discount rate of 3.36%. The discount rate is composed of the matched to maturity risk free rate and the option adjusted spread (OAS) of 12%.

Fair Value Hierarchy

The Parent Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data



The quantitative disclosures on fair value measurement hierarchy for assets and liabilities as at December 31, 2019 follow:

2019					
	Carrying values	Fair value measurements using			
		Total	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value					
Unquoted unit investment trust fund	₱1,046,312	₱1,046,312	₱-	₱1,046,312	₱-
Liabilities measured at fair value					
Derivative liability	2,048,681,561	2,048,681,561	-	-	2,048,681,561
Liabilities for which fair value are disclosed					
Bond Payable	1,247,021,058	1,350,898,104	-	-	1,350,898,104

2018					
	Carrying values	Fair value measurements using			
		Total	Quoted prices in active markets for identical assets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value					
Unquoted unit investment trust fund	₱1,009,832	₱1,009,832	₱-	₱1,009,832	₱-
Liabilities measured at fair value					
Derivative liability	1,406,175,427	1,406,175,427	-	-	1,406,175,427
Liabilities for which fair value are disclosed					
Bond Payable	1,108,417,074	1,104,307,001	-	-	1,104,307,001

During the years ended December 31, 2019 and 2018, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

Offsetting of Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position where the Parent Company currently has a legally enforceable right to set-off the recognized amounts and there is an intention to settle on a net basis or realize the net asset settles the liability simultaneously.

The table represents the recognized financial instruments that are offset as at December 31, 2019 (nil in 2018) and shows in the 'Net' column is the net impact on the Parent Company's statements of financial position as a result of the offsetting rights.

December 31, 2019					
Dividend Offsetting	Gross amount	Offsetting	Cash receipt	Cash paid	Net amount
Dividends receivable	₱2,305,597,109	(₱505,113,775)	(₱1,092,480,591)	₱-	₱708,002,743
Dividends payable	(641,639,462)	505,113,775	-	121,750,437	(14,775,250)

December 31, 2019					
Royalty Offsetting	Gross Amount	Offsetting	Cash received	Cash paid	Net Amount
Loans receivable	₱91,339,200	(₱1,522,320)	₱-	₱-	₱89,816,880
Accrued interest receivable	529,517	(63,430)	-	-	466,087
Royalty payable ⁽¹⁾	(1,585,750)	1,585,750	-	-	-

⁽¹⁾ included under accounts and other payables

The Parent Company's dividends payable to LBCDC has been offset against the dividends receivable from LBCE.



The Parent Company's royalty payable has been offset against loan receivable and interest receivable from Transtech

19. Note to Statement of Cash Flows

In 2019, the Parent Company has the following non-cash transactions under:

Investing Activities

- Uncollected selling price for the sale of QuadX, Inc. amounting to ₱186.02 million.
- Application of advances for future subscription amounting to ₱439.82 million upon approval of US regulatory bodies on the purchase of LBC Mundial Corporation, LBC Mabuhay North America Corporation and LBC Mabuhay Hawaii Corporation.
- Offsetting of dividends receivable and dividends payable amounting to ₱505.11 million.

Financing Activities

Details of the movement in cash flows from financing activities are as follows:

	December 31, 2018	Cash Flows	Interest	Dividends declared	Offsetting	Foreign exchange movement	Fair value changes	December 31, 2019
Convertible bond (bond and derivative liability)	₱2,514,592,501	₱-	₱183,923,419	₱-	₱-	(₱45,319,435)	₱642,506,134	₱3,295,702,619
Due to related parties	266,771	-	-	-	(222,490)	(540)	-	43,741
Dividends payable	285,173,094	(121,750,437)	-	356,466,368	(505,113,775)	-	-	14,775,250
Total liabilities from financing activities	₱2,800,032,366	(₱121,750,437)	₱183,923,419	₱356,466,368	(₱505,336,265)	(₱45,319,975)	₱642,506,134	₱3,310,521,610

In 2018, the Parent Company has the following non-cash transactions under:

Investing Activities

- Acquisition of investments in QUADX Inc. through the conversion of assigned advances to equity recorded under 'Due from related parties' amounting to ₱186.02 million.
- Unpaid acquisition of investment in an associate amounting to ₱9.65 million.

Financing Activities

Details of the movement in cash flows from financing activities are as follows:

	December 31, 2017	Cash Flows	Interest	Dividends declared	Foreign exchange movement	Fair value changes	December 31, 2018
Convertible bond (bond and derivative liability)	₱2,756,558,538	₱-	₱161,654,374	₱-	₱50,577,641	(₱454,198,052)	₱2,514,592,501
Due to related parties	-	266,771	-	-	-	-	266,771
Dividends payable	-	-	-	285,173,094	-	-	285,173,094
Total liabilities from financing activities	₱2,756,558,538	₱266,771	₱161,654,374	₱285,173,094	₱50,577,641	(₱454,198,052)	₱2,800,032,366



20. Subsequent Events

Loan extension to related party

On April 1, 2020, the Parent Company extended a 3-year interest-bearing loan to LBCE, amounting to ₱100.00 million to finance the latter's working capital requirements.

Impact of the recent Coronavirus situation

To contain the COVID-19 pandemic, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum to impose stringent social distancing measures in the National Capital Region. Consequently, on March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months, and placed Luzon under Enhanced Community Quarantine (ECQ) until April 14, 2020; this was later extended to May 15, 2020 and was further extended to May 31, 2020. Under the ECQ, strict home quarantine was implemented in Luzon, and establishments providing basic necessities were allowed operational, likewise restricting land, air and sea travel. However, the movement of cargo within, to and from Luzon was unhampered amid the ECQ, subject to the guidelines from the Inter-Agency Task Force (IATF).

As a Holding Company, the Covid-19 pandemic has no material impact on the Parent Company's stand-alone financial statements. Moreover, the impact of the pandemic on its operating subsidiaries are disclosed separately in its subsidiaries' stand-alone financial statements and in the Parent Company's consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
LBC Express Holdings, Inc.
LBC Hangar, General Aviation Center
Domestic Airport Road
Pasay City, Metro Manila

We have audited the financial statements of LBC Express Holdings, Inc. (the Parent Company) as of and for the year ended December 31, 2019 on which we have rendered the attached report dated May 28, 2020.

In compliance with Revised Securities Regulation Code Rule No. 68, As, we are stating that the Parent Company has four hundred seventy-five (475) stockholders owning one hundred (100) or more shares.

SYCIP GORRES VELAYO & CO.

Cyril Jasmin B. Valencia

Cyril Jasmin B. Valencia

Partner

CPA Certificate No. 90787

SEC Accreditation No. 1737-A (Group A),

January 24, 2019, valid until January 23, 2022

Tax Identification No. 162-410-623

BIR Accreditation No. 08-001998-74-2018,

February 26, 2018, valid until February 25, 2021

PTR No. 8125312, January 7, 2020, Makati City

May 28, 2020



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
LBC Express Holdings, Inc.
LBC Hangar, General Aviation Centre
Domestic Airport Road
Pasay City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the financial statements of LBC Express Holdings, Inc. (the Parent Company) as at and for the years ended December 31, 2019 and 2018 and have issued our report thereon dated May 28, 2020. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule of Retained Earnings Available for Dividend Declaration is the responsibility of the Parent Company's management. This schedule is presented for purposes of complying with Revised Securities Regulation Code Rule 68 and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Cyril Jasmin B. Valencia
Cyril Jasmin B. Valencia

Partner

CPA Certificate No. 90787

SEC Accreditation No. 1737-A (Group A),

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BIR Accreditation No. 08-001998-74-2018,

February 26, 2018, valid until February 25, 2021

PTR No. 8125312, January 7, 2020, Makati City

May 28, 2020



LBC EXPRESS HOLDINGS, INC.**SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE
FOR DIVIDEND DECLARATION****For The Year Ended December 31, 2019****Unappropriated Retained Earnings, beginning** **₱1,436,086,955**

Adjustments:

Deferred tax asset that reduced the amount of income tax
expense of prior periods (463,780,274)**Unappropriated Retained Earnings, as adjusted to available
for dividend distribution as at January 1, 2019** **972,306,681****Less: Net Loss actually incurred during the period****Net loss during the period closed to Retained Earnings** **85,512,042**

Less: Non-actual / unrealized income net

Equity in net income of associate/joint venture —

Unrealized foreign exchange gain - net (after tax, except those
attributable to cash and cash equivalents) 29,241,287

Unrealized actuarial gain

Fair value adjustment (M2M gains) —

Fair value adjustment of investment property resulting to gain —

Adjustment due to deviation from PFRS/GAAP gain —

Other unrealized gains or adjustments to the retained earnings
as a result of certain transactions accounted for
under the PFRS —

Subtotal 29,241,287

Add: Non-actual losses

Depreciation on revaluation increment (after tax) —

Adjustment due to deviation from PFRS / GAAP – loss —

Loss on fair value adjustment of investment property (after tax) —

Net loss actually incurred during the period **114,753,329**

Add (Less):

Dividend declarations during the period (356,466,368)

Appropriations of Retained Earnings during the period —

Reversals of appropriations —

Effects of prior period adjustments —

Treasury shares —

Subtotal (356,466,368)

Total Retained Earnings, end of the year available for dividend **₱501,086,984**