CR03967-2020

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended
   Mar 31, 2020
2. SEC Identification Number
   22401
3. BIR Tax Identification No.
   000-491-007
4. Exact name of issuer as specified in its charter
   PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization
   Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   16TH FLOOR CITIBANK TOWER, 8741 PASEO DE ROXAS MAKATI CITY
   Postal Code
   1227
8. Issuer's telephone number, including area code
   (632) 8831-4479
9. Former name or former address, and former fiscal year, if changed since last report
   -
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	700,298,616
PREFERRED	14,366,260

11. Are any or all of registrant's securities listed on a Stock Exchange?
   ◉ Yes ○ No
   If yes, state the name of such stock exchange and the classes of securities listed therein:
   Philippine Stock Exchange
12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

- (●) Yes
- ( ) No

(b) has been subject to such filing requirements for the past ninety (90) days

- (●) Yes
- ( ) No

Prime Media Holdings, Inc.
PRIM

PSE Disclosure Form 17-2 - Quarterly Report
References: SRC Rule 17 and
Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Mar 31, 2020
Currency (indicate units, if applicable)	Philippine Peso

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Mar 31, 2020	Dec 31, 2019
Current Assets	51,131,608	52,351,710
Total Assets	52,860,507	54,166,468
Current Liabilities	195,047,207	195,481,280
Total Liabilities	195,047,207	195,481,280
Retained Earnings/(Deficit)	-857,551,576	-856,679,688
Stockholders' Equity	-142,186,700	-141,314,812
Stockholders' Equity - Parent	-	-
Book Value per Share	-0.22	-0.22

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	54,445	250,216	54,445	250,216
Gross Expense	926,333	1,553,514	926,333	1,553,514
Non-Operating Income	-	-	-	-
Non-Operating Expense	-	-	-	-
Income/(Loss) Before Tax	-871,888	-1,303,298	-871,888	-1,303,298
Income Tax Expense	-	-	-	-
Net Income/(Loss) After Tax	-871,888	-1,303,298	-871,888	-1,303,298
Net Income Attributable to Parent Equity Holder	-	-	-	-
Earnings/(Loss) Per Share (Basic)	-0	-0	-0	-0
Earnings/(Loss) Per Share (Diluted)	-0	-0	-0	-0

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	-0	-0.04
Earnings/(Loss) Per Share (Diluted)	-0	-0.04

Other Relevant Information
none

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

COVER SHEET

2 2 4 0 1

S.E.C. Registration Number

P R I M E M E D I A H O L D I N G S , I N C . (A S u b s i d i a r y o f R Y M B u s i n e s s M a n a g e m e n t C o r p .)

(Company's Full Name)

1 6 t h F l o o r C i t i b a n k T o w e r , 8 7 4 1 P a s e o d e R o x a s , M a k a t i C i t y

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

ROLANDO S. SANTOS

Contact Person

8831-4479

Company Telephone Number

1 2 | 3 1

Month *Day*

Fiscal Year

SEC 17-Q

FORM TYPE

Month *Day*

Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

1,589

Total No. of Stockholders

nil

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2) (b) THEREUNDER

1. For the quarterly period ended **MARCH 31, 2020**
2. Commission identification number **22401**
3. BIR Tax Identification No. **000-491-007**
4. Exact name of issuer as specified in its charter **PRIME MEDIA HOLDINGS, INC.**
5. Province, country or other jurisdiction of incorporation or organization **PHILIPPINES**
6. Industry Classification Co (SEC Use Only)
7. Address of issuer's principal office Postal Code
16TH FLOOR CITIBANK TOWER, 8741 PASEO DE ROXAS MAKATI CITY 1227
8. Issuer's telephone number, including area code **8831-4479**
9. Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Stock, P1 par value	700,298,616
Preferred Stock, P1 par value	14,366,260

11. Are any or all of the securities listed on a Stock Exchange?

Yes [x] No [ ]

Philippine Stock Exchange **Common Shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [x] No [ ]

(b) Has been subject to such filing requirements for the past ninety (90) days.

Yes [x] No [ ]

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The unaudited Financial Statements of Prime Media Holdings, Inc. ("Company") as at March 31, 2020 (with comparative audited Statements of Financial Position as at December 31, 2019), and for the three months ended March 31, 2019 is in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of statements of financial position as at March 31, 2020 and December 31, 2019:

	Unaudited March 31, 2020 (₱'000)	Audited December 31, 2019 (₱'000)	Increase (decrease) Amount (₱'000)	Percentage
Current assets	**₱51,132**	₱52,352	(₱1,220)	(2.33%)
Noncurrent assets	**1,729**	1,814	(85)	(4.69%)
Total Assets	**₱52,861**	₱54,166	(₱1,305)	(2.41%)
Current Liabilities	**₱195,048**	₱195,481	(₱433)	(0.22%)
Noncurrent Liability	–	–	–	–
	195,048	195,481	(433)	(0.22%)
Capital Deficiency	**(142,187)**	(141,315)	(872)	0.62%
Total Liabilities and Capital Deficiency	**₱52,861**	₱54,166	(₱1,305)	(2.41%)

Summary of unaudited statements of comprehensive income for the three months period ended March 31, 2020 and 2019:

	For three months ending March 31,	
	2020 (₱'000)	2019 (₱'000)
Revenues	**₱54**	₱250
Expenses	**(926)**	(1,554)
Loss before tax	**(872)**	(1,304)
Provision for income tax	–	–
Total comprehensive loss	**(₱872)**	(₱1,304)

Summary of unaudited statements of cash flows for the three months period ended March 31, 2020 and 2019:

	For three months ending March 31,	
	2020 (₱'000)	2019 (₱'000)
Cash used in operating activities	**(₱1,426)**	(₱2,899)
Cash provided by (used in) investing activities	–	–
Cash provided by (used in) financing activities	–	–
Decrease increase in cash	**(1,426)**	(2,899)
Cash at beginning of period	**10,023**	5,603
Cash at end of period	**₱8,597**	₱2,704

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The Company has no active operations other than the activities connected with the transfer of the Company's remaining assets to the Philippine Depositary Insurance Corporation (PDIC) and the Bangko Sentral ng Pilipinas (BSP). The Company also continues to pursue the cleanup of its books and the settlement of its remaining obligations to pave the way for possible additional capital infusion from third party investors.

FINANCIAL CONDITION AND RESULTS OF OPERATION

Three months ended March 31, 2020 compared with three months ended March 31, 2019

Results of operation for the three months ended March 31, 2020 and 2019 were net loss of ₱0.87 million and ₱1.30 million, respectively. The Company's net loss position is expected considering that it has no active operations yet.

Significant changes in the income statement accounts for the three months ended March 31, 2020 versus the same period last year are as follows:

Income

The Company's income for the current period in the amount of ₱0.05 million has dropped by ₱0.20 million compared with the same period last year. The Company's rent income for the current period is nil, primarily due to termination of its lease contract for transportation equipment with MMDC last October 2019. Collections for the recovery of accounts previously written off amounted to ₱.05 million (nil in same period last year).

Expenses

Total expenses during the period amounted to ₱0.93 million, lower by ₱0.63 million compared with the same period last year. This represents a decrease of 40% compared with same period last year. The movement in expenses is attributable to the following:

a. Professional fees dropped by ₱0.26 million compared with the same period last year, primarily due to a decrease in payments of legal fees.

b. Increase in Insurance of ₱0.13 million or 99% represents amortization of the attachment bond during the period.

c. Taxes and licenses for the period amounting to ₱0.03 million is lower by ₱0.40 million compared with the same period last year. In connection with the sale of the Company's investment property in 2018, last year's payment for business taxes was significantly higher compared with the current period.

STATEMENT OF FINANCIAL POSITION

Total Assets of the Company as at March 31, 2020 of ₱52.86 million is lower by ₱1.31 million compared to the balance as at December 31, 2019, representing a decline of 2.4%. The change in Total Assets is attributed to the following:

a. Cash

Cash decreased by ₱1.43 million or 14.2%. The decrease is mainly attributable to payments of the Company's general and administrative expenses, and accruals (*see c. Accrued expenses and other current liabilities*).

b. Other current assets

Increase in other current assets of ₱0.20 million is primarily due to down payment made in relation to appraisal of the property located in Rizal and initial payment to a third party in connection with the preparation of the Company's Sustainability report.

c. Equipment

Decrease in equipment of ₱0.09 million is attributed to the depreciation recognized for the period. No addition and/or disposal was made during the period.

d. Accrued expenses and other current liabilities

The account decreased by ₱0.43 million or 0.24% during the period, due to payment of accrued legal fees and rental expenses.

e. Capital deficiency

The increase in capital deficiency of ₱0.87 million is mainly due to net loss during the period.

STATEMENT OF CASH FLOWS

Net cash used in operating activities for the three months ended March 31, 2020 and 2019 amounts to ₱1.43 million and ₱2.90 million, respectively. Decrease in cash for the current period is mainly due to payments of general and administrative expenses and accruals. No other significant movements in cash.

HORIZONTAL AND VERTICAL ANALYSIS

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)	Increase (Decrease) Amount	Increase (Decrease) Percentage
ASSETS				
Current Assets				
Cash	**₱8,597,297**	₱10,023,033	(₱1,425,736)	(14.22%)
Receivables	**30,168,567**	30,164,567	4,000	0.01%
Due from related parties	**8,169,372**	8,169,372	–	0.00%
Other current assets	**4,196,372**	3,994,738	201,634	5.05%
Total Current Assets	**51,131,608**	52,351,710	(₱1,220,102)	(2.33%)
Noncurrent Assets				
Investment in a club share	**900,000**	900,000	–	0.00%
Equipment	**828,899**	914,758	(85,859)	(9.39%)
Total Noncurrent Assets	**1,728,899**	1,814,758	(85,859)	(4.73%)
	₱52,860,507	₱54,166,468	(₱1,305,961)	(2.41%)
LIABILITIES AND CAPITAL DEFICIENCY				
Current Liabilities				
Accrued expenses and other current liabilities	**₱181,167,207**	₱181,601,280	(₱434,073)	(0.24%)
Due to a related party	**13,880,000**	13,880,000	–	0.00%
Total Current Liabilities	**195,047,207**	195,481,280	(434,073)	(0.22%)
Capital Deficiency				
Capital stock	**714,664,876**	714,664,876	–	0.00%
Deficit	**(857,551,576)**	(856,679,688)	(871,888)	0.10%
Other comprehensive income	**700,000**	700,000	–	0.00%
Total Capital Deficiency	**(142,186,700)**	(141,314,812)	(871,888)	0.62%
	₱52,860,507	₱54,166,468	(₱1,305,961)	(2.41%)

FINANCIAL INDICATORS

	As of March 31, 2020	As of March 31, 2019
Net loss	**(₱871,888)**	(₱1,303,298)
Quick assets	**12,960,096**	4,455,074
Current assets	**51,131,608**	43,149,100
Total assets	**52,860,507**	44,821,434
Current liabilities	**195,047,207**	186,847,425
Total liabilities	**195,047,207**	186,847,425
Stockholders 'equity	**(142,186,700)**	(142,025,991)
Preferred stock	**14,366,260**	14,366,260
Number of common shares outstanding	**700,298,616**	700,298,616
Number of preferred shares outstanding	**14,366,260**	14,366,260

Current Ratio1/	**0.26**	0.23
Debt to Equity Ratio2/	**(1.37)**	(1.32)
Asset to Equity Ratio3/	**(0.37)**	(0.32)
Return on Assets4/	**(0.02)**	(0.03)
Return on Equity5/	**0.01**	0.01
Book Value per share	**(0.22) per share**	(0.22) per share
Earnings/Loss per share (basic) trailing 12 months	**(0.001)**	(0.04)

1/ Current assets divided by current liabilities
2/ Total liabilities divided by equity
3/ Total assets divided by equity
4/ Net income divided by average assets
5/ Net income divided by average equity
Total common stockholder's equity divided
Trailing 12 months Net income/(loss) less dividends paid on preferred stock / weighted ave. no. of common shares outstanding

OTHER INFORMATION

a. There are no known trends, demands, commitments, events or uncertainties that have a material impact on the Company's liquidity.

b. There are no events that will trigger direct or contingent financial obligation that is material to the Company.

c. There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities, or other persons were created during the interim period.

d. There are no material commitments for capital expenditures during the interim period.

e. There are no known trends, events or uncertainties that have or are reasonably expected to have a material impact on net sales/ revenues/ income from continuing operations.

f. There is no significant income or expense that did not arise from the Company's continuing operations.
g. There is no seasonal aspect that had a material effect on the financial condition or results of operation.

PART II - OTHER INFORMATION

The Company may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C which would otherwise be required to be filed with respect to such information or in a subsequent report on Form 17-Q.

PART III - FINANCIAL SOUNDNESS INDICATORS

Liquidity Ratio

a. Current Ratio
   Total Current Assets/ Total Current Liabilities = 0.26

b. Quick Ratio
   Quick asset / Total Current Liabilities = 0.07

Solvency Ratio

a. Debt Ratio
   Total liabilities / Total assets = 3.69

b. Debt to Equity Ratio
   Total liabilities / Shareholder's Equity = -1.37

Profitability Ratio

a. Return on Equity Ratio
   Net loss / Average shareholder's equity = 0.01

b. Return on Assets
   Net loss / Average Total assets = -0.02

c. Asset to Equity Ratio:
   Total Assets / Ave. Stockholders' Equity = -0.37

d. Asset Turnover
   Revenue/Total Assets = 0.001

e. Book value per share
   Stockholder's equity - preferred stock/No. of common shares outstanding = -0.22

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **PRIME MEDIA HOLDINGS, INC.**

Date: June 30, 2020

By:

Signature: ______________________
ROLANDO S. SANTOS
Title: Treasurer

Signature: ______________________
JACKY-LYN S. VALENZUELA
Title: Accountant

PRIME MEDIA HOLDINGS, INC.

(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF FINANCIAL POSITION

	Note	**March 31, 2020 (Unaudited)**	December 31, 2019 (Audited)
ASSETS			
Current Assets			
Cash	4	**₱8,597,297**	₱10,023,033
Receivables	5	**30,168,567**	30,164,567
Due from related parties	13	**8,169,372**	8,169,372
Other current assets	6	**4,196,372**	3,994,738
Total Current Assets		**51,131,608**	52,351,710
Noncurrent Assets			
Investment in a club share	8	**900,000**	900,000
Equipment	9	**828,899**	914,758
Total Noncurrent Assets		**1,728,899**	1,814,758
		₱52,860,507	₱54,166,468
LIABILITY AND CAPITAL DEFICIENCY			
Current Liabilities			
Accrued expenses and other current liabilities	10	**₱181,167,207**	₱181,601,280
Due to a related party	13	**13,880,000**	13,880,000
Total Current Liabilities		**195,047,207**	195,481,280
Capital Deficiency			
Capital stock	11	**714,664,876**	714,664,876
Deficit		**(857,551,576)**	(856,679,688)
Other comprehensive income	8	**700,000**	700,000
Total Capital Deficiency		**(142,186,700)**	(141,314,812)
		₱52,860,507	₱54,166,468

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Three Months Ended March 31,	
		2020	2019
INCOME			
Recovery of accounts written-off		**₱50,000**	₱–
Rent	12	–	248,400
Interest income	4	**4,445**	1,816
		54,445	250,216
EXPENSES			
Professional fees		**547,446**	810,803
Insurance		**134,078**	1,122
Depreciation	9	**85,859**	85,859
Outside services		**69,500**	98,601
Taxes and licenses		**27,118**	424,539
Association dues		**19,904**	15,400
Directors' fee		**15,000**	15,000
Transportation and travel		**3,519**	29,985
Others		**23,909**	72,205
		926,333	1,553,514
NET LOSS		**(₱871,888)**	(₱1,303,298)
Basic Loss Per Share	15	**(0.001)**	(₱0.002)

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF CHANGES IN EQUITY

	Note	Three Months Ended March 31,	
		2020	2019
CAPITAL STOCK	11		
Common stock - ₱1 par value		**₱700,298,616**	₱700,298,616
Preferred stock - ₱1 par value		**14,366,260**	14,366,260
		714,664,876	714,664,876
DEFICIT			
Balance at beginning of period		**(856,679,688)**	(855,687,568)
Net loss		**(871,888)**	(1,303,298)
Balance at end of period		**(857,551,576)**	(856,990,867)
OTHER COMPREHENSIVE INCOME	8	**700,000**	300,000
		(₱142,186,700)	(₱142,025,991)

See accompanying Notes to Financial Statements

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF CASH FLOWS

	Note	Three Months Ended March 31,	
		2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before income tax		**(₱871,888)**	(₱1,303,298)
Adjustments for:			
Interest income	4	**(4,445)**	(1,816)
Depreciation	9	**85,859**	85,859
Operating loss before working capital changes		**(790,474)**	(1,219,256)
Decrease (increase) in:			
Receivables		**(4,000)**	(204,112)
Due from related parties		–	(866,031)
Other current assets		**(201,634)**	(156,003)
Decrease in accrued expenses and other current liabilities		**(434,073)**	(455,655)
Net cash generated from (used for) operations		**(1,430,181)**	(2,901,056)
Interest received		**4,445**	1,816
NET INCREASE (DECREASE) IN CASH		**(1,425,736)**	(2,899,240)
CASH AT BEGINNING OF PERIOD		**10,023,033**	5,602,963
CASH AT END OF PERIOD		**₱8,597,297**	₱2,703,723

See accompanying Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

Prime Media Holdings, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on February 6, 1963. On October 1, 2003, the SEC approved the amendment of the Company's Articles of Incorporation, changing its primary purpose from a development bank to a holding company and to hold investments in the media industry. On March 4, 2013, the SEC approved the extension of the Company's corporate life for another 50 years.

On July 9, 1964, the Philippine Stock Exchange, Inc. approved the public listing of the Company's shares of stock. As at December 31, 2019 and 2018, there are 663,713,458 Company shares that are publicly listed.

The Company is a subsidiary of RYM Business Management Corp. (RYM or the Parent Company), a holding company registered and domiciled in the Philippines.

On September 12, 2002, the Company agreed to transfer certain assets and liabilities arising from its development bank operations to Banco de Oro Unibank, Inc. (BDO) and Philippine Deposit Insurance Corporation (PDIC) under a Memorandum of Agreement (MOA). As at December 31, 2019 and 2018, the Company has liabilities arising from the MOA which pertain mainly to the estimated transfer taxes and registration fees related to the transfer of assets to BDO and PDIC and other related liabilities (see Note 10).

The Company's registered office and principal place of business is at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City.

Status of Operations

The Company is still exploring for a new business. Its current activities comprise mainly of transferring assets related to its previous development bank operations to BDO and PDIC. Thus, the Company has continued to incur losses resulting in a capital deficiency of ₱141.3 million and ₱140.7 million as at December 31, 2019 and 2018, respectively. RYM, the majority stockholder, however, has continued to provide the necessary financial support to sustain the Company's operations. Certain stockholders converted their preferred stock amounting to ₱34.2 million into common stock in 2016, converted their advances amounting to ₱600.5 million to additional capital in 2014 and infused capital aggregating ₱179.0 million in 2014 and 2013 to reduce the Company's capital deficiency.

On March 23, 2018, the SEC approved the Company's equity restructuring to offset additional paid-in capital (APIC) of ₱2,114.9 million against deficit (see Note 11).

In July 2019, RYM entered into a MOA with potential investors for the transfer of investment properties to the Company in exchange for shares. As at December 31, 2019, the due diligence process on the proposed investments is still ongoing.

Event after the Reporting Period

Impact of COVID-19 (Coronavirus Disease 2019). The country is currently experiencing a pandemic virus crisis resulting in a slowdown in the Philippine economy because of mandated lockdowns all over the country. While the financial impact is considered a non-adjusting subsequent event as at December 31, 2019, management believes that the effect on the Company's operations and financial performance is not significant.

2. Summary of Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in compliance with the Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial Reporting Standards Council and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC).

Measurement Bases

The financial statements are presented in Philippine Peso, which is also the Company's functional currency. All amounts represent absolute values unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for investment in a club share which was designated and recognized at fair value through other comprehensive income (FVOCI). Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring liability.

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 transaction date. The 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.

The Company uses market observable data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- Level 1 - Quoted (unadjusted) market prices in active market 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 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.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Further information about the assumptions made in measuring fair values is included in Notes 7, 8 and 16.

Adoption of New and Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the following new and amended PFRS which the Company adopted effective for annual periods beginning on or after January 1, 2019:

- PFRS 16, *Leases* – This standard replaced 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*. PFRS 16 requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under PAS 17 and sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard provides two recognition exemptions for lessees from this PFRS – leases of low-value assets and short-term leases (i.e., leases with a lease term of 12 months or less).

  At the commencement date of a lease, the lessee shall recognize a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. The lessee is required to recognize the interest on the lease liability and to depreciate the right-of-use (ROU) asset.

  The lease liability shall be reviewed when there are changes in the lease term and other events affecting the lease, such as future lease payments resulting from a change in the index or rate used to determine those payments. The remeasurement of the lease liability should be recognized as an adjustment to the ROU asset.

  Lessor accounting under PFRS 16 is substantially unchanged from accounting under PAS 17. The lessor shall continue to classify leases using the same classification principle as in PAS 17 to distinguish the two types of leases: operating and finance leases.

- Philippine Interpretation IFRIC 23, *Uncertainty Over Income Tax Treatments* – The interpretation provides guidance on how to reflect the effects of uncertainty in accounting for income taxes under PAS 12, *Income Taxes*, in particular (i) matters to be considered in accounting for uncertain tax treatments separately, (ii) assumptions for taxation authorities' examinations, (iii) determinants of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and (iv) effect of changes in facts and circumstances.

- Amendments to PFRS 9, *Financial Instruments - Prepayment Features with Negative Compensation* – The amendments clarify that a financial asset passes the "solely payments of principal and interest" criterion regardless of an 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. Consequently, financial assets with termination provisions can now be measured at amortized cost [or, depending on the business model, at fair value through other comprehensive income (FVOCI)]

- Annual Improvements to PFRS 2015 to 2017 Cycle:

  - Amendments to PAS 12, *Income Taxes - Income Tax Consequences of Payments on Financial Instruments Classified as Equity* – The amendments require entities to recognize the income tax consequences of dividends as defined in PFRS 9 when the liability to pay dividends are recognized. The income tax consequences of dividends are recognized either in profit or loss, other comprehensive income or equity, consistently with the transactions that generated the distributable profits. This requirement applies to all income tax consequences of dividends, such as withholding taxes.

The adoption of the foregoing new and amended PFRS did not have any material effect on the financial statements of the Company. Necessary disclosures were included in the financial statements.

New and Amended PFRS Issued But Not Yet Effective

Relevant new and amended PFRS which are not yet effective for the year ended December 31, 2019 and have not been applied in preparing the financial statements are summarized below.

Effective for annual periods beginning on or after January 1, 2020:

- Amendments to References to the Conceptual Framework in PFRS – The amendments include a new chapter on measurement; guidance on reporting financial performance; improved definitions and guidance-in particular the definition of a liability; and clarifications in important areas, such as the roles of stewardship, prudence and measurements uncertainty in financial reporting. The amendments should be applied retrospectively unless retrospective application would be impracticable or involve undue cost or effort.

- Amendments to PFRS 3 - *Definition of a Business* – This amendment provides a new definition of a "business" which emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others. To be considered a business, 'an integrated set of activities and assets' must now include 'an input and a substantive process that together significantly contribute to the ability to create an output'. The distinction is important because an acquirer may recognize goodwill (or a bargain purchase) when acquiring a business but not a group of assets. An optional simplified assessment (the concentration test) has been introduced to help companies determine whether an acquisition is of a business or a group of assets.

- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material* – The amendments clarify the definition of "material" and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRS standards. Based on the new definition, an information is "material" if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Under prevailing circumstances, the adoption of the foregoing new and amended PFRS is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable is done using settlement date accounting.

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit or loss (FVPL), includes transaction cost.

"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 Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each

transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Classification. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost, and (c) financial assets at FVOCI. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Company's business model.

As at March 31, 2020 and December 31, 2019, the Company does not have financial assets and liabilities at FVPL.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is 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.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at March 31, 2020 and December 31, 2019, the Company's cash, receivables (excluding advances to officers, employees and service providers) and due from related parties are classified under this category.

Financial Assets at FVOCI. Equity securities which are not held for trading may be irrevocably designated at initial recognition under the FVOCI category.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, financial assets at FVOCI are measured at fair value with unrealized gains or losses recognized in other comprehensive income (OCI) and are included under "Other comprehensive income" account in the equity section of the statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. On disposal of these equity securities, any cumulative unrealized valuation gains will be reclassified to retained earnings.

As at March 31, 2020 and December 31, 2019, the Company's investment in a club share of Valley Golf & Country Club is classified under this category.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

As at March 31, 2020 and December 31, 2019, the Company's accrued expenses and other current liabilities (excluding statutory payable) and due to a related party are classified under this category.

Reclassification of Financial Assets
The Company reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in the statements of comprehensive income.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from a difference between the previous amortized cost of the financial asset and fair value is recognized in OCI.

Impairment of Financial Assets at Amortized Cost
The Company records an allowance for expected credit loss based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

Derecognition of Financial Assets and Liabilities

Financial Assets. A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Company when:

- the right to receive cash flows from the asset has expired;

- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or

- the Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risk and rewards of the assets, but has transferred control over the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, if any, is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Company could be required to pay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of the new liability, and the difference in the respective carrying amount is recognized in profit or loss.

Offsetting Financial Assets and Liabilities
Financial assets and liabilities are offset and the net amount is reported in the statements 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 assets and settle the liabilities simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statements of financial position.

Other Current Assets
This account mainly consists of creditable withholding taxes (CWT), prepayments and the excess of input value-added tax (VAT) over output VAT.

CWT. CWT represents the amount withheld by the Company's customers in relation to its income. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWT is stated at estimated net realizable value.

Prepayments. Prepayments are expenses not yet incurred but paid in advance. Prepayments are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

VAT. Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from the taxation authority is included as part of "Other current assets" account in the statements of financial position.

Investment Properties
Investment properties, which were sold in 2018 (see Note 7), were accounted for under the fair value model. Fair value gains or losses determined by an independent appraiser were included in profit or loss in the past. The loss on the sale of the investment properties was recognized in the profit or loss in 2018.

Equipment
Equipment are stated at cost less accumulated depreciation and impairment in value, if any.

The initial cost of equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditures incurred after the equipment have been put into operation, such as repairs, maintenance and overhaul costs, are normally charged to operations in the year the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of equipment. The cost of replacing a component of an item of equipment is recognized if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized.

Depreciation is calculated on a straight-line basis over the estimated useful lives of five (5) years for computer and transportation equipment.

The estimated useful lives and method for depreciation are reviewed periodically to ensure that the periods and method of depreciation are consistent with the expected pattern of economic benefits from items of equipment.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is credited to or charged against current operations.

Impairment of Nonfinancial Assets

The Company assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and if the carrying amount exceeds the estimated recoverable amount, nonfinancial assets are written down to its recoverable amount, which is the greater of fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in profit or loss.

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. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, that increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued and outstanding.

Deficit. Deficit represents the cumulative balance of the Company's results of operations.

OCI. OCI comprises items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS. This includes cumulative unrealized valuation gain on investment in a club share.

Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied at a point in time or over time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company has assessed that it acts as a principal in all of its revenue source.

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

Interest Income. Interest income is recognized in profit or loss as it accrues, taking into account the effective yield on the asset.

Rent. Rent income is recognized using the straight-line method over the term of the lease.

Recovery of Accounts Written-off. Income from recovery of accounts written-off is recognized when the amount is actually received.

Other Income. Other income is recognized when earned.

Expense Recognition

Expenses constitute cost of administering the business. These costs are expensed upon receipt of goods, utilization of services, or when the expense is incurred.

Operating Lease

a. Accounting policies beginning January 1, 2019

The Company assesses whether the contracts is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified assets for a period of time, the Company assesses whether, throughout the period of use, it has both of the following:

i. the right to obtain substantially all of the economic benefits from the use of the identified asset; and

ii. the right to direct the use of the identified asset.

If the Company has the right to control the use of an identified asset for only a portion of the term of the contract, the contract contains a lease for that portion of the term.

Company as a Lessee. At the commencement date, the Company recognizes ROU assets and lease liabilities for all leases, except for leases with lease terms of 12 months or less (short-term leases) and leases for which the underlying asset is of low value in which case the lease payments associated with those leases are recognized as an expense on a straight-line basis.

Company as a Lessor. Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rent income. Contingent rents are recognized as revenue in the period in which these are earned.

b. Accounting policies prior to January 1, 2019

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset.

A reassessment is made after inception of the lease only if one of the following applies:

i. there is a change in contractual terms, other than a renewal or extension of the arrangement;

ii. a renewal option is exercised or extension granted, unless the term of the renewal or extension was initially included in the lease term;

iii. there is a change in the determination of whether fulfillment is dependent on a specified asset; or

iv. there is a substantial change to the asset.

Where reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gave rise to the reassessment for scenarios (i), (ii) or (iv) and at the date of renewal or extension period for scenario (ii).

Company as a Lessee. Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognized in profit or loss on a straight-line basis over the lease term.

Company as a Lessor. Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same bases as rent income. Contingent rents are recognized as revenue in the period in which these are earned.

Income Taxes

Current Tax. Current tax assets and liabilities 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 is the one that has been enacted or substantively enacted at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences 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 benefits of any unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax and any unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused MCIT and unused NOLCO can be utilized. Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

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

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

Deferred tax assets and 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.

Basic and Diluted Income (Loss) per Share

The Company computes its basic income (loss) per share by dividing net income (loss) for the period attributable to ordinary equity holders of the Company by the weighted average number of common shares outstanding during the period.

Diluted income per share amounts are computed in the same manner, adjusted for the dilutive effect of any potential common shares. There is no such information in 2019, 2018 and 2017 because the Company has no dilutive potential common shares and is in a net loss position.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components. The Company has only one segment which is as a holding company.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Related party transactions are considered material and/or significant if these transactions amount to 10% or higher of the Company's total assets or if there are several transactions or a series of transactions over a twelve-month period with the same related party amounting to 10% or higher of the Company's total assets.

Provisions

Provisions are recognized when the 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.

Provisions are made using the best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

Contingencies

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

Events after the Reporting Date

Post year-end events that provide additional information about the Company's financial position at the end of reporting period (adjusting events) are reflected in the financial statements. Post year-end events that are non-adjusting are disclosed in the notes to financial statements when material.

3. Significant Judgments, Accounting Estimates and Assumptions

The preparation of financial statements in accordance with PFRS requires management to exercise judgment, make estimates and assumptions that affect the amounts reported in the financial statements. The judgment and estimates used in the financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgment

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

Assessing the Company's Ability to Continue as a Going Concern. The Company has incurred continuous losses resulting in a capital deficiency of ₱141.3 million and ₱140.7 million as at December 31, 2019 and 2018, respectively. Management believes this trend to continue for twelve months after reporting date. As discussed in Note 1, the stockholders provide continuing necessary financial support to the Company while new business opportunities are not yet available. Based on this, the financial statements are prepared on a going concern basis of accounting.

Classifying Financial Instruments. The Company exercises judgment in classifying a financial instrument on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the statements of financial position.

The Company classified its investment in a club share of Valley Golf & Country Club as financial assets at FVOCI (see Note 8).

Accounting for Lease Commitments - Company as a Lessor. Management exercises judgment in determining whether substantially all the significant risks and benefits of ownership of the assets held for lease are retained by the Company. Lease contracts where the Company retains substantially all the risks and benefits incidental to ownership of the leased item are accounted for as operating leases. Otherwise, these are considered as finance leases.

The Company, as a lessor, has entered into property subleases and transportation equipment lease agreements where it has determined that it retains all the significant risks and benefits of ownership on those properties. As such, the lease agreements are accounted for as operating leases.

Rent income amounted to nil and ₱0.25 million in 2020 and 2019, respectively (see Note 12).

Evaluating Contingencies. The Company is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Company's management and legal counsel believe that eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the Company's financial statements.

Estimates and Assumptions

The key estimates concerning the future and other key sources of estimation uncertainty at the reporting date, that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Estimating Liabilities Related to Previous Development Bank Operations. The estimated liabilities related to previous development bank operations of the Company is based on the management's best estimate of the amount expected to be incurred to settle the obligation.

Liabilities arising from the MOA amounted to ₱159.3 million as at March 31, 2020 and December 31, 2019 (see Note 10).

Assessing Expected Credit Losses on Financial Assets at Amortized Cost. The Company applies the simplified approach on its rent receivables and the general approach on all its other financial assets at amortized cost in measuring the expected credit loss. The Company estimates the expected credit loss on its rent receivables using a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company assessed that cash are deposited with reputable counterparty banks that possess good credit ratings. For related party transactions and other receivables, the Company considered the available liquid assets of the related parties and letter of guarantee from the stockholders.

The Company assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred such as significant financial difficulty and cessation of operations of the debtor.

No impairment losses were recognized in 2019, 2018, and 2017.

The aggregate carrying amount of cash in banks, receivables (excluding advances to officers, employees and service providers) and due from related parties amounted to ₱46.9 million and ₱48.3 million as at March 31, 2020 and December 31, 2019, respectively (see Notes 5 and 13).

Assessing the Impairment of Nonfinancial Assets. The Company assesses impairment on nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the 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; or
- significant negative industry or economic trends.

No impairment losses were recognized in 2020 and 2019 except for impairment losses recognized on advances to officers, employees and service providers amounting to ₱2.1 million in 2017 (see Note 5).

The carrying amount of the Company's nonfinancial assets are as follows:

	Note	**March 31, 2020 (Unaudited)**	December31, 2019 (Audited)
Other current assets	6	**₱4,196,372**	₱3,994,738
Equipment	9	**828,899**	914,758
Advances to officers, employees and service providers	5	**43,700**	39,700

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized in the future. The amount of deferred income tax assets that are recognized is based upon the likely timing and level of future taxable profits together with future tax planning strategies to which the deferred income tax assets can be utilized.

The Company's unrecognized deferred tax assets amounted to ₱28.5 million and ₱36.5 million as at December 31, 2019 and 2018, respectively. Management believes that there will be no sufficient future taxable profits against which these deferred tax assets can be utilized.

4. Cash

This account consists of:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Cash on hand	**₱5,277**	₱5,277
Cash in banks	**8,592,020**	10,017,756
	₱8,597,297	₱10,023,033

Cash in banks earn interest at prevailing bank deposit rates. Interest income from cash in banks amounted to ₱4,445 and ₱1,816 in 2020 and 2019, respectively.

5. Receivables

This account consists of:

	Note	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Loans receivables:			
Third parties		**₱62,277,740**	₱62,277,740
Related party	13	**26,000,000**	26,000,000
Interest receivable	13	**2,941,667**	2,941,667
Advances to officers, employees and service providers		**2,170,035**	2,166,035
Rent receivables:	12		
Related party	13	**1,159,200**	1,159,200
Third parties		**261,932**	261,932
		94,810,574	94,806,574
Less allowance for impairment losses		**64,642,007**	64,642,007
		₱30,168,567	₱30,164,567

Loans receivable from third parties are related to the Company's previous bank operations and are fully provided by allowance for impairment loss. Loans receivable from a related party are from loan agreements entered in 2018 with Marcventures Mining and Development Corporation (MMDC), a related party under common control.

Advances to officers, employees and service providers represent unliquidated, noninterest-bearing advances for processing the transfer of title of properties to BDO and PDIC. These are liquidated upon the accomplishment of the purposes for which the advances were granted.

Breakdown of allowance for impairment losses as at March 31, 2020 and December 31, 2019 are as follows:

	Loans receivables	Advances to officers, employees and service providers	Rent receivables	Total
Balance at beginning and end of period	**₱62,277,740**	**₱2,126,335**	**₱237,932**	**₱64,642,007**

The Company recovered some accounts written-off in prior years amounting to ₱0.1 million in 2019 and ₱0.2 million in 2018 and 2017. In 2017, the Company recognized impairment losses on advances to officers, employees and service providers amounting to ₱2.1 million.

6. Other Current Assets

This account consists of:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
CWT	**₱3,230,989**	₱3,230,989
Prepayments	**384,373**	321,411
Net input VAT	**581,010**	442,338
	₱4,196,372	₱3,994,738

Prepayments mainly pertain to prepaid insurance and taxes.

7. Investment Properties

In 2018, the Company sold its investment properties located in Legazpi City, Albay for a total consideration of ₱45.0 million, resulting to a loss on sale of ₱24.9 million. In concluding the sale transaction, management took into account the cost of maintaining the property as well as other expenses and liabilities which the Company needs to defray.

Gain on fair value changes of investment properties amounting to ₱1.7 million in 2017 was based on valuations performed by an accredited independent appraiser using the market data approach.

Market Data Approach involves the comparison of the land to those that are more or less located within the vicinity of the appraised property and are subject of recent sales and offerings. Adjustments were made to arrive at the market value by considering the location, size, shape, utility, desirability and time element. In this approach, the value of the land was based on sales and listings of comparable property registered within the vicinity. This requires the adjustments of comparable property by reducing reasonable comparative sales and listings to a common denominator. This was done by adjusting the differences between the subject property and those actual sales and listings regarded as comparable. The properties used as bases of comparison are situated within the vicinity of the subject property. The comparison was premised on the factors of location, size, and shape of the lot, time element and others.

The significant unobservable inputs to fair valuation are as follows:

Price per square meter	₱20,000-₱22,857
Value adjustments	-5% to 75%

Price per Square Meter: estimated value prevailing in the real estate market depending on the location, area, shape and time element.

Value Adjustments: adjustments are made to bring the comparative values in approximation to the investment property taking into account the location, size, architectural features and etc.

Sensitivity Analysis. The factors considered in determining the fair value of the property are the (a) location of the property with reference to quality neighborhood, (b) size, (c) physical characteristics such as shape, topography and road frontage; and (d) time element. Significant increase (decrease) in price per square meter would result in a significantly higher (lower) fair value measurement. Significant increase (decrease) in value adjustments would result in a lower (higher) fair value measurement.

8. Investment in a Club share

The Company's investment consist of a club share in Valley Golf & Country Club. The fair value of the club share is determined by reference to published price quotations in an active market.

Movements in this account are as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Cost	**₱200,000**	₱200,000
Unrealized gain on fair value changes		
Balance at beginning of period	**700,000**	300,000
Fair value change	**–**	400,000
Balance at end of period	**700,000**	700,000
	₱900,000	₱900,000

In 2017, the Company's gain on fair value changes amounted to ₱60,000 resulting to a cumulative unrealized gain on fair value changes amounting to ₱0.1 million.

9. Equipment

Movements in this account are as follows:

	March 31, 2020 (Unaudited)		
	Computer Equipment	**Transportation Equipment**	**Total**
Cost			
Balance at beginning and end of period	**₱85,800**	**₱1,631,375**	**₱1,717,175**
Accumulated Depreciation			
Balance at beginning of period	**80,080**	**722,337**	**802,417**
Depreciation	**4,290**	**81,569**	**85,859**
Balance at end of period	**84,370**	**803,906**	**888,276**
Carrying Amount	**₱1,430**	**₱827,469**	**₱828,899**

	December 31, 2019 (Audited)		
	Computer Equipment	Transportation Equipment	Total
Cost			
Balance at beginning and end of year	₱85,800	₱1,631,375	₱1,717,175
Accumulated Depreciation			
Balance at beginning of year	62,920	396,062	458,982
Depreciation	17,160	326,275	343,435
Balance at end of year	80,080	722,337	802,417
Carrying Amount	₱5,720	₱909,038	₱914,758

In 2017, the Company recognized depreciation amounting to ₱96,010.

On February 8, 2018, the Company entered into an operating lease agreement with MMDC for the lease of transportation equipment until October 7, 2019 (see Note 12).

Rent income from the lease of transportation equipment amounted to nil and ₱0.2 million in 2020 and 2019 (see Note 13).

10. Accrued Expenses and Other Current Liabilities

This account consists of:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Liabilities arising from the MOA	₱159,304,972	₱159,304,972
Dividends payable	10,985,443	10,985,443
Rental deposits	5,972,642	5,972,642
Accrued expenses	1,707,296	2,136,616
Statutory payables	644	5,397
Others	3,196,210	3,196,210
	₱181,167,207	₱181,601,280

Liabilities arising from the MOA pertain to the estimated transfer taxes and registration fees related to the transfer of assets from its previous development bank operations to BDO and PDIC and other related liabilities, primarily from unremitted collection of assigned receivables and sale of foreclosed properties for the account of PDIC (see Note 1). This account also includes provision for probable losses to cover estimated losses from claims. As allowed under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, certain information is not disclosed until final settlement as it might prejudice the Company's position on the matter.

Dividends payable pertains to the Company's dividend for cumulative, nonparticipating, nonvoting, redeemable and convertible preferred stock that were declared prior to the Company's incurrence of deficit.

Rental deposits represent long-outstanding rental deposits that have not been claimed by the Company's previous tenants.

Accrued expenses pertain to accrual of outside services, professional fees and association dues, among others. These are normally settled in the next financial year.

Other current liabilities include statutory payable and refunds of tenants related to the Company's previous operations. These are noninterest-bearing and unsecured. Other current liabilities are normally settled in the next financial year except for statutory payable which is normally settled within the succeeding month.

11. Equity

Capital Stock

Movements in this account are as follows:

	March 31, 2020 (Unaudited)		December 31, 2019 (Audited)	
	Number of Shares	Amount	Number of Shares	Amount
Common stock - ₱1 par value				
Authorized	3,000,000,000	₱3,000,000,000	3,000,000,000	₱3,000,000,000
Subscribed:				
Balance at beginning and end of period	700,298,616	700,298,616	700,298,616	700,298,616

Preferred stock - ₱1 par value

	March 31, 2020 (Unaudited)		December 31, 2019 (Audited)	
	Number of Shares	**Amount**	Number of Shares	Amount
Authorized	**2,000,000,000**	**₱2,000,000,000**	2,000,000,000	₱2,000,000,000
Issued and outstanding:				
Balance at beginning and end of period	**14,366,260**	**14,366,260**	14,366,260	14,366,260
	714,664,876	**₱714,664,876**	714,664,876	₱714,664,876

The Company has 1,589 and 1,591 stockholders as at March 31, 2020 and December 31, 2019, respectively.

The following summarizes the information on the Company's issued and subscribed shares as at March 31, 2020:

	Number of shares issued and subscribed	Percentage of shares
Non-public shareholdings:		
a. Related parties	575,732,986	82.21%
b. Affiliates, directors and officers	2,005	0.00%
Public shareholdings	124,563,625	17.79%
Total	**700,298,616**	**100.00%**

The high and low trading prices of the Company's stock are as follows:

Quarter	High	Low
January to March 2020	**₱1.29**	**₱0.68**
January to December 2019		
First	₱1.36	₱1.12
Second	1.40	1.03
Third	1.98	1.21
Fourth	1.50	1.13

The preferred stock has the following salient features:

a. Cumulative, nonparticipating, nonvoting, redeemable and convertible at the option of the Company.

b. Cash dividend rate initially at 4.50% per annum based on par value, which shall be automatically adjusted to 11.00% per annum upon full payment of the subscription price.

c. The Company may, at any time at its option, wholly or partially redeem the outstanding preferred stock plus accrued dividends thereon. When such call for redemption is made, the holders of the preferred stock may opt to convert the preferred stock to common stock.

Equity Restructuring
As discussed in Note 1, on March 23, 2018, the SEC approved the Company's equity restructuring to apply APIC of ₱2,114.9 million against deficit.

12. Leases

Operating Lease Commitments

- The Company entered into cancellable lease agreements for a period ranging from one to thirteen years renewable upon mutual agreement of the parties and subleased the properties under the same terms. In July 2018, these agreements were terminated upon mutual consent of the contracting parties.

- On February 8, 2018, the Company entered into an operating lease agreement with MMDC for the lease of the transportation equipment until October 7, 2019 (see Note 9).

  Rent income amounted to nil and ₱0.2 million in 2020 and 2019, respectively. Rent receivables amounted to ₱1.4 million as at March 31, 2020 and December 31, 2019 (see Note 5).

  Rent expense amounted to nil in 2020 and 2019.

13. Related Party Transactions

Outstanding balances and transactions with related parties are as follows:

	Nature of Transaction	Amount of Transaction 2020 (Unaudited)	2019 (Audited)	Outstanding Balance March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Receivables					
Loans Receivables					
Entity under common control	Loan	₱–	₱–	₱26,000,000	₱26,000,000
	Interest income	–	2,600,000	2,941,667	2,941,667
Rent Receivables					
Entity under common control	Rent income	–	828,000	1,159,200	1,159,200
				₱30,100,867	₱30,100,867
Due from related parties					
Entities under common control	Advances	₱–	₱868,249	₱8,169,372	₱8,169,372
Due to a related party					
Parent Company	Advances	₱–	₱–	₱13,880,000	₱13,880,000

The Company has no material and/or significant transactions with its related parties in 2019.

Terms and Conditions of Transactions with Related Parties

Loans Receivable
In 2018, the Company entered into a one-year unsecured loan agreements with MMDC with 10% per annum interest due in 2019. As at December 31, 2019, the loans receivable are due and demandable.

Rent Receivables
On February 8, 2018, the Company entered into an operating lease agreement with MMDC for the lease of transportation equipment until October 7, 2019 (see Note 9). As at December 31, 2019, the rent receivable is due and demandable.

Due to and from Related Parties
Outstanding balances are unsecured, noninterest-bearing collectible and, payable in cash upon demand. The Company has not made any provision for impairment losses relating to the amounts owed by the related parties. This assessment is undertaken at each reporting date by taking into consideration the financial position of the related parties and the market at which the related parties operates.

Management Fee
On December 22, 2015, the Company entered into a management agreement with the Parent Company for overseeing and supervision of the Company's business matters until December 31,

2017. Management fee amounted to ₱23.1 million in 2017.

On December 3, 2018, the Company obtained approval from its stockholders to enter into a new management agreement with the Parent Company. As at December 31, 2019 and 2018, no management fee was recognized since the Company has yet to finalize the agreement with RYM.

Key Management Personnel

The Company has no key management personnel in 2019, 2018 and 2017. Its accounting and administrative functions are provided by a related party at no cost to the Company.

14. Commitments and Contingencies

a. In the normal course of the Company's prior operations, there are outstanding commitments, pending litigations and contingent liabilities which are not reflected in the financial statements. The Company does not anticipate significant losses as a result of these transactions.

b. As discussed in Note 1, under the MOA dated September 12, 2002 between the Company and BDO and PDIC, the Company agreed to transfer its assets and liabilities from its development bank operations to BDO and PDIC. The Company agreed to hold BDO free from any contingent claims, labor and minority issues and concerns arising from related assets and liabilities still managed by the Company until these are assumed by BDO. Further, the Company agreed to indemnify BDO against losses, claims and damages BDO may suffer in the event such contingent claims, labor and minority issues affect BDO's rights under the MOA.

   The Company has accounted for separately, assets from its development bank operations pursuant to the MOA. It still has in its possession titles of real estate properties from its development bank operations with an aggregate fair value of ₱527.8 million as at December 31, 2019 and 2018. Moreover, the Company has cash of ₱13.9 million as at December 31, 2019 and 2018, respectively, arising from the proceeds of sale of a property.

15. Basic Loss Per Share

The basic loss per share is computed as follows:

	March 31, 2020 (Unaudited)	December 31, 2019 (Audited)
Net loss	**(₱871,888)**	(₱992,120)
Less dividend rights of preferred stockholders for the period	–	1,581,671
Loss attributable to common stockholders	**(871,888)**	(2,573,791)
Divided by weighted average number of common stock	**700,298,616**	700,298,616
Basic loss per share	**(₱0.001)**	(₱0.004)

The convertible feature of the Company's preferred stock has potential antidilutive effect. The Company has no diluted income per share in 2019, 2018 and 2017 because the Company is in a net loss position.

16. Financial Risk Management Objectives and Policies

The Company's principal financial instruments comprise of cash, receivables (excluding advances to officers, employees and service providers), due from related parties, investment in a club share, accrued expenses and other current liabilities (excluding statutory payable) and due to a related party.

The main risks arising from the financial instruments of the Company are credit risk and liquidity risk. The BOD reviews and approves policies for managing the risks.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash in banks, receivables (excluding advances to officers, employees and service providers) and due from related parties and investment in a club share. The carrying amounts of the financial assets represent the Company's gross maximum exposure to credit risk in relation to financial assets.

The aging analyses of financial assets as at March 31, 2020 and December 31, 2019 are as follows:

	March 31, 2020 (Unaudited)				
	Neither Past Due Nor Impaired	Past Due But Not Impaired			
		Less Than 30 Days	31-60 Days	Past Due and Impaired	Total
Financial Assets at Amortized Cost					
Cash in banks	**₱8,592,020**	**₱–**	**₱–**	**₱–**	**₱8,592,020**
Receivables*	**30,124,867**	–	–	**62,515,672**	**92,640,539**
Due from related parties	**8,169,372**	–	–	–	**8,169,372**
	46,886,259	–	–	**62,515,672**	**109,401,931**
Financial Assets at FVOCI					
Investment in a club share	**900,000**	–	–	–	**900,000**
	₱47,786,259	**₱–**	**₱–**	**₱62,515,672**	**₱110,301,931**

**Excluding advances to officers, employees and service providers amounting to ₱2.2 million*

	December 31, 2019 (Audited)				
	Neither Past Due Nor Impaired	Past Due But Not Impaired			
		Less Than 30 Days	31-60 Days	Past Due and Impaired	Total
Financial Assets at Amortized Cost					
Cash in banks	₱10,017,756	₱–	₱–	₱–	₱10,017,756
Receivables*	30,124,867	–	–	62,515,672	92,640,539
Due from related parties	8,169,372	–	–	–	8,169,372
	48,311,995	–	–	62,515,672	110,827,667
Financial Assets at FVOCI					
Investment in a club share	900,000	–	–	–	900,000
	₱49,211,995	₱–	₱–	₱62,515,672	₱111,727,667

**Excluding advances to officers, employees and service providers amounting to ₱2.2 million*

Credit Quality of Financial Assets. The credit quality of the Company's financial assets are being managed by using internal credit ratings such as high grade and standard grade.

High grade - pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal.

Standard grade - include financial assets that are considered moderately realizable and some accounts which would require some reminder follow-ups to obtain settlement from the counterparty.

The Company has assessed the credit quality of financial assets that are neither past due nor impaired as high grade.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The Company also maintains a balance between continuity of funding and flexibility. The policy of the Company is to first exhaust lines available from affiliated companies before local bank lines are availed of. The Company seeks to manage its liquid funds through cash planning on a weekly basis. The Company uses historical figures and experiences and forecasts from its cash receipts and disbursements. As part of its liquidity risk management, the Company regularly evaluates its projected and actual cash flows.

As at March 31, 2020 and December 31, 2019, accrued expenses and other current liabilities (excluding statutory payable) and due to a related party aggregating ₱195.0 million and ₱195.5 million, respectively, are generally due and demandable.

Fair Values
The following table presents the carrying amounts and fair values of the Company's assets and liabilities measured at fair value and the corresponding fair value hierarchy:

	March 31, 2020 (Unaudited)		December 31, 2019 (Audited)	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Financial Assets				
Cash	**₱8,597,297**	**₱8,597,297**	₱10,023,033	₱10,023,033
Receivables*	**30,168,567**	**30,168,567**	30,164,567	30,164,567
Due from related parties	**8,169,372**	**8,169,372**	8,169,372	8,169,372
Investment in a club share	**900,000**	**900,000**	900,000	900,000
	₱47,835,236	**₱47,835,236**	₱49,256,972	₱49,256,972
Financial Liabilities				
Accrued expenses and other current liabilities**	**₱181,166,563**	**₱181,166,563**	₱181,595,883	₱181,595,883
Due to a related party	**13,880,000**	**13,880,000**	13,880,000	13,880,000
	₱195,046,563	**₱195,046,563**	₱195,475,883	₱195,475,883

**Excluding advances to officers, employees and service providers amounting to ₱2.2 million as at March 31, 2020 and December 31, 2019.*
***Excluding statutory payable amounting to ₱644 and ₱5,397 as at March 31, 2020 and December 31, 2019, respectively.*

Current Financial Assets and Liabilities. The carrying amounts of cash, receivables (excluding advances from officers, employees and service providers), due from related parties and accrued expenses and other current liabilities (excluding statutory payable) and due to a related party approximate their fair values due to the short-term nature and maturities of the transactions. The fair value measurement of current financial assets and liabilities is classified as Level 3 (Significant unobservable inputs).

Investment in a Club Share. The fair value of this financial asset was determined based on the current selling price to third parties. The fair value measurement of equity securities designated as FVOCI is classified as Level 2 (Significant observable inputs).

Capital Management

The primary objective of the Company's capital management is to safeguard the Company's ability to continue its operations as a going concern and to maximize shareholder value. The Company manages its capital structure and makes adjustments to it, when there are changes in the economic conditions. To maintain or adjust the capital structure, the Company may adjust dividend payment to shareholders, return capital to shareholders, or issue new stock. No changes were made in the objectives, policies or processes for 2020 and 2019.