



SBS PHILIPPINES CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of **SBS Philippines Corporation and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

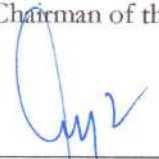
The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

Punongbayan and Araullo, the independent auditors appointed by the stockholders, have audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.



Ricardo Nicanor N. Jacinto
Vice Chairman of the Board



Gerry D. Tan
President



Aylene Y. Sytengco
Chief Finance Officer

Signed this 29th day of April 2020.

PRESCRIBED AND SWORN
BEFORE ME THIS 02 JUN 2020
AT QUEZON CITY, PHILIPPINES

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PAGE NO. 2
BOOK NO. 5
SERIES OF: 2020



Atty. Yolanda Osea Alfonso
Notary Public

Until December 31, 2020
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**Consolidated Financial Statements and
Independent Auditors' Report**

SBS Philippines Corporation and Subsidiaries

December 31, 2019, 2018 and 2017



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Report of Independent Auditors

The Board of Directors and Stockholders
SBS Philippines Corporation and Subsidiaries
(A Subsidiary of Anesay Holdings Corporation)
No. 10 Resthaven Street
San Francisco Del Monte, Quezon City

Opinion

We have audited the consolidated financial statements of SBS Philippines Corporation and subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of profit or loss, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and their consolidated financial performance and their consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the consolidated 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.

Certified Public Accountants

Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd

Offices in Cavite, Cebu, Davao
BOA/PRC Cert of Reg. No. 0002
SEC Accreditation No. 0002-FR-5

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Emphasis of a Matter

We draw attention to Note 28 to the financial statements, which describes the management's assessment of the impact on the Group's consolidated financial statements of the business disruption brought about by the corona virus outbreak and consequent events after the reporting period. Management has determined that these are non-adjusting events and as such, had no impact on the Group's consolidated financial statements for the year ended December 31, 2019. As further stated in Note 28, management was unable to reliably estimate yet as at the issuance date of the financial statements the impact of said events on the Group's consolidated financial condition and operations in subsequent periods. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

(a) Revenue Recognition

Description of the Matter

The Group's revenues consist of revenues from sale of goods and rendering of consultancy services. In our view, revenue recognition, particularly for sale of goods which represents 95% of total revenues in 2019, is significant to our audit because of the presumed risk of fraud on revenue and it directly impacts the Group's profitability. In addition, revenue from sale of goods involves voluminous transactions and requires proper observation of cut-off procedures.

The Group's disclosures on its revenue recognition policy is fully disclosed in Note 2, while details of the Company's revenues are discussed in Note 27 to the consolidated financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to revenue recognition included, among others, the following:

- understanding the policies and procedures applied to revenue recognition, as well as compliance therewith, including an assessment of the design effectiveness of controls related to revenue recognition processes employed by the Group;
- evaluating appropriateness of the Group's revenue recognition in relation to its compliance with the requirements of PFRS 15, *Revenue from Contracts with Customers*, which include the following:
 - reviewing and discussing with management significant customer contracts, including contractual terms and conditions to ensure these contracts are appropriately accounted for in accordance with PFRS 15;



- identifying performance obligations on customer contracts for each revenue streams and evaluating when such performance obligations are satisfied (i.e., point in time or over time); and,
- testing sales and billing invoices and other related supporting documents, on a sample basis, of revenue transactions throughout the current period to determine whether transactions are properly recognized at the time the Group satisfies its performance obligation.
- confirming trade receivables, on a sample basis, as of the end of the reporting period and performing alternative procedures such as, but not limited to, examining cash receipts or sales and billing invoices;
- testing sales and billing invoices immediately prior and subsequent to the current reporting period to determine whether the related revenue transactions are recognized in the proper reporting period; and,
- performing substantive analytical review procedures over revenues such as, but not limited to, yearly and monthly analyses of sales and consultancy services per customer, verifying validity of the underlying data used in the analyses, and following up variances from our expectations.

(b) Existence and Valuation of Inventories

Description of the Matter

Inventories amounting to P1,004.3 million as of December 31, 2019 represent 12% of the Group's total assets. The valuation of these inventories is at lower of cost, which is determined using the moving average method, and net realizable value (NRV). As discussed in Note 6 to the consolidated financial statements, portion of the inventories is carried at cost while the rest is at NRV, based on the estimated selling price less the estimated costs necessary to make the sale. Due to the significant carrying amount of inventories and the high level of judgment in estimating the NRV of inventories, we consider the existence and valuation of inventories to be a key audit matter.

The Group's disclosures about the accounting policies and significant judgments and estimates on inventories are presented in Notes 2 and 3, respectively. In addition, the breakdown of inventories at cost and NRV is disclosed in Note 6.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the existence and valuation of inventories included:

On existence of inventories:

- observing the physical inventory count, comparing the quantities per count to the quantities recorded and performing the related roll-forward procedures to test the quantities of inventory items as of December 31, 2019;
- testing the design and operating effectiveness of the relevant internal control procedures related to the physical inventory count and performing cut-off procedures by reviewing information and copy of count control documents; and,



- analyzing in detail the inventory-related ratios such as, but not limited to, inventory turnover and current year's composition of the total product cost.

On valuation of inventories:

- evaluating appropriateness and consistency of the application of the method used in the measurement of inventory at lower of cost and NRV with prior periods;
- performing a price test on sample inventory items by examining supporting purchase invoices and relevant documents in order to recompute unit cost and examine movements that might affect average cost per unit;
- testing management estimate on NRV by performing test computations based on fair value less costs to sell on a sample basis; and,
- assessing the sufficiency and appropriateness of the amount of allowance for inventory writedown by evaluating the key assumptions used on the expected realization of old, slow-moving and obsolete inventories and recalculating the expected amount of inventory write-down based on assumptions used by management.

(c) Information on Investments in Associates

Description of the Matter

Investments in associates amounted to P2,123.0 million as of December 31, 2019. We have assessed the information on investments in associates as one of our key audit matters as the Group is exposed to risk that the investments are not measured and disclosed properly. This also includes proper assessment whether the entities properly qualify as associates of the Group based on the existence of significant influence but not control.

Furthermore, the Group is exposed to risk of impairment of its investments in associates, as certain associates have been incurring significant losses. The Group's management conducts impairment test to assess the recoverability of the investments in associates when management has determined there are indications of impairment with respect to these investments. Impairment assessment of these investments is considered significant in our audit due to the complexity of the accounting requirements and the significant management judgment required in estimating recoverable amount of investments.

The Group's disclosures about its investments in associates are included in Notes 1 and 8 to the consolidated financial statements while accounting policy on recognition and measurement of investments in associates and related disclosures about judgment and estimates are included in Notes 2 and 3, respectively.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the accounting for investments in associates included:

- reading the subscription agreements, general information sheets and relevant financial information of the associates to ensure that information disclosed on the associates are accurate, as well as to determine whether the entities qualify as associates of the Group based on the definition provided in PAS 28, *Investments in Associates*;
- acquiring and reviewing the report package prepared by the auditor of the associates (i.e., the component auditor), and examination of documents to support the existence and valuation of significant assets and transactions of certain associates;



- ensuring proper equity accounting was carried out during the year by looking at the post-acquisition change in the Group's share of net assets of the associates;
- assessing the adequacy of the disclosures presented within the consolidated financial statements to ensure that they are in accordance with PFRS 12, *Disclosure of Interests in Other Entities*; and,
- evaluating the reasonableness of management's assumptions and estimates used in determining the recoverable amounts of the investments in associates, which includes determining the fair value of properties and other assets held by associates.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Group's Securities and Exchange Commission (SEC) Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019 are expected to be made available to us after the date of this auditors' report.

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

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

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

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

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

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



Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.



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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Anthony L. Ng.

PUNONGBAYAN & ARAULLO

By: Anthony L. Ng
Partner

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TIN 230-169-270
PTR No. 8116552, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 1638-A (until May 29, 2020)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-038-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

April 29, 2020

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2019 AND 2018
(Amounts in Philippine Pesos)

	Notes	2019	2018
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash	4	P 395,616,655	P 1,239,832,036
Trade and other receivables – net	5	815,555,562	924,819,831
Inventories – net	6	1,004,347,655	1,075,566,518
Prepayments and other current assets	9	<u>96,170,296</u>	<u>794,910,028</u>
Total Current Assets		<u>2,311,690,168</u>	<u>4,035,128,413</u>
NON-CURRENT ASSETS			
Investment securities at amortized cost – net	7	-	244,250,520
Investments in associates	8	2,122,989,855	1,256,974,458
Property and equipment – net	10	92,638,508	106,027,904
Right-of-use assets – net	11	93,091,014	-
Investment properties – net	12	934,881,856	944,920,260
Deferred tax assets – net	20	23,580,135	10,279,346
Other non-current assets	9	<u>2,869,021,168</u>	<u>778,928,543</u>
Total Non-current Assets		<u>6,136,202,536</u>	<u>3,341,381,031</u>
TOTAL ASSETS		<u>P 8,447,892,704</u>	<u>P 7,376,509,444</u>
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Loans payable	14	P 1,617,763,109	P 1,302,260,460
Trade and other payables	13	138,314,566	27,375,700
Lease liabilities	11	24,836,032	-
Income tax payable		<u>-</u>	<u>7,307,501</u>
Total Current Liabilities		<u>1,780,913,707</u>	<u>1,336,943,661</u>
NON-CURRENT LIABILITIES			
Loans payable	14	956,113,887	1,073,193,028
Lease liabilities	11	19,293,005	-
Security deposit	19	7,566,353	5,023,500
Post-employment defined benefit obligation	18	<u>6,260,859</u>	<u>5,626,740</u>
Total Non-current Liabilities		<u>989,234,104</u>	<u>1,083,843,268</u>
Total Liabilities		<u>2,770,147,811</u>	<u>2,420,786,929</u>
EQUITY			
Equity attributable to the shareholders of Parent Company:	21		
Capital stock		1,549,999,999	1,549,999,999
Additional paid-in capital		2,242,794,207	2,242,794,207
Revaluation reserves		(2,469,695)	(2,580,031)
Retained earnings		<u>1,091,824,743</u>	<u>1,107,167,037</u>
		4,882,149,254	4,897,381,212
Non-controlling interest		<u>795,595,639</u>	<u>58,341,303</u>
Total Equity		<u>5,677,744,893</u>	<u>4,955,722,515</u>
TOTAL LIABILITIES AND EQUITY		<u>P 8,447,892,704</u>	<u>P 7,376,509,444</u>

See Notes to Consolidated Financial Statements.

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
CONSOLIDATED STATEMENTS OF PROFIT OR LOSS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018	2017
REVENUES	19			
Sale of goods		P 1,199,851,267	P 1,105,900,511	P 1,039,994,633
Consultancy income		61,160,714	66,885,714	60,271,429
		1,261,011,981	1,172,786,225	1,100,266,062
COST OF SALES AND SERVICES	15			
Cost of goods sold		885,196,138	783,117,946	750,386,926
Cost of services		2,400,000	2,400,000	3,188,548
		887,596,138	785,517,946	753,575,474
GROSS PROFIT		373,415,843	387,268,279	346,690,588
OTHER OPERATING INCOME (EXPENSES)				
Other operating expenses	15	(255,121,310)	(190,171,136)	(162,351,414)
Other operating income	16	37,481,898	15,422,574	5,556,343
		(217,639,412)	(174,748,562)	(156,795,071)
OPERATING PROFIT		155,776,431	212,519,717	189,895,517
EQUITY IN NET INCOME (LOSSES) OF ASSOCIATES	8	(19,792,302)	97,547,934	(15,811,743)
GAIN ON SALE OF INVESTMENT PROPERTIES	12	2,493,634	1,029,750	-
FINANCE INCOME	17	21,427,148	32,248,076	34,654,618
FINANCE COSTS	17	(135,006,587)	(136,397,737)	(71,799,249)
PROFIT BEFORE TAX		24,898,324	206,947,740	136,939,143
TAX EXPENSE (INCOME)	20	(70,868)	31,308,772	35,679,358
NET PROFIT		P 24,969,192	P 175,638,968	P 101,259,785
Attributable to:				
Shareholders of the Parent Company		P 18,757,706	P 177,186,408	P 101,309,452
Non-controlling interest		6,211,486	(1,547,440)	(49,667)
		P 24,969,192	P 175,638,968	P 101,259,785
EARNINGS PER SHARE - Basic and Diluted	21	P 0.01	P 0.11	P 0.08

See Notes to Consolidated Financial Statements.

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	<u>2019</u>	<u>2018</u>	<u>2017</u>
NET PROFIT		P 24,969,192	P 175,638,968	P 101,259,785
OTHER COMPREHENSIVE INCOME				
Item that will not be reclassified subsequently to profit or loss				
Remeasurements of post-employment defined benefit plan	18	157,623	1,301,202	825,723
Tax expense	20	(47,287)	(390,361)	(247,717)
Other Comprehensive Income – net of tax		110,336	910,841	578,006
TOTAL COMPREHENSIVE INCOME		P 25,079,528	P 176,549,809	P 101,837,791
Attributable to:				
Shareholders of the Parent Company		P 18,868,042	P 178,097,249	P 101,887,458
Non-controlling interest		6,211,486	(1,547,440)	(49,667)
		P 25,079,528	P 176,549,809	P 101,837,791

See Notes to Consolidated Financial Statements.

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Attributable to Shareholders of Parent Company							Non-controlling Interest	Total
	Capital Stock (see Note 21)	Additional Paid-in Capital (see Note 21)	Treasury Shares (see Note 21)	Revaluation Reserves (see Note 21)	Retained Earnings (see Note 21)		Total		
					Appropriated	Unappropriated			
Balance at January 1, 2019	P 1,549,999,999	P 2,242,794,207	P -	(P 2,580,031)	P -	P 1,107,167,037	P 4,897,381,212	P 58,341,303	P 4,955,722,515
Cash dividend during the year	-	-	-	-	-	(34,100,000)	(34,100,000)	-	(34,100,000)
Additional investments from non-controlling interest during the year	-	-	-	-	-	-	-	731,042,850	731,042,850
Total comprehensive income for the year	-	-	-	110,336	-	18,757,706	18,868,042	6,211,486	25,079,528
Balance at December 31, 2019	<u>P 1,549,999,999</u>	<u>P 2,242,794,207</u>	<u>P -</u>	<u>(P 2,469,695)</u>	<u>P -</u>	<u>P 1,091,824,743</u>	<u>P 4,882,149,254</u>	<u>P 795,595,639</u>	<u>P 5,677,744,893</u>
Balance at January 1, 2018	P 1,549,999,999	P 2,242,794,207	P -	(P 3,490,872)	P 200,000,000	P 756,330,629	P 4,745,633,963	P 5,620,936	P 4,751,254,899
Reversal of appropriation during the year	-	-	-	-	(200,000,000)	200,000,000	-	-	-
Cash dividend during the year	-	-	-	-	-	(26,350,000)	(26,350,000)	-	(26,350,000)
Additional investments from non-controlling interest during the year	-	-	-	-	-	-	-	54,267,807	54,267,807
Total comprehensive income for the year	-	-	-	910,841	-	177,186,408	178,097,249	(1,547,440)	176,549,809
Balance at December 31, 2018	<u>P 1,549,999,999</u>	<u>P 2,242,794,207</u>	<u>P -</u>	<u>(P 2,580,031)</u>	<u>P -</u>	<u>P 1,107,167,037</u>	<u>P 4,897,381,212</u>	<u>P 58,341,303</u>	<u>P 4,955,722,515</u>
Balance at January 1, 2017	P 1,200,000,000	P 898,425,433	(P 29,973,840)	(P 4,068,878)	P 200,000,000	P 943,501,171	P 3,207,883,886	p -	P 3,207,883,886
Issuance of shares during the year	302,000,000	1,101,599,532	-	-	-	-	1,403,599,532	-	1,403,599,532
Acquisition of treasury shares	-	-	(168,974,313)	-	-	-	(168,974,313)	-	(168,974,313)
Reissuance of treasury shares	-	2,289,247	198,948,153	-	-	-	201,237,400	-	201,237,400
Stock dividends for the year	47,999,999	240,479,995	-	-	-	(288,479,994)	-	-	-
Additional investments from non-controlling interest during the year	-	-	-	-	-	-	-	5,670,603	5,670,603
Total comprehensive income for the year	-	-	-	578,006	-	101,309,452	101,887,458	(49,667)	101,837,791
Balance at December 31, 2017	<u>P 1,549,999,999</u>	<u>P 2,242,794,207</u>	<u>P -</u>	<u>(P 3,490,872)</u>	<u>P 200,000,000</u>	<u>P 756,330,629</u>	<u>P 4,745,633,963</u>	<u>P 5,620,936</u>	<u>P 4,751,254,899</u>

See Notes to Consolidated Financial Statements.

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

	Notes	2019	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		P 24,898,324	P 206,947,740	P 136,939,143
Adjustments for:				
Interest expense	17	135,006,587	136,397,737	71,799,249
Depreciation and amortization	10, 11, 12	62,710,557	20,298,684	5,279,954
Equity in net losses (income) of associates	8	19,792,302	(97,547,934)	15,811,743
Interest income	4, 17	(15,886,365)	(28,297,635)	(27,742,510)
Unrealized foreign currency losses (gains) - net		4,246,068	(1,024,771)	(4,628,292)
Gain on sale of investment properties	12	(2,493,634)	(1,029,750)	-
Gain on redemption of investment securities at amortized cost	7	(489,480)	-	-
Impairment loss on investment securities at amortized cost	7	-	489,480	-
Operating profit before working capital changes		227,784,359	236,233,551	197,459,287
Decrease (increase) in trade and other receivables		109,264,269	12,892,829	(63,698,724)
Decrease in inventories		71,218,863	1,950,225	235,624,852
Increase in prepayments and other assets		(309,479,869)	(631,125,626)	(18,039,648)
Increase (decrease) in trade and other payables		101,237,166	(56,592,719)	(218,108,857)
Increase (decrease) in post-employment defined benefit obligation		377,614	(1,320,835)	508,890
Cash generated from (used in) operations		200,402,402	(437,962,575)	133,745,800
Cash paid for income taxes		(14,479,770)	(34,536,616)	(31,540,149)
Net Cash From (Used in) Operating Activities		185,922,632	(472,499,191)	102,205,651
CASH FLOWS FROM INVESTING ACTIVITIES				
Advance payments for investment and asset acquisitions	9	(1,319,862,300)	(772,815,200)	(107,000,000)
Acquisition of investments in associates	8	(842,647,499)	(136,804,434)	(783,469,350)
Proceeds from redemption of investment securities at amortized cost	7	244,740,000	-	-
Interest received		15,886,365	28,297,635	27,742,510
Proceeds from disposal of investment properties	12	6,719,120	3,123,125	-
Acquisition of property and equipment	10	(1,883,012)	(99,797,251)	(6,063,113)
Acquisition of computer software	9	(1,480,325)	(6,113,342)	-
Acquisition of investment properties	12	-	(320,322,935)	-
Net Cash Used in Investing Activities		(1,898,527,651)	(1,304,432,402)	(868,789,953)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from availment of loans	14	1,045,000,000	1,300,000,000	2,340,000,000
Settlement of loans	14	(850,000,000)	(1,450,000,000)	(287,500,000)
Cash infusion from stockholders		731,042,849	54,267,807	-
Collection of deposits made on behalf of an associate	5, 19	139,200,000	1,677,692,396	-
Interest paid		(115,470,619)	(132,974,229)	(69,363,714)
Payment of lease liabilities		(43,036,524)	-	-
Dividends paid	21	(34,100,000)	(26,350,000)	-
Deposits made on behalf of an associate	5, 19	-	(775,000,000)	(1,677,724,331)
Proceeds from issuance of shares	21	-	-	1,409,270,135
Reissuance of treasury shares	21	-	-	201,237,400
Acquisition of treasury shares	21	-	-	(168,974,313)
Net Cash From Financing Activities		872,635,706	647,635,974	1,746,945,177
EFFECTS OF FOREIGN EXCHANGE RATE CHANGES ON CASH		(4,246,068)	1,024,771	4,628,292
NET INCREASE (DECREASE) IN CASH		(844,215,381)	(1,128,270,848)	984,989,167
CASH AT BEGINNING OF YEAR		1,239,832,036	2,368,102,884	1,383,113,717
CASH AT END OF YEAR		P 395,616,655	P 1,239,832,036	P 2,368,102,884

Supplemental Information on Non-cash Financing and Investing Activities:

- In 2019, the Parent Company recognized right-of-use assets and lease liabilities with carrying amounts of P93.1 million and P44.1 million, respectively, as of December 31, 2019, and P31.8 million and P15.7 million, respectively, as of January 1, 2019 (see Note 11).
- Investment subscriptions paid in 2017 amounting to P107.0 million were applied to the acquisition of investment in certain associates for a total consideration of P243.8 million in 2018. In 2019, the Group also applied investment subscriptions paid in 2018 amounting to P43.2 million in its acquisition of shares of certain associates (see Notes 8 and 9).
- On June 9, 2017, the Parent Company's shareholders approved the declaration of stock dividends amounting to P288.5 million in favor of stockholders of record as of June 23, 2017 and was subsequently distributed to the shareholders on July 17, 2017 (see Note 21).

See Notes to Consolidated Financial Statements.

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesy Holdings Corporation)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2019, 2018 AND 2017
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

SBS Philippines Corporation (the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on July 17, 2001. The Parent Company is currently engaged in trading of goods and buying, selling, distributing and marketing at wholesale goods such as chemicals, fertilizers, foodstuffs, agricultural products feed ingredients, industrial products and medical devices. Its registered office address and principal place of business is No. 10 Resthaven Street, San Francisco del Monte, Quezon City.

The Parent Company's common shares are listed and traded in the Philippine Stock Exchange (PSE) beginning August 10, 2015 (see Note 21.1).

The Parent Company is a subsidiary of Anesy Holdings Corporation (Anesy or the Ultimate Parent Company). Anesy is engaged in the business of holding, owning and acquiring shares of stocks, bonds and other investments in any and all types of business enterprise engaged in any productive and commercial activity. Its registered office, which is also its principal place of business, is located at No. 37 Judge Juan Luna St., San Francisco Del Monte, Quezon City.

As of December 31, 2019 and 2018, the Parent Company and its subsidiaries (the Group) holds interest in various entities as enumerated below.

	Explanatory Notes	Percentage of Ownership	
		2019	2018
Subsidiaries:			
SBS Holdings and Enterprises Corporation (SBS Holdings)	(a)	44.62%	99.99%
Lence Holdings Corporation (LHC)	(b)	76.16%	90.09%
Associates of Parent Company:			
	(c)		
Smyte Phils. Holdings Corporation (SPHC)		44.95%	29.00%
Cleon Phils. Holding Corporation (CPHC)		37.25%	37.25%
Lakerfield Phils. Holding Corporation (LPHC)		37.00%	37.00%
Ayschester Holdings Corporation (AHC)		25.00%	25.00%
I-Bonding Holdings Corporation (IBHC)		17.00%	17.00%
Goldchester Holdings Corporation (GHC)		16.90%	17.60%
Berny Philippines Holdings Corp (BPHC)		13.31%	23.00%

	Explanatory Notes	Percentage of Ownership	
		2019	2018
Associates of SBS Holdings:			
	(c)		
Milia Holdings Corporation (MHC)		29.00%	29.00%
Justfields Holdings Corporation (JuHC)		29.00%	29.00%
Icare. Holding Corporation (ICHC)		25.00%	25.00%
Apschester Holdings Corporation (APHC)		22.00%	22.00%
Joine Holdings Corporation (JHC)		22.00%	22.00%
Urman Holdings Corporation (UHC)		22.00%	22.00%
Syner Holdings Corporation (SyHC)		22.00%	22.00%
Namia Holdings Corporation (NHC)		22.00%	22.00%
Aspar Holdings Corporation (ArHC)		22.00%	22.00%
Scott Holdings Corp. (SHC)		17.50%	17.50%
Aresa Holdings Corp. (ARHC)		17.00%	17.00%
Asida Holdings Corp. (ASHC)		17.00%	17.00%
Mansfield Holdings Corp (MFHC)		17.00%	17.60%
Morechester Phils. Inc. (MPI)		17.00%	17.00%
Couts Holdings Corporation (CHC)		17.00%	17.00%
Ineda Holdings Corporation (IHC)		17.00%	17.00%
Joune Holding Limited (JoHL)		5.00%	5.00%

Explanatory Notes:

(a) SBS Holdings is a stock corporation with authorized capital stock of 5,500,000,000 shares with a par value of P1 per share as at its incorporation. In December 2016, the Parent Company subscribed to 311,897 common shares of then newly incorporated SBS Holdings. Thereafter, the Parent Company subscribed to additional 1,574,687,500 and 425,312,500 common shares on February 22, 2017 and March 27, 2018, respectively, for a total stockholding of 2,000,311,897 common shares representing 99% ownership of SBS Holdings' outstanding capital stock. On November 18, 2019, the SEC approved the increase in authorized capital stock of SBS Holdings to 17,290,000,000 shares with a par value of P1. In 2019, SBS Holdings issued 3,053,437,500 common shares from the unissued authorized capital stock on a subscription basis, of which the Parent Company subscribed to 254,688,103 common shares, bringing the Parent Company's total stockholding to 2,255,000,000, representing 45% ownership of SBS Holdings' outstanding capital stock as of December 31, 2019. The issuance of authorized capital stock resulted in the dilution of the Parent Company's equity ownership in SBS Holdings. However, management assessed that SBS Holdings remains as a subsidiary of the Parent Company on the basis that certain members of the Parent Company's Board of Directors (BOD) hold key positions in SBS Holdings; further, as of December 31, 2019, the Parent Company retains the ability to influence at least 50% SBS Holdings' outstanding equity voting rights as the Parent Company's Chairman also holds 26% ownership over the subsidiary.

SBS Holdings serves principally as a holding company for entities with interests in real estate and other property related businesses.

- (b) LHC is a stock corporation with authorized capital stock of 137,000,000 shares with a par value of P1 per share. On November 16, 2017, the Parent Company and SBS Holdings subscribed to 37,055,000 and 14,261,400 common shares, respectively, representing a combined 65% ownership interest in the newly incorporated LHC. On February 5, 2018, the Parent Company and SBS Holdings subscribed to additional common shares, bringing the Group's total subscribed shares to 123,330,000 common shares, representing a combined 90% interest in LHC. In 2019, due to the dilution of the Parent Company's shares in SBS Holdings, the Group's effective ownership in LHC was reduced to 76% as of December 31, 2019. As of December 31, 2019, LHC has total paid-up capital of P598.0 million, including additional paid-in capital amounting to P461.0 million.

LHC is intended to serve as the acquisition vehicle for the investment in a warehouse facility complex which is contemplated to be partly used or operated by the Parent Company.

- (c) The Group subscribed to common shares of various companies, representing significant influence on these companies. These companies own or will own real estate properties and are expected to engage in property-related businesses.

The primary purpose of the associates is to purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property. Except for JoHL, All of the associates are incorporated in the Philippines.

The registered office address and principal place of business of the subsidiaries and associates is the same as that of the Parent Company, except for the following:

- LPHC, LHC – No. 10 Miller St., San Francisco del Monte, Quezon City
- AHC – No. 58-B Sauyo Rd. Barrio Sauyo, Novaliches, Quezon City
- IBHC, ARHC, CHC – No. 195 Wack-Wack Greenhills East, Mandaluyong City
- MHC – SW-R124 Goldloop Condo Tower 1, No. 7 Amber st., Brgy. Orambo, Quezon City
- APHC – Unit 2002 La Granda Mansion, Gandara St., Sta. Cruz, Manila
- UHC – No. 61 Dangay St., Brgy. Veterans Village, Quezon City
- SHC – No. 15 Narcissus Del Nacia St., San Francisco Del Monte, Quezon City
- IHC, SyHC, NHC – No. 1012 EDSA, Brgy., Veterans Village, Quezon City
- ArHC, BPHC – 1432 Cavite St cor Severino Reyes St., Tondo, Manila
- GHC, JHC, ASHC, MPI – 37 Judge Luna St., San Francisco Del Monte, Quezon City
- SPHC – 325 Ortigas Avenue, Brgy Wack-Wack, Mandaluyong City
- CPHC – 195 Florida St., Brgy Wack-Wack, Mandaluyong City
- JoHL – Room B, 19/F Wing Hang Insurance Building, No. 11 Wing Kut Street, Central Hong Kong

The consolidated financial statements of the Group as of and for the year ended December 31, 2019 (including the comparative consolidated financial statements as of December 31, 2018 and for the years ended December 31, 2018 and 2017) were authorized for issue by the Parent Company's BOD on April 29, 2020.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarized below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation of Consolidated Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The financial statements of the Parent Company and its subsidiaries have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Accounting Standards Board, and approved by the Philippine Board of Accountancy.

The consolidated financial statements have been prepared using the measurement bases specified by PFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) Presentation of Consolidated Financial Statements

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents consolidated statement of comprehensive income separate from the consolidated statement of profit or loss.

The Group presents a third consolidated statement of financial position as at the beginning of the preceding period when it applies an accounting policy retrospectively, or makes a retrospective restatement or reclassification of items that has a material effect on the information in the consolidated statement of financial position at the beginning of the preceding period. The related notes to the third consolidated statement of financial position are not required to be disclosed.

(c) Functional and Presentation Currency

These consolidated financial statements are presented in Philippine pesos, the Group's functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the consolidated financial statements of the Group are measured using its functional currency, the currency of the primary economic environment in which the Group operates.

2.2 Adoption of New and Amended PFRS

(a) Effective in 2019 that are Relevant to the Group

The Group adopted for the first time the following PFRS, amendments, interpretation and annual improvements to existing standards, which are mandatorily effective for annual periods beginning on or after January 1, 2019:

PAS 19 (Amendments)	: Employee Benefits – Plan Amendment, Curtailment or Settlement
PAS 28 (Amendments)	: Investment in Associates – Long-term Interest in Associates and Joint Venture
PFRS 9 (Amendments)	: Financial Instruments – Prepayment Features with Negative Compensation
PFRS 16	: Leases
International Financial Reporting Interpretations Committee (IFRIC) 23	: Uncertainty over Income Tax Treatments Advance Consideration
Annual Improvements to PFRS (2015-2017 Cycle)	
PAS 12 (Amendments)	: Income Taxes – Tax Consequences of Dividends
PAS 23 (Amendments)	: Borrowing Costs – Eligibility for Capitalization

Discussed below are the relevant information about these new standards, amendments, interpretation and annual improvements.

- (i) PAS 19 (Amendments), *Employee Benefits – Plan Amendment, Curtailment or Settlement*. The amendments clarify that past service cost and gain or loss on settlement is calculated by measuring the net defined benefit liability or asset using updated actuarial assumptions and comparing the benefits offered and plan assets before and after the plan amendment, curtailment or settlement but ignoring the effect of the asset ceiling that may arise when the defined benefit plan is in a surplus position. Further, the amendments now require that if an entity remeasures its net defined benefit liability or asset after a plan amendment, curtailment or settlement, it should also use updated actuarial assumptions to determine current service cost and net interest for the remainder of the annual reporting period after the change to the plan. The application of these amendments had no significant impact on the Group's consolidated financial statements.
- (ii) PAS 28 (Amendments), *Investment in Associates and Joint Ventures – Long-term Interest in Associates and Joint Ventures*. The amendments clarify that the scope exclusion in PFRS 9 applies only to ownership interests accounted for using the equity method. Thus, the amendments further clarify that long-term interests in an associate or joint venture – to which the equity method is not applied – must be accounted for under PFRS 9, which shall also include long-term interests that, in substance, form part of the entity's net investment in an associate or joint venture. The application of these amendments had no significant impact on the Group's consolidated financial statements.

- (iii) PFRS 9 (Amendments), *Financial Instruments – Prepayment Features with Negative Compensation*. The amendments clarify that prepayment features with negative compensation attached to financial assets may still qualify under the “solely payments of principal and interests” (SPPI) test. As such, the financial assets containing prepayment features with negative compensation may still be classified at amortized cost or at fair value through other comprehensive income. The application of these amendments had no significant impact on the Group’s consolidated financial statements.
- (iv) PFRS 16, *Leases*. The new standard replaced PAS 17, *Leases*, and its related interpretation IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, Standard Interpretations Committee (SIC) 15, *Operating Leases – Incentives* and SIC 27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. For lessees, it requires an entity to account for leases “on-balance sheet” by recognizing a “right-of-use” asset and lease liability arising from contract that is, or contains, a lease.

For lessors, the definitions of the type of lease (i.e., finance and operating leases) and the supporting indicators of a finance lease are substantially the same with the provisions under PAS 17. In addition, basic accounting mechanics are also similar but with some different or more explicit guidance related to variable payments, sub-leases, lease modifications, the treatment of initial direct costs and lessor

The Group has adopted PFRS 16 using the modified retrospective approach as allowed under the transitional provisions of the standard. The adoption of the standard has resulted in adjustments to the amounts recognized in the consolidated financial statements as at January 1, 2019. However, the adoption did not result in any adjustment to the opening balance of Retained Earnings for the current period because adjustments to right-of-use assets were measured at amounts equal to the lease liabilities adjusted by prepayments relating to the leases at the date of initial application. Accordingly, comparative information was not restated.

The new accounting policies of the Group as a lessee are disclosed in Note 2.16(a), while the accounting policies of the Group as a lessor, as described in Note 2.16(c), were not significantly affected.

Discussed below are the relevant information arising from the Group’s adoption of PFRS 16 and how the related accounts are measured and presented on the Group’s consolidated financial statements as at January 1, 2019.

- a. For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from PAS 17 and IFRIC 4 and has not applied PFRS 16 to arrangements that were previously not identified as leases under PAS 17 and IFRIC 4.
- b. The Group recognized lease liabilities in relation to leases which had previously been classified as operating leases under PAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group’s incremental borrowing rate as of January 1, 2019. The Group’s incremental borrowing rates applied to the lease liabilities on January 1, 2019 were 4.72% and 5.18%.

- c. The Group has elected not to include initial direct costs in the measurement of right-of-use assets at the date of initial application. The Group also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid lease payments and estimated cost to restore the leased asset that existed as at January 1, 2019.
- d. For leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognize right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.
- e. The Group has also used the following practical expedients, apart from those already mentioned above, as permitted by the standard:
 - i. application of a single discount rate to a portfolio of leases with reasonably similar characteristics;
 - ii. reliance on its historical assessments on whether leases are onerous as an alternative to performing an impairment review on right-of-use assets. As at January 1, 2019, the Group has no onerous contracts; and,
 - iii. use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The following table shows the effects of the adoption of PFRS 16 in the carrying amounts and presentation of certain accounts in the consolidated statement of financial position as at January 1, 2019.

	Notes	Carrying Amount (PAS 17) December 31, 2018	Reclassification	Remeasurement	Carrying Amount (PFRS 16) January 1, 2019
<i>Assets:</i>					
Prepayments and other current assets	9	P 794,910,028	(P 16,457,358)	P -	P 778,452,670
Right-of-use assets – net	11.1	-	16,457,358	15,327,321	31,784,679
<i>Liabilities –</i>					
Lease liabilities	11.2	-	-	(15,327,321)	(15,327,321)
Impact on net assets			<u>P -</u>	<u>P -</u>	

A reconciliation of the opening lease liabilities recognized at January 1, 2019 and the total operating lease commitments determined under PAS 17 at December 31, 2018 is shown below.

	Note	
Operating lease commitments, December 31, 2018 (PAS 17)	22.2	P 42,715,618
Attributable to short-term leases		(26,644,189)
Discount using incremental borrowing rate		(744,108)
Lease liabilities, January 1, 2019 (PFRS 16)		<u>P 15,327,321</u>

- (v) IFRIC 23, *Uncertainty over Income Tax Treatments*. The interpretation provides clarification on the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates when there is uncertainty over income tax treatments. The core principle of the interpretation requires the Group to consider the probability of the tax treatment being accepted by the taxation authority. When it is probable that the tax treatment will be accepted, the determination of the taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates shall be on the basis of the accepted tax treatment. Otherwise, the Group has to use the most likely amount or the expected value, depending on the surrounding circumstances, in determining the tax accounts identified immediately above. The interpretation did not have a significant impact on the Group's consolidated financial statements.
- (vi) Annual Improvements to PFRS 2015-2017 Cycle. Among the improvements, the following amendments are relevant to the Group but had no material impact on the Group's consolidated financial statements as these amendments merely clarify existing requirements:
- PAS 12 (Amendments), *Income Taxes – Tax Consequences of Dividends*. The amendments clarify that all income tax consequence of dividend payments should be recognized in profit or loss.
 - PAS 23 (Amendments), *Borrowing Costs – Eligibility for Capitalization*. The amendments clarify that any specific borrowing which remains outstanding after the related qualifying asset is ready for its intended purpose, such borrowing will then form part of the entity's general borrowings when calculating the capitalization rate for capitalization purposes.

(b) Effective in 2019 but not Relevant to the Group

Among the annual improvements to PFRS 2015-2017 Cycle which are mandatorily effective for annual periods beginning on or after January 1, 2019, the amendments to PFRS 3, *Business Combinations* and PFRS 11, *Joint Arrangements* are not relevant to the Group's consolidated financial statements.

(c) Effective Subsequent to 2019 but not Adopted Early

There are amendments to existing standards effective for annual periods subsequent to 2019, which are adopted by the FRSC. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 1 (Amendments), *Presentation of Financial Statements* and PAS 8 (Amendments), *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material* (effective from January 1, 2020). The amendments provide a clearer definition of 'material' in PAS 1 by including the concept of 'obscuring' material information with immaterial information as part of the new definition, and clarifying the assessment threshold (i.e., misstatement of information is material if it could reasonably be expected to influence decisions made by primary users, which consider the characteristic of those users as well as the entity's own circumstances). The definition of material in PAS 8 has been accordingly replaced by reference to the new definition in PAS 1. In addition, amendment has also been made in other standards that contain definition of material or refer to the term 'material' to ensure consistency.

- (ii) Revised Conceptual Framework for Financial Reporting (effective from January 1, 2020). The revised conceptual framework will be used in standard-setting decisions with immediate effect. Key changes include (a) increasing the prominence of stewardship in the objective of financial reporting, (b) reinstating prudence as a component of neutrality, (c) defining a reporting entity, which may be a legal entity, or a portion of an entity, (d) revising the definitions of an asset and a liability, (e) removing the probability threshold for recognition and adding guidance on derecognition, (f) adding guidance on different measurement basis, and, (g) stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised framework from January 1, 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised framework.

- (iii) PFRS 10 (Amendments), *Consolidated Financial Statements*, and PAS 28 (Amendments), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets Between an Investor and its Associates or Joint Venture* (effective date deferred indefinitely). The amendments to PFRS 10 require full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3 between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendments have been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.

2.3 Basis for Consolidation

The Group's consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries, after the elimination of material intercompany transactions. All intercompany assets and liabilities, equity, income, expense and cash flows relating to transactions between entities under the Group, are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting principles.

Prior to 2018, the financial statements of LHC have been prepared in accordance with PFRS for Small and Medium-sized Entities. There are no significant differences between the accounting policies of LHC had PFRS been applied. In 2018, LHC transitioned to full PFRS since it became a subsidiary of an entity which reports under full PFRS. The transition to full PFRS also did not result in any significant changes in the accounting policies of LHC.

The Parent Company accounts for its investments in subsidiaries, associates and non-controlling interests as follows:

(a) Investments in Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when it is exposed, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date the Parent Company obtains control.

The Parent Company reassesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control indicated above. Accordingly, entities are deconsolidated from the date control ceases.

The acquisition method is applied to account for acquired subsidiaries. This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group, if any. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss. Identifiable assets acquired and liabilities, and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree, either at fair value or at the noncontrolling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over the acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.4).

(b) Investments in Associates

Associates are those entities over which the Group is able to exert significant influence but which are neither subsidiaries nor interests in a joint venture. Investments in associates are initially recognized at cost and subsequently accounted for using the equity method.

Acquired investments in associates are subject to the purchase method. The purchase method involves the recognition of the acquiree's identifiable assets and liabilities, including contingent liabilities, regardless of whether they were recorded in the financial statements prior to acquisition. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquiree at the date of acquisition. Any goodwill or fair value adjustment attributable to the Group's share in the associate is included in the amount recognized as investment in associates.

All subsequent changes to the ownership interest in the equity of the associates are recognized in the Group's carrying amount of the investments. Changes resulting from the profit or loss generated by the associates are credited or charged against the Equity in Net Income (Losses) of Associates account in the consolidated statement of profit or loss.

Changes resulting from other comprehensive income of the associate or items recognized directly in the associate's equity are recognized in other comprehensive income or equity of the Group, as applicable. However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associates. If the associate subsequently reports profits, the investor resumes recognizing its share of those profits only after its share of the profits exceeds the accumulated share of losses that has previously not been recognized.

Distributions received from the associates are accounted for as a reduction of the carrying value of the investment.

(c) Non-controlling Interests

The Group's transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transaction with the owners of the Group in their capacity as owners. The difference between the fair value of any consideration paid and the relevant share acquired of the carrying value of the net assets of the subsidiary is recognized in equity. Disposals of equity investments to non-controlling interests result in gains and losses for the Group that are also recognized in equity.

When the Group ceases to have control over a subsidiary, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

2.4 Business Combination

Business acquisitions are accounted for using the acquisition method of accounting.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed (see Note 2.18).

Negative goodwill which is the excess of the Group's interest in the net fair value of net identifiable assets acquired over acquisition cost is charged directly to profit or loss.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The cash-generating units or groups of cash-generating units are identified according to operating segment.

Gains and losses on the disposal of an interest in a subsidiary include the carrying amount of goodwill relating to it.

If the business combination is achieved in stages, the acquirer is required to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognize the resulting gain or loss, if any, in the profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2.5 Acquisition of Asset

Acquisition of interest in an entity that holds investment property which does not constitute a business is accounted for as an asset acquisition. A business is an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members and participant. Under the asset purchase accounting, the purchase costs are allocated to identifiable assets and liabilities based on relative fair values of individual items; goodwill or gain on bargain purchase is not recognized, and transaction costs are capitalized.

2.6 Financial Assets

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of PAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

(a) Classification and Measurement of Financial Assets

The classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Currently, all of the Group's financial assets are classified as financial assets at amortized cost.

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within the Group's business model whose objective is to hold financial assets in order to collect contractual cash flows (hold to collect); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are SPPI on the principal amount outstanding.

Except for trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with PFRS 15, *Revenue from Contracts with Customers*, all financial assets meeting these criteria are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any impairment in value.

The Group's financial assets at amortized cost are presented in the consolidated statement of financial position as Cash, Trade and Other Receivables, Refundable deposits (included as part of Prepayments and Other Current Assets account) and Investment Securities at Amortized Cost.

For purposes of cash flows reporting and presentation, Cash includes cash on hand and in banks. Cash in banks pertain to demand deposits maintained in local banks that are unrestricted, readily available for use in the Group's operations and generally earning interest based on daily bank deposit rates.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit-impaired. For credit-impaired financial assets at amortized cost, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance). The interest earned is recognized in the consolidated statement of profit or loss as part of Finance Income.

Dividends earned are recognized in profit or loss as part of Finance Income when the Group's right to receive dividends is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably, unless the dividends clearly represent recovery of or a part of the cost of the investment.

The Group can only reclassify financial assets if the objective of its business model for managing those financial assets changes. Accordingly, the Group is required to reclassify financial assets: (i) from amortized cost to at fair value through profit or loss (FVTPL), if the objective of the business model changes so that the amortized cost criteria are no longer met; and, (ii) from FVTPL to amortized cost, if the objective of the business model changes so that the amortized cost criteria start to be met and the characteristic of the instrument's contractual cash flows meet the amortized cost criteria. A change in the objective of the Group's business model will take effect only at the beginning of the next reporting period following the change in the business model.

(b) *Impairment of Financial Assets*

At the end of the reporting period, the Group assesses its expected credit loss (ECL) on a forward-looking basis associated with its financial assets carried at amortized cost. The measurement of ECL involves consideration of broader range of information in assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

The Group applies the simplified approach in measuring ECL for trade and other receivables and refundable deposits, which uses a lifetime expected loss allowance for all trade and other receivables and refundable deposits. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Group uses its historical experience, external indicators and forward-looking information using a provision matrix. The Group also assesses impairment of trade receivables on a collective basis as they possess shared credit risk characteristics, and have been grouped based on the days past due [see Note 23.2(b)]. Meanwhile, impairment of refundable deposits is assessed based on potential liquidity of counterparties based on available financial information.

For investment securities measured at amortized cost, the allowance for credit losses is based on the ECL associated with the probability of default of a financial instrument in the next 12 months, unless there has been a significant increase in credit risk since the origination of the financial asset, in such case, a lifetime ECL for a purchased or originated credit impaired, the allowance for credit losses is based on the change in the ECL over the life of the asset. The Group recognizes a loss allowance for such losses at each reporting date.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of a counterparty defaulting at its financial obligation over a given time horizon, either over the next 12 months or the remaining lifetime of the obligation.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial instrument due from a counterparty and those that the Group would expect to receive, including the realization of any collateral or effect of any credit enhancement.
- *Exposure at default* – It represents the gross carrying amount of the financial instruments in the event of default which pertains to its amortized cost.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

(c) *Derecognition of Financial Assets*

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.7 Inventories

Inventories are valued at the lower of cost or net realizable value (NRV). Cost is determined using the moving average method. The cost of merchandise inventories includes all costs directly attributable to acquisitions, such as the purchase price, import duties and other taxes that are not subsequently recoverable from taxing authorities.

NRV is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

2.8 Prepayments and Other Assets

Prepayments and other assets, which are non-financial assets, pertain to other resources controlled by the Group as a result of past events. They are recognized at cost in the consolidated financial statements when it is probable that the future economic benefits will flow to the Group and the asset has a cost or value that can be measured reliably. These are subsequently charged to profit or loss as utilized or reclassified to another asset account if capitalizable.

Other recognized assets of similar nature, where future economic benefits are expected to flow to the Group beyond one year after the end of the reporting period or in the normal operating cycle of the business, if longer, are classified as non-current assets.

An asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.18).

2.9 Property and Equipment

Property and equipment are initially recognized at cost and subsequently carried at cost less accumulated depreciation, amortization and any impairment in value.

The cost of an asset comprises its purchase price and directly attributable costs of bringing the asset to working condition for its intended use. Expenditures for additions, major improvements and renewals are capitalized while expenditures for repairs and maintenance are charged to expense as incurred.

Depreciation and amortization is computed on the straight-line basis over the estimated useful lives of the assets as follows:

Leasehold improvements	13 years
Transportation and other equipment	5 to 7 years
Furniture and fixtures	3 years

Leasehold improvements are amortized over the lease period or useful lives of the assets, whichever is shorter.

The residual values and estimated useful lives of property and equipment are reviewed, and adjusted if appropriate, at the end of each reporting period.

Fully depreciated and amortized assets are retained in the accounts until they are no longer in use and no further charge for depreciation and amortization is made in respect of those assets.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.18).

An item of property and equipment, including the related accumulated depreciation and amortization and impairment losses, is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

2.10 Intangible Asset

Intangible asset pertains to acquired computer software accounted for under the cost model. The cost of the asset is the amount of cash or cash equivalents paid or the fair value of the other considerations given up to acquire an asset at the time of its acquisition. Capitalized costs are amortized on a straight-line basis over the estimated useful life of three years as the life of the intangible asset is considered finite. Intangible asset is presented under other non-current assets in Note 9. In addition, intangible assets are subject to impairment testing as described in Note 2.18.

Acquired computer software are capitalized on the basis of the costs incurred to acquire and install the specific software. Costs associated with maintaining computer software and those costs associated with research activities are recognized as expense in profit or loss as incurred.

When an intangible asset is disposed of, the gain or loss on disposal is determined as the difference between the proceeds and the carrying amount of the asset and is recognized in profit or loss.

Amortization of the intangible asset has not yet started as of December 31, 2019 as the said computer software has not yet been installed and is not yet ready for use.

2.11 Investment Properties

Investment properties are properties held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are accounted for under the cost model and are measured initially at acquisition cost. These are subsequently carried at acquisition cost less accumulated depreciation and impairment losses, if any. The cost of the asset is comprised of its purchase price and directly attributable costs of preparing the asset for its intended use.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.18).

An item of investment property is derecognized upon disposal or when permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year the item is derecognized.

2.12 Financial Liabilities

Financial liabilities, which include Loans Payable, Trade and Other Payables (excluding tax-related liabilities), Security Deposit and Lease Liabilities, are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges incurred on financial liability are recognized as an expense in profit or loss under the caption Finance Costs in the consolidated statement of profit or loss.

Loans payable are raised for support of short-term and long-term funding of operations and are recognized initially at the transaction price. Loans payable are subsequently measured at amortized cost. Finance charges, including direct issue costs, are charged to profit or loss, except for capitalized borrowing costs, on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that these are not settled in the period in which they arise.

Trade and other payables and security deposits are initially recognized at their fair value and subsequently measured at amortized cost using effective interest method for maturities beyond one year, payments.

The Group recognizes a refund liability if the Group is required to refund the related purchase price of any returned goods. The refund liability is recognized with a corresponding adjustment to the revenues for the period. The Group also recognizes a right to return asset on the goods to be recovered from the customers with a corresponding adjustment to Cost of Goods Sold account.

Financial liabilities are classified as current liabilities if payment is due to be settled within one year or less after the end of the reporting period (or in the normal operating cycle of the business, if longer), or the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period. Otherwise, these are presented as non-current liabilities.

Financial liabilities are derecognized from the statement of financial position only when the obligations are extinguished either through discharge, cancellation or expiration. The difference between the carrying amount of the financial liability derecognized and the consideration paid or payable is recognized in profit or loss.

2.13 Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the resulting net amount, considered as a single financial asset or financial liability, is reported in the statement of financial position when the Group currently has legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on future event.

It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and must be legally enforceable for both entity and all counterparties to the financial instruments.

2.14 Provisions and Contingencies

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. When time value of money is material, long-term provisions are discounted to their present values using a pretax rate that reflects market assessments and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the financial statements. Similarly, possible inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets; hence, are not recognized in the financial statements. On the other hand, any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset not exceeding the amount of the related provision.

2.15 Revenue and Expense Recognition

Revenue comprises revenue from sale of wholesale goods and from rendering of consultancy services.

To determine whether to recognize revenue, the Group follows a five-step process:

- (1) identifying the contract with a customer;
- (2) identifying the performance obligation;
- (3) determining the transaction price;
- (4) allocating the transaction price to the performance obligations; and,
- (5) recognizing revenue when/as performance obligations are satisfied.

For Step 1 to be achieved, the following five gating criteria must be present:

- (i) the parties to the contract have approved the contract either in writing, orally or in accordance with other customary business practices;
- (ii) each party's rights regarding the services to be transferred or performed can be identified;
- (iii) the payment terms for the goods or services to be transferred or performed can be identified;
- (iv) the contract has commercial substance (i.e., the risk, timing or amount of the future cash flows is expected to change as a result of the contract); and,
- (v) collection of the consideration in exchange of the services is probable.

Revenue is recognized only when (or as) the Group satisfies a performance obligation by transferring control of the promised goods or services to a customer. The transfer of control can occur over time or at a point in time.

A performance obligation is satisfied at a point in time unless it meets one of the following criteria, in which case it is satisfied over time:

- (i) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- (ii) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,
- (iii) the Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.

The Group often enters into transactions involving the wholesale trade of goods such as chemicals, fertilizers, foodstuffs, agricultural products, feed ingredients, industrial products and medical devices. The Group also enters into transactions where the Group facilitates the execution and consummation of certain transactions involving related parties. The significant judgments used in determining the timing of satisfaction of performance obligation is disclosed in Note 3.1(b).

In addition, the following specific recognition criteria must also be met before revenue is recognized:

- (a) *Sale of goods* – Revenue is recognized as the control transfers at a point in time with the customer (i.e., when the goods have been shipped to the customers). Invoices for goods transferred are due upon receipt by the customer.
- (b) *Consultancy income* – Revenue is recognized over time in the amount for which the Group is entitled to in exchange for arranging and facilitating certain transactions entered into by related parties.

In 2017 and prior periods, the Group recognized revenues based on the provisions of PAS 18, *Revenues*, which is to the extent that such revenues and the related costs incurred or to be incurred can be measured reliably and it is probable that future economic benefits will flow to the Group. For sale of goods, revenues were recognized when the risks and rewards of ownership of the goods have passed to the buyer. For consultancy income, revenue is recognized upon the performance of the obligation, which is generally when the customer has acknowledged and approved that the service has been provided.

Cost and expenses are recognized in profit or loss upon receipt of goods or utilization of services or at the date they are incurred. All finance costs are reported in profit or loss on an accrual basis, except capitalized borrowing costs which are included as part of the cost of the related qualifying asset (see Note 2.20).

2.16 Leases

(a) Accounting for Leases in Accordance with PFRS 16 (2019) – Group as Lessee

For any new contracts entered into on or after January 1, 2019, the Group considers whether a contract is, or contains, a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and,

- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Group recognizes a right-of-use asset and a lease liability in the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received). Subsequently, the Group depreciates the right-of-use asset on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist (see Note 2.18).

On the other hand, the Group measures the lease liability at the present value of the lease payments unpaid at the commencement date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate. Lease payments include fixed payments (including in-substance fixed) less lease incentives receivable, if any, variable lease payments based on an index or rate, amounts expected to be payable under a residual value guarantee, and payments arising from options (either renewal or termination) reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

On the consolidated statement of financial position, right-of-use assets and lease liabilities have been presented separately from property and equipment and other liabilities, respectively.

(b) Accounting for Leases in Accordance with PAS 17 (2018 and 2017) – Group as Lessee

Leases which do not transfer to the Group substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognized as expense in the profit or loss on a straight-line basis over the lease term. Associated costs, such as repairs and maintenance and insurance, are expensed as incurred.

(c) Accounting for Leases – Group as Lessor

Leases which do not transfer to the lessee substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases is recognized in profit or loss on a straight-line basis over the lease term.

The Group determines whether an arrangement is, or contains, a lease based on the substance of the arrangement. It makes an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

2.17 Foreign Currency Transactions and Translation

The accounting records of the Group are maintained in Philippine pesos. Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of profit or loss.

2.18 Impairment of Non-financial Assets

The Group's property and equipment, intangible asset, investment properties, investments in associates, right-of-use assets and other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, assets are tested for impairment either individually or at the cash-generating unit level.

Impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amounts which is the higher of its fair value less costs to sell and its value in use. In determining value in use, management estimates the expected future cash flows from each cash-generating unit and determines the suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of asset enhancements.

Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

All assets are subsequently reassessed for indications that an impairment loss previously recognized may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

2.19 Employee Benefits

The Group provides post-employment benefits to employees through a defined benefit plan and defined contribution plan which are recognized based on policies described as follows:

(a) Post-employment Defined Benefit Plan

A defined benefit plan is a post-employment plan that defines an amount of post-employment benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of post-employment plan remains with the Group, even if plan assets for funding the defined benefit plan have been acquired. The Group's defined post-employment covers all regular full time employees.

The liability recognized in the statement of financial position for a defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of a zero coupon government bond [using the reference rates published by Bloomberg using its valuation technology, Bloomberg Valuation (BVAL)], that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability. BVAL provides evaluated prices that are based on market observations from contributed sources.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, are reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, unless there is a plan amendment, curtailment or settlement during the period. The calculation also takes into account any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Finance Costs in the consolidated statement of profit or loss.

Past-service costs are recognized immediately in profit or loss in the period of a plan amendment and curtailment.

(b) Post-employment Defined Contribution Plan

A defined contribution plan is a post-employment plan under which the Group pays fixed contributions into an independent entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due.

Liabilities or assets may be recognized if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

2.20 Borrowing Costs

Borrowing costs are recognized as expenses in the period in which they are incurred, except to the extent that they are capitalized. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (i.e., an asset that takes a substantial period of time to get ready for its intended use or sale) are capitalized as part of cost of such asset. The capitalization of borrowing costs commences when expenditures for the asset and borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalization ceases when substantially all such activities are complete.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

2.21 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity, if any.

Current tax assets or current tax liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period, that are uncollected or unpaid at the end of the reporting period. They are calculated using the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or current tax liabilities are recognized as a component of tax expense in profit or loss.

Deferred tax is accounted for, using the liability method, on temporary differences at the end of the reporting period between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Under the liability method, with certain exceptions, deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for all deductible temporary differences and the carry forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow such deferred tax assets to be recovered.

Deferred tax assets and deferred tax 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 provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Most changes in deferred tax assets or deferred tax liabilities are recognized as a component of tax expense 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, respectively.

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

2.22 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's management committee; its chief operating decision-maker. The management committee is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group's revenue sources as disclosed in Note 27, which represent the main revenue sources provided by the Group.

The measurement policies the Group uses for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its consolidated financial statements, except that depreciation and amortization is not included in the calculation of the operating profit of the operating segments.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

2.23 Related Party Transactions and Relationships

Related party transactions are transfers of resources, services or obligations between the Group and its related parties, regardless whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These parties include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Group; (b) associates; and, (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

In compliance with SEC Memorandum Circular No. 10-2019, *Rules on Material Related Party Transactions for Publicly-listed Entities*, all individual material related party transactions shall be approved by at least two-thirds vote of the BOD, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-third of the outstanding capital stock. For aggregate related party transactions within a 12-month period that breaches the materiality threshold of 10% of the Group's total assets based on the latest audited financial statements, the same BOD approval would be required for the transactions that meet and exceed the materiality threshold covering the same related party.

Directors with personal interest in the transaction should abstain from participating in the discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

2.24 Equity

Capital stock represents the nominal value of shares of the Parent Company that have been issued.

Additional paid-in capital includes any premium received on the issuance of capital stock and stock dividends. This also includes the excess of the reissuance price of treasury shares over the related cost of acquisition. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Treasury shares are stated at the cost of reacquiring such shares and are deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of.

Revaluation reserves comprise gains and losses due to the remeasurements of post-employment defined benefit plan.

Retained earnings, the appropriated portion of which is not available for distribution, represent all current and prior period results of operations as reported in the consolidated statement of profit or loss.

2.25 Earnings per Share

Basic earnings per share (EPS) is computed by dividing net profit attributable to equity holders of the Parent Company by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current period.

Diluted EPS is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares. As of December 31, 2019 and 2018, the Group does not have dilutive potential shares outstanding; hence, the diluted earnings per share is equivalent to the basic earnings per share.

2.26 Events After the End of the Reporting Period

Any post-year-end event that provides additional information about the Group's financial position at the end of the reporting period (adjusting event) is reflected in the financial statements. Post-year-end events that are not adjusting events, if any, are disclosed when material to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS requires management to make judgments and estimates that affect the amounts reported in the financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the judgments below and in the succeeding pages, apart from those involving estimation, which have the most significant effect on the amounts recognized in the consolidated financial statements.

(a) Determination of Lease Term of Contracts with Renewal and Termination Options (2019)

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option. Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated. Accordingly, the Group opted not to include renewal terms in evaluating each lease as renewal of lease contract is subject to mutual agreement between parties.

The lease term is reassessed if an option is actually exercised or not exercised or the Group becomes obliged to exercise or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the Group.

(b) Determination of Timing of Satisfaction of Performance Obligation

The Group determines that its revenue from sale of goods shall be recognized at a point in time when the control of the goods have passed to the customer, i.e., generally when the customer has acknowledged delivery of goods.

The Group also determines that its revenue from rendering of consultancy services shall be recognized over time, i.e., based on the percentage of completion of the agreed services to be rendered.

(c) Determination of ECL on Trade and Other Receivables, Refundable Deposits and Investment Securities at Amortized Cost

The Group uses a provision matrix to calculate ECL for trade and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is based on the Group's historical observed default rates. The Group's management intends to regularly calibrate (i.e., on an annual basis) the matrix to consider the historical credit loss experience with forward-looking information (i.e., forecast economic conditions). Details about the ECL on the Group's trade and other receivables are disclosed in Note 23.2.

ECL for refundable deposits are determined based on general liquidity of counterparties.

The allowance for impairment of investment securities at amortized cost is based on the ECLs associated with the probability of default of a financial instrument in the next 12 months, unless there has been a significant increase in credit risk since origination of the financial instrument; in such case, a lifetime ECL for the instrument is recognized. The management has established a policy to perform an assessment, at the end of each reporting period, whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the instrument.

(d) *Evaluation of Business Model Applied in Managing Financial Instruments*

The Group developed business models which reflect how it manages its portfolio of financial instruments. The Group's business models need not be assessed at entity level or as a whole but shall be applied at the level of a portfolio of financial instruments (i.e., group of financial instruments that are managed together by the Group) and not on an instrument-by-instrument basis (i.e., not based on intention or specific characteristics of individual financial instrument).

In determining the classification of a financial instrument, the Group evaluates in which business model a financial instrument or a portfolio of financial instruments belong to taking into consideration the objectives of each business model established by the Group (e.g., held-for-trading, generating accrual income, direct matching to a specific liability) as those relate to the Group's investment and trading strategies.

(e) *Testing of Cash Flow Characteristics of Financial Assets and Continuing Evaluation of the Business Model*

In determining the classification of financial assets, the Group assesses whether the contractual terms of the financial assets give rise on specified dates to cash flows that are SPPI on the principal outstanding, with interest representing time value of money and credit risk associated with the principal amount outstanding. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual term that changes the timing or amount of cash flows (unless it is a variable interest rate that represents time value of money and credit risk) does not meet the amortized cost criteria. In cases where the relationship between the passage of time and the interest rate of the financial instrument may be imperfect, known as modified time value of money, the Group assesses the modified time value of money feature to determine whether the financial instrument still meets the SPPI criterion. The objective of the assessment is to determine how different the undiscounted contractual cash flows could be from the undiscounted cash flows that would arise if the time value of money element was not modified (the benchmark cash flows). If the resulting difference is significant, the SPPI criterion is not met. In view of this, the Group considers the effect of the modified time value of money element in each reporting period and cumulatively over the life of the financial instrument.

In addition, PFRS 9 emphasizes that if more than an infrequent sale is made out of a portfolio of financial assets carried at amortized cost, an entity should assess whether and how such sales are consistent with the objective of collecting contractual cash flows. In making this judgment, the Group considers certain circumstances documented in its business model manual to assess that an increase in the frequency or value of sales of financial instruments in a particular period is not necessary inconsistent with a held-to-collect business model if the Group can explain the reasons for those sales and why those sales do not reflect a change in the Group's objective for the business model.

(f) *Determination of Significant Influence Over Entities in Which the Group Holds Less Than 20% Ownership*

The Group determines whether significant influence exists in investments where the Group hold less than 20% ownership interest over the investee. The Group considers the ability to influence the operating and financial policies of the investee, representation on the BOD of the investee and routine participation in management decisions in making this judgment.

Based on management's judgment, even with less than 20% ownership for entities discussed in Note 8, the Group considers these companies as associates due to the presence of significant influence, but not control, over their operations since the Group's Chairman of the BOD is also a director of these companies.

(g) Determination of Control of Subsidiary Over Which the Group Holds Less Than 50% Ownership

The Group determines whether there is control over an entity where the Parent Company holds less than 50% ownership interest. The Parent Company considers whether it has the ability to direct the business plans and operations of the entity in making this judgment.

Management assessed that control over a subsidiary for which the Parent Company holds less than 50% ownership is retained on the basis that members of the Group's BOD also hold significant positions in the subsidiary. Further, the next most significant stockholder of the subsidiary is also the Parent Company's Chairman who holds 26% ownership over the subsidiary.

(h) Distinction Between Business Combination and Asset Acquisition

The Group determines whether the acquisition of an entity constitutes a business combination or an asset acquisition. The accounting treatment for the acquisition is determined by assessing whether the transaction involved a purchase of a "business" taking into consideration the substance of the transaction. Failure to make the right judgment will result in misstatement of asset.

Management assessed that the acquisition of ownership in Benesale Land, Inc. (Benesale) is to be accounted for as asset acquisition (see Note 8.2) since it does not constitute a purchase of a business; that is, the Group merely acquired control over the assets of Benesale rather than its business and operations.

(i) Distinction Between Investment Properties and Owner-managed Properties

The Group determined that its parcels of land qualify as investment properties. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by an entity.

Owner-occupied properties generate cash-flows that are attributable not only to the property but also to other assets used in the Group's main line of business. Based on management's assessment, the properties qualify as investment properties.

(j) Recognition of Provisions and Contingencies

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provisions and contingencies are discussed in Note 2.14 and disclosures on relevant provisions and contingencies are presented in Note 22.

3.2 Key Sources of Estimation Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period:

(a) Determination of Appropriate Discount Rate in Measuring Lease Liabilities (2019)

The Group measures its lease liabilities at present value of the lease payments that are not paid at the commencement date of the lease contract. The lease payments were discounted using a reasonable rate deemed by management equal to the Group incremental borrowing rate. In determining a reasonable discount rate, management considers the term of the leases, the underlying asset and the economic environment. Actual results, however, may vary due to changes in estimates brought about by changes in such factors.

(b) Estimation of Allowance for ECL

The measurement of the allowance for ECL on financial assets at amortized cost is an area that requires the use of significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation used in measuring ECL is further detailed in Notes 5 and 23.2.

(c) Determination of NRV of Inventories

In determining the NRV of inventories, management takes into account the most reliable evidence available at the times the estimates are made. It also takes into consideration the obsolescence of the inventory in determining NRV. The future realization of the carrying amounts of inventories as disclosed in Note 6 is affected by price changes in different market segments. These aspects are considered key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next reporting period. Management believes that the Group's inventories are properly valued at lower of cost and NRV as of December 31, 2019 and 2018.

(d) Estimation of Useful Lives of Property and Equipment, Investment Properties, Intangible Asset and Right-of-use Assets

The Group estimates the useful lives of property and equipment, investment properties, intangible asset and right-of-use assets based on the period over which the assets are expected to be available for use. The estimated useful lives of property and equipment, investment properties, intangible asset and right-of-use assets are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear and legal or other limits on the use of the assets.

Based on management's assessment as at December 31, 2019 and 2018, there is no change in the estimated useful lives of the property and equipment, investment properties, intangible asset and right-of-use assets during those periods. Actual results, however, may vary due to changes in estimates brought about by changes in factors mentioned above. The carrying amount of property and equipment, investment properties, intangible asset and right-of-use assets are presented in Notes 10, 12, 9 and 11, respectively.

(e) Impairment of Non-financial Assets

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.18). Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

There were no impairment losses recognized on non-financial assets for the years ended December 31, 2019, 2018 and 2017 based on management's assessment.

(f) Fair Value Measurement of Investment Properties

Investment properties are measured using the cost model. The fair value disclosed in Note 12 to the consolidated financial statements as determined using market comparable approach reflects the recent transaction prices for similar properties in nearby locations adjusted for differences in key attributes such as property size, zoning and accessibility. The most significant input into this valuation is the price per square meter, hence, the higher the price per square meter, the higher the fair value. In 2018, the Group engaged the services of professional and independent appraisers applying relevant valuation methodologies.

For investment properties with appraisal conducted prior to the end of the current reporting period, management determines whether there are significant circumstances during the intervening period that may require adjustments or changes in the disclosure of fair value of those properties.

(g) Valuation of Post-employment Defined Benefit Obligation

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates and salary rate increase.

A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of post-employment defined benefit obligation and expense, an analysis of the movements in the estimated present value of post-employment defined benefit obligation and assumptions used are presented in Note 18.2.

(h) Determination of Realizable Amount of Deferred Tax Assets

The Group reviews its deferred tax assets at the end of each reporting period 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. Management has assessed that the amount of tax benefits from its future deductible differences which is recognized as deferred tax assets as at December 31, 2019 and 2018 will be fully utilized subsequently.

For the associates' deferred tax assets, management has determined that the associates may not be able to utilize the benefits of such deferred tax assets prior to their expiration. As such, the Group's share in net income (losses) in the associates does not include its share in the deferred tax income recognized by the associates in 2019 and 2018.

The carrying value of deferred tax assets as of December 31, 2019 and 2018 is disclosed in Note 20.

4. CASH

Cash on hand and in banks of the Group amounted to P395.6 million and P1,239.8 million as of December 31, 2019 and 2018, respectively.

Cash in banks generally earn interest based on average bank deposit rates.

Interest income from Cash for the years ended December 31, 2019, 2018 and 2017 is presented under the Finance Income account in the consolidated statements of profit or loss (see Note 17.2).

5. TRADE AND OTHER RECEIVABLES

This account is composed of the following:

	Note	2019	2018
Non-trade receivable	19.7	P 635,800,000	P 775,000,000
Trade receivables	19.1	177,939,115	147,386,992
Due from associates	19.2	801	31,935
Other receivables		2,258,661	2,843,919
		815,998,577	925,262,846
Allowance for impairment		(443,015)	(443,015)
		<u>P 815,555,562</u>	<u>P 924,819,831</u>

Trade receivables are usually due within 30 to 60 days and do not bear any interest.

Non-trade receivable pertains to payments made to a third party in relation to a purchase of a certain property by an associate and will be collected upon consummation of the transaction (see Note 19.7).

Due from associates pertain to noninterest-bearing advances for working capital purposes which are due and demandable.

All of the Group's trade and other receivables have been assessed for ECL. In 2018, certain trade receivables were assessed to have credit losses using the provisional matrix as determined by the management; hence, adequate amounts of allowance for ECL have been recognized (see Notes 15 and 23.2). No additional allowance for credit losses was recognized in 2019. For the non-trade receivable, no ECL was recognized as the counterparty is deemed to be of low credit risk based on the current status of the property purchased.

6. INVENTORIES

The details of inventories are shown below:

	<u>2019</u>	<u>2018</u>
At cost	<u>P 716,641,314</u>	<u>P 741,174,396</u>
At NRV:		
Cost	510,640,095	570,923,453
Allowance for inventory writedown	(<u>222,933,754</u>)	(<u>236,531,331</u>)
	<u>287,706,341</u>	<u>334,392,122</u>
	<u>P 1,004,347,655</u>	<u>P 1,075,566,518</u>

An analysis of the cost of inventories included in cost of goods sold as of December 31, 2019 and 2018 is presented in Note 15. A reconciliation of the allowance for inventory writedown at the beginning and end of 2019 and 2018 is shown below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 236,531,331	P 236,531,331
Recoveries during the year	(35,994,606)	(41,690,065)
Writedown during the year	<u>22,397,029</u>	<u>41,690,065</u>
Balance at end of year	<u>P 222,933,754</u>	<u>P 236,531,331</u>

In 2019, 2018 and 2017, the Group recognized the reversal of inventory writedown amounting to P36.0 million, P41.7 million and P48.4 million, respectively, following the sale and recovery of certain merchandise inventories in which costs were written down to its NRV in previous years. These are presented as an adjustment to Cost of Goods Sold account in the consolidated statements of profit or loss (see Note 15).

In 2019, 2018 and 2017, the Group recognized additional provision for inventory writedown amounting to P22.4 million, P41.7 million, and P19.0 million, respectively, which is presented as Provision for inventory writedown under the Cost of Goods Sold account in the consolidated statements of profit or loss (see Note 15).

As of December 31, 2019 and 2018, the Group has no inventory purchase commitments.

7. INVESTMENT SECURITIES AT AMORTIZED COST

This account pertains to cumulative, non-voting, class “B” series preferred shares listed in the PSE, which bear fixed interest rate of 5.58% per annum and will mature on November 5, 2024. Prior to maturity date, the Parent Company has the option to redeem the investment beginning November 5, 2019 and on any dividend payment date thereafter. On November 6, 2019, the Parent Company redeemed the investment and recognized a gain on redemption of the investment securities amounting to P0.5 million, which is presented as part of Others under Finance Income in the 2019 consolidated statement of profit or loss (see Note 17.2).

In 2018, there is an indication that the investment is impaired with reference to its fair market value based on the market rates reflected in the PSE. Accordingly, the Group provided for allowance for impairment amounting to P0.5 million, which is presented under Other Operating Expenses in the 2018 consolidated statement of profit or loss (see Note 15). There was no similar transaction in 2019 and 2017.

In 2019, 2018 and 2017, the Group received returns amounting to P13.6 million, P13.6 million and P10.2 million, respectively. This is presented as part of Interest income under Finance Income in the consolidated statements of profit or loss (see Note 17.2).

8. INVESTMENTS IN ASSOCIATES AND ACQUISITION OF ASSETS

8.1 Investment in Associates

The components of the carrying values of investments in associates accounted for under the equity method are as follows:

	<u>2019</u>	<u>2018</u>
Associates of Parent Company:		
GHC	P 1,099,574,134	P 477,517,058
SPHC	285,558,089	51,467,774
BPHC	221,539,896	221,965,739
AHC	27,558,546	29,911,763
IBHC	8,812,723	8,867,619
LPHC	44,407,767	47,921,440
CPHC	-	-
	<u>1,687,451,155</u>	<u>837,651,393</u>
Associates of SBS Holdings:		
MFHC	113,500,608	115,541,703
JoHL	90,588,235	90,588,235
JuHC	50,639,040	23,760,932
SHC	46,064,137	46,161,837
ARHC	44,789,863	46,480,358
JHC	27,084,127	27,321,078
ICHC	22,059,103	20,458,019
SyHC	8,504,188	8,198,877
UHC	8,383,070	8,429,460
MHC	7,636,538	10,629,820
MPI	6,142,298	6,271,214
APHC	4,829,633	7,457,403
ArHC	3,622,741	3,673,369
IHC	1,023,192	1,039,871
ASHC	671,927	1,621,232
NHC	-	1,689,657
CHC	-	-
	<u>435,538,700</u>	<u>419,323,065</u>
	<u>P 2,122,989,855</u>	<u>P 1,256,974,458</u>

The Group recognized its share in the net losses of the investee companies in the total amount of P19.8 million and P15.8 million in 2019 and 2017, respectively, and its share in net income of the investee companies in the total amount of P97.5 million in 2018, and are presented as Equity in Net Income (Losses) of Associates in the consolidated statements of profit or loss.

A reconciliation of the carrying amounts of investments in associates at the beginning and end of 2019 and 2018 is presented below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 1,256,974,458	P 915,622,090
Additions	885,807,699	243,804,434
Equity in net income (losses) – net	(19,792,302)	97,547,934
Balance at end of year	<u>P 2,122,989,855</u>	<u>P 1,256,974,458</u>

A reconciliation of the costs of investments and cumulative share in net income (losses) of the associates as of December 31, 2019 and 2018 are shown below.

	<u>2019</u>	<u>2018</u>
Cost		
Balance at beginning of year	P 1,179,286,284	P 935,481,850
Additions	885,807,699	243,804,434
Balance at end of year	<u>2,065,093,983</u>	<u>1,179,286,284</u>
Cumulative share in net income (losses)		
Balance at beginning of year	P 77,688,174	(P 19,859,760)
Equity in net income (losses) for the year – net	(19,792,302)	97,547,934
Balance at end of year	<u>57,895,872</u>	<u>77,688,174</u>
Carrying amount at end of year	<u>P 2,122,989,855</u>	<u>P 1,256,974,458</u>

The total amount of the assets, liabilities, expenses and net loss (income) of these investee companies are reported as follows:

	<u>Current Assets</u>	<u>Non-current Assets</u>	<u>Current Liabilities</u>	<u>Non-current Liabilities</u>	<u>Expenses</u>	<u>Net Loss (Income)</u>
2019						
JuHC	P1,835,985,853	P 1,737,348	P 11,338,271	P1,717,750,000	P 417,020	P 1,883,817
BPHC	920,527,587	25,750,670	28,065,337	-	1,852,849	(2,670,213)
GHC	398,296,434	1,444,763,119	713,108,563	-	3,994,882	2,795,115
MHC	355,504,630	624,384,123	1,453,033	949,000,000	10,339,386	7,222,038
MFHC	298,384,357	574,622,024	11,105,109	220,000,000	12,007,491	8,404,325
NHC	95,918,762	346,504,401	94,698,479	350,000,000	21,783,259	15,246,454
SPHC	90,167,606	1,560,044,478	784,239,740	453,750,000	1,928,092	1,927,623
ARHC	85,631,363	317,502,694	3,046,320	130,000,000	9,950,144	6,989,797
ICHC	68,883,781	101,159,928	83,974,884	-	3,876,603	(4,484,711)
AHC	64,671,705	288,639,215	143,686,062	88,750,000	9,412,868	9,412,868
SyHC	43,952,878	155,254,354	37,520	160,260,000	115,425	77,593
IHC	25,501,379	70,492	45,100	20,187,500	100,480	67,967
ASHC	18,430,719	159,580,060	133,586,164	50,000,000	5,584,476	3,908,846
SHC	17,227,463	271,456,812	26,131,814	-	558,989	390,588
MPI	15,785,275	145,002,485	134,436,756	-	758,543	530,787
LPHC	14,977,514	303,749,012	107,028,796	82,000,000	9,496,415	9,496,415
CPHC	3,261,988	2,254,347,581	410,852,523	1,939,442,500	157,289,446	157,289,446
CHC	2,294,613	1,536,079,740	1,151,147,055	419,877,500	42,205,355	29,553,624
JHC	1,389,881	458,502,666	336,328,106	-	1,083,798	751,911
APHC	1,011,988	365,435,095	141,117,201	202,200,000	197,726	8,360,864
IBHC	174,784	134,920,575	82,973,119	-	323,216	322,917
UHC	108,577	185,400,646	157,070,300	-	211,196	147,507
ArHC	150,029	154,272,178	137,795,100	-	230,510	160,973

	Current Assets	Non-current Assets	Current Liabilities	Non-current Liabilities	Expenses	Net Loss (Income)
2018						
BPHC	P 921,219,877	P 32,819,171	P 27,119,062	P -	P 21,419,167	(P 724,064,537)
GHC	366,750,565	1,496,072,831	1,893,805,929	-	4,859,094	4,854,853
MFHC	314,445,295	579,041,428	15,159,605	220,000,000	823,679	11,270,593
ARHC	148,126,413	302,362,637	177,911,257	-	12,236,046	12,178,254
JuHC	112,673,439	923,697	3,078,989	-	3,078,989	30,065,750
AHC	100,560,750	279,718,836	16,381	250,000,000	12,846,419	12,846,419
LPHC	85,606,244	298,465,855	161,111	250,000,000	10,844,458	10,844,458
CPHC	74,709,535	2,207,433,065	64,453,125	2,200,000,000	139,333,895	139,333,895
NHC	53,180,110	334,632,725	545	380,000,000	17,187,710	17,187,710
CHC	40,207,436	415,029,355	4,869	454,877,500	12,719,576	12,719,576
SyHC	37,267,579	219,726	-	-	732,421	732,421
MHC	36,509,170	150,425	1,836	-	10,685	8,242
SPHC	34,258,349	1,559,466,050	1,399,590,360	15,500,000	3,774,727	3,748,379
MPI	27,162,740	149,404,903	148,331,779	-	588,184	585,537
ASHC	15,122,488	164,257,154	15,122,488	116,000,000	6,781,597	7,749,697
SHC	11,261,201	277,595,505	25,617,017	-	499,754	499,173
ICHC	7,705,252	101,159,928	27,281,066	-	4,239,382	(4,891,502)
IHC	5,369,544	40,348	2,654	-	134,494	133,110
JHC	4,587,003	461,705,303	342,045,954	-	176,128	151,528
APHC	1,014,189	363,556,672	61,374,991	270,000,000	11,624,284	11,624,284
IBHC	968,747	134,603,434	82,560,551	-	195,440	194,390
ArHC	138,349	154,203,025	137,553,294	-	303,165	302,870
UHC	103,539	185,330,234	156,847,343	-	69,012	68,622

A reconciliation of the summarized financial information to the carrying amount of the investments in associates is shown below.

	Explanatory Notes	Net Asset Value	Share in Net Asset	Carrying Value
GHC	(b) (c) (f) (g)	P 1,129,950,991	P 231,639,953	P 1,099,574,134
SPHC	(a) (b) (f)	412,222,343	179,728,942	285,558,089
BPHC	(c) (f)	918,212,920	160,687,261	221,539,896
MFHC	(b)	641,901,272	109,123,216	113,500,608
JoHL	(b) (e)	1,811,764,700	90,588,235	90,588,235
JuHC	(a) (b)	108,634,930	31,504,130	50,639,040
SHC	(b)	262,552,461	45,946,681	46,064,137
ARHC	(b)	270,087,737	45,914,915	44,789,862
LPHC	(b)	126,697,730	46,878,160	44,407,767
AHC	(b)	120,874,858	30,218,715	27,558,546
JHC	(a)	123,564,441	27,184,177	27,084,127
ICHC	(a)	86,068,825	21,517,206	22,059,103
IBHC	(a)	52,122,240	8,860,781	8,812,723
SyHC	(a) (b)	38,909,712	8,560,137	8,504,188
UHC	(a)	28,438,922	6,256,563	8,383,070
MHC	(a)	29,435,720	8,536,359	7,636,538
MPI	(b)	26,351,004	4,479,532	6,142,298
APHC	(b)	23,129,881	5,088,574	4,829,633
ArHC	(a)	16,627,108	3,657,964	3,622,741
IHC	(a)	5,339,272	907,676	1,023,192
ASHC	(b)	(5,575,386)	-	671,927
CPHC	(b) (d)	(92,685,454)	(6,589,329)	-
CHC	(a) (d)	(32,650,202)	-	-
NHC	(a) (d)	(2,275,316)	-	-

Following are the explanatory notes to the reconciliation presented above.

- (a) Shares from these entities were acquired at the date of incorporation.
- (b) Shares were purchased from new issuances of stock by these entities subsequent to the date of incorporation. The shares were bought with reference to the fair value of the assets owned by these entities at the time of purchase.

- (c) Shares were purchased directly from an existing stockholder; accordingly, the shares were bought with reference to the fair value of the assets owned by these entities at the time of purchase.
- (d) Cumulative share in net losses in these associates exceeded the investments in the said entities as of December 31, 2019. As such, recognized losses is only up to the extent of the investment.
- (e) The Group invested a 5% equity stake in JoHL, a Hong Kong investment holding company that has a 90% stake in Maxco International Development Limited (Maxco), a Hong Kong property holding company, that owns directly and indirectly through its wholly owned subsidiaries, contiguous parcels of land located in Tuen Mun, New Territories, Hong Kong which have a combined lot area of approximately 4,641.7 square meters and suited for high-end property development. The Group's management believes that the investment amount of P90.6 million is not impaired.
- (f) Share in net assets of the associates are based on the effective ownership of the Group as whole. Meanwhile, the carrying value of the investments in the associates are based on the combined total of the investments of the Parent Company and SBS Holdings.
- (g) In 2019, both the Parent Company and SBS Holdings acquired additional shares of GHC amounting to P302.0 million and P319.5 million, respectively, and of SPHC amounting to P106.2 million and P127.9 million, respectively. The purchases were made with reference to the fair value of the assets owned by these entities at the time of transaction. Both GHC and SPHC are new direct associates of the Parent Company, and existing direct associates of SBS Holdings.

8.2 Acquisition of an Asset

In February 2018, LHC acquired 100% ownership interest in Benesale. Benesale is a company incorporated in the Philippines and holds an investment property in the form of land. The registered office of Benesale, which is also its principal place of business, is located at 24th Floor Net Lima Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig.

As of December 31, 2019, Benesale has no operations and its assets mainly pertain to the land where the Group's buildings, improvements and machinery are located, which is at Canlubang, Laguna. In accordance with Group's policy (see Note 2.5), the transaction is accounted by the Group as an asset acquisition since the transaction does not constitute an acquisition of a business.

The entire purchase price of P175.0 million is included as Land under Investment Properties (see Note 12).

Subsequent to the date of acquisition, any changes in the carrying value of the net assets acquired in the books of Benesale, including the expenses incurred in administering the property (i.e., property taxes), shall be updated in the books of the Group on a line-by-line basis, as if they are consolidated in a single entry. The difference shall be charged directly to profit or loss.

9. PREPAYMENTS AND OTHER ASSETS

This account is composed of the following as of December 31:

	Note	2019	2018
Current assets:			
Prepaid expenses		P 34,077,544	P 145,888,738
Input value-added tax (VAT)		51,241,761	101,308,996
Creditable withholding tax		7,829,800	-
Refundable deposits	19.3, 19.5	<u>3,021,191</u>	<u>547,712,294</u>
		<u>96,170,296</u>	<u>794,910,028</u>
Non-current assets:			
Investment subscriptions		1,492,267,500	171,267,700
Refundable deposits	19.5	768,750,000	-
Advances for asset acquisition		600,410,000	601,547,500
Computer software	2.10	<u>7,593,668</u>	<u>6,113,343</u>
		<u>2,869,021,168</u>	<u>778,928,543</u>
		<u>P 2,965,191,464</u>	<u>P 1,573,838,571</u>

Prepaid expenses pertain mainly to advance payments on real property taxes and insurance premiums.

Refundable deposits include amounts paid to lessor of the leased warehouse. These can be applied against unpaid rent or any damages against leased property. It also includes amounts deposited by the Group to certain related parties in relation to memorandums of agreement which may be refunded upon the happening of certain conditions (see Note 19.5).

Investment subscriptions pertain to deposits for future subscription made by the Group in certain domestic companies. However, such subscriptions are yet to be completed or executed.

Advances for asset acquisition pertain to advances paid by SBS Holdings and LHC in relation to their respective purchases of certain investment properties. The amounts advanced will be deducted from the total purchase price of these investment properties.

10. PROPERTY AND EQUIPMENT

The gross carrying amounts and accumulated depreciation and amortization of property and equipment at the beginning and end of 2019 and 2018 are as follows:

	Leasehold Improvements	Transportation and Other Equipment	Furniture and Fixtures	Total
December 31, 2019				
Cost	P 6,842,022	P 150,837,314	P 6,835,656	P 164,514,992
Accumulated depreciation and amortization	(4,668,945)	(61,485,490)	(5,722,049)	(71,876,484)
Net carrying amount	<u>P 2,173,077</u>	<u>P 89,351,824</u>	<u>P 1,113,607</u>	<u>P 92,638,508</u>

		<u>Leasehold Improvements</u>		<u>Transportation and Other Equipment</u>		<u>Furniture and Fixtures</u>		<u>Total</u>
December 31, 2018								
Cost	P	6,842,022	P	148,963,765	P	6,826,192	P	162,631,979
Accumulated depreciation and amortization	(	<u>4,142,636</u>)	(	<u>47,526,609</u>)	(	<u>4,934,830</u>)	(	<u>56,604,075</u>)
Net carrying amount	<u>P</u>	<u>2,699,386</u>	<u>P</u>	<u>101,437,156</u>	<u>P</u>	<u>1,891,362</u>	<u>P</u>	<u>106,027,904</u>
January 1, 2018								
Cost	P	6,842,022	P	51,188,943	P	4,797,380	P	62,828,345
Accumulated depreciation and amortization	(	<u>3,610,965</u>)	(	<u>33,944,032</u>)	(	<u>4,072,518</u>)	(	<u>41,627,515</u>)
Net carrying amount	<u>P</u>	<u>3,231,057</u>	<u>P</u>	<u>17,244,911</u>	<u>P</u>	<u>724,862</u>	<u>P</u>	<u>21,200,830</u>

A reconciliation of the carrying amounts of property and equipment at the beginning and end of 2019 and 2018 is as follows:

		<u>Leasehold Improvements</u>		<u>Transportation and Other Equipment</u>		<u>Furniture and Fixtures</u>		<u>Total</u>
Balance at January 1, 2019, net of accumulated depreciation and amortization	P	2,699,386	P	101,437,156	P	1,891,362	P	106,027,904
Additions		-		1,873,548		9,464		1,883,012
Depreciation and amortization charges for the year	(	<u>526,309</u>)	(	<u>13,958,880</u>)	(	<u>787,219</u>)	(	<u>15,272,408</u>)
Balance at December 31, 2019, net of accumulated depreciation and amortization	<u>P</u>	<u>2,173,077</u>	<u>P</u>	<u>89,351,824</u>	<u>P</u>	<u>1,113,607</u>	<u>P</u>	<u>92,638,508</u>
Balance at January 1, 2018, net of accumulated depreciation and amortization	P	3,231,057	P	17,244,911	P	724,862	P	21,200,830
Additions		-		97,774,822		2,022,429		99,797,251
Depreciation and amortization charges for the year	(	<u>531,671</u>)	(	<u>13,582,577</u>)	(	<u>855,929</u>)	(	<u>14,970,177</u>)
Balance at December 31, 2018, net of accumulated depreciation and amortization	<u>P</u>	<u>2,699,386</u>	<u>P</u>	<u>101,437,156</u>	<u>P</u>	<u>1,891,362</u>	<u>P</u>	<u>106,027,904</u>

Depreciation and amortization is presented as part of Other Operating Expenses in the consolidated statements of profit or loss (see Note 15).

As of December 31, 2019 and 2018, the gross carrying amount of the Group's fully-depreciated property and equipment that are still in use is P32.6 million and P31.6 million, respectively.

11. LEASES

The Group is a lessee under non-cancellable operating leases covering its warehouses and office space. The lease for warehouses has a term of two to four years, including the new leases entered into in 2019, while the lease for office space have lease term of four years. All leases have renewal options. Generally, termination of lease contracts shall be communicated to the lessee by the lessor 30 days prior to the termination or expiration of the lease contract. With the exception of the lease of a warehouse, which is a short-term lease, each lease is reflected in the statement of financial position as a right-of-use asset and as lease liability.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over warehouses and offices, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is to incur maintenance fees on such items in accordance with the lease contracts.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognized in the 2019 consolidated statement of financial position.

	Number of right-of-use assets leased	Average Remaining lease term
Warehouses and related facilities	6	2-4 years
Office building	1	4 years

11.1 Right-of-use Assets

The carrying amounts of the Group's right-of-use assets as at December 31, 2019 and the movements during the year are shown below.

	Warehouse and other related facilities	Office Building	Total
Balance at beginning of year	P 31,784,679	P -	P 31,784,679
Additions	92,588,669	10,342,897	102,931,566
Depreciation and amortization	(39,039,507)	(2,585,724)	(41,625,231)
Balance at end of year	P 85,333,841	P 7,757,173	P 93,091,014

Depreciation and amortization of right-of-use assets is presented as part of Other Operating Expenses in the 2019 consolidated statement of comprehensive income (see Note 15).

11.2 Lease Liabilities

Lease liabilities are presented in the consolidated statement of financial position as at December 31, 2019 as follows:

Current	P 24,836,032
Non-current	<u>19,293,005</u>
	<u>P 44,129,037</u>

The movements in the lease liabilities recognized in the 2019 consolidated statement of financial position are as follows:

Balance as of December 31, 2018	P -
Effect of adoption PFRS 16	<u>15,327,321</u>
Balance as of January 1, 2019	15,327,321
Additional lease liabilities	71,838,240
Repayment of lease liabilities	(<u>43,036,524</u>)
	<u>P 44,129,037</u>

The use of extension and termination options gives the Group added flexibility in the event it has identified more suitable premises in terms of cost and/or location or determined that it is advantageous to remain in a location beyond the original lease term. An option is only exercised when consistent with the Group's regional markets strategy and the economic benefits of exercising the option exceeds the expected overall cost.

The undiscounted maturity analysis of lease liabilities at December 31, 2019 is as follows:

	<u>Within One Year</u>	<u>One to Two Years</u>	<u>Total</u>
Lease payments	P 26,965,095	P 20,223,821	P 47,188,916
Finance charges	(<u>2,129,063</u>)	(<u>930,816</u>)	(<u>3,059,879</u>)
Balance at end of year	<u>P 24,836,032</u>	<u>P 19,293,005</u>	<u>P 44,129,037</u>

11.3 Lease Payments Not Recognized as Liabilities

The Group has elected not to recognize a lease liability for short-term leases or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

The expenses relating to short-term leases amounted to P2.6 million and is presented as Rentals under Other Operating Expenses in the 2019 consolidated statement of profit or loss (see Notes 15, 19.3 and 22.2).

11.4 Additional Profit or Loss and Cash Flow Information

The total cash outflow in respect of leases, including interest payment, amounted to P46.7 million in 2019. Interest expense in relation to lease liabilities amounted to P3.7 million and is presented as part of Finance Costs in the 2019 consolidated statement of profit or loss (see Note 17.1).

12. INVESTMENT PROPERTIES

The Group's investment properties represent parcels of land and building unit held primarily for capital appreciation but not for sale in the ordinary course of business or use in the production or supply of goods or services or for administrative purposes. The gross carrying amounts and accumulated depreciation and amortization of investment properties at the beginning and end of 2019 and 2018 are shown below.

		<u>Land</u>	<u>Building</u>	<u>Land Improvement</u>	<u>Total</u>
December 31, 2019					
Cost	P	800,700,346	P 138,348,695	P 6,974,240	P 946,023,281
Accumulated depreciation and amortization		<u>-</u>	<u>(10,606,733)</u>	<u>(534,692)</u>	<u>(11,141,425)</u>
Net carrying amount		<u>P 800,700,346</u>	<u>P 127,741,962</u>	<u>P 6,439,548</u>	<u>P 934,881,856</u>
December 31, 2018					
Cost	P	804,925,832	P 138,348,695	P 6,974,240	P 950,248,767
Accumulated depreciation and amortization		<u>-</u>	<u>(5,072,785)</u>	<u>(255,722)</u>	<u>(5,328,507)</u>
Net carrying amount		<u>P 804,925,832</u>	<u>P 133,275,910</u>	<u>P 6,718,518</u>	<u>P 944,920,260</u>
January 1, 2018					
Cost	P	632,019,207	P -	P -	P 632,019,207
Accumulated depreciation and amortization		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net carrying amount		<u>P 632,019,207</u>	<u>P -</u>	<u>P -</u>	<u>P 632,019,207</u>

A reconciliation of the carrying amount of investment properties at the beginning and end of 2019 and 2018 is shown below.

		<u>Land</u>	<u>Building</u>	<u>Land Improvement</u>	<u>Total</u>
Balance at January 1, 2019,					
net of accumulated depreciation and amortization	P	804,925,832	P 133,275,910	P 6,718,518	P 944,920,260
Disposals	(	4,225,486)	-	-	(4,225,486)
Depreciation and amortization charges for the year		<u>-</u>	<u>(5,533,948)</u>	<u>(278,970)</u>	<u>(5,812,918)</u>
Balance at December 31, 2019					
net of accumulated depreciation and amortization	P	<u>800,700,346</u>	<u>P 127,741,962</u>	<u>P 6,439,548</u>	<u>P 934,881,856</u>
Balance at January 1, 2018,					
net of accumulated depreciation and amortization	P	632,019,207	P -	P -	P 632,019,207
Additions		175,000,000	138,348,695	6,974,240	320,322,935
Disposals	(	2,093,375)	-	-	(2,093,375)
Depreciation and amortization charges for the year		<u>-</u>	<u>(5,072,785)</u>	<u>(255,722)</u>	<u>(5,328,507)</u>
Balance at December 31, 2018					
net of accumulated depreciation and amortization	P	<u>804,925,832</u>	<u>P 133,275,910</u>	<u>P 6,718,518</u>	<u>P 944,920,260</u>

The real property taxes on investment properties amounted to P1.7 million, P1.5 million and P2.4 million in 2019, 2018, and 2017, respectively, and reported as part of Taxes and licenses under Other Operating Expenses in the consolidated statements of profit or loss (see Note 15).

In 2019 and 2018, the Group sold certain investment properties with carrying amount of P4.2 million and P2.1 million for a total consideration of P6.7 million and P3.1 million, respectively. The resulting gain on sale of investment properties, net of taxes and other direct costs of disposal, amounting to P2.5 million and P1.0 million in 2019 and 2018, respectively, is presented as Gain on Sale of Investment Properties in the consolidated statements of profit or loss. There was no similar transaction in 2017.

Certain investment property with a carrying value of P632.0 million as of December 31, 2017 is used as collateral to secure certain long-term loan from local banks (see Note 14). However, due to the substitution of mortgaged property (see Note 19.5), the Group's investment property had been released as collateral in 2018.

The Group's management believes that the investment properties are not impaired as the fair value of these properties disclosed in Note 26.3 as of the end of the reporting periods exceeds their carrying amounts as reported in the consolidated statements of financial position.

13. TRADE AND OTHER PAYABLES

This account includes the following as at December 31:

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Trust receipts payable		P 82,446,585	P 11,487,115
Accrued expenses and others	14	32,019,067	11,167,558
Trade payables	19.1	18,262,990	2,898,061
Output VAT payable		<u>5,585,924</u>	<u>1,822,966</u>
		<u>P 138,314,566</u>	<u>P 27,375,700</u>

The Group avails of trust receipt facilities with local banks which are used to finance the Group's purchases of inventories. These short-term trust receipts, which are secured by the related inventories whose values equal the amount of outstanding trust receipts, bear interests based on prevailing market interest rates, usually ranging from 2.5% to 4.5% in 2019, 2018 and 2017 and have a maturity of one to 12 months. Interest expense incurred on these transactions for 2019, 2018 and 2017 amounted to P2.5 million, P1.2 million and P2.4 million, respectively, and is presented as part of Interest expense under Finance Costs in the consolidated statements of profit or loss (see Note 17.1).

Accrued expenses and other payables also include the obligations relating to the accrual of professional fees, rentals, employee benefits and other liabilities that are expected to be settled within 12 months from the end of the reporting period.

14. LOANS PAYABLE

This account includes the following as at December 31:

	<u>2019</u>	<u>2018</u>
Current	P 1,617,763,109	P 1,302,260,460
Non-current	<u>956,113,887</u>	<u>1,073,193,028</u>
	<u>P 2,573,876,996</u>	<u>P 2,375,453,488</u>

A reconciliation of the movements in the amount of loans payable at the beginning and end of 2019 and 2018 as follows.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cash from financing activities:			
Balance at beginning of year	P 2,375,453,488	P 2,522,029,980	P 467,500,000
Availments during the year	1,045,000,000	1,300,000,000	2,350,000,000
Settlements during the year	(850,000,000)	(1,450,000,000)	(287,500,000)
Debt issue cost	<u>-</u>	<u>-</u>	<u>(10,000,000)</u>
	2,570,453,488	2,372,029,980	2,520,000,000
Non-cash financing activities –			
Amortization of debt issue cost	<u>3,423,508</u>	<u>3,423,508</u>	<u>2,029,980</u>
	<u>P 2,573,876,996</u>	<u>P 2,375,453,488</u>	<u>P 2,522,029,980</u>

Short-term loans are subject to interest rates ranging from 4.7% to 5.0% in 2019, 4.3% to 5.7% in 2018, and 4.1% to 4.9% in 2017, and are acquired for working capital requirements. On average, the short-term loans fall due every three to six months and are subject to roll over unless otherwise settled by the Group.

The long-term loan, which was originally acquired in April 2017, is subject to 4.8% interest annually and is payable in 12 equal quarterly payments beginning June 2019. In 2018, the Group paid in advance certain portion of the long-term loan amounting to P720.0 million.

The details of the non-current bank loans as of December 31 are shown below.

	<u>2019</u>	<u>2018</u>
Principal amount	P 2,000,000,000	P 2,000,000,000
Debt issue cost	(10,000,000)	(10,000,000)
Net amount	1,990,000,000	1,990,000,000
Settlements made	(720,000,000)	(720,000,000)
Reclassified to current portion	(322,763,109)	(202,260,460)
Accumulated amortization of debt issue cost	<u>8,876,996</u>	<u>5,453,488</u>
	<u>P 956,113,887</u>	<u>P 1,073,193,028</u>

Interest expense incurred on these loans in 2019, 2018 and 2017 amounted to P128.3 million, P134.7 million and P68.9 million, respectively, and is presented as part of Interest expense under Finance Costs in the consolidated statements of profit or loss (see Note 17.1). Accrued interest on these loans recognized as of December 31, 2019 amounted to P19.5 million and is presented as part of Accrued expenses and others under Trade and Other Payables in the 2019 consolidated statement of financial position (see Note 13). There is no unpaid interest as of December 31, 2018.

Prior to 2018, the long-term loan was secured by one of the Group's investment properties (see Note 12). However, in 2018, the Group substituted the investment property with a property of an associate to secure the loan (see Note 19.5). Other outstanding loans as of December 31, 2019 and 2018 were availed of using its credit line facility wherein no collateral is needed.

15. OPERATING EXPENSES BY NATURE

Operating expenses, based on their nature, are broken down as follows:

	Notes	2019	2018	2017
Depreciation and amortization	10, 11, 12 P	62,710,557 P	20,298,684 P	5,279,954
Taxes and licenses	12	54,345,647	26,328,812	35,179,963
Salaries and employee benefits	18.1	35,115,243	29,333,643	28,860,108
Provision for inventory writedown	6	22,397,029	41,690,065	18,999,697
Representation		13,760,529	5,642,987	5,502,377
Professional fees		12,935,691	10,967,355	7,586,828
Transportation and travel		12,876,993	16,850,125	9,758,801
Security services		11,022,887	8,754,327	5,112,027
Insurance		7,126,973	6,792,010	6,549,882
Utilities		6,838,818	7,297,647	3,243,701
Medical		3,532,949	2,620,801	3,069,647
Office supplies		3,018,059	1,840,407	1,520,503
Rentals	11.3, 22.2	2,612,250	42,697,523	37,956,744
Trainings and seminar		2,460,278	4,267,968	4,826,863
Repairs and maintenance		1,739,890	1,607,282	3,666,325
Donations		1,537,152	275,000	762,000
Dues and subscription		337,357	291,945	1,177,183
Impairment loss on investment securities	7	-	489,480	-
Impairment loss on receivables	5	-	443,015	-
Change in finished goods inventories	6	862,799,109	741,448,944	731,387,229
Others		25,550,037	5,751,062	5,487,056
		P 1,142,717,448	P 975,689,082	P 915,926,888

These expenses are classified in the consolidated statements of profit or loss as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Cost of goods sold	P 885,196,138	P 783,117,946	P 750,386,926
Cost of services	<u>2,400,000</u>	<u>2,400,000</u>	<u>3,188,548</u>
	887,596,138	785,517,946	753,575,474
Others operating expenses	<u>255,121,310</u>	<u>190,171,136</u>	<u>162,351,414</u>
	<u>P 1,142,717,448</u>	<u>P 975,689,082</u>	<u>P 915,926,888</u>

The details of cost of goods sold is shown below (see Note 6).

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Inventory at beginning of year	P1,075,566,518	P1,077,516,744	P1,313,141,596
Purchases	827,574,852	781,167,720	544,135,668
Inventory at end of year	(1,004,347,655)	(1,075,566,518)	(1,077,516,744)
	898,793,715	783,117,946	779,760,520
Provision for inventory writedown	22,397,029	41,690,065	18,999,697
Reversal of inventory writedown	(35,994,606)	(41,690,065)	(48,373,291)
	<u>P 885,196,138</u>	<u>P 783,117,946</u>	<u>P 750,386,926</u>

16. OTHER OPERATING INCOME

Beginning 2018, the Group earns rental income from the leasing of property to third party tenants. The leased property is owned by JHC, for which the Group was granted a full right of usufruct to JHC's property (see Note 19.7). Income generated from the property amounted to P31.8 million and P8.3 million in 2019 and 2018, respectively (see Note 22.1).

In 2018 and 2017, the Parent Company earned a one-time service income from consultancy services provided to certain third parties amounting to P1.9 million and P5.3 million, respectively. There was no similar transaction in 2019.

The Group also earns income from consultancy services performed by SBS Holdings.

In 2019 and 2018, the Group also earned income from non-obstruction agreement amounting to P3.7 million and P3.5 million, respectively.

Other operating income also includes management fees from a service agreement with certain related parties under common ownership and an associate (see Note 19.4).

17. FINANCE COSTS INCOME (COSTS)

17.1 Finance Costs

The Group's finance costs consist of interest expense from the following:

	Notes	2019	2018	2017
Interest-bearing loans	14	P 128,342,081	P 134,725,205	P 68,947,189
Lease liabilities	11.4	3,748,678	-	-
Trust receipts payable	13	2,501,700	1,218,849	2,446,505
Post-employment defined benefit plan	18.2(a)	414,128	453,683	405,555
		<u>P 135,006,587</u>	<u>P 136,397,737</u>	<u>P 71,799,249</u>

17.2 Finance Income

Finance income includes the following:

	Notes	2019	2018	2017
Interest income	4, 7	P 15,886,365	P 28,297,635	P 27,742,510
Foreign currency gains – net		5,051,303	3,128,577	4,887,879
Others – net		<u>489,480</u>	<u>821,864</u>	<u>2,024,229</u>
		<u>P 21,427,148</u>	<u>P 32,248,076</u>	<u>P 34,654,618</u>

18. EMPLOYEE BENEFITS

18.1 Salaries and Employee Benefits Expense

Expenses recognized for salaries and employee benefits, which were presented as part of Other Operating Expenses, are presented below.

	Notes	2019	2018	2017
Short-term benefits		P 34,737,629	P 28,772,607	P 28,351,218
Post-employment benefits	18.2(a)	<u>377,614</u>	<u>561,036</u>	<u>508,890</u>
	15	<u>P 35,115,243</u>	<u>P 29,333,643</u>	<u>P 28,860,108</u>

18.2 Post-employment Defined Benefit Plan

(a) Characteristics of the Defined Benefit Plan

The Group, at present, has no formal, tax-qualified retirement plan. The Group accrues post-employment benefit based on the provisions of Republic Act (RA) 7641, *The Retirement Pay Law*, in accordance with the projected unit credit method wherein actuarial valuations are made with sufficient regularity to update the retirement benefit costs.

The normal retirement age is 60 with a minimum of 5 years of credited service. The plan also provides for an early retirement at age 50 with a minimum of 5 years of credited service and late retirement after age 60, both subject to the approval of the Group's BOD. Normal retirement benefit is an amount equivalent to 85% of the final monthly covered compensation (average monthly basic salary during the last 12 months of credited service) for every year of credited service.

Actuarial valuations are made annually to update the retirement benefit costs. All amounts presented below are based on the actuarial valuation report obtained from an independent actuary in 2019 and 2018.

The amounts of post-employment defined benefit obligation recognized in the consolidated statements of financial position amounts to P6.3 million and P5.6 million as of December 31, 2019 and 2018, respectively.

Following are the amounts and movements in the present value of post-employment defined benefit obligation recognized in the consolidated statements of financial position.

	<u>2019</u>		<u>2018</u>
Balance at beginning of year	P 5,626,740	P	8,248,777
Current service cost	377,614		561,036
Interest cost	414,128		453,683
Benefits paid	-	(	2,335,554)
Remeasurements:			
Actuarial losses (gains) arising from:			
Experience adjustments	(1,471,947)	(	1,246,374)
Changes in financial assumptions	1,314,324	(	306,980)
Changes in demographic assumptions	<u>-</u>		<u>252,152</u>
Balance at end of year	<u>P 6,260,859</u>	P	<u>5,626,740</u>

The components of amounts recognized in profit or loss and in other comprehensive loss in respect of the defined benefit post-employment plan are as follows:

	<u>2019</u>		<u>2018</u>		<u>2017</u>
<i>Reported in profit or loss:</i>					
Current service cost	P 377,614	P	561,036	P	508,890
Interest cost	<u>414,128</u>		<u>453,683</u>		<u>405,555</u>
	<u>P 791,742</u>	P	<u>1,014,719</u>	P	<u>914,445</u>
<i>Reported in other comprehensive income:</i>					
Actuarial losses (gains) arising from:					
Experience adjustments	(P 1,471,947)	(	1,246,374)	(	630,805)
Changes in financial assumptions	1,314,324	(	306,980)	(	194,918)
Changes in demographic assumptions	<u>-</u>		<u>252,152</u>		<u>-</u>
	<u>(P 157,623)</u>	(	<u>1,301,202</u>	(	<u>825,723</u>

The interest cost is included as part of Finance Costs in the consolidated statements of profit or loss (see Note 17.1).

Amounts recognized in other comprehensive loss were included within items that will not be reclassified subsequently to profit or loss.

In determining the retirement benefit obligation, the following actuarial assumptions were used:

	2019	2018	2017
Discount rates	5.0%	7.4%	5.5%
Expected salary increase rate	5.0%	5.0%	4.0%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 is 22 for both males and females. These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of zero coupon government bonds with terms to maturity approximating to the terms of the post-employment defined benefit obligation.

Other assumptions are based on current actuarial benchmarks and management's historical experience.

(b) Risks Associated with the Retirement Plan

The plan exposes the Group to actuarial risks such as interest rate risk, longevity risk and salary risk.

(i) Interest Rate Risk

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation.

(ii) Longevity and Salary Risks

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the plan participants during their employment and to their future salaries. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the plan obligation.

(c) Other Information

The information on the sensitivity analysis for certain significant actuarial assumptions and the timing and uncertainty of future cash flows related to the retirement plan are described as follows.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the defined benefit obligation as of December 31, 2019 and 2018:

<u>Impact on Post-employment Defined Benefit Obligation</u>				
	<u>Change in</u>		<u>Increase in</u>	<u>Decrease in</u>
	<u>Assumptions</u>		<u>Assumptions</u>	<u>Assumptions</u>
<u>December 31, 2019</u>				
Discount rate	+/- 1%	(P	612,969)	P 666,634
Salary increase rate	+/- 1%		655,637	(621,413)
<u>December 31, 2018</u>				
Discount rate	+/- 1%	(P	337,781)	P 349,889
Salary increase rate	+/- 1%		362,158	(364,517)

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognized in the consolidated statements of financial position. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Funding Arrangements and Expected Contributions*

As of December 31, 2019, the Group is yet to determine how much and when to fund its retirement benefit obligation.

The maturity profile of undiscounted expected benefit payments from the plan follows:

	<u>2019</u>	<u>2018</u>
Within one year	P 408,247	P 2,023,253
More than one year to five years	2,333,133	1,622,474
More than five years to ten years	4,288,844	4,064,058
More than ten years to 15 years	4,259,353	3,569,530
More than 15 years to 20 years	<u>20,024,218</u>	<u>18,359,808</u>
	<u>P 31,313,795</u>	<u>P 29,639,123</u>

19. RELATED PARTY TRANSACTIONS

The Group's related parties include its stockholders, companies under common ownership, associates and its key management personnel. The transactions with these related parties are discussed as follows:

Related Party Category	Notes	Amount of Transactions			Outstanding Balances Receivables (Payables)	
		2019	2018	2017	2019	2018
Stockholders –						
Lease agreements	9, 19.3	P 2,531,250	P 2,531,250	P 7,500,000	P -	P -
Subsidiary –						
Purchase of goods	19.1	2,678,571	-	-	-	-
Related Parties Under Common Ownership:						
Lease agreements	9, 19.3	27,285,249	27,140,073	28,849,601	-	-
Sale of goods	19.1	-	6,695,268	4,962,017	-	4,963,250
Purchase of goods	19.1	1,162,022	748,636	1,784,052	-	(147,000)
Refundable deposit	19.5	315,000,000	-	-	315,000,000	-
Associates:						
Lease agreements	9, 19.3	12,805,200	12,805,200	-	-	-
Equity investment in associates	8	885,812,030	243,849,959	783,469,350	2,122,989,855	1,256,974,458
Advances granted	5, 19.2	(31,134)	(1,677,692,396)	1,677,724,331	801	31,935
Shared business and management services	19.4	61,160,174	51,885,714	18,578,571	68,500,000	16,800,000
Refundable deposit	19.3, 19.5	(85,941,103)	502,986,896	-	456,771,191	547,712,294
Advances for investment property purchase	19.7	(139,200,000)	775,000,000	-	635,800,000	775,000,000
Key Management Personnel –						
Fees paid	19.6	12,685,599	9,782,281	16,345,194	-	-

The Group's outstanding receivables with related parties were subjected to impairment using the requirements of PFRS 9. These receivables have substantially the same risk characteristics as trade receivables. As such, the expected loss rates for trade receivables are a reasonable approximation of the loss rates for receivables from related parties. There were no impairment losses recognized for these receivables from related parties in 2019, 2018 and 2017 [see note 23.2(b)].

19.1 Sale and Purchase of Goods

In 2018 and 2017, the Parent Company sold goods to a certain related party under common ownership in the regular course of business and was reported as part of Sale of Goods in the consolidated statements of profit or loss. The outstanding receivables arising from this transaction as at December 31, 2018, which are generally noninterest-bearing, unsecured and settled through cash, are reported as part of Trade receivables under Trade and Other Receivables in the 2018 consolidated statement of financial position (see Note 5). The outstanding receivables had been fully collected in 2019. There was no similar sales transactions that occurred in 2019.

The Group also purchased goods from certain related parties which are presented as part of Cost of Goods Sold in the consolidated statements of profit or loss (see Note 15). The outstanding balance arising from this transaction as of December 31, 2018 which is unsecured, noninterest-bearing, and payable in cash is reported as part of Trade payables under Trade and Other Payables in the 2018 consolidated statement of financial position (see Note 13). There are no outstanding payables as of December 31, 2019.

19.2 Advances from/to Related Parties

In 2017, the Group made a deposit on behalf of CPHC for the purchase of a certain property. The outstanding receivable arising from this transaction is noninterest-bearing, unsecured and collectible in cash upon demand. Such receivable was collected in full in 2018.

The Group also grants advances to associates which is unsecured, non-interest bearing and payable in demand or through offsetting arrangements. The outstanding receivable is also presented as part of Due from associates under Trade and Other Receivables in the consolidated statements of financial position (see Note 5).

19.3 Lease Agreements

The Group, as a lessee, entered into operating lease agreements with terms of two to four years, covering certain warehouses owned by certain related parties. The lease is renewable upon mutual agreement by both parties.

Rental expense in 2018 and 2017 arising from the lease agreements is shown as part of Rentals under Other Operating Expenses in the consolidated statements of profit or loss. Upon adoption of PFRS 16 in 2019, expenses pertaining to these transactions are recorded as part of Depreciation and amortization in the 2019 consolidated statement of profit or loss (see Notes 11, 15 and 22.2). Deposits made on these lease agreements are presented as part of Refundable deposits under Prepayments and Other Current Assets in the consolidated statements of financial position (see Note 9).

19.4 Shared Business and Management Services

SBS Holdings entered into a consultancy service agreement with a certain related parties under common ownership and an associate wherein the former shall provide certain administrative services for a fee. Such transaction is recognized as part of Consultancy Income in the consolidated statements of profit or loss. The related outstanding balances amounting to P68.5 million and P16.8 million, which are unsecured, noninterest-bearing and payable on demand, are presented as part of Trade receivables under Trade and Other Receivables in the consolidated statements of financial position (see Note 5).

The Group entered into a service agreement with its related parties under common ownership wherein the former shall provide certain operational, management and administrative services for a fee. Management fees charged by the Group are recognized under the Other Operating Income in the consolidated statements of profit or loss (see Note 16).

19.5 Memorandum of Agreement

In 2018, the Parent Company entered into a memorandum of agreement with SPHC, wherein the Parent Company will assist in gathering investors to cover SPHC's increase in capitalization. As part of the agreement, SPHC also used its property in the mortgage substitution to continue securing one of the Parent Company's loans (see Note 14). The related performance deposit amounting to P500.0 million is presented as part of Refundable deposits under Prepayment and Other Current Assets in the 2018 consolidated statement of financial position (see Note 9). The transaction was initially expected to be consummated in 2019. However, in 2019, as agreed by both parties, the performance obligation has been extended and is presented as part of Other Non-current Assets in the 2019 consolidated statement of financial position (see Note 9). The amount will be refunded once the Parent Company has already gathered the investors. A portion of the deposit amounting to P46.3 million was collected and used in acquiring shares in SPHC (see Note 8). In 2019, the Group also entered in a memorandum of agreement with Betterfield Holdings Corp. (BHC). The related deposit amounting to P315.0 million may be refunded to the Group or may be used to exercise pre-emptive rights to subscribe to new unissued shares at par value upon BHC's application for an increase in authorized capital stock.

19.6 Key Management Personnel

Payments received by key management personnel pertain to compensation and service fees in 2019, 2018 and 2017 which are presented under Other Operating Expenses in the consolidated statements of profit or loss (see Note 15). There were no outstanding service fees as of December 31, 2019 and 2018.

19.7 Others

In 2018, the Group made certain noninterest-bearing advance payments to a third party on behalf of an associate, representing transactions costs incurred for the associate's purchase of certain property owned by the third party. These costs, amounting to P775.0 million shall be reimbursed in full to the Group upon completion of the transaction. The amount of outstanding receivable is presented as Non-trade receivable under Trade and Other Receivables in the consolidated statements of financial position (see Note 5).

On November 11, 2017, SBS Holdings was granted a full right of usufruct over the real estate property of JHC. The usufruct includes collection of fees or service charges from third party tenants of the real estate property for the purpose of upkeep, maintenance, operation and management of such property. Revenue arising from this agreement presented as part Other Operating Income in the consolidated statements of profit or loss (see Note 16). In relation to such agreement, the Group also received security deposits from the tenants, which are to be returned to the counterparties at the end of the lease term. These security deposits are presented under non-current liabilities section of the consolidated statements of financial position.

20. TAXES

The components of tax expense are presented as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
<i>Reported in profit or loss:</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 30%	P 12,982,311	P 31,193,306	P 38,664,714
Final tax at 20%	<u>294,897</u>	<u>3,526,246</u>	<u>-</u>
	13,277,208	34,719,552	38,664,714
Deferred tax expense (income) relating to origination and reversal of temporary differences	(<u>13,348,076</u>)	(<u>3,410,780</u>)	(<u>2,985,356</u>)
	<u>(P 70,868)</u>	<u>P 31,308,772</u>	<u>P 35,679,358</u>
<i>Reported in other comprehensive loss –</i>			
Deferred tax expense relating to origination and reversal of other temporary differences	P <u>47,287</u>	P <u>390,361</u>	P <u>247,717</u>

The reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense reported in the profit or loss is presented below.

	2019	2018	2017
Tax on pretax profit at 30%	P 7,469,497	P 62,084,322	P 41,081,742
Adjustment for income subject to other tax rates	1,125,005	5,846,477	-
Tax effect of:			
Non-taxable income	(2,488,649)	(38,068,400)	(8,300,915)
Non-deductible expenses	3,253,592	1,446,373	2,898,531
Other special deductions	(9,430,313)	-	-
Tax expense (income)	(P 70,868)	P 31,308,772	P 35,679,358

The net deferred tax assets relate to the following as of December 31:

	Statements of Financial Position		Statements of Comprehensive Income						
			Profit or Loss			Other Comprehensive Loss			
	2019	2018	2019	2018	2017	2019	2018	2017	
Deferred tax assets:									
Share in net loss of associates	P 31,939,023	P 27,029,655	P 4,909,368	P 21,071,728	P 4,402,504	P -	P -	P -	
Post-employment benefit obligation	819,818	582,294	237,524	(396,251)	274,333	-	-	-	
Accumulated actuarial loss on retirement plan	1,058,440	1,105,727	-	-	-	(47,287)	(390,361)	(247,717)	
Net operating loss carryover (NOLCO)	13,759,952	6,899,856	6,860,096	6,685,002	211,768	-	-	-	
Allowance for impairment on trade and other receivables	132,904	132,904	-	132,904	-	-	-	-	
Unrealized foreign exchange loss	1,273,819	-	1,273,819	-	-	-	-	-	
Provision for inventory writedown	-	-	-	-	(722,530)	-	-	-	
Advance rental	-	-	-	-	(561,166)	-	-	-	
	<u>48,983,956</u>	<u>35,750,436</u>	<u>13,280,807</u>	<u>27,493,383</u>	<u>3,604,909</u>	<u>(47,287)</u>	<u>(390,361)</u>	<u>(247,717)</u>	
Deferred tax liabilities:									
Share in net income of associates	(25,403,821)	(25,163,658)	(240,163)	(25,163,658)	-	-	-	-	
Unrealized foreign currency gains – net	-	(307,432)	307,432	1,081,055	(619,553)	-	-	-	
	<u>(25,403,821)</u>	<u>(25,471,090)</u>	<u>67,269</u>	<u>(24,082,603)</u>	<u>(619,553)</u>	<u>-</u>	<u>-</u>	<u>-</u>	
Net Deferred Tax Assets	<u>P 23,580,135</u>	<u>P 10,279,346</u>							
Deferred Tax Income (Expense)			<u>P 13,348,076</u>	<u>P 3,410,780</u>	<u>P 2,985,356</u>	<u>(P 47,287)</u>	<u>(P 390,361)</u>	<u>(P 247,717)</u>	

The details of LHC's NOLCO, which can be claimed as deduction from future taxable income within three years from the year the NOLCO was incurred, are shown below.

Year Incurred	Amount	Expiration
2019	P 22,866,987	2022
2018	22,283,340	2021
2017	<u>705,893</u>	2020
	<u>P 45,856,220</u>	

The Group is subject to minimum corporate income tax (MCIT) which is computed at 2% of gross income, as defined under the tax regulations or the RCIT, whichever is higher. In 2019, 2018 and 2017, the Group recognized RCIT as the RCIT is higher than the MCIT in those years.

In 2019, 2018 and 2017, the Group opted to claim itemized deductions in computing its income tax due.

21. EQUITY

	Shares			Amount		
	2019	2018	2017	2019	2018	2017
Authorized – P1 par value	1,550,000,000	1,550,000,000	1,550,000,000	P 1,550,000,000	P 1,550,000,000	P 1,550,000,000
Issued						
Balance at beginning of year	1,549,999,999	1,549,999,999	1,200,000,000	1,549,999,999	1,549,999,999	1,200,000,000
Issuance of shares	-	-	302,000,000	-	-	302,000,000
Stock dividends	-	-	47,999,999	-	-	47,999,999
Balance at end of year	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,549,999,999</u>
Treasury shares						
Balance at beginning of year	-	-	5,454,400	-	-	29,973,840
Acquisition of treasury shares	-	-	25,505,200	-	-	168,974,313
Reissuance of treasury shares	-	-	(30,959,600)	-	-	(198,948,153)
Balance at end of year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Issued and outstanding at end year	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>P 1,549,999,999</u>	<u>P 1,549,999,999</u>	<u>P 1,549,999,999</u>

21.1 Capital Stock

Capital stock consists of common shares with details as follows:

The authorized capital stock of the Group is P1,550,000,000 consisting of 1,550,000,000 common shares with a par value of P1.00 per share. A total of 1,549,999,999 common shares are subscribed and outstanding as of December 31, 2019 and 2018, respectively.

On August 10, 2015, a total of 1,200,000,000 common shares of the Group with par value of P1 per share were listed under the Main Board of the PSE. In addition, by way of an initial public offering (IPO), the Parent Company sold 420,000,000 shares of its common stock at an offer price of P2.75 per Offer Share on the same day. The IPO resulted in the recognition of additional paid-in capital amounting to P698.4 million, net of IPO-related expenses amounting to P36.6 million.

On June 9, 2017, the shareholders representing at least 2/3 of the outstanding capital stock of the Group approved the declaration of stock dividends at the rate of 1 common share for every 25 common shares owned by stockholders of record as of June 23, 2017 (or approximately up to 48.0 million common shares) with any resulting fractional shares to be dropped. The issuance of the stock dividends is an exempt transaction under the Revised Securities Regulation Code, and do not require any written confirmation of exemption from the SEC. Subsequently, on July 17, 2017, such dividends amounting to P288.5 million were distributed to stockholders, P48.0 million of which consisting of 47,999,999 common shares at P1 par value per share were distributed and the remaining P240.5 million was recognized as part of Additional Paid-in Capital.

On June 23, 2017, all of the treasury shares outstanding as of that date were sold by way of a block sale through the facilities of the PSE at an agreed price of P6.50 per share. The price represents a premium of 2.85% from its last traded price of P6.32 as of the close of trading on June 22, 2017 and 2.05% premium over the 5-day volume weighted average price of P6.3696 from June 21, 2017. The treasury shares were reissued above its acquisition cost, resulting in Additional Paid-in Capital of P2.3 million.

On December 22, 2017, a total of 302,000,000 common shares of the Group with par value of P1 per share was listed under the Main Board of the PSE by way of stock rights offering (SRO) at an offer price of P4.67 per Rights Share, which was previously approved by the SEC and the Parent Company's BOD on July 14, 2017 and September 25, 2017, respectively. The SRO resulted to recognition of Additional Paid-in Capital amounting to P1,101.6 million, net of SRO-related expenses amounting to P7.0 million.

As of December 31, 2019 and 2018, the total number of registered stockholders based on the records of the Group's Stock and Transfer Agent is seven and eight, respectively, with the shares held in the name of PCD Nominee Corporation belonging to 102 participants in 2019 and 106 participants in 2018 under Philippine Depository & Trust Corp. The Group's listed shares closed at P9.26 per share as of December 27, 2019 (the last trading day in 2019) and P7.50 per share as of December 28, 2018 (the last trading day in 2018).

21.2 Revaluation Reserves

The components and reconciliation of items of other comprehensive loss arising from remeasurements of the post-employment defined benefit obligation and as presented in the statements of changes in equity at their aggregate amount under Revaluation Reserves account, are shown below.

	<u>2019</u>	<u>2018</u>
Balance at beginning of year	P 2,580,031	P 3,490,872
Remeasurements	(157,623)	(1,301,202)
Tax expense	<u>47,287</u>	<u>390,361</u>
Other comprehensive income after tax	(<u>110,336</u>)	(<u>910,841</u>)
Balance at end year	P 2,469,695	P 2,580,031

21.3 Retained Earnings

On November 8, 2016, the Group's BOD approved a share buyback program and appropriated P200.0 million of retained earnings for this. The program commenced on November 22, 2016 and was fully expended. On April 11, 2017, the Group's BOD approved a new share buyback program with a volume of up to another P200.0 million. As of December 31, 2018 and 2017, the Group had no outstanding treasury shares due to the reissuance of treasury shares in 2017 (see Note 21.1). In 2018, the BOD approved the reversal of the appropriation as a result of the completion of the transaction.

On June 9, 2017, the shareholders representing at least 2/3 of the outstanding capital stock of the Group approved the declaration of stock dividends of 4% or 1 share for each 25 common share owned by stockholders on record as of June 29, 2017. On July 17, 2017, such stocks dividends equivalent to 47,999,999 common shares were distributed (see Note 21.1).

The Group also declared cash dividends as follows:

	<u>Amount per Share</u>	<u>Total Dividend Declared</u>
March 29, 2019	P 0.022	P 34,100,000
May 10, 2018	<u>P 0.017</u>	<u>P 26,350,000</u>

No cash dividends were declared in 2017.

A portion of retained earnings is restricted to the extent of the Group's share in net losses of the associates in 2019 and 2018 amounting to P90.1 million and P77.7 million, respectively.

21.4 Earnings per Share

Basic and diluted EPS are computed as follows:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Net profit attributable to shareholders of the Parent Company	P 18,757,706	P 177,186,408	P 101,309,452
Divided by the weighted average number of outstanding common shares	<u>1,549,999,999</u>	<u>1,549,999,999</u>	<u>1,250,166,148</u>
Basic and diluted EPS	<u>P 0.01</u>	<u>P 0.11</u>	<u>P 0.08</u>

For the years ended December 31, 2019, 2018 and 2017, the Group has no dilutive potential common shares in the consolidated financial statements.

21.5 Material Non-controlling Interest

Non-controlling interest pertains to 24% and 10% ownership of minority stockholders in LHC in 2019 and 2018, respectively. In 2019, it also includes 55% ownership in SBS Holdings. Despite loss of majority stockholdings, management determined that the Parent Company has the ability to influence the majority of SBS Holdings' stockholdings as the Parent Company's Chairman also holds 26% ownership over the subsidiary (see Note 1).

The financial information of LHC and SBS Holdings is presented below.

	<u>2019</u>	<u>2018</u>
	<u>SHEC</u>	<u>LHC</u>
Revenue	P 61,160,714	P -
Net income (loss)	<u>19,864,378</u>	<u>(15,978,423)</u>
Net income (loss) attributable to non-controlling interest	<u>P 10,020,115</u>	<u>(P 3,808,629)</u>
Current assets	P 175,106,978	P 170,893,694
Non-current assets	3,003,178,431	565,933,093
Current liabilities	(7,455,494)	(1,133,971)
Non-current liabilities	(12,141,948)	-
Net assets	<u>3,158,687,967</u>	<u>581,982,657</u>
Net assets attributable to non-controlling interest	<u>P 726,107,369</u>	<u>P 69,488,270</u>

The corporate information of LHC and SBS Holdings, as well as the Parent Company's stockholding thereto, is provided in Note 1.

There were no dividend declarations made by LHC and SBS Holdings for the years ended December 31, 2019 and 2018.

22. COMMITMENTS AND CONTINGENCIES

22.1 Operating Lease Commitments – Group as Lessor

Certain real properties held or managed by the Group are leased to third parties under operating lease agreements. Currently the lease agreements have a remaining lease term of one year, with an option to renew under terms and conditions to be agreed upon by the parties. Revenues from these agreements are presented as part of Other Operating Income in the consolidated statements of profit or loss (see Note 16). Minimum lease payment from the remaining lease term is P2.5 million.

In relation to the lease agreements, the Group also received security deposits from the lessees, which is to be returned to the counterparties at the end of the lease term. The security deposits are presented under Non-current liabilities section in the consolidated statements of financial position even when the current remaining lease term is for one year as management believes a renewal of the lease terms with the lessees is fairly certain.

22.2 Operating Lease Commitments – Group as Lessee (2018 and 2017)

The Group is a lessee under various operating lease agreements with certain related parties covering certain warehouses with terms ranging from two to four years. In 2017, the lease agreements were renewed for one-year term renewable annually with the same rental fee (see Note 19.3). The same terms were renewed in 2018. The future minimum lease payable under these non-cancellable operating leases amount to P42.7 million and P37.9 million as of December 31, 2018 and 2017 respectively, all of which are expected to be paid within the next 12 months.

Expenses related to these agreements are shown as Rentals under Other Operating Expenses in the consolidated statements of profit or loss (see Note 15). The outstanding liability arising from these transactions are shown as part of Accrued expenses and other payables under Trade and Other Payables in the 2018 consolidated statement of financial position (see Note 13).

22.3 Others

There are other commitments and contingent liabilities that arise in the normal course of the Group's operations that are not reflected in the consolidated financial statements. As of the end of 2019 and 2018, management is of the opinion that losses, if any, from these items will not have a material effect on the Group's consolidated financial statements.

23. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks which resulted from both its operating, investing and financing activities. The Group's risk exposures are managed in close coordination with the BOD who focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets. Long-term financial investments are managed to generate lasting returns. The most significant financial risks to which the Group is exposed to are described in the succeeding pages.

23.1 Interest Rate Risk

The Group's policy is to minimize interest rate cash flow risk exposures on long-term financing. At December 31, 2019 and 2018, the Group is exposed to changes in market interest rates through its loans payable (see Note 14) and cash in banks, which are subject to variable interest rates.

The United States dollar-denominated cash in banks and outstanding trust receipts are tested on a reasonably possible change of +/- 45 basis points (bps) and +/- 50 bps in 2019 and 2018, respectively. The calculations are based on financial instruments held at the end of each reporting period, estimated at 99% level of confidence. On the other hand, Philippine peso-denominated cash in banks and loans payable are tested on a reasonably possible change of +/- 13 bps in 2019 and +/- 10 bps in 2018 using standard deviation, estimated at 99% level of confidence. The calculations are based on the Group's financial instruments held at end of each reporting period. The increase in bps would decrease profit before tax by P21.9 million in 2019 and P40.0 million in 2018. Conversely, if the bps would decrease, with all other variables held constant, profit before tax would increase in 2019 and 2018 by the same amounts.

23.2 Credit Risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments arising from selling goods to customers, granting advances to related parties and by placing deposits with banks.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by company, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

The maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the statements of financial position or the detailed analysis provided in the notes to the consolidated financial statements as shown below.

	Notes	2019	2018
Cash	4	P 395,616,655	P 1,239,832,036
Trade and other receivables – net	5, 19.2	815,555,562	924,819,831
Refundable deposits	9, 19.3, 19.5	771,771,191	547,712,294
Investment securities at amortized cost – net	7	-	<u>244,250,520</u>
		<u>P 1,982,943,408</u>	<u>P 2,956,614,681</u>

None of the Group's financial assets are secured by collateral or other credit enhancements, except for cash in banks which is described as follows:

(a) Cash in Banks

The credit risk for cash in banks is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

As part of Group's policy, bank deposit is only maintained with reputable financial institutions. Cash in banks which is insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million per depositor per banking institution, as provided for under RA 9576, *Amendment to Charter of Philippine Deposit Insurance Corporation*, is still subject to credit risk.

(b) *Trade and Other Receivables, Refundable Deposits and Investment Securities at Amortized Cost*

The Group applies the simplified approach in measuring ECL which uses a lifetime expected loss allowance for all trade and other receivables. Advances to officers and employees have been assessed separately and individually wherein management determined that there is no required ECL to be recognized since collections are made on a monthly basis or through salary deductions within a period of one year or less.

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due (age buckets). The Group also concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the other receivables as it shares the same credit risk characteristics.

The expected loss rates are based on the payment and aging profiles over a period of 36 months before December 31, 2019 and 2018, respectively, and the corresponding historical credit losses experienced within such period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product and the inflation rate in the Philippines to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Accordingly, the Group recognized loss allowance equivalent to 0.4% of outstanding trade receivables as of December 31, 2019 and 2018. Management deems this estimate to be adequate and reflective of the Group's ability to collect from its customers based on a 36-month historical payment profile prior to the adoption of PFRS 9.

The Group's trade receivables are actively monitored to avoid significant concentrations of credit risk. In addition, the Group has adopted a no-business policy with customers lacking an appropriate credit history where credit records are available.

ECL allowance for refundable deposits and non-trade receivables, which are collectible from related parties were assessed based on general liquidity of the respective counterparties. No loss allowance was recognized on these financial assets as the collection is expected to be within the next 12 months based on the current standing of the counterparties and the current status of the related transactions.

The loss allowance for investment securities at amortized cost in 2018 is determined to be equivalent to 12 months ECL. The investment is considered to be of low credit risk as the preferred shares are from a publicly-listed entity with a strong capacity to meet its contractual cash flow obligations in the near term.

23.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash outflows due in a day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a six-month and one-year period are identified monthly.

The Group maintains cash to meet its liquidity requirements for up to 60-day periods. Excess cash are deposited in banks. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

As at December 31, 2019, the Group's financial liabilities have contractual maturities as follows:

	Within 6 Months	6 to 12 Months	More than 1 Year
2019			
Loans payable	P 1,296,500,000	P 324,263,109	P 1,034,236,891
Lease liabilities	-	26,965,095	20,223,821
Trade and other payables	137,520,207	-	-
Security deposit	-	-	7,566,353
	<u>P 1,434,020,207</u>	<u>P 351,228,204</u>	<u>P 1,062,027,065</u>
2018			
Loans payable	P 709,114,863	P 664,078,165	P 1,496,309,726
Trade and other payables	25,088,382	-	-
Security deposit	-	-	5,023,500
	<u>P 734,203,245</u>	<u>P 664,078,165</u>	<u>P 1,501,333,226</u>

The aforementioned contractual maturities reflect the gross cash flows, which may differ from the carrying values of the liabilities at the end of the reporting periods.

24. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objective is to enhance shareholder value. The capital structure is reviewed with the end view of achieving a competitive cost of capital and are to ensure the Group's ability to continue as a going concern in order to provide adequate returns in the future to its stockholders and benefits for other stakeholders.

The Group monitors capital on the basis of the carrying amount of equity as presented on the statements of financial position.

The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The debt-to-equity ratio as of December 31 is presented below.

	2019	2018
Liabilities	P 2,770,147,811	P 2,420,786,929
Equity	<u>5,677,744,893</u>	<u>4,955,722,515</u>
Debt-to-equity ratio	<u>0.49 : 1.00</u>	<u>0.49 : 1.00</u>

25. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

25.1 Carrying Amounts and Fair Values of Financial Assets and Financial Liabilities

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the statements of financial position are as follows:

		2019		2018	
	Notes	Carrying Values	Fair Values	Carrying Values	Fair Values
Financial assets					
Cash	4	P 395,616,655	P 395,616,655	P 1,239,832,036	P 1,239,832,036
Trade and other receivables – net	5, 19.2	815,555,562	815,555,562	924,819,831	924,819,831
Refundable deposits	9, 19.3				
	19.5	771,771,191	771,771,191	547,712,294	547,712,294
Investment securities at amortized cost – net	7	-	-	244,250,520	244,250,520
		<u>P1,982,943,408</u>	<u>P1,982,943,408</u>	<u>P 2,956,614,681</u>	<u>P 2,956,614,681</u>
Financial liabilities					
Loans payable	14	P2,573,876,996	P2,655,000,000	P 2,375,453,488	P 2,869,502,754
Trade and other payables	13	137,520,207	137,520,207	25,088,382	25,088,382
Lease liabilities	11	44,129,037	44,129,037	-	-
Security deposit		<u>7,566,353</u>	<u>7,566,353</u>	<u>5,023,500</u>	<u>5,023,500</u>
		<u>P2,763,092,593</u>	<u>P2,844,215,597</u>	<u>P 2,405,565,370</u>	<u>P 2,899,614,636</u>

See Note 2.6 and 2.12 for description of the accounting policies for each category of financial instrument including the determination of fair values. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 23.

25.2 Offsetting of Financial Assets and Financial Liabilities

The Group has not set off financial instruments in 2019 and 2018 and does not have relevant offsetting arrangements as of the end of the reporting periods. Currently, financial assets and financial liabilities are settled on a gross basis; however, if applicable, each party to the financial instrument will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties.

26. FAIR VALUE MEASUREMENT AND DISCLOSURES

26.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and liabilities and non-financial asset which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. Discussed in the succeeding page is the levels of fair value hierarchy.

- (a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- (b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- (c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or financial liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, 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.

For investments which do not have quoted market price, the fair value is determined by using generally acceptable pricing models and valuation techniques or by reference to the current market of another instrument which is substantially the same after taking into account the related credit risk of counterparties, or is calculated based on the expected cash flows of the underlying net asset base of the instrument.

When the Group uses valuation technique, it maximizes the use of observable market data where it is available and relies as little as possible on entity specific estimates. If all significant inputs required to determine the fair value of an instrument are observable, the instrument is included in Level 2. Otherwise, it is included in Level 3.

26.2 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The tables that follow summarizes the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the 2019 and 2018 statements of financial position but for which fair value is disclosed.

	2019			
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash	P 395,616,655	P -	P -	P 395,616,655
Trade and other receivables – net	-	-	815,555,562	815,555,562
Refundable deposits	-	-	771,771,191	771,771,191
	<u>P 395,616,655</u>	<u>P -</u>	<u>P1,587,326,753</u>	<u>P1,982,943,408</u>
<i>Financial liabilities:</i>				
Loans payables	P -	P -	P2,655,000,000	P 2,655,000,000
Trade and other payables	-	-	137,520,207	137,520,207
Lease liabilities	-	-	44,129,037	44,129,037
Security deposit	-	-	7,566,353	7,566,353
	<u>P -</u>	<u>P -</u>	<u>P2,844,215,597</u>	<u>P 2,844,215,597</u>

	2018			
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash	P1,239,832,036	P -	P -	P 1,239,832,036
Trade and other receivables – net	-	-	924,819,831	924,819,831
Refundable deposits	-	-	547,712,294	547,712,294
Investment securities at amortized cost – net	-	244,250,520	-	244,250,520
	<u>P1,239,832,036</u>	<u>P 244,250,520</u>	<u>P1,472,532,125</u>	<u>P2,956,614,681</u>
<i>Financial liabilities:</i>				
Loans payables	P -	P -	P2,869,502,754	P 2,869,502,754
Trade and other payables	-	-	25,088,382	25,088,382
Security deposit	-	-	5,023,500	5,023,500
	<u>P -</u>	<u>P -</u>	<u>P2,899,614,636</u>	<u>P 2,899,614,636</u>

For financial assets and financial liabilities with fair values included in Level 1, management considers that the carrying amounts of those short-term financial instruments approximate their fair values.

The preferred shares are classified as investment securities at amortized cost in accordance with PFRS 9. The management determined that the last quoted price for these shares in the PSE is not considered to be observable after consideration of the following factors on the frequency and volume of trades on these securities: (a) no recent buy-sell transactions at reporting date; (b) significant decline in the frequency and volume of transactions from what it previously experienced; and, (c) significant movement or variance in the quoted prices over a period of time. Accordingly, the fair value of these investments were based on the closing price nearest to (either prior or subsequent to) the reporting period. This valuation technique is set out in PFRS 13 as level 2 inputs; hence, these investment securities were categorized as Level 2 in 2018. On November 6, 2019, the Group redeemed the investment securities (see Note 7).

26.3 Fair Value Measurement for Non-financial Assets

As determined by independent and SEC-accredited property appraisers, the total fair market values of these investment properties as of December 31, 2018, which are primarily determined with reference to current and most recent prices for similar properties within the same location and condition, amounted to P4.9 billion. Management believes that the appraisal made in 2018 on these investment properties remain valid and thus hold the same fair market values as of December 31, 2019. The fair market values of investment properties are classified under Level 2.

27. SEGMENT REPORTING

27.1 Business Segments

The Group's operating businesses are organized and managed separately according to the nature of products and services provided. In identifying its reportable operating segments, management generally follows the Group's two main revenue sources, which represent the products and services provided by the Group, namely Sale of Goods and Consultancy Income.

27.2 Analysis of Segment Information

The following table presents revenue and profit information regarding business segments of the Group for the years ended December 31, 2019, 2018, and 2017.

	Sale of Goods	Consultancy Income	Total
2019			
Revenues	P 1,199,851,267	P 61,160,714	P 1,261,011,981
Cost	<u>885,196,138</u>	<u>2,400,000</u>	<u>887,596,138</u>
	<u>314,655,129</u>	<u>58,760,714</u>	<u>373,415,843</u>
Other operating expenses:			
Rental expense	2,612,250	-	2,612,250
Salaries and wages	35,115,243	-	35,115,243
Transportation and travel	12,876,993	-	12,876,993
Insurance	7,126,973	-	7,126,973
Outside services	9,038,058	-	9,038,058
Advertising and promotions	<u>1,640,190</u>	<u>-</u>	<u>1,640,190</u>
	<u>68,409,707</u>	<u>-</u>	<u>68,409,707</u>
Segment profit before depreciation and amortization	<u>P 246,245,422</u>	<u>P 58,760,714</u>	<u>P 305,006,136</u>
2018			
Revenues	P 1,105,900,511	P 66,885,714	P 1,172,786,225
Cost	<u>783,117,946</u>	<u>2,400,000</u>	<u>785,517,946</u>
	<u>322,782,565</u>	<u>64,485,714</u>	<u>387,268,279</u>
Other operating expenses:			
Rental expense	42,697,523	-	42,697,523
Salaries and wages	29,333,643	-	29,333,643
Transportation and travel	16,850,125	-	16,850,125
Insurance	6,792,010	-	6,792,010
Outside services	6,571,341	-	6,571,341
Advertising and promotions	<u>419,570</u>	<u>-</u>	<u>419,570</u>
	<u>102,664,212</u>	<u>-</u>	<u>102,664,212</u>
Segment profit before depreciation and amortization	<u>P 220,118,353</u>	<u>P 64,485,714</u>	<u>P 284,604,067</u>
2017			
Revenues	P 1,039,994,633	P 60,271,429	P 1,100,266,062
Cost	<u>750,386,926</u>	<u>3,188,548</u>	<u>753,575,474</u>
	<u>289,607,707</u>	<u>57,082,881</u>	<u>346,690,588</u>
Other operating expenses:			
Rental expense	37,956,744	-	37,956,744
Salaries and wages	28,860,108	-	28,860,108
Outside services	5,476,259	-	5,476,259
Insurance	6,549,882	-	6,549,882
Transportation and travel	9,679,500	-	9,679,500
Advertising and promotions	<u>783,978</u>	<u>-</u>	<u>783,978</u>
	<u>89,306,471</u>	<u>-</u>	<u>89,306,471</u>
Segment profit before depreciation and amortization	<u>P 200,301,236</u>	<u>P 57,082,881</u>	<u>P 257,384,117</u>

Below is the Group's reconciliation of the components of reportable segments to the consolidated statements of profit or loss:

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Revenues –			
Total revenue of reportable segments	<u>P 1,261,011,981</u>	<u>P 1,172,786,225</u>	<u>P 1,100,266,062</u>
Costs and expenses:			
Total costs and expenses of reportable segments	956,005,845	888,182,158	842,881,945
Other costs and expenses from non-reportable segments	124,001,046	67,208,240	67,764,989
Depreciation and amortization	<u>62,710,557</u>	<u>20,298,684</u>	<u>5,279,954</u>
	<u>1,142,717,448</u>	<u>975,689,082</u>	<u>915,926,888</u>
Other operating income	<u>37,481,898</u>	<u>15,422,574</u>	<u>5,556,343</u>
Finance income	<u>21,427,148</u>	<u>32,248,076</u>	<u>34,654,618</u>
Finance costs	(<u>135,006,587</u>)	(<u>136,397,737</u>)	(<u>71,799,249</u>)
Equity in net income (loss) of associates	(<u>19,792,302</u>)	<u>97,547,934</u>	(<u>15,811,743</u>)
Gain on disposal of investment properties	<u>2,493,634</u>	<u>1,029,750</u>	<u>-</u>
Profit before tax	<u>P 24,898,324</u>	<u>P 206,947,740</u>	<u>P 136,939,143</u>

The results of operations from the two segments are used by management to analyze the Group's operation and to allow them to control and study the costs and expenses. It is also a management indicator on how to improve the Group's operation. Expenses are allocated through direct association of costs and expenses to operating segments.

The disaggregated profile of sale of goods for the years ended December 31 is illustrated below.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Feeds, veterinary and agricultural inputs	37%	35%	29%
Industrial chemicals	31%	27%	30%
Food ingredients	23%	27%	32%
Others	9%	11%	9%

Revenues from sale of goods are recognized at a point in time, while the consultancy income is recognized over time (see Note 2.15).

Presented below is a reconciliation of the Group's segment information to the key financial information presented in its consolidated financial statements.

	<u>2019</u>	<u>2018</u>	<u>2017</u>
Total segment assets	P 7,880,388,538	P 6,793,392,815	P 6,796,081,011
Cash	382,558	169,582,947	169,582,947
Prepayments and other current assets	1,188,515	1,310,747	1,310,747
Property and equipment	78,576,810	88,776,329	88,776,329
Investment properties	309,181,510	314,994,428	314,994,428
Deferred tax assets	13,764,773	6,904,677	6,904,677
Other noncurrent assets	<u>164,410,000</u>	<u>1,547,500</u>	<u>-</u>
Total assets as reported in the consolidated statements of financial position	<u>P 8,447,892,704</u>	<u>P 7,376,509,443</u>	<u>P 7,377,650,139</u>
Total segment liabilities	P 2,768,647,880	P 2,419,652,957	P 2,625,261,269
Trade and other payables	<u>1,499,931</u>	<u>1,133,972</u>	<u>1,133,971</u>
Total liabilities as reported in the consolidated statements of financial position	<u>P 2,770,147,811</u>	<u>P 2,420,786,929</u>	<u>P 2,626,395,240</u>

28. EVENTS AFTER THE END OF THE REPORTING PERIOD

In December 2019, a novel strain of corona virus (COVID-19) was reported to have surfaced in China. The World Health Organization then declared the outbreak as a 'public health emergency of international concern'. COVID-19 started to become widespread in the Philippines in early March 2020 causing the government to declare a state of public health emergency in the country followed by implementation of enhanced quarantine and social distancing measures and restrictions within the Luzon area. Other cities and provinces in the country enacted similar measures thereafter. This resulted in a wide-ranging business suspension – disrupting the supply chains and affecting production and sales across a range of industries.

While the disruption is currently considered to be temporary, management anticipates the prolonged suspension of businesses could negatively impact the Group's financial condition and operations – specifically in its distribution and retail channels as, in the immediate aftermath of the outbreak, the Group is currently limited to distributing food-grade, pharma-grade, agricultural chemicals and materials for home-care segment, as is currently allowed by the Philippine Government. These market segments accounts for roughly 65 to 70% of the Group's annual sales revenues in 2019. As such, while the enhanced community quarantine persist, the Group does not have access to existing customers that accounts roughly to 30 to 35% of its average revenues that remains non-operational, barring any ease up in their activity restrictions. Further, management is yet to assess possible obsolescence of its inventories, but will make the assessment moving forward in consideration of circumstances at present and in the foreseeable future. Despite this, management projects that the Group will remain liquid to cope with the current situation. Accordingly, the Group is not and does not expect to be in default of its financial obligations as at December 31, 2019 and as at report date.

In support and compliance with the government measures to protect the welfare and interest of the Group's employees and stakeholders, including its counterparties, the Group has implemented safety measures and activated its business continuity procedures. Warehouse operations continue through skeletal workforce arrangements to ensure proper maintenance of food-grade and agricultural inventories and to facilitate the sale thereof. Meanwhile, work-from-home measures for office workers – including those in finance and sales – are currently enforced. Management believes that these measures can mitigate the further negative impact of the outbreak to the Group's business and to its financial condition and performance.

Management has determined that these events are non-adjusting subsequent events. Accordingly, said subsequent events had no impact on the Group's consolidated financial statements as of and for the year ended December 31, 2019.

29. OTHER INFORMATION REQUIRED BY THE SECURITIES AND EXCHANGE COMMISSION

RA No. 11232, *An Act Providing for the Revised Corporation Code of the Philippines* (the Revised Corporation Code) took effect on March 8, 2019. The new provisions of the Revised Corporation Code or any amendments thereof have no significant impact to the Group's consolidated financial statements.



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**Report of Independent Auditors
to Accompany Supplementary
Information Required by the
Securities and Exchange Commission
Filed Separately from the Basic
Consolidated Financial Statements**

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20th Floor, Tower 1
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1200 Makati City
Philippines

T +63 2 8988 2288

The Board of Directors
SBS Philippines Corporation and Subsidiaries
(A Subsidiary of Anesay Holdings Corporation)
No. 10 Resthaven Street
San Francisco Del Monte, Quezon City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of SBS Philippines Corporation and subsidiaries for the year ended December 31, 2019, on which we have rendered our report dated April 29, 2020. Our audit was made for the purpose of forming an opinion on the consolidated basic financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) is presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code Rule 68 and is not a required part of the consolidated basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the consolidated basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated basic financial statements taken as a whole.

PUNONGBAYAN & ARAULLO

By: Anthony L. Ng
Partner

CPA Reg. No. 0109764
TIN 230-169-270
PTR No. 8116552, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 1638-A (until May 29, 2020)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-038-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

April 29, 2020

Certified Public Accountants

Punongbayan & Araullo (P&A) is the Philippine member firm of Grant Thornton International Ltd

Offices in Cavite, Cebu, Davao
BOA/PRC Cert of Reg. No. 0002
SEC Accreditation No. 0002-FR-5

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SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
List of Supplementary Information
December 31, 2019

Schedule	Content	Page No.
Schedules Required under Annex 68-J of the Revised Securities Regulation Code Rule 68		
A	Financial Assets	1
B	Amounts Receivable from Directors, Officers, Employees and Principal Stockholders (Other than Related Parties)	4
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	5
D	Long-term Debt	7
E	Indebtedness to Related Parties (Long-term Loans from Related Companies)	8
F	Guarantees of Securities of Other Issuers	9
G	Capital Stock	10
Other Required Information		
	Reconciliation of Retained Earnings Available for Dividend Declaration	11
	Map Showing the Relationship Between the Company and its Related Entities	12
	Financial Soundness Indicators	13

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule A - Financial Assets (Financial Assets at Amortized Cost)
December 31, 2019
(Amounts in Philippine Pesos)

<i>Name of Issuing Entity / Description of Each Issue</i>	<i>Number of shares or Principal Amount of Bonds and Notes</i>	<i>Amount Shown in the Statements of Financial Position</i>	<i>Income Received and Accrued</i>
Cash	-	P 395,616,655	P 2,242,110
Trade and other receivables	-	815,555,562	-
Refundable deposit	-	771,771,191	-
		P 1,982,943,408	P 2,242,110

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesy Holdings Corporation)

Schedule A - Financial Assets (Financial Assets at Fair Value Through Profit or Loss)
December 31, 2019
(Amounts in Philippine Pesos)

<i>Name of issuing entity and association of each issue</i>	<i>Number of shares or principal amount of bonds or notes</i>	<i>Amount shown on the balance sheet</i>	<i>Valued based on the market quotation at balance sheet date</i>	<i>Income received and accrued</i>
---	---	--	---	------------------------------------

NOT APPLICABLE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule A - Financial Assets (Fair Value Through Other Comprehensive Income)
December 31, 2019
(Amounts in Philippine Pesos)

<i>Name of issuing entity and association of each issue</i>	<i>Number of shares or principal amount of bonds or notes</i>	<i>Amount shown on the balance sheet</i>	<i>Valued based on the market quotation at balance sheet date</i>	<i>Income received and accrued</i>
---	---	--	---	--

NOT APPLICABLE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule B - Amounts Receivable from Directors, Officers, Employees and Principal Stockholders (Other than Related Parties)
December 31, 2019
(Amounts in Philippine Pesos)

Name and Designation of debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		
			Amounts collected	Amounts assigned or set - off	Current	Non-current	Balance at end of period

NOT APPLICABLE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule C - Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2019
(Amounts in Philippine Pesos)

Name and designation of debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		Balance at end of period
			Amounts collected	Amounts written off	Current	Not current	

NONE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule C - Amounts Payable to Related Parties which are Eliminated during the Consolidation of Financial Statements
December 31, 2019
(Amounts in Philippine Pesos)

Name and designation of debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		Balance at end of period
			Amounts paid	Amounts written off	Current	Not current	

NONE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule D - Long-Term Debt
December 31, 2019
(Amounts in Philippine Pesos)

<i>Title of issue and type of obligation</i>	<i>Amount shown under caption "Current portion of long-term debt" in related balance sheet</i>	<i>Amount shown under caption "Long-Term Debt" in related balance sheet</i>
Term Loans	P <u>322,763,109</u>	P <u>956,113,887</u>

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule E - Indebtedness to Related Parties
December 31, 2019
(Amounts in Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Balance at end of period</i>
---------------------------------------	---------------------------------------	---------------------------------

NOT APPLICABLE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule F - Guarantees of Securities of Other Issuers
December 31, 2019
(Amounts in Philippine Pesos)

<i>Name of issuing entity of securities guaranteed by the company for which this statement is filed</i>	<i>Title of issue of each class of securities guaranteed</i>	<i>Total amount guaranteed an outstanding</i>	<i>Amount owned by person for which statement is filed</i>	<i>Nature of guarantee</i>
---	--	---	--	----------------------------

NOT APPLICABLE

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)

Schedule G - Capital Stock
December 31, 2019
(Amounts in Philippine Pesos)

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under the related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Common shares - P1 par value	1,550,000,000	1,549,999,999	-	1,024,230,272	150,892,126	374,877,601

SBS PHILIPPINES CORPORATION
(A Subsidiary of Anesy Holdings Corporation)
No. 10 Resthaven Street
San Francisco Del Monte, Quezon City

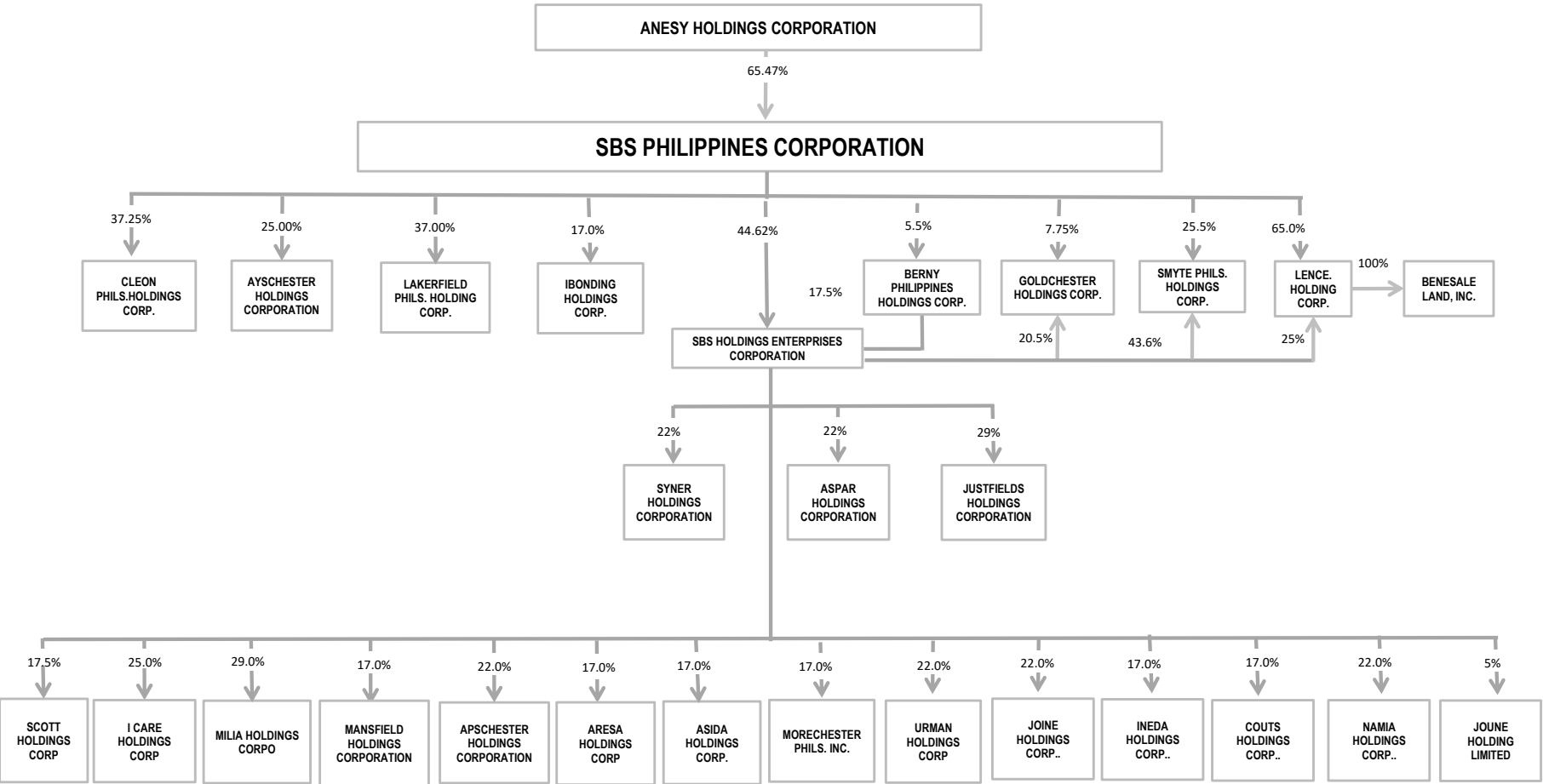
**Reconciliation of Retained Earnings Available for Dividend Declaration
as of December 31, 2019**

Unappropriated retained earnings at the beginning of the year	P	965,568,950
Prior year's outstanding reconciling item		
Deferred tax income	(	21,390,739)
Unappropriated retained earnings available for dividend declaration at beginning of the year, as adjusted		<u>944,178,211</u>
Net income actually earned/realized during the year		
Net profit per audited financial statements		22,853,184
Deferred tax income	(	<u>1,813,075)</u>
		<u>21,040,109</u>
Cash dividends declared during the year	(	<u>34,100,000)</u>
Unappropriated Retained Earnings Available for Dividend Declaration at End of Year	P	<u>931,118,320</u>

SBS PHILIPPINES CORPORATION AND SUBSIDIARIES

SHOWING THE RELATIONSHIPS BETWEEN AND AMONG COMPANIES IN THE GROUP

ULTIMATE PARENT COMPANY AND SUBSIDIARY





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Report of Independent Auditors on Components of Financial Soundness Indicators

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The Board of Directors
SBS Philippines Corporation and Subsidiaries
(A Subsidiary of Anesys Holdings Corporation)
No. 10 Resthaven Street
San Francisco Del Monte, Quezon City

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of SBS Philippines Corporation and Subsidiaries (the Group) for the years ended December 31, 2019 and 2018, on which we have rendered our report dated April 29, 2020. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as of December 31, 2019 and 2018 and for each of the two years in the period ended December 31, 2019 and no material exceptions were noted.

PUNONGBAYAN & ARAULLO

By: Anthony L. Ng
Partner

CPA Reg. No. 0109764
TIN 230-169-270
PTR No. 8116552, January 2, 2020, Makati City
SEC Group A Accreditation
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April 29, 2020

Certified Public Accountants

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SBS PHILIPPINES CORPORATION AND SUBSIDIARIES
(A Subsidiary of Anesys Holdings Corporation)
Supplemental Schedule of Financial Soundness Indicators
December 31, 2019 and 2018

Ratio	Formula	2019	Formula	2018
Current ratio	Total Current Assets divided by Total Current Liabilities Total Current Assets 2,311,690,168 Divide by: Total Current Liabilities 1,780,913,707 Current ratio 1.30	1.30	Total Current Assets divided by Total Current Liabilities Total Current Assets 4,035,128,413 Divide by: Total Current Liabilities 1,336,943,661 Current ratio 3.02	3.02
Acid test ratio	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities Total Current Assets 2,311,690,168 Less: Inventories (1,004,347,655) Other Current Assets (96,170,296) Quick Assets 1,211,172,217 Divide by: Total Current Liabilities 1,780,913,707 Acid test ratio 0.68	0.68	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities Total Current Assets 4,035,128,413 Less: Inventories (1,075,566,518) Other Current Assets (794,910,027) Quick Assets 2,164,651,867 Divide by: Total Current Liabilities 1,336,943,661 Acid test ratio 1.62	1.62
Solvency ratio	Total Liabilities divided by Total Assets Total Liabilities 2,770,147,811 Divide by: Total Assets 8,447,892,704 Solvency ratio 0.33	0.33	Total Liabilities divided by Total Assets Total Liabilities 2,420,786,929 Divide by: Total Assets 7,376,509,444 Solvency ratio 0.33	0.33
Debt-to-equity ratio	Total Liabilities divided by Total Equity Total Liabilities 2,770,147,811 Divide by: Total Equity 5,677,744,893 Debt-to-equity ratio 0.49	0.49	Total Liabilities divided by Total Equity Total Liabilities 2,420,786,929 Divide by: Total Equity 4,955,722,515 Debt-to-equity ratio 0.49	0.49
Assets-to-equity ratio	Total Assets divided by Total Equity Total Assets 8,447,892,704 Divide by: Total Equity 5,677,744,893 Assets-to-equity ratio 1.49	1.49	Total Assets divided by Total Equity Total Assets 7,376,509,444 Divide by: Total Equity 4,955,722,515 Assets-to-equity ratio 1.49	1.49
Interest rate coverage ratio	Earnings before interest and taxes (EBIT) divided by Interest expense EBIT 159,975,779 Divide by: Interest expense 135,006,587 Interest rate coverage ratio 1.18	1.18	EBIT divided by Interest expense EBIT 312,036,705 Divide by: Interest expense 136,397,737 Interest rate coverage ratio 2.29	2.29
Return on equity	Net Profit divided by Total Equity Net Profit 24,969,192 Divide by: Total Equity 5,677,744,893 Return on equity 0.01	0.01	Net Profit divided by Total Equity Net Profit 175,638,968 Divide by: Total Equity 4,955,722,515 Return on equity 0.04	0.04
Return on assets	Net Profit divided by Total Assets Net Profit 24,969,192 Divide by: Total Assets 8,447,892,704 Return on assets 0.01	0.01	Net Profit divided by Total Assets Net Profit 175,638,968 Divide by: Total Assets 7,376,509,444 Return on assets 0.02	0.02
Net profit margin	Net Profit divided by Total Revenue Net Profit 24,969,192 Divide by: Revenue 1,261,011,981 Net profit margin 0.02	0.02	Net Profit divided by Total Revenue Net Profit 175,638,968 Divide by: Revenue 1,172,786,225 Net profit margin 0.15	0.15



SBS PHILIPPINES CORPORATION

January 10, 2020

SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, Metro Manila

Attention: **Mr. Vicente Graciano P. Felizmenio Jr.**
Director, Markets and Securities Regulation Department

PHILIPPINE STOCK EXCHANGE, INC.

6/F, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Gentlemen:

In compliance with the Philippine Stock Exchange listing obligations of SBS Philippines Corporation (the Company), please find enclosed the Company's Annual Progress Report on the application of proceeds from the Initial Public Offering (IPO) as of and for the year ended December 31, 2019 providing for the following:

1. Annual Summary of Disbursement of the IPO Proceeds as of December 31, 2019 as certified by the Chief Financial Officer & Treasurer;
2. Notes to the Schedule on Disbursement of IPO Proceeds and Progress Report as of and for the year ended December 31, 2019; and,
3. Report of External Auditor on Review of Certain Financial Information.

Sincerely yours,

AYLENE Y. SYTENGCO
Compliance Officer/Chief Financial Officer/Treasurer

Encl. a/s

SBS PHILIPPINES CORPORATION
(A Subsidiary of Anesys Holdings Corporation)
Annual Summary of Disbursement of the IPO Proceeds
as of December 31, 2019
(Amounts in Philippine Peso)

Gross Initial Public Offering (IPO) Proceeds	P	1,155,000,000.00
Less: IPO-related project expenses		<u>42,755,704.55</u>
Net Offering Proceeds		1,112,244,295.45
Less: Disbursements		
Accumulated costs incurred as of December 31, 2019		<u>1,112,244,295.45</u>
Balance of the Net Offering Proceeds as of December 31, 2019	P	<u><u>-</u></u>

By: 
AYLENE Y. SYTENGCO
Compliance Officer/Chief Financial Officer/Treasurer

January 10, 2020

SBS PHILIPPINES CORPORATION

(A Subsidiary of Anesy Holdings Corporation)

NOTES TO THE SCHEDULE ON DISBURSEMENT OF IPO PROCEEDS AND PROGRESS REPORT AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2019

1. BACKGROUND

SBS Philippines Corporation (the Company) is engaged in the trading of goods and buying, selling, distributing and marketing, at wholesale, goods such as chemicals, fertilizers, foodstuff, agricultural products, feed ingredients, industrial products and medical devices.

On April 8, 2015, the Company applied for the registration of its common shares with the Philippine Securities and Exchange Commission (SEC) and the listing of the Company's shares on the Philippine Stock Exchange (PSE). The SEC approved the registration of the 1,200,000,000 common shares of the Company on July 16, 2015 and the PSE approved the Company's application for the listing of its common shares on July 23, 2015.

On August 10, 2015, the Company, by way of a primary offering (IPO), sold 420,000,000 shares of its common stock (Offer Share) at an offer price of P2.75 per Offer Share, and generated gross proceeds of P1.155 billion (the "IPO Proceeds") from such IPO.

2. REALLOCATION AND CHANGE IN USE OF IPO PROCEEDS

Reference is made to the proposed utilization of proceeds raised from the IPO as disclosed in the Company's Prospectus dated July 24, 2015 and the Disbursement of Proceeds and Progress Reports dated July 12, 2017 and October 12, 2017, and the subsequent announcements on the change in the usage of the IPO proceeds, the last amendment of which was provided on March 29, 2019.

On May 20, 2016, the Company's Board of Directors (BOD) approved the variation in and extension of timeframe for the utilization balance of the IPO proceeds which then amounted to P670,884,497.96 remaining as of that date. These revised allocation and disbursement schedule together with the explanatory notes were submitted to the PSE through the PSE Electronic Disclosure Generation Technology. The details of the reallocation and change in the use of IPO Proceeds as of May 20, 2016 are presented in the succeeding pages.

- (a) P350,000,000.00 initially allocated and earmarked for the acquisition of a real estate property located in Muntinlupa City have been redeployed and reallocated instead to fund strategic acquisitions. The project for the acquisition of the industrial property located at Brgy. Tunasan Muntinlupa City originally intended as the new warehouse depot site has been reconsidered in light of the residential communities being developed alongside the proposed warehouse location site and the likely locational conflicts and zoning issues resulting from such change in land use.

The Company's Directors and Management considered it to be in the best interests of the Company and its shareholders that this portion of the IPO proceeds is instead channeled to further its strategy to grow its business through synergistic acquisitions that will enhance the Company's product offerings and servicing capabilities. The redeployment of such financial resources to pursue potential business-building acquisitions is in step with the strategic goal of the Company to grow its principal business and expand of its chemical operations via acquisition, and/or investments in allied chemical businesses, as and when such opportunity arises. This was further reallocated on August 14, 2017 and December 19, 2017 as discussed in the next page.

- (b) P100,000,000.00 initially allocated and earmarked for the construction of the new Muntinlupa warehouse facilities have been redeployed and reallocated instead to fund the setting up of value added services and/or construction of such facilities to enhance and increase the Company's value-added services. This was further reallocated on August 14, 2017 and December 19, 2017 as discussed in the next page.
- (c) P103,969,248.00 initially allocated and earmarked to fund specific capital expenditures as detailed in the Company's Prospectus dated July 24, 2015 have been reallocated to finance investments in new equipment and machinery to include but shall not be limited to those itemized in the Company's Prospectus which investments are to be staggered during the period 2016-2017 and aligned with the current business needs of the Company. The amount of P80,000,000.00 was further reallocated on March 29, 2019 for Investment in Affiliates as discussed on the next page.
- (d) P100,000,000.00 initially allocated and earmarked to fund specific new product purchases as detailed in the Company's Prospectus dated July 24, 2015 have been reallocated to finance the purchase and importation of additions to the Company's product portfolio to cover a much broader range of products which shall include but shall not be limited to new products and product improvements listed in the Company's Prospectus as well as fund the organization of a business development unit to strengthen sales and marketing force for the additional product offerings.
- (e) P14,830,318.45 excess of actual IPO expenses over the estimated IPO expenses have been channeled to general working capital requirements.

- (f) P2,084,931.51 savings arising from lower actual interest expense from the interest costs estimated for the BDO debt prepayment have likewise been channeled for use as additional general working capital.

On August 14, 2017, the Company's BOD approved to further revise the allocation previously intended for the strategic acquisition of businesses amounting to P350,000,000 and facility improvements amounting to P100,000,000 referred to in items (a) and (b) in the previous page and reallocate a total of P450,000,000 of the unutilized IPO Proceeds for the acquisition either of a warehouse facility complex or separately for the purchase of real estate property or a company holding such realty property as well as the capital expenditure for the purchase or construction of a warehouse building.

Furthermore, on December 19, 2017, the Company's BOD approved to further adjust the transaction structure and amount of IPO Proceeds to be applied for the indirect acquisition of a warehouse facility complex so as to give the Company the flexibility to tap on other potential strategic opportunities to further maximize benefits to be derived from the sizeable acquisition and improve the efficiency of the use of the proceeds for the group.

In particular, instead of allocating a total of P450,000,000 of the IPO proceeds for the direct acquisition of a warehouse facility complex, the Company's BOD deemed it in the best interests of the Company and its shareholders to invest up to P350,000,000 of the unutilized IPO proceeds in Lence Holdings Corporation ("LHC") as capital to partially finance the contemplated acquisition of a warehouse facility property together with the land, buildings, and fixed assets as and when the deal will be finalized. LHC is a newly incorporated holding company which is 65% owned by the Company, 25% by the Company's subsidiary, SBS Holdings and Enterprises Corporation, and 10% by the Sytengco family.

As the target acquisition covers a total lot area of around five (5) hectares together with ambient and cold storage facilities and other building improvements, of which 65% is being considered for the use in the warehouse and distribution operations of the Company, the proposed arrangement will allow the lease or use of the other areas for additional business building projects of SBS group. This arrangement permits the Company to grow and diversify its income streams at a lower capital investment.

Further, the Company's BOD also approved to reallocate a broader use of the remaining IPO proceeds of up to P100,000,000 for investment in facility improvements, reduction of liabilities, working capital and general corporate purposes beneficial for the Company.

On March 29, 2019, the Company's BOD approved to re-appropriate P80,000,000 from the previously re-allocated P104,600,000 intended for Capex for the equipment and machinery of the Company to investment in affiliates. This will be used to partially support its additional subscription to Smyte Phils. Holdings Corporation.

The details of the revised reallocation and change in the use of IPO Proceeds are as follows:

Use of IPO Proceeds	Allocation of Use of IPO Proceeds based on Prospectus	As Amended on 20-May- 16	As Amended on 14-Aug- 17	As Amended on 19-Dec- 17	As Amended on 29- Mar-19
Working Capital	P 157,813,977.00	174,729,226.96	174,729,226.96	174,729,226.96	P 174,729,226.96
Debt Retirement	285,000,000.00	282,915,068.49	282,915,068.49	282,915,068.49	282,915,068.49
IPO Expenses	57,586,023.00	42,755,704.55	42,755,704.55	42,755,704.55	42,755,704.55
Product Expansion	100,000,000.00	-	-	-	-
New Product Offerings	-	100,000,000.00	100,000,000.00	100,000,000.00	100,000,000.00
Capital Expenditures – MuntinlupaProperty Acquisition	350,000,000.00	-	-	-	-
Business Acquisitions	-	350,000,000.00	-	-	-
Capital Expenditures – Warehouse Construction	100,000,000.00	-	-	-	-
Acquisition of warehouse facility complex or of a company holding such realty property and capital expenditure for the purchase or construction of a warehouse building	-	-	450,000,000.00	-	-
Investment in LHC to acquire and hold warehouse facility complex	-	-	-	350,000,000.00	350,000,000.00
Investment in facility improvements, reduction of liabilities, working capital and general corporate purposes	-	-	-	100,000,000.00	100,000,000.00
Capital Expenditures – Warehouse and Office Improvements	52,500,000.00	-	-	-	-
Capital Expenditures – Warehouse Equipment & Machinery	34,200,000.00	-	-	-	-
Capital Expenditures – Delivery & Service Vehicles	12,000,000.00	-	-	-	-
Capital Expenditures – IT Systems & Renewable Energy Savings Systems	5,900,000.00	-	-	-	-
Capital Expenditures - Facility Improvements	-	100,000,000.00	-	-	-
Capital Expenditures - Equipment & Machinery	-	104,600,000.00	104,600,000.00	104,600,000.00	24,600,000.00
Investment in an affiliate through subscription of new shares	-	-	-	-	80,000,000.00
TOTAL IPO PROCEEDS	P 1,155,000,000.00	P 1,155,000,000.00	P 1,155,000,000.00	P 1,155,000,000.00	P 1,155,000,000.00

**3. DESCRIPTION OF DISBURSEMENTS AND EXPENDITURES
AS OF DECEMBER 31, 2019**

(a) General Working Capital

About 15.13% of the IPO Proceeds is allotted specifically for use as general working capital. This includes the excess of actual IPO expenses and bank loan charges versus the estimated amounts previously allocated. As of December 31, 2019, the Company has disbursed a total of P174,729,226.96 to settle trust receipts obligations and interest charges incurred for the purchase of product inventory replenishments, for marketing expense in connection with the trade exhibit participation of the Company in the Philippine Food Trade Expo, and for warehouse maintenance costs.

(b) New Product Offerings

About 8.66% of the IPO Proceeds is allotted to finance the purchase and importation of additions to the Company's product portfolio which include new products and product improvements as well as funding the organization of a business development unit providing sales and marketing support to develop market share for such new products. As of December 31, 2019, the Company had fully disbursed a total of P100,000,000.00 in connection with the importation of new product offerings for water and waste water treatment, food and agriculture related applications, related sales support expenses and salaries of the new business unit personnel.

(c) Additional Investment as Capital Infusion in Lence Holdings Corporation (LHC)

About 30.30% of the IPO Proceeds are reallocated for investment and capital infusion in the Company's subsidiary, LHC, for the purpose of partly financing the acquisition of a warehouse facility property comprising of land, buildings, and fixed assets as and when the deal will be finalized. On December 29, 2017, LHC has entered into a binding agreement for the acquisition of a warehouse facility complex south of Metro Manila. On February 5, 2018, the Company subscribed to an additional 52,000,000 common shares from the unissued capital of the Company's majority-owned subsidiary, LHC, at a subscription price of P6.7625 per share for a total consideration in cash of P351,650,000.00, of which P350,000,000.00 were paid utilizing the IPO proceeds and the balance from internally-generated funds of the Company. LHC, in turn, acquires a warehouse facility complex in Laguna on February 9, 2018. Approximately 65% of warehouse facility complex to be acquired is being considered to be utilized for the warehouse and distribution operations of the Company. The Company had fully disbursed the amount of P350,000,000.00 in connection with the investment in LHC.

(d) Investment in Facility Improvements, Reduction of Liabilities, Working Capital and General Corporate Purposes

About 8.66% of the IPO Proceeds or up to P100,000,000 are allocated for investment in facility improvements, reduction of liabilities, working capital and general corporate purposes beneficial for the Company. The Company has provided for broader use of the remaining unutilized IPO proceeds to have flexibility to utilize the proceeds for more urgent requirements. As of December 31, 2019, the Company had disbursed P100,000,000.00 for reduction of liabilities through partial payment of its bank loan and for settlement of trust receipt obligations incurred for the purchase of product inventory replenishments.

(e) Capital Expenditures for Investments in Equipment and Machinery

About 2.13% of the IPO Proceeds is allotted to finance investments in new equipment and machinery to include but shall not be limited to those itemized in the Company's Prospectus which investments will be staggered and aligned with the prevailing business requirements of the Company. As of December 31, 2019, it has fully disbursed a total of P24,600,000.00 for the purchase of air-conditioning systems for its temperature controlled storage facilities for pharmaceutical chemicals, additional office equipment, service vehicles and Enterprise Resource Planning system, including the project implementation cost.

(f) Investment in an Affiliate

About 6.93% of the IPO Proceeds is allotted to partially fund the Company's investment in an affiliate. The re-allocation will allow the Company to participate in business opportunities to increase shareholders' return through potential capital appreciation of the land held by the affiliate given the development of property market in the country. On December 27, 2019, the Company fully disbursed the amount of P80,000,000.00 to partially support the additional subscription to its affiliate, Smyte Phils Holdings Corporation.

(g) Debt Retirement

About 24.49% of the IPO Proceeds was used by the Company to prepay the outstanding principal balance of one of its term loan with BDO Unibank, Inc., which was availed of on September 5, 2013. This long-term loan was due to mature on August 27, 2018 and bears an interest cost of 5% per annum (the "BDO Loan"). The Company decided to prepay the BDO Loan as it carried a higher interest rate compared to its other loan obligations. On August 11, 2015, the Company prepaid the BDO loan in the total amount of P282,915,068.49, inclusive of accrued interest, using the IPO Proceeds.

(h) IPO Expenses

About 3.70% of the IPO Proceeds was used to pay fees and expenses related to the IPO of the Company.

4. SUMMARY OF ACCUMULATED DISBURSEMENTS OF IPO PROCEEDS (PROGRESS REPORT)

Summarized below are the disbursements made from the IPO Proceeds as of December 31, 2019.

	<u>Allocation of IPO Proceeds</u>		<u>Utilization of Proceeds Disbursed as of December 31, 2019</u>		<u>Balance of Offering Proceeds as of December 31, 2019</u>	
IPO expenses	P	42,755,704.55	P	42,755,704.55	P	-
Debt retirement		282,915,068.49		282,915,068.49		-
General working capital expenditure		174,729,226.96		174,729,226.96		-
New product offerings		100,000,000.00		100,000,000.00		-
Capital expenditure for equipment & machinery		24,600,000.00		24,600,000.00		-
Investment in an affiliate		80,000,000.00		80,000,000.00		-
Investment in LHC		350,000,000.00		350,000,000.00		-
Investment in facility improvements, reduction of liabilities, working capital and general corporate purposes		<u>100,000,000.00</u>		<u>100,000,000.00</u>		<u>-</u>
	<u>P</u>	<u>1,155,000,000.00</u>	<u>P</u>	<u>1,155,000,000.00</u>	<u>P</u>	<u>-</u>

Report on Review of Certain Financial Information

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The Stockholders and Board of Directors
SBS Philippines Corporation
(A Subsidiary of Anesys Holdings Corporation)
No. 10 Resthaven Street
San Francisco Del Monte, Quezon City

Introduction

We have reviewed the accompanying Annual Summary of Disbursement of the Initial Public Offering (IPO) Proceeds (the Annual Summary) of SBS Philippines Corporation (the Company) as of and for the year ended December 31, 2019, and the accompanying explanatory notes with respect to the Company's use of the proceeds from its IPO. Management is responsible for the preparation and fair presentation of the Annual Summary in accordance with the planned use of the IPO Proceeds as presented in the Prospectus of the Company dated July 24, 2015 and the subsequent reallocation and change in use of IPO Proceeds as approved by the Company's Board of Directors and as disclosed in the Philippine Stock Exchange (PSE) Electronic Disclosure Generation Technology on May 20, 2016, August 14, 2017, December 20, 2017 and March 29, 2019. Our responsibility is to express a conclusion and to issue a report on this Annual Summary based on our review.

Scope of Review

We conducted our review in accordance with the applicable Philippine Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review is limited primarily to inquiries of Company personnel, analytical procedures and other review procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Annual Summary of SBS Philippines Corporation does not present fairly, in all material respects, the information on the use of the IPO Proceeds as of and for the year ended December 31, 2019, in accordance with the planned use of such proceeds as summarized in the Offering Circular of the Company and its subsequent reallocation.

PUNONGBAYAN & ARAULLO



By: **Anthony L. Ng**
Partner

CPA Reg. No. 0109764
TIN 230-169-270
PTR No. 8116552, January 2, 2020, Makati City
SEC Group A Accreditation
Partner - No. 1638-A (until May 29, 2020)
Firm - No. 0002-FR-5 (until Mar. 26, 2021)
BIR AN 08-002511-038-2019 (until Sept. 4, 2022)
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Jul. 24, 2021)

January 10, 2020