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Company Information

SEC Registration No.: PW00000296
Company Name: METRO ALLIANCE HOLDINGS & EQUITIES CORP.
Industry Classification: J66940
Company Type: Stock Corporation

Document Information

Document ID: OST10507202583279485
Document Type: Quarterly Report
Document Code: SEC_Form_17-Q
Period Covered: March 31, 2025
Submission Type: Original Filing
Remarks: None

Acceptance of this document is subject to review of forms and contents

Gmail

Tess Lacsina <tesslacsina0508@gmail.com>

Fwd: SEC eFast Initial Acceptance

Nestor Romulo <nestor.romulo23@gmail.com> 7 May 2025 at 13:05
To: Tess Lacsina <tesslacsina0508@gmail.com>
Cc: Lita Elegio <lita.e@metroalliance.com>, "Marites G. Lacsina" <mglacsina@wellex.com.ph>

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Date: Wed, May 7, 2025, 12:08 PM
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Greetings!

SEC Registration No: PW00000296
Company Name: METRO ALLIANCE HOLDINGS & EQUITIES CORP.
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REMINDER: TO ALL FILERS OF REPORTS IN THE e-FAST Please strictly follow the instruction stated in the form. Filings not in accordance with the prescribed template for the following reports will be automatically reverted by the system to the filer. 1. General Information Sheet (GIS-Stock) 2. General Information Sheet (GIS-Non-stock) 3. General Information Sheet (GIS- Foreign stock & non-stock) 4. Broker Dealer Financial Statements (BDFS) 5. Financing Company Financial Statements (FCFS) 6. Investment Houses Financial Statements (IHFS) 7. Publicly – Held Company Financial Statement 8. General Form for Financial Statements 9. Financing Companies Interim Financial Statements (FCIF) 10. Lending Companies Interim Financial Statements (LCIF) Per Section 18 of SEC Memorandum Circular No. 3 series of 2021, the reckoning date of receipt of reports is the date the report was initially submitted to the eFast, if the filed report is compliant with the existing requirements. A report, which was reverted or rejected, is considered not filed or not received. A notification will be sent to the filer, stating the reason for the reports rejection in the remarks box.

SECURITIES AND EXCHANGE COMMISSION
SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Barangay Bel-Air, Makati City,
1209, Metro Manila, Philippines

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Certification

I, Annabelle T. Abunda, Finance Officer of Metro Alliance Holdings & Equities Corporation, with SEC registration number 296 with principal office at 35th Flr. One Corporate Center, Doña Julia Vargas, cor. Meralco Ave., Ortigas Center, Pasig City, on oath state:

1) That on behalf of Metro Alliance Holdings & Equities Corporation, I have caused this First (1st) Quarterly Report SEC Form 17-Q 2025 to be prepared;
2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3) That the company, Metro Alliance Holdings & Equities Corporation, will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
4) That I fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereto set my hands this MAY 07 2025 ______________ day of __________, 2025.

Affiant
TIN: 205-231-659

SUBSCRIBED AND SWORN to before me this MAY 07 2025 __________ day of ________, 2025.

NOTARY PUBLIC

DOC. NO. 125
PAGE NO. 24
BOOK NO. 87
SERIES OF 2025
PASIG CITY

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-8631-4090

COVER SHEET

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SEC Registration No.

M E T R O   A L L I A N C E   H O L D I N G S   &
E Q U I T I E S   C O R P.   &   S U B S I D I A R I E S

(Company's Full Name)

3 5 T H   F L O O R   O N E   C O R P O R A T E
C E N T E R , D O Ñ A   J U L I A   V A R G A S   A V E.
M E R A L C O   A V E. , O R T I G A S ,   P A S I G

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

Atty. Nestor S. Romulo

Contact Person

(632) 706-7888

Contact Telephone No.

1 2 **3 1**

Fiscal Year

1 7 - Q

FORM TYPE

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

811

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes

1st Quarter Report: MAH

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 11
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the quarterly period ended ...**March 31,2025**

2. Commission identification number...**296**

3. BIR Tax Identification No.....**000-130-411-000**.

4. **Metro Alliance Holdings & Equities Corp.**
   Exact name of issuer as specified in its charter

5. **Metro, Manila Philippines**
   Province, country or other jurisdiction of incorporation or organization

6. (SEC use Only)
   Industry Classification Code:

7. **35/F One Corporate Centre, Doña Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig**
   Address of issuer's principal office

8. **(632) 8706-7888**
   Issuer's telephone number, including area code

9. **Not applicable**
   Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the RSA:

Title of Each Class	No. of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Class A	**183,673,470**
Common Class B	**122,448,979**
Outstanding Debt	**₱ 702,392,397**

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

    Yes [**x**] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

    Philippines Stock Exchange **Common Class A and Class B**

12. Indicate by check mark whether the registrant:

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

    Yes [✓] No [ ]

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

    Yes [✓] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates: **Php69,193,453**

14. Not applicable

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements
Please see attached Consolidated Balance Sheets, Income Statements, Changes in Stockholders' Equity, Cash Flows and Notes to Interim Consolidated Financial Statements (Annex A.1 to 5).

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

❒ Unaudited Income Statement

Income Statement	**Amounts in Php**	
	Jan.-Mar. 2025	Jan.-Mar. 2024
Sales and services	**₱43,628,465**	₱46,811,798
Cost of sales and services	**(34,119,723)**	(40,154,976)
Gross profit	**9,508,472**	6,656,822
Expenses	**(8,739,835)**	(9,089,201)
Other income	**7,009**	3,486
Net Income Before Tax	**775,916**	(2,428,893)
Income tax expense	**–**	–
Net income	**775,916**	(2,428,893)
Attributable to:		
Equity Holders of the Parent Company	**13,898**	(1,671,512)
Non-controlling interest	**762,018**	(757,381)
	775,916	(2,428,893)
Earnings Per Share – Equity Holders Of the Parent Company	**₱0.00005**	(₱0.0055)

❒ Unaudited Balance Sheet

Balance Sheet	**Amounts in Php**		
	Mar. 31, 2025	Mar. 31, 2024	Dec. 31, 2024
Current assets	**₱248,819,199**	₱244,962,828	₱247,137,745
Noncurrent assets	**464,844,400**	462,027,186	468,720,764
Total Assets	**713,663,599**	706,990,014	715,858,509
Current liabilities	**273,683,501**	288,586,756	277,157,276
Noncurrent liabilities	**428,708,896**	425,362,115	428,708,896
Total Liabilities	**702,392,397**	713,948,871	705,866,172
Stockholder's Equity	**11,271,202**	(6,958,857)	9,992,337
Total Liabilities and Stockholder's Equity	**₱713,663,599**	₱706,990,014	₱715,858,509

The following companies are included in Metro Alliance (MAH) consolidated financial statement: MCLSI, CPDSI, FEZ-EAC, ZDI and AHI. Due to intra-corporate disputes surrounding the ownership of the Bataan petrochemical plant, the scope of the 2007-2013 audits was completed by the independent auditors and the reports was approved by the Board of Directors on October 10, 2014.

The Group is exploring business opportunities and assessing collection program on its significant receivables from Polymax Worldwide Ltd. to finance its prospective projects. Collection will highly depend on whether a fruitful negotiation with Iranian partners will progress and it started with the simultaneous withdrawal of legal cases filed by NPCI, MAHEC/Polymax and NPCA against each other. As of report date, biggest contributor to the Group's revenue is its logistic arm, MCLSI, which has shown steady growth. The Group will reorganize its operations; evaluate its remaining assets; review all pending legal cases; and settle and resolve its outstanding issues with other regulatory government bodies. The Group will focus on traditionally stable industries or sunrise sectors in order to maintain strong and healthy cash flows, and at the same time, aspiring for maximized potential earnings.

a) Key Performance Indicators
The Metro Alliance (MAH) and its majority-owned subsidiaries key performance indicators as follow:

Metro Alliance

1. Net income
2. Earnings per share – net income attributable to each share of common stock (net income / weighted number of shares outstanding)
3. Return on average equity – ability to generate returns on investment of stockholders (net income / average equity)
4. Debt to total asset ratio – the proportion to total assets financed by creditors (total debt / total assets)
5. Debt to Equity ratio – an indicator of which group has the greater representation in the assets of the company (total debt / equity)

Metro Alliance (Parent Company) financial statements registered unaudited net loss of ₱767,234 for the 1st quarter of 2025 as compared to the same quarter of 2024 with net loss amounting to ₱868,784 or a decrease in net loss by ₱101,550 or 11.69% mainly due to lesser professional fees and other expense paid during the current quarter.

Comparative analysis of Metro Alliance's key performance indicators is as follows:

Performance indicator	March 31	
	2025	2024
Net Income / (Loss)	**(₱767,234)**	(₱868,784)
Income / (Loss) per share	**(0.003)**	(0.003)
Income / (Loss) on average equity	**(2.963)**	(2.670)
Debt to total assets	**0.942**	0.934
Debt to equity	**16.195**	14.072

MCLSI

1. Profitability
   a. Gross profit margin – measures the profitability of revenues (services) in relation to the cost of services (gross profit / revenues)
   b. Net profit margin – ability to generate surplus for stockholders (net income / sales)
   c. Return on assets – ability to generate returns from assets (net income / assets)
   d. Return on equity – ability to generate returns on investment of stockholders (net income / stockholders equity)
2. Liquidity ratios
   a. Current ratio – capacity to meet current obligations out of its liquid assets (current assets/current liabilities)
   b. Receivables turnover and days' sales in receivables – measures the ability to collect receivables (net credit sales / average trade receivables) (365 days / receivables turnover)

The decrease in MCLSI's gross profit resulted mainly due to discontinued contracts. With the decrease in operating income, net profit margin, return on assets and return on equity decreased. Current ratio increased due to the increase in accruals and other payables. In addition, turnover of receivables resulted to a lower collections compared to last year.

Comparative analysis of MCLSI's key performance indicators on March 31 are as follows:

Performance indicator	**2025**	2024
Profitability		
a. Gross profit margin	**0.218**	0.142
b. Net profit margin	**0.036**	(0.033)
c. Return on assets	**0.006**	(0.006)
d. Return on equity	**0.011**	(0.011)
Liquidity		
a. Current ratio	**2.288**	2.072
b. Receivables turnover	**0.430**	0.418
c. Days' sales in receivables	**848.837**	873.206

Consumer Products Distribution Services, Inc. (CPDSI), FEZ-EAC Holdings, Inc.(FEZ-EAC), Zuellig Distributors, Inc. (ZDI) and Asia Healthcare, Inc. (AHI)

Currently, CPDSI, FEZ-EAC, ZDI and AHI have no performance indicators because these are non-operating companies. Management is considering a rationalization plan to address the future of these non-operating subsidiaries.

b) Changes in Operating Results

Net Income and Earnings (Loss)Per Share

The Group registered a consolidated net income of ₱775,916 for the 1st quarter of 2025 as against net loss of ₱2,428,893 for the 1st quarter of 2024 or an increase in net income by ₱3.2 million or 131.95% due to despite of lower sales of services due to few discontinued contracts, there were cost saving measures that were put in place to cut losses. Income (Loss) per share attributable to equity holders of Parent Company are ₱0.00005 and (₱0.0055) for the 1st quarter of 2025 and 2024, respectively. Since certain subsidiaries have ceased operations, MCLSI is the only subsidiary that contributed to the revenue of the Group.

Sales and Services

The Group registered gross service revenue of ₱43.6 million and ₱46.8 million for the quarters ended March 31, 2025 and 2024. Revenue decreased by ₱3.2 million or 6.84% due to some clients of MCLSI that no longer renewed their contracts during the current quarter.

Cost of Sales and Services

Total cost of sales and services for the quarters ended March 31, 2025 and 2024 amounted to ₱34.1 million and ₱40.2 million, respectively. Proportion to the decrease in sales, cost of sales also decreased by ₱6.1 million or 15.17% against the same quarter last year and also was due to the following net effect of expenses; increase in personal cost by ₱1.7 million, decrease in rent and utilities by ₱2.8 million, decrease in transportation expense by ₱5.7 million, increase in outside services by ₱0.4 million and decrease in the remaining other costs by ₱0.3 million.

Operating Expenses

Total operating expenses of the Group for the 1st quarter of 2025 amounted to ₱8.7 million as compared to ₱9.1 million for the 1st quarter of 2024 or a decrease by ₱0.4 million or 4.40%. The decrease was mainly attributable on the following: decrease in personnel cost by ₱0.3 million, decrease in entertainment by ₱0.3 million, decrease in depreciation by ₱0.3 million, increase in communication and supplies by ₱0.2 million and decrease in remaining expenses by ₱0.3 million.

Other income

Other income for the quarters ended March 31, 2025 and 2024 amounted to ₱7,009 and ₱3,486, respectively. The account pertains to interest income and other income not arising from ordinary course of business.

c) Changes in Financial Conditions

Assets

Cash and cash equivalents as of March 31, 2025 and 2024 amounted to ₱73.3 million and ₱57.5 million, respectively. Net cash flows from operating activities is ₱4.3 million, net cash flows from investing activities is ₱0.4 million and net cash flows from financing activities is ₱0.001 million.

Receivables amounted to ₱138.3 million as of March 31,2025 and ₱156.1 million as of March 31, 2024 (net of allowance for doubtful accounts) or a decrease of ₱17.8 million or 11.40%. Movement in the accounts is mainly attributable to the decrease in trade receivable by ₱18.2 million and increase in other receivables by ₱0.4 million.

Other current assets amounted to ₱37.2 million and ₱31.4 million as of March 31, 2025 and 2024, respectively (net of allowance for probable losses of ₱15.1 million and ₱14.7 million, respectively) or an increase of ₱5.8 million or 18.47%. The increase was due net effect of the following: decrease in input VAT by ₱0.9 million and increase in prepayments and others by ₱6.7 million.

Financial Assets at Fair Value through Other Comprehensive Income (FVOCI) amounted to ₱18.5 million and ₱17.3 million in March 31, 2025 and 2024, respectively. This account includes shares of stocks owned in publicly listed company and unquoted equity investment carried at cost. During the latter part of 2017, the Parent Company made an investment to a non-listed entity, whose primary activity is to engage in real estate development.

Property and equipment amounted to ₱27.9 million and ₱23.4 million in March 31, 2025 and 2024, respectively. The Group has no outstanding contractual commitments to acquire certain property and equipment as of March 31, 2025 and 2024 and the Group carried out a review of the recoverable amounts of its property and equipment. The Group has determined that there is no indication that an impairment loss has occurred on its property and equipment.

Deferred tax assets in the 1st quarter of 2025 decrease by ₱1.04 million as compared to 1st quarter of 2024.

Other non-current assets as of March 31, 2025 and 2024 amounted to ₱9.2 million and ₱11.8 million, respectively or a decrease by ₱2.6 million due to decrease in refundable deposits. This account consists of intangible asset pertaining to non-exclusive software license cost for use in MCSLI's warehouse management system and the non-current portion of refundable deposits.

Advances to related parties amounted to ₱347.6 million and ₱346.7 million (net of probable expected credit losses of ₱229.2 million and ₱227.4 million, respectively) as of March 31, 2025 and 2024, respectively, which represents advances to Polymax, the Group's unconsolidated special purpose entity incorporated in British Virgin Island solely for the purpose of acquiring the petrochemical plant of NPC Alliance Corporation (NPCA). Amount collected as of March 31, 2025 and 2024 are ₱65,080 and ₱971,611, respectively.

<u>Liabilities</u>
The Accounts payable and accrued expenses – current portion as of March 31, 2025 and 2024 amounted to ₱258.5 million and ₱274.7 million, respectively. The decrease by ₱16.2 million or 5.90% was due to payment of trade payables amounting to ₱8.9 million, decrease in accrued expenses by ₱4.2 million and decrease in other current liabilities by ₱3.1 million. Trade payables are noninterest bearing and have credit terms of 30 to 60 days. Accrued expense and other liabilities mainly include accruals for manufacturing and operating expenses, other taxes payable, advances from customers and provisions for liabilities arising in the ordinary conduct of business, which are either pending decision by government authorities or are being contested, the outcome of which is not presently determinable. In the opinion of management and its legal counsel, adequate provisions have been made to cover tax and other liabilities that may arise as a result of an adverse decision that may be rendered. *Accrued expenses – noncurrent portion* amounted to ₱123,438,803 which composed of management fee and reserve for contingency BIR.

Lease Liability is the liability recognized in relation to the adoption of PFRS 16. Current lease liability amounted to ₱____ million and ₱13.1 million as of March 31, 2025 and 2024, respectively. Noncurrent portion of Lease liability amounted to nil as of March 31, 2025 and 2024, respectively.

The *Due to related parties - current* as of March 31, 2025 and 2024 amounted to ₱0.4 million and ₱0.7 million, respectively. *Due to related parties - noncurrent* as of March 31, 2025 and 2024 amounted to ₱292.5 million and ₱286.6 million, respectively. In 2020, The Group issued a 5-year promissory note to its affiliate, Philippine Estate Corporation, with a principal amount of ₱263,000,345, including a 2% legal interest for the year 2020 and a 2% interest per annum until the maturity date of March 15, 2026. The other amounts due to related parties pertain to unsecured and noninterest bearing advances provided to the Group to finance its working capital requirements, capital expenditures, petrochemical project support and for other investments and have no definite repayment terms.

Accrued retirement benefit cost amounted to ₱10.8 million and ₱15.4 million as of March 31, 2025 and 2024, respectively. MAHEC and MCLSI has unfunded, non-contributory defined benefit requirement plan providing retirement benefits to all its regular employees. An independent actuary, using the projected unit credit method, conducts an actuarial valuation of the fund. The accrued actuarial liability is determined according to the plan formula taking into account the years of service rendered and compensation of covered employees as of valuation date. There is no provision for retirement benefit for March 31, 2025 and 2024, respectively, as the management determined that current accrual is sufficient enough to cover retirement benefits of remaining employees. The Group expects no contributions are to be made yet in the future years out of the defined benefit plan obligation. In 2020, the Board of Directors approved to write-off the remaining retirement benefit payable of the Parent Company since it has no longer have employees.

Deferred tax liabilities in the 1st quarter of 2025 and 2024 is nil and ₱0.3 million, respectively

Summary of Material Trends, Events and Uncertainties
The accompanying consolidated financial statements have been prepared assuming that Group Company will continue as a going concern.

As of March 31, 2025 and 2024, the Group has significant advances to Polymax Worldwide Limited (Polymax), an unconsolidated special purpose entity incorporated in British Virgin Islands, amounting to ₱347.6 million and ₱346.7 million (net of probable expected credit losses of ₱229.3 million and ₱227.4 million, respectively) relating to the acquisition of the petrochemical plant of Bataan Polyethylene Corporation (BPC) involving a series of acquisition transactions described in the next section below. On the other hand, Polymax (jointly and severally with the Parent Company) has past due liabilities, including interest and penalties, amounting to ₱994.7 million, which were obtained to partially finance the acquisition of the petrochemical plant, resulting from the transfer of past due loans as discussed in the next paragraph.

In 2007, the Parent Company unilaterally transferred to Polymax two significant past due liabilities totaling ₱866.7 million as of December 31, 2006 that were obtained (jointly and severally with Polymax) to partially finance the acquisition of the petrochemical plant, and applied these against the Parent Company's advances to Polymax, in order to reflect the economic substance of the acquisition and related loan transactions. The remaining 20% of Polymax's interest in the petrochemical plant is for sale. The realization of the Parent Company's advances to Polymax (an unconsolidated special purpose entity starting in 2007) and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, depend on whether sufficient cash flows can be generated from the sale of Polymax's remaining 20% interest in NPC Alliance Corporation (NPCA) and from the letter of comfort issued by the Parent Company's major stockholders in favor of the Parent Company.

The consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties. Management's plan is to infuse additional capital to address the going concern uncertainty.

Legal Cases
Below is the list of legal matters of the Group as of March 31, 2025, which are fully disclosed in Note 32:

a) Metro Alliance vs. Commissioner of Internal Revenue - Assessment for deficiency withholding taxes for the year 1989, 1990 and 1991. As of March 31, 2025, the Company has not received any order of Execution relative to the case. Accordingly, the actual related obligation is not currently determinable but estimated provision for contingent liability was recognized on the books of the Parent Company.

b) Metro Alliance and Philippine Estate Corporation vs. Philippine Trust Company, et al., Civil Case SCA#TG-05-2519, RTC Tagaytay City Branch 18 - Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, Annulment in Decrease in Interest Rates, Service Charge, Penalties and Notice of Sheriffs Sales plus Damages. As at March 31, 2025, the case is awaiting decision of the court.

c) MAHEC, et.al. vs. Philippine Veterans Bank, et.al., Civil Case No. BCV-2011-175
This is an appeal by Philippine Veterans Bank (PVB) before the Court of Appeals of the Decision of the Regional Trial Court (RTC) Br. 19 of Bacoor, Cavite. As of March 31, 2025, this case is awaiting notice from the Court of Appeals for PVB to file the appellant's brief.

d) MAHEC, POLYMAX & WELLEX vs. Phil. Veterans Bank., et al., Civil Case #08-555, RTC Makati Branch 145 now SC GR 2405495 and 240513 - Civil Action with Damages to Nullify the Foreclosure of Property. As of March 31, 2025, the court sheriff is awaiting confirmation if all collaterals and mortgages securing the subject loan has indeed been released and discharged; and that the formal written notice to Wellex has been served.

e) Philippine Veterans Bank vs. Hon Rainald C. Paggao, et.al CA G.R. No. SP No. 185926, Court of Appeals, Manila Seventeenth Division
Petition for Certiorari and Prohibition (With Urgent Prayer for the Issuance of a Temporary Restraining Order and Writ of Preliminary Injunction and/or Restraining Order and Writ of Preliminary Injunction and/or Other Injunctive Remedies). As of March 31, 2025, the petition is still pending resolution.

f) Metro Combined Logistics Solutions, Inc. (MCLSI) et.al. vs. Adolfo Escote Dela Torre III, et.al., NLRC LAC 04-01185-24, NLRC NCR Case No. 04-00291-23

Complaint filed by MLCSI's two (2) previous project employees for illegal dismissal with non-payment of service incentive leave, 13th month pay, separation pay and claims for moral and exemplary damages and attorney's fees. MCLSI received the Entry of Judgment and will proceed with execution proceedings but has filed last April 21, 2025 for petition for certiorari before the Court of Appeals to elevate the decision and resolutions of the NLRC. As of March 31, 2025, the petition is not determinable but MCLSI will file for restitution proceedings in case of positive outcome from the Court of Appeals.

g) <u>Metro Combined Logistics Solutions Inc. (MCLSI) vs. Freight Management Worldwide and MCC Transport Philippines Inc., R-MKT-19-01658-CV;</u>
For the collection of a sum of money and damages. Counsel for FMW submitted a written motion to substitute a witness, however, this was objected to by MCLSI as well as by counsel for MCC. Ultimately, the court resolved to deny this motion, and FMW formally rested its case on 13 February 2024. On 23 July 2024, defendant MCC Transport formally offered its evidence and concluded the presentation of its witness. As the undersigned deemed it unnecessary to present any rebuttal evidence, the case was submitted for decision. To date, no decision has yet been issued.

h) <u>Nutri-Asia, Inc., vs. Metro Combined Logistics Solutions, Inc. (MCLSI), PDRCI Case No.2024-164;</u>
MCLSI received a notice of arbitration dated 04 December 2024 filed by NAI before the Philippine Dispute Resolution Center, Inc. (PDRCI). On 28 January 2025, MCLSI received the order to respond to the issue by the PDRCI, directing MCLSI to communicate its response to NAI's Notice of Arbitration. The parties are now waiting for a Notice from the Arbitral Tribunal setting the case for a Case Management Conference.

i) There are also other pending minor legal cases against the Parent Company. Based on the facts of these cases, management believes that its positions have legal merits and the resolution thereof will not materially affect the Parent Company's financial position and result of operations.

Events that will Trigger Direct Contingent or Financial Obligation
No events that will trigger contingent or direct financial obligation.

Material Off-balance Sheet Transactions, Arrangements, Obligations
There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of Metro Alliance with unconsolidated entities or other persons created during the reporting period. Completed transactions in connection with our investment in the petrochemical project were fully disclosed in the audited consolidated financial statements.

Commitment for Capital Expenditures
Since CDPSI has ceased operations and MVC ceased to be a subsidiary of the Parent Company, the Group has no commitment for capital expenditures.

Any Known Trends, Events of Uncertainties (Impact On Net Sales / Net Income)
Since CPDSI, AHI, FEZ-EAC and ZDI have ceased commercial operations and MCLSI is the only operating subsidiary among the Group, sales rely solely on MCLSI's results of operations.

The Group registered a consolidated net income ₱0.8 million for the 1st quarter of 2025 as against net loss of ₱2.4 million for the 1st quarter of 2024 or an increase in net loss by ₱3.2 million or 133.33% due to despite of lower sales of services due to few discontinued contracts such as former principals: Johnson & Johnson (Phils.), Inc., Beko Pilipinas Corp. and Brentagg Ingredients, Inc., the Group was able to cut losses by putting some costing saving measures like budget and power management. Income (Loss) per share attributable to equity holders of Parent Company are ₱0.00005 and (₱0.0055) for the 1st quarter of 2025 and 2024, respectively. Since certain subsidiaries have ceased operations, MCLSI is the only subsidiary that contributed to the revenue of the Group.

The Group registered gross service revenue of ₱43.6 million and ₱46.8 million for the quarters ended March 31, 2025 and 2024. Revenue decrease by ₱3.2 million or 6.84%.

Significant Element of Income or Loss That Did Not Arise from Continuing Operations
There is no significant element of income or loss that did not arise from continuing operations.

Material Changes on Line Items in the Financial Statements
Material changes on line items in the financial statements are presented under the captions “Changes in Financial Condition” and “Changes in Operating Results” above.

The Group adopted PFRS 16 on the year 2019 which reported a Right-of-Use Asset and Lease Liability (Note16 and 19) and PFRS 9 on the year 2021 for the recognition of Probable of Estimated Credit Losses.

Effect of Seasonal Changes in the Financial Condition or Results of Operations of the Corporation
The financial condition or results of operations is not affected by any seasonal change.

PART II – OTHER INFORMATION

(1) Market Information
The principal market of Metro Alliance Holdings & Equities Corp.’s common equity is the Philippine Stock Exchange (PSE) where it was listed 1947. The high and low sales prices by quarter for the last three (3) years are as follows:

		Class A		Class B	
		High	**Low**	**High**	**Low**
2025	First Quarter	0.680	0.680	0.780	0.770
2024	First Quarter	0.740	0.600	0.510	0.51
	Second Quarter	0.405	0.385	0.520	0.52
	Third Quarter	0.485	0.465	0.395	0.39
	Fourth Quarter	0.830	0.830	0.85	0.85
2023	First Quarter	0.84	0.65	0.84	0.65
	Second Quarter	0.68	0.51	0.66	0.66
	Third Quarter	0.52	0.52	0.50	0.50
	Fourth Quarter	0.455	0.455	0.50	0.50
2022	First Quarter	1.19	0.95	1.19	0.95
	Second Quarter	1.00	0.90	1.00	0.90
	Third Quarter	0.81	0.73	0.81	0.73
	Fourth Quarter	0.66	0.64	0.66	0.64

The high, low and close market prices are ₱0.56, ₱0.56 and ₱0.56, respectively for Class A shares as of May 6, 2025, the last practicable trading date. While for Class B shares, the high, low and close market price are ₱0.78, ₱0.77 and ₱0.78, respectively as of March 6, 2025, the last practicable trading date

(2) Holders
There are 306,122,449 shares outstanding: 183,673,470 shares are Class “A” and 122,448,979 shares are Class “B”. As of March 31, 2025, there are 628 holders of Class “A” shares and 413 holders of Class “B” shares.

List of Top 20 Stockholders
As of March 31, 2025

	Stockholder's Name	Number of Shares			Percentage
		Class A	Class B	Total	Total
1	PCD NOMINEE CORPORATION (FILIPINO)	43,379,738	30,601,963	73,991,568	24.171
2	CRESTON GLOBAL LIMITED		56,378,388	56,378,388	18.417
3	CHESA HOLDINGS INC.	40,500,000		40,500,000	13.230
4	PACIFIC WIDE REALTY & DEVELOPMENT CORP.	31,498,000		31,498,000	10.289
5	FORUM HOLDINGS CORPORATION	14,442,356	13,432,644	27,875,000	9.106
6	PACIFIC CONCORDE CORPORATION	6,329,500	9,503,908	15,833,408	5.172
7	REXLON REALTY GROUP, INC.	12,200,000	2,673,112	14,873,112	4.859
8	CHARTERED COMMODITIES CORP.	11,296,000		11,296,000	3.690
9	MIZPAH HOLDINGS, INC.	10,128,700		10,128,700	3.309
10	WILLIAM GATCHALIAN	2,091,000	1,481,500	3,572,500	1.167
11	PACIFIC REHOUSE CORP.	1,258,000	1,670,000	2,928,000	0.956
12	FORUM HOLDINGS CORPORATION	1,934,500		1,934,500	0.632
13	PCD NOMINEE CORPORATION (NON-FILIPINO)		1,597,786	1,597,786	0.522
14	TIN FU OR TRAJANO		820,000	820,000	0.268
15	CTBC TA# 5-C184: ZUELLIG CORP.	684,829		684,929	0.224
16	VICTOR GAN SY	400,000	200,000	600,000	0.196
17	W. DUMERMUTH	472,600		472,600	0.154
18	VICTOR G. SY	178,000	290,000	468,000	0.153
19	AB CAPITAL & INVESTMENT CORPORATION	162,000	268,000	430,000	0.140
20	MARY ANGUS BROWN	309,910		309,910	0.101

SIGNATURES

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

Registrant: **METRO ALLIANCE HOLDINGS & EQUITIES CORP.**

Issuer: Kenneth T. Gatchalian

Signature ____________________

Title President

Date MAY 07 2025

Finance Officer: Annabelle T. Abunda

Signature ____________________

Date MAY 07 2025

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES **"Annex A.1"**
UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (In Php)

		31-Mar-25 Unaudited	31-Mar-24 Unaudited	31-Dec-24 Audited
ASSETS				
Current Assets				
Cash	11	**₱ 73,298,280**	₱ 57,537,431	₱ 69,346,315
Trade and other receivables	12	**138,284,028**	156,058,907	150,344,767
Other current assets	13	**37,236,891**	31,366,490	27,446,663
Total Current Assets		**248,819,199**	244,962,828	247,137,745
Noncurrent Assets				
Advances to Related Parties	14	**347,566,100**	346,748,392	347,720,003
Financial Assets at fair value through other comprehensive income	15	**18,478,985**	17,329,385	17,976,035
Property and equipment – net	16	**27,890,468**	23,414,322	28,732,011
Deferred tax assets		**61,692,630**	62,727,934	61,709,434
Other noncurrent assets	17	**9,216,217**	11,807,153	12,583,281
Total Noncurrent Assets		**464,844,400**	462,027,186	468,720,764
TOTAL ASSETS		**713,663,599**	706,990,014	715,858,509
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Accounts payable and accrued expenses	18	**258,508,074**	274,671,420	261,993,841
Lease Liability, current portion	19	**14,774,505**	13,136,528	14,774,505
Due to related parties	20	**400,922**	778,808	388,930
Total Current Liabilities		**273,683,501**	288,586,756	277,157,276
Noncurrent Liabilities				
Accrued expenses, non-current portion	18	**123,438,803**	123,438,803	123,438,803
Lease liability, non-current portion	19	**1,966,440**	–	1,966,440
Due to related parties, non-current portion	20	**292,456,384**	286,565,176	292,456,384
Accrued retirement benefit costs	28	**10,847,269**	15,358,136	10,847,269
Total Noncurrent Liabilities		**428,708,896**	425,362,115	428,708,896
Total Liabilities		**702,392,397**	713,948,871	705,866,172
Stockholders' Equity				
Equity attributable to equity holders of the Parent Company				
Capital stock		**306,122,449**	306,122,449	306,122,449
Additional paid-in capital		**3,571,923**	3,571,923	3,571,923
Deficit		**(378,313,263)**	(382,594,415)	(378,327,161)
Remeasurement gain on retirement plan		**6,936,753**	4,214,554	6,936,753
Fair value reserve		**2,208,021**	1,058,422	1,705,072
		(59,474,117)	(67,627,067)	(59,990,964)
Non-controlling interests		**70,745,319**	60,668,210	69,983,301
Total Stockholders' Equity		**11,271,202**	(6,958,857)	9,992,337
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		**₱713,663,599**	₱706,990,014	₱715,858,509

(The accompanying notes are integral part of these financial statements)

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES **"Annex A.2"**
UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Php)

		Unaudited Jan. - Mar. 2025	Unaudited Jan. - Mar. 2024	Audited Dec 31 2024
SALE OF SERVICES	24	**₱43,628,465**	₱46,811,798	₱198,793,215
COST OF SERVICES	25	**34,119,723**	40,154,976	156,481,526
GROSS PROFIT		**9,508,472**	6,656,822	42,311,689
OTHER INCOME	26	**7,009**	3,486	8,163,874
GENERAL AND ADMINISTRATIVE EXPENSES	27	**(8,739,835)**	(9,089,201)	(38,179,250)
INCOME BEFORE TAX		**775,916**	(2,428,893)	12,296,313
INCOME TAX (EXPENSE) / BENEFIT		**–**	–	(3,758,307)
NET INCOME		**775,916**	(2,428,893)	8,538,006
Net income (loss) attributable to:				
Equity holders of the Parent Company		**13,898**	(1,671,512)	2,595,743
Non-controlling interest		**762,018**	(757,381)	5,942,263
		775,916	(2,428,893)	8,538,006
Basic income (loss) per share				
Income for the year attributable to equity holders of the Parent Company		**₱0.00005**	(₱0.0055)	0.0085

**Based on the weighted average number of shares of 306,122,449*
(The accompanying notes are integral part of these financial statements)

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES **"Annex A.4"**
UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Unaudited Mar 31 2025	Unaudited Mar 31 2024	Audited Dec 31 2024
ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE PARENT COMPANY			
Capital Stock - ₱1 par value	**₱306,122,449**	₱306,122,449	₱306,122,449
Common shares			
Class "A"			
Authorized - 720,000,000 shares			
Issued and outstanding - 183,673,470 shares			
Class "B"			
Authorized - 480,000,000 shares			
Issued and outstanding - 122,449,979			
Additional Paid-in Capital	**3,571,923**	3,571,923	3,571,923
Deficit			
Balance at beginning of the year	**(378,327,161)**	(380,922,903)	(380,922,904)
Net income	**13,898**	(1,671,512)	2,595,743
Balance at end of the period	**(378,313,263)**	(382,594,415)	(378,327,161)
Other Reserves:			
Revaluation reserve on available-for-sale financial assets	**2,208,021**	1,058,422	1,705,072
Remeasurement Gain (Loss) on Retirement Plan	**6,936,753**	4,214,554	6,936,753
	9,144,774	5,272,976	8,641,825
EQUITY ATTRIBUTABLE TO HOLDERS OF PARENT COMPANY	**(59,474,117)**	(67,627,067)	(59,990,964)
MINORITY INTERESTS	**70,745,319**	60,668,210	69,983,301
TOTAL STOCKHOLDERS' EQUITY	**₱11,271,202**	(₱6,958,857)	₱9,992,337

(The accompanying notes are integral part of these financial statements)

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES **"Annex A.3"**
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Unaudited Jan. - Mar. 2025	Unaudited Jan. - Mar. 2024	Audited Dec 31, 2024
CASH FROM OPERATING ACTIVITIES			
Income before income tax	**₱775,916**	(₱2,428,893)	12,296,313
Adjustments for:			
Provision for expected credit losses on advances	**–**	–	2,420,640
Provision for impairment on advances	**88,824**	93,642	417,505
Amortization of intangible assets	**242,381**	21,865	309,085
Depreciation	**1,286,391**	1,604,805	24,936,675
Gain on disposal of equipment	**–**	–	(1,146,286)
Retirement benefit expense	**–**	–	826,779
Interest expense paid on lease liability	**–**	–	–
Interest income	**(7,009)**	(3,486)	(113,526)
Operating income before working capital changes	**2,386,503**	(712,067)	39,947,185
Changes in assets and liabilities:			
Trade and other receivables, net	**12,060,739**	9,290,345	12,583,845
Other current assets	**(9,790,228)**	(5,290,407)	(4,731,185)
Other non-current assets	**3,141,487**	(714,047)	2,812,368
Accounts payable and accrued expenses	**(3,485,767)**	4,755,064	(8,224,513)
Net Cash from Operating Activities	**4,312,734**	7,328,888	42,387,700
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest Received from:			
Bank deposits	**7,009**	3,486	113,526
Proceeds from:			
Collection of advances to a related party	**65,080**	971,611	–
Disposal of property and equipment	**–**	–	1,391,215
Acquisition of:			
Additional advances to a related party	**–**	**–**	**–**
Property and equipment	**(444,848)**	(789,790)	(3,140,942)
Intangible asset	–	–	(3,990,831)
Net Cash from Investing Activities	**(372,761)**	185,307	(5,627,032)
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid on lease liability	**–**	–	–
Payment of lease liability	**–**	–	(22,938,918)
Advances of related parties	**11,992**	39,858	5,541,187
Net Cash from Financing Activities	**11,992**	39,858	(17,397,731)
NET INCREASE (DECREASE) IN CASH	**3,951,965**	7,554,053	19,362,937
CASH, Beginning	**69,346,315**	49,983,378	49,983,378
CASH, End	**₱73,298,280**	₱57,537,431	₱69,346,315

**See Notes to Consolidated Financial Statements*

1. CORPORATE INFORMATION

Metro Alliance Holdings and Equities Corporation (MAHEC or the Parent Company), is incorporated in the Philippines. The Parent Company and its subsidiaries (collectively referred to as "the Group") are involved in contract logistics. Certain subsidiaries previously engaged in the importation and distribution of polypropylene resin and pharmacy management have ceased operations.

In 2015, the SEC approved the amendment made to Article III of the Group's Articles of Incorporation in regard to the change of Company's official business address from 22nd Floor Citibank Tower, 8741 Paseo de Roxas, Makati City to 35th Floor One Corporate Center, Dona Julia Vargas Ave. cor. Meralco Ave., Ortigas Center, Pasig City.

On June 4, 2018, the Philippine Stock Exchange has resolved to grant the Parent Company's request to lift the trading suspension of its shares after a careful consideration of the facts and circumstances of the Parent Company's case and a comprehensive review of the Parent Company's disclosures and representations vis-à-vis the requirements under the Disclosure Rules. The Exchange considered, among others: (i) the Parent Company's compliance with the disclosure requirements of the Exchange, thus addressing the grounds and reasons why the Exchange imposed the trading suspension on May 21, 2007; and (ii) the SEC's decision setting aside the Order of Revocation on the Parent Company's registration and permit to sell securities. The Exchange has likewise noted the Parent Company's representations regarding its business plans, including its capital build-up program.

On September 27, 2024, the Company filed an Amended By-Laws to change the date of annual meeting of stockholders from any day not a Sunday or legal holiday during the month to May to every 3rd Tuesday of July of each year. The Amended By-Laws was approved by the Securities and Exchange Commission last January 31, 2025.

2. STATUS OF OPERATION

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Group Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

As of March 31, 2025 and 2024, the Parent Company has significant advances to Polymax Worldwide Limited (Polymax), a special purpose entity incorporated in British Virgin Islands, amounting to ₱347.6 million and ₱346.7 million, respectively, relating to the acquisition of the petrochemical plant of Bataan Polyethylene Corporation (BPC) involving a series of acquisition transactions described in the next section below. On the other hand, Polymax (jointly and severally with the Parent Company) has past due liabilities, including accrued interest and penalties, amounting to ₱994.7 million for both years, which were obtained to partially finance the acquisition of the petrochemical plant, resulting from the transfer of past due loans as discussed in the next paragraph.

In 2007, the Parent Company unilaterally transferred to Polymax two significant past due liabilities totaling ₱866.7 million as of December 31, 2006 that were obtained (jointly and severally with Polymax) to partially finance the acquisition of the petrochemical plant and applied these against the Parent Company's advances to Polymax, in order to reflect the economic substance of the acquisition and related loan transactions.

As explained in Note 15, the remaining 20% of Polymax's interest in the petrochemical plant is for sale. The realization of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, depend on whether sufficient cash flows can be generated from the sale Polymax's remaining 20% interest in NPC Alliance Corporation (NPCA).

Management Plan to Address Going Concern Uncertainties
As of March 31, 2025, the Parent Company, has significant advances to Polymax Worldwide Limited (Polymax), a special purpose entity incorporated in British Virgin Islands in connection to the acquisition of the petrochemical plant. On the other hand, Polymax still holds 20% interest in NPC Alliance Corporation (NPCAC) as of March 31, 2025. While this investment is still realizable at substantially higher value than the stated in the books, sufficient provision for possible loss have already been recorded in Polymax's financial statements. Over the past years, it has been determined that the present global petrochemical market conditions have had a dampening effect on the viability of the polyethylene business, especially when coupled with the difficulty in sourcing ethylene feedstock. This, coupled with the perceived inability of our Iranian partners to manage the business properly, has resulted in the closure of the Bataan polyethylene plant. In order to protect the Parent Company's interests, the Parent Company filed legal suits against its partners in NPCAC in order to establish full accountability.

In a recent breakthrough, the parties have agreed to work for a global settlement agreement and as suchm all cases filed against each other have been amicably and voluntarily withdrawn last January 17, 2025. This development will allow the Group to focus more on business planning and development moving forward. Despite the shutdown of the polyethylene plant, adequate system maintenance measures are kept in place by NPCAC management in order to prevent the physical corrosion of machinery and equipment. Discussions to determine fate of the plant assets, notably still intact and in good condition, are currently underway such that a proposed recovery plan for NPCAC can be implemented towards the early part of 2026.

MAHEC's remaining operating subsidiary, Metro Combined Logistics Solutions, Inc. (MCLSI), has steadily grown with additional business from its existing principals. The pandemic, however, has forced the company to reevaluate its operational costs in order to remain competitive in the logistics industry. Furthermore, MCLSI management has tightened its audit and control measures in order to streamline operational lapses. During 2024, MCLSI embarked on a software upgrade program in order to attract a wider array of clients, and MCLSI expects to continue the pace of software modernization in the next following years to protect initial gains. As a means of diversification, MCLSI is also exploring business opportunities in the transport field, including computer app solutions, warehousing and cold storage; in medical distribution and pharmaceutical business logistics, operation of hospice care and management of medical clinics, importation of medical equipment; and also, in document storage, car parking, sea travel, river ferry and airport/seaport terminal management.

Actions of the Company
The Group has remained devoted to regain its status as going concern. In line with this, the Group reiterate several actions that were mentioned in previous periods. The Group hope that these measures will conserve the Group's resources and build confidence for its business direction:

a) Commitment by the majority shareholders of the Parent Company to guaranty the recoverable value of the significant receivable from Polymax in its books in order that the Parent Company's equity be preserved;
b) Pressing the majority shareholders of NPCA to write down the obligation of NPCAC to its principal shareholders to pave the way for restructured financial statements;
c) Increasing the number of Board Directors from 7 to 9 in order to pave the way for a broader representation of stakeholders;
d) Removing the "A" and "B" classification of the Parent Company shares to integrate common shares into just one class;
e) Working out a stock rights offer for take advantage of unissued shares from our authorized capital stock.

After the conduct of stock right offering, the Parent Company will pursue its pending application with the SEC to increase its authorized capital stock to ₱5 billion, in order to meet its projected investment plan. In sum, the Group is expected to satisfy its cash requirements to finance its projected plans and investments in new ventures throughout the calendar year 2025.

Realization of Outstanding Receivables from Polymax Worldwide in the Amount of ₱347,566,100 as of March 31, 2025

With the withdrawal of legal cases surrounding the polyethylene plant, the recovery of this receivable is resoundingly clearer. Moreover, if ever the negotiations with the Iranians will stall, there are other alternatives to address the issue. In order that these outstanding receivables, be fully and immediately recovered, a payment via *dacion* of the remaining 20% NPCA shares held by Polymax in NPA Alliance could be made to Metro Alliance, thus, making the Parent Company the direct shareholders of NPCAC. As of March 31, 2025, Polymax continuously provided full financial support to Metro Alliance for its working capital requirements by offsetting from its existing advances from Metro Alliance.

Manpower Requirements
The Group does not expect significant changes in the number of employees as it is still in the stage of exploring new business opportunities. Manpower will be outsourced if needed.

Capital Asset Acquisition
The Group will make purchases of equipment and machines in the future if needed especially when investment in mining industry will materialize.

Despite the global effects of the Ukraine War and Palestinian Conflict and uncertainty and disputes brought about by the American tariff increases, the Group is cautiously positive, hoping that sustained economic growth is forthcoming.

Acquisition Transactions
On December 4, 2003, the Parent Company entered into a Memorandum of Agreement (MOA) with Polymax, whereby the Parent Company confirmed the designation of Polymax as the acquiring company in the proposed acquisition of the senior secured debt papers of BPC from International Finance Corporation (IFC). Under the MOA, the Parent Company and Polymax agreed that (a) the acquisition of the secured debt paper would be for the account and benefit of the Parent Company; (b) the funding for the acquisition would be provided and arranged by the Parent Company; and (c) the exercise of creditor rights arising from the secured debts via foreclosure and takeover of the assets of BPC would be directed by and for the account and benefit of the Parent Company. In addition, the Parent Company would make certain advances to Polymax.

On December 19, 2003, Polymax and IFC entered into an Assignment and Transfer Agreement (the Agreement) for the purchase by the former of the senior secured debt papers of BPC. The Parent Company

advanced to Polymax the initial deposit of US$5 million, which was remitted to IFC for the assignment payment, pursuant to the terms of the Agreement. On February 11, 2004, IFC confirmed that it has received the full payment for the assignment of the senior secured debt papers of BPC.

To partially finance the Parent Company's advances relating to the Petrochemical Project, the Parent Company obtained short-term loans from local banks. With the delay in the completion of the activities and the conditions required for the Petrochemical Project, the Parent Company was unable to pay the bank loans on maturity dates. As of December 31, 2006, the amounts payable to the banks totaled ₱866.7million, consisting of the outstanding principal balance of ₱378.3million and finance charges of ₱488.4million. In 2007, these past due liabilities were unilaterally transferred to and applied against the advances made to Polymax.

Pursuant to the Parent Company's plan of acquiring full control of BPC, instead of exercising creditor rights, the Parent Company, on April 16, 2004, entered into a Share Purchase Agreement (SPA) with BPC, Tybalt Investment Limited (TIL), BP Holdings International B.V. (BPHI) and Petronas Philippines, Inc. (PPI), with TIL as the purchaser of the 83% interest of the foreign shareholders of BPC. As agreed by the parties, the SPA is to take effect as of March 31, 2004, subject to closing conditions, as defined in the SPA, which the parties have to comply with within a period of 60 days or later if the conditions are not met. On July 7, 2005, Polymax and BPC executed a Deed of Conveyance, transferring to Polymax under an asset for share swap, the petrochemical plant of BPC in exchange for 85million common shares of Polymax with par value of US$1 per share, or a total par value of US$85million.

On July 20, 2005, the Parent Company, Polymax and NPC International Limited (NPCI) entered into an SPA which provided that, subject to certain conditions, including the transfer of the petrochemical plant of BPC free from encumbrances, NPCI will acquire 60% of the issued share capital of NPCA from Polymax.

On August 9, 2005, Polymax and NPCA executed a Deed of Conveyance, transferring to NPCA, under an asset for share swap, the same petrochemical plant in exchange for 4.8million shares of common stock of NPCA with a total par value of ₱4.8billion, resulting in 100% ownership interest of Polymax in NPCA.

On November 15, 2005, BPC and Polymax executed a Deed of Assignment whereby BPC transferred and conveyed to Polymax all its rights and interest to Polymax's 85 million shares of common stock, with a total value of US$85million, in exchange for the discharge of a portion of BPC's secured debt, which was acquired by Polymax from IFC, up to the extent of the value of the shares transferred. Polymax retired the said shares 10 days from the date the Deed of Assignment.

On December 16, 2005, Polymax, NPCI, Petrochemical Industries Investment Company (PIIC) and the Parent Company entered into an amended SPA whereby NPCI and PIIC will purchase 40% and 20% of NPCA's shares of common stock, respectively, from Polymax. In addition to the conditions set forth in the original SPA, the amended SPA also involves advances to be provided by NPCI amounting to US$15 million representing an advance payment which may be used to fund the bona fide third-party costs of NPCA or BPC for the recommissioning, operation and maintenance of the petrochemical plant or such other third-party cost or expenses, taxes or duties as agreed between Polymax and NPCI.

On the same date, the Parent Company, NPCI and PIIC entered into a Guarantee and Indemnity agreement whereby the Parent Company irrevocably and unconditionally guaranteed the prompt performance and observance by Polymax and the payment on demand by Polymax of all moneys, obligations and liabilities, which are now or at any time after the execution of the agreement become due from or owing or incurred by Polymax under or in connection with any of the SPA and the Shareholders' Agreement. The Parent Company also guaranteed that it shall be liable for Polymax's obligations, as if it were a principal debtor, if Polymax's obligations are no longer recoverable from Polymax.

On March 18, 2006, Polymax, NPCI, PIIC and the Parent Company entered into an Agreement of Variation (March 2006 Variation Agreement) to vary and amend the terms of the "Amended and Restated Share Purchase Agreement (ARSPA) and the Shareholders' Agreement" entered on December 16, 2005. Under the March 2006 Variation Agreement, completion of the conditions and conditions subsequent set forth in the ARSPA was extended to April 30, 2006. Moreover, additional conditions that Polymax needs to satisfy prior to completion were agreed upon. On the same date, Polymax and NPCI executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to NPCI all the rights, title and interest in 19,090,000 NPCA shares of common stock, equivalent to 40% ownership interest, for a consideration of ₱1.91billion.

On September 11, 2006, Polymax, NPCI, PIIC, the Parent Company and NPCA entered into another Agreement of Variation (September 2006 Variation Agreement) to further vary and amend the terms of the ARSPA and the Shareholders' Agreement (both initially amended and varied by the March 2006 Variation Agreement). Polymax, in accordance with its obligations under the ARSPA, had notified NPCI and PIIC that it is aware that certain conditions will not be fulfilled by April 30, 2006. As a result, the parties agreed to transfer to PIIC the 9,545,000 NPCA shares of common stock prior to completion, while certain conditions will become conditions subsequent to be completed on December 31, 2006.

On September 20, 2006, Polymax and PIIC executed a Deed of Absolute Sale whereby Polymax sold, transferred and conveyed to PIIC all the rights, title and interest in 9,545,000 NPCA shares of common stock, equivalent to 20% ownership interest, for a consideration of ₱954.5million.

On December 31, 2006, the ARSPA Variation Agreement expired with the conditions subsequent remaining unsettled. Nevertheless, NPCI and PCII took control of the petrochemical plant resulting in a dispute with the Parent Company and Polymax, who considered the sale of Polymax's 40% and 20% interest in the petrochemical plant to NPCI and PCII, respectively, as null and void.

On August 21, 2007, the petrochemical plant started commercial operations under NPCI and PIIC. Subsequently on August 27, 2013, the Parent Company and Polymax entered into a settlement agreement with NPCI, PIIC and NAC to resolve, fully and finally, the dispute arising from the uncompleted acquisition transactions described above. Under the agreement, NCPI shall, among others, pay Polymax the remaining balance of the purchase price of the 60% NPCA shares net of deductions agreed by the parties. Simultaneous with the execution of the agreement, Polymax shall also sell to NPCI an additional 20% of Polymax's interest in NPCA from the remaining 40% equity holding in NPCA at US$8million or its equivalent in Philippine peso. In September 2013 and August 2014, the remaining balance due to Polymax was paid by NCPI and the 20% interest of Polymax in NPCA was sold to NCPI, respectively, in accordance with the agreement.

As a result of the foregoing settlement, the arbitration tribunal issued on October 2, 2014 an order for withdrawal of the arbitration cases (under the United Nations Commission on International Trade Law Rules of Arbitration), which were earlier filed by the parties due to the dispute arising from their various agreements.

NPCA's Board of Directors has approved last March 16, 2016 a temporary cessation of the operations and production activities of its manufacturing plant until further notice due to continued losses.

3. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards issued by the International Accounting Standards Board (PASB). PFRS consist of PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

Basis of Preparation

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

Going Concern Assumption

The preparation of the accompanying condensed consolidated financial statements of the Group is based on the premise that the Group operates on a going concern basis, which contemplate the realization of assets and settlement of liabilities in the normal course of business. The management does not intend to liquidate.

Functional and presentation currency

The consolidated financial statements are prepared in Philippine Peso (₱), which is the Group's functional and presentation currency.

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

All values are presented in absolute amounts and are rounded off to the nearest peso except when otherwise indicated.

Basis of consolidation

The consolidated financial statements of the Group comprise the financial statements of the Parent Company, Metro Alliance Holdings and Equities Corp., and the following subsidiaries, after the elimination of intercompany transactions, as at March 31:

	Percentage of Ownership	
	2025	2024
Operating subsidiaries:		
Metro Combined Logistics Solutions, Inc. (MCLSI) (formerly GAC Logistics, Inc.)	**51%**	51%
Non-operating subsidiaries:		
Consumer Products Distribution Services, Inc. (CPDSI)	**100%**	100%
FEZ-EAC Holdings, Inc. (FEZ-EAC)	**100%**	100%
Zuellig Distributors, Inc. (ZDI)	**100%**	100%
Asia Healthcare, Inc. (AHI)	**60%**	60%

The financial statements of the subsidiary are prepared for the same reporting year as the Parent Company. Consolidated financial statements are prepared using uniform accounting policies for similar transactions and other events in similar circumstances. Intercompany balances and transactions, including intercompany profits and losses, are eliminated in full. 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.

Investment in subsidiary
Control is achieved when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee).

When the Parent Company has less than majority of the voting or similar rights of an investee, the Parent Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Parent Company's voting rights and potential voting rights.

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

Non-controlling interests
Non-controlling interests represent the portion of net results and net assets not held by the Parent Company. These are presented in the consolidated statement of financial position within equity, apart from equity attributable to equity holders of the Parent Company and are separately disclosed in the consolidated statement of comprehensive income. Non-controlling interests consist of the amount of those interests at the date of original business combination and the non-controlling interests' share on changes in equity since the date of the business combination.

Business combinations
Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interest in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PAS 39, is measured at fair value with changes in fair value recognized either in profit or loss or as a change to other comprehensive income. If the contingent consideration is not within the scope of PAS 39, it is measured in accordance with the appropriate PFRS. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed.
If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Transactions with 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 transactions 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 results in gains and losses for the Group that are also recognized in equity.

Loss of control and disposal of subsidiaries
When the Group ceases to have control over a subsidiary, any retained interest in the entity is re-measured 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. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Parent Company loses control over the subsidiary, it:

- derecognizes the assets, including goodwill, and liabilities of the subsidiary
- derecognizes the carrying amount of any non-controlling interest
- derecognizes the cumulative transaction differences recorded in equity
- recognizes the fair value of the consideration received
- recognizes the fair value of the any investment retained
- recognizes any surplus or deficit in profit or loss
- reclassifies the parent's share of components previously recognized in OCI to profit or loss retained earnings, as appropriate.

Use of judgments and estimates
The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported in the Group's consolidated financial statements and accompanying notes.

Judgments are made by management in the development, selection and disclosure of the Group significant accounting policies and estimates and the application of these policies and estimates.

The estimates and assumptions are reviewed on an on-going basis. These are based on management's evaluation of relevant facts and circumstances as of the reporting date. Actual results could differ from such estimates.

Revision to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The areas where significant judgments and estimates have been made in preparing the consolidated financial statements and their effects are disclosed in Note 5.

Adoption of new and revised accounting standards
The accounting policies adopted in the preparation of the Company's separate financial statements are consistent with those of the previous financial year except for the adoption of the following new and amended standards and interpretations. The adoption of these new and amended standards and interpretations did not have significant impact on the Company's separate financial statements unless otherwise stated.

Effective beginning on or after January 1, 2024

Amendment to PFRS 16 – Leases on sale and leaseback – These amendments include requirements for sale and leaseback transactions in PFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

Amendment to PAS 1 – Non-current liabilities with covenants – These amendments clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.

Amendment to PAS 7 and PFRS 7 - Supplier finance – These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis.

The amendments are not expected to have a significant impact on the preparation of financial statements.

<u>Standards and Interpretations Issued but not yet Effective</u>

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

<u>Effective beginning on or after January 1, 2025</u>

Amendments to PAS 21 - Lack of Exchangeability – An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations.

The amendments are not expected to have a significant impact on the preparation of financial statements.

<u>Effective beginning on or after January 1, 2026</u>

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

The Company is currently assessing the impact of adopting these standards on its separate financial statements.

<u>Effective beginning on or after January 1, 2027</u>

PFRS 18, Presentation and Disclosure in Financial Statements
The new standard impacts the classification of profit or loss items (i.e. into operating, investing, and financing categories) and the presentation of subtotals in the statement of profit or loss (i.e. operating profit, and profit before financing and income taxes). The new standard also changes the aggregation and disaggregation of information presented in the primary financial statements and in the notes. It also introduces required disclosures about management-defined performance measures.

The Company is currently assessing the impact of adopting this standard on its financial statements.

<u>Deferred effectivity</u>

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

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

On January 13, 2016, the Financial Reporting Standards Council (FRSC) deferred the original effective date of January 1, 2026 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

The revised, amended, and additional disclosures or accounting changes provided by the standards and interpretations will be included in the financial statements in the year of adoption, if applicable.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Financial assets and financial liabilities

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

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

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

As of March 31, 2025 and 2024, the Group does not have financial assets and liabilities measured at FVPL.

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

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

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate.

Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As of March 31, 2025 and 2024, the Group's cash, trade and other receivables, advances to related parties, refundable deposits and investment in debt securities are included under this category.

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

Financial assets at FVPL are carried in the consolidated statements of financial position at fair value with net changes in fair value recognized in the consolidated statements of comprehensive income. As at March 31, 2024 and 2023, the Group has no financial assets at FVPL.

Financial Assets at FVOCI. For debt instruments that meet the contractual cash flow characteristic and are not designated at FVPL under the fair value option, the financial assets shall be measured at FVOCI if both of the following conditions are met:

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

For equity instruments, the Group may irrevocably designate the financial asset to be measured at FVOCI in case the above conditions are not met.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, interest income (calculated using the effective interest rate method), foreign currency gains or losses and impairment losses of debt instruments measured at FVOCI are recognized directly in profit or loss. When the financial asset is derecognized, the cumulative gains or losses previously recognized in OCI are reclassified from equity to profit or loss as a reclassification adjustment.
Dividends from equity instruments held at FVOCI are recognized in profit or loss when the right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Foreign currency gains or losses and unrealized gains or losses from equity instruments are recognized in OCI and presented in the equity section of the consolidated statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods.

As of March 31, 2025 and 2024, the Group's equity investments at FVOCI are included under this category.

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

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

As of March 31, 2025 and 2024, the Group's accounts payable and accrued expenses, lease liability and due to related parties are included under this category.

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

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

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

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at amortized cost, its fair value at the reclassification date becomes its new gross carrying amount.

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in OCI, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

In the case of a financial asset that does not have a fixed maturity, the gain or loss shall be recognized in profit or loss when the financial asset is sold or disposed. If the financial asset is subsequently impaired, any previous gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

For a financial asset reclassified out of the financial assets at FVPL category to financial assets at FVOCI, its fair value at the reclassification date becomes its new gross carrying amount. Meanwhile, for a financial asset reclassified out of the financial assets at FVOCI category to financial assets at FVPL, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment at the reclassification date.

Impairment of financial assets at amortized cost and FVOCI
The Group records an allowance for "expected credit loss" (ECL). ECL is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For loan receivables, the Group has applied the simplified approach and has calculated ECLs based on the lifetime expected credit losses. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.
For debt instruments measured at amortized cost and FVOCI, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

At each reporting date, the Group assesses whether financial assets at amortized cost are credit impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Derecognition of financial assets and liabilities
Financial Assets. A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired;
- the Group retains the right to receive cash flows from the financial asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Group has transferred its right to receive cash flows from the financial asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10% from the discounted present value of remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which the Group could raise debt with similar terms and conditions in the market. The difference between the carrying value of the original liability and fair value of the new liability is recognized in the consolidated statements of comprehensive income.

On the other hand, if the difference does not meet the 10% threshold, the original debt is not extinguished but merely modified. In such case, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

Offsetting financial instrument

Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statements of financial position if, and only if, there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the consolidated statements of financial position.

Classification of financial instrument between liability and equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/noncurrent classification.

An asset is current when:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within twelve months after the reporting period, or
- Cash on hand and in banks unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as noncurrent.

A liability is current when:

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

The Group classifies all other liabilities as noncurrent.

Foreign currency transactions and translation
Transactions in foreign currencies are initially recorded by the Group at the respective functional currency rates prevailing at the date of the transaction.
Monetary assets and monetary liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

All differences are taken to the statements of comprehensive income with the exception of all monetary items that provide an effective hedge for a net investment in a foreign operation. These are recognized in OCI until the disposal of the net investment, at which time they are recognized in profit or loss. Tax charges and credits applicable to exchange differences on these monetary items are also recorded in the OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the par value is determined.

Fair value measurement
The Group measures a number of financial and non-financial assets and liabilities at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (a) in the principal market for the asset or liability; or (b) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

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

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

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

- Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

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

Operating segments
Operating segments are reported in a manner consistent with the internal reporting provided to the Group's Executive Committee (ExeCom), its chief operating decision-maker. The ExeCom is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group's main service lines as disclosed in Note 6, which represent the main services provided by the Group.

Each of these operating segments is managed separately as each of these service lines require different resources as well as marketing approaches. All intersegment transfers are carried out at arm's length prices.

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.

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

Cash
Cash includes cash funds, undeposited cash collections and customers' checks. Cash funds are set aside for current purposes such as petty cash fund. Cash in banks include demand deposits which are unrestricted as to withdrawal.

Cash is valued at face value. Cash in foreign currency is valued at the current exchange rate.

The Group recognized cash as current asset when it is not restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Trade and other receivables, net
Trade and other receivables are amounts due from clients for services performed in the ordinary course of business, if collection is expected in one year or less (or in the normal operating cycle of the business longer), they are classified as current assets. Otherwise, they are presented as non-current assets.

Receivables are measured at the transaction price determined under PFRS 15 (*refer to the accounting policies for Revenue from contract with customers)*. Accounts and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate (EIR) method, less provision for impairment.

Other current assets, net
Other assets are recognized when the Group expects to receive future economic benefit from the other party, and the amount can be measured reliably. Other assets are classified in the consolidated statements of financial position as current assets when the cost of goods or services related to the assets are expected to be incurred within one year or the Group's normal operating cycle, whichever is longer. Otherwise, other assets are classified as noncurrent assets.

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

The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance costs, are normally charged to income in the period such costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation and amortization of property and equipment commences once the fixed assets are available for use and is calculated on a straight-line basis over the following estimated useful lives:

Particulars	Number of Years
Leasehold improvements	5 years or lease term, whichever is shorter
Machinery and equipment	3 to 5
Office furniture, fixtures and equipment	3 to 5
Right-of-use assets	2 to 5

Depreciation is computed on the straight-line basis over the estimated useful lives of the depreciable assets. Further, amortization of right-of-use assets is calculated using the straight-line method to allocate their cost, net of residual values, over their estimated useful lives being the lesser of the remaining lease term and the life of the asset.

The remaining useful lives, residual values and depreciation and amortization method are reviewed periodically to ensure that the periods, estimated residual values and method of depreciation and amortization are consistent with the expected pattern of economic benefits from the items of property and equipment.

When an asset is sold or retired, its cost and related accumulated depreciation and amortization and any impairment in value are eliminated from the accounts. Any gain or loss resulting from its disposal is credited to or charged against current operations.

Intangible assets

Intangible assets pertaining to software license costs that are acquired separately are initially carried at cost. Subsequently, intangible assets with definite useful lives are carried at cost less accumulated amortization and impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives, which do not exceed three years.

The remaining useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.
An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in profit or loss when the asset is derecognized.

Impairment of non-financial asset

The carrying values of property and equipment and intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm’s length transaction between knowledgeable, willing parties, less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses of continuing operations are recognized in the consolidated statements of comprehensive income in those expense categories consistent with the function of the impaired asset.

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

Accounts payable and accrued expenses

Accounts payable and accrued expenses are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced, or formally agreed with supplier including amounts due to employees. It is necessary to estimate the amount of accruals; however, the uncertainty is generally much less than for provision.

Equity

Share capital

Share capital is determined using the nominal value of shares that have been issued.

Additional paid-in capital

Additional paid-in capital includes any premiums received on the initial issuance of share capital. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net

Retained earnings (deficit)
Retained earnings represent the cumulative balance of periodic net income or loss, dividend distribution, prior period adjustments, effect of changes in accounting policy and other capital adjustments. When retained earnings account has debit balance, it is called “deficit”, and presented as a deduction from equity of tax, from the proceeds.

Revenue recognition
Revenue from contract with customers
Revenue from contract with customers is recognized at a point in time when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for the goods or services. The Group applies this standard with its revenue arrangements on the holding business interests in companies engaged in the manufacture of chemicals, petrochemical and contract logistics.
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 gating criteria must be present:

- the parties to the contract have approved the contract either in writing, orally or in accordance with other customary business practices;
- each party’s rights regarding the goods or services to be transferred or performed can be identified;
- the payment terms for the goods or services to be transferred or performed can be identified;
- 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,
- collection of the consideration in exchange of the goods and 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:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Company performs;
- the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and,
- the Group’s performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

The transaction price allocated to the performance obligations satisfied at a point in time is recognized as revenue when control of goods or services transfers to the customer. As a matter of accounting policy when applicable, if the performance obligation is satisfied over time, the transaction price allocated to that performance obligation is recognized as revenue as the performance obligation is satisfied.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contract with customers are disclosed in Note 5.

Revenue includes only the gross inflow of the economic benefits received and receivable by the Group on its own account. Amounts collected on behalf of third parties, such as reimbursable transactions are not economic benefits to the Group and do not result in increase in equity; therefore, they are excluded from revenue.

- Logistics and other services is recognized when the related services are rendered.
- Dividend income is recognized when the right to receive the payment is established.
- Interest income is recognized as the interest accrues, taking into account the effective yield on the asset.
- Other income is recognized when earned.

Contract balances
Receivable from Customers
A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets
A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Cost to obtain contract
The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them.
Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due, whichever is earlier. Contract liabilities are recognized as revenue when the Group performs under the contract.

<u>Cost and expenses</u>
Cost and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants.

Costs and expenses are recognized in profit or loss in the separate statements of comprehensive income:

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

Cost of services - include direct material costs, personnel expenses, depreciation, utilities and other service-related costs. These are recognized when the services are used or the expenses are incurred.

General and administrative expenses - Expenses incurred in the direction and general administration of day-to-day operation of the Group are generally recognized when the services are used or the expenses incurred.

<u>Leases</u>
At inception of a contract, an entity shall assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether the contract meets three key evaluations which are whether:

a. 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,

b. 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,
c. the Group has the *right to direct the use* of the identified asset throughout the period of use.

The Group shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

As a lessor
Lease payment received is recognized as income in the consolidated statements of comprehensive income on a straight-line basis over the lease term.

As a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use asset
At the initial application date, the Group recognizes a right-of-use asset on the consolidated statements 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).

The Group depreciates the right-of-use assets 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.

(b) Lease liability
At the initial application date, the Group measures the lease liability at the present value of the lease payments unpaid at that 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 included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options 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.

Retirement benefits cost
Employee benefits are all forms of considerations given by the Group in exchange for service rendered by the employees. It includes short-term employee benefits and post-employment benefits.

Short-term benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Termination Benefits
Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either the Group's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefit, short-term employee benefits, or other long-term employee benefits.

Retirement benefits
The Group does not have a defined contribution plan or any formal retirement plan that covers the retirement benefits of its employees. However, under the existing regulatory framework, Republic Act No. 7641, otherwise known as the Philippine Retirement Pay Law, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining agreement and other agreements shall not be less than those provided under law. The law does not require minimum funding of the plan.

Republic Act No. 7641 relates to a 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.

The Group provides for estimated retirement benefits to be paid under Republic Act (RA) No. 7641 to its permanent employee. The amount of retirement benefits is dependent on such factors as years of service and compensation.

Income tax
Current income tax
Current income tax assets and liabilities for the current period is measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

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

Deferred tax
Deferred tax is provided using the liability method on all temporary differences between the tax bases of assets and liabilities and their carrying amounts for reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures, when timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, the carry-forward of unused tax credits from excess minimum corporate income tax (MCIT) and net operating loss carry over (NOLCO), and any unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits from MCIT and NOLCO and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination; and at the time of the transaction, affects neither the accounting profit nor taxable profit (or loss).
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted at the reporting date.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle the liabilities simultaneously.

Value Added Taxes (VAT)

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

- where the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of VAT included.

For acquisition of capital goods over ₱1,000,000, the VAT is deferred and amortized over the useful life of the related capital goods or 60 months, whichever is shorter, commencing on the date of the acquisition.

For sale of real estates including house and lots and other residential dwellings with a selling price of not more than ₱3,199,200, a tax exemption applies.

Output tax pertains to the 12% VAT received or receivable on the local sale of goods or services by the Company. Input tax pertains to the 12% VAT paid or payable by the Company in the course of its trade or business on purchase of goods or services. At the end of each taxable period, if output tax exceeds input tax, the outstanding balance is paid to the taxation authority. If input tax exceeds output tax, the excess shall be carried over to the succeeding months.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of 'prepayments and other current assets' or 'accounts and other payables' in the statements of financial position.

Related party transactions and relationship

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. The key management personnel of the Group and close members of the family of nay individuals owning directly or indirectly a significant voting power of the Group that gives them significant influence in the financial and operating policy decisions of the Group are also considered to be related parties.

An entity is related to the Group if any of the following conditions apply:

- The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others)
- One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member)
- Both entities are joint ventures of the same third party
- One entity is a joint venture of a third entity and the other entity is an associate of the third entity
- The entity is a post-employment benefit plan for the benefit of employees of either the Group of an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group

- The entity is controlled or jointly controlled by a person identified above
- A person identified above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity)

Close members of the family of a person are those family members, who may be expected to influence, or be influenced by, that person in their dealings with the Group and include that person's children and spouse or domestic partner, and dependents of that person's spouse or domestic partner.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged. An entity is related to the Group when it directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the Group. Transactions between related parties are based on terms similar to those offered to non-related entities in an economically comparable market, except for non-interest-bearing advances with no definite repayment terms.

Earnings per share (EPS) attributable to equity holders
Basic EPS is calculated by dividing the profit attributable to the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Group and held as treasury shares. Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding and assume conversion of all dilutive potential ordinary shares.

If the number of ordinary or potential shares outstanding increases as a result of a capitalization, bonus issue or share split, or decreases as a result of a reverse share split, the calculation of basic and diluted EPS for all periods presented shall be adjusted retrospectively. If these changes occur after the reporting period but before the financial statements are authorized for issue, the per share calculations for those and any prior period financial statements presented shall be based on the new number of shares.

The Group has no dilutive potential common shares outstanding.

Provisions
Provisions are recognized only when the Group has (a) a present obligation (legal or constructive) as a result of past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a Group asset but only when the receipt of the reimbursement is virtually certain.

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

Events after the reporting date
Post year-end events that provide additional information about the Group's position at balance sheet date (adjusting events) are reflected in the Group's consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the Group consolidated financial statements when material.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in conformity with PFRS requires the Group's management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes.

The estimates and associated assumptions are based on historical experiences and other various factors that are believed to be reasonable under the circumstances including expectations of related future events, the results of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the consolidated financial statements.

Going concern

As of March 31, 2025 and 2024, the Group's management has made an assessment on the Group's ability to continue as a going concern in the current evolving environment especially on the impact of COVID-19 pandemic and is satisfied that the Group has the resources to continue their business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

Determination of functional currency

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

Fair value measurements

A number of the Group's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

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

If the inputs used to measure the fair value of an asset or a liability can be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy based on the lowest level input that is significant to the entire measurement.

Classifying financial instruments

The Group manages its financial assets based on business models that maintain adequate liquidity level and preserve capital requirements, while maintaining a strategic portfolio of financial assets for accrual and trading activities consistent with its risk appetite.

In determining the classification of a financial instrument under PFRS 9, 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.

In addition, PFRS 9 emphasizes that if more than an infrequent and more than an insignificant 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 necessarily 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.

Assessing significant influence and control over investee.

The Group determines that it has control over its subsidiaries by considering, among others, its power over the investee, exposure or rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect its returns. The following are also considered:

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

Consolidation of SPE
An entity is considered a SPE and included in consolidation even in cases when the Group owns less than one-half or none of the SPE's equity, when the substance of the relationship between the Group and the SPE indicates that the SPE is controlled by the Group. While the Group has no ownership interest in Polymax, this SPE was included in the 2006 consolidated financial statements and prior years. However, in 2007 up to the current year, the SPE was no longer consolidated because it had ceased operating as a going concern.

Revenue recognition from contracts with customers
Revenue recognition under PFRS 15 involves the application of significant judgment and estimation in the (a) identification of the contract for sale of services that would meet the requirements of PFRS 15; (b) assessment of performance obligation and the probability that the entity will collect the consideration from the buyer; and (c) determining the timing of satisfaction of the performance obligation.

Identification of the contract
The Group's primary document for a contract with a customer is a signed contract. It has determined however, that in cases wherein contracts to sell are not signed by both parties, the combination of its other signed documentation such as reservation agreement, official receipts, quotation sheets and other documents, would contain all the criteria to qualify as contract with customer under PFRS 15.

In addition, part of the assessment of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for its services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, the Group considers the significance if the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as payment history of customer, age and pricing of the property. Management regularly evaluates the historical cancellations and back-outs if it would still support its current threshold of customers' equity before commencing revenue recognition.
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Determining performance obligation
With respect to its business, the Group concluded that the transfer of services in each contract constitute a performance obligation. In particular, the promised services in contracts for holding interests in companies engaged in the manufacture of chemicals, petrochemical and contract logistics mainly include holding stock or membership interests in other companies. Generally, the Group is responsible for all of these services and the overall management of the project. Although these services are capable of being distinct in the context contract.

The Group uses those services as inputs and provides a significant service of integrating them into a combined output.

Determining the timing of satisfaction of the performance obligation
The Group concluded that revenue from contracts with customers is to be recognized at a point in time since it does not fall within any of the following conditions to be met for a recognition over a period of time:

(a) The customer receives and consumes the benefits of the goods or services as they are provided by the Group;
(b) the Group's performance does not create an asset with an alternative use and;
(c) the goods or services create or enhances an asset that the customer controls as that asset is created and enhanced.

The promised services are specifically identified in the contract. In addition, the customer is contractually obliged to make payments to the seller upon performance of services.

Determination whether an agreement contains a lease
The determination of whether a contract is, or contains a lease, is based on the substance of the arrangement at the inception of the lease. The arrangement is assessed for if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Accounting for lease commitments
<u>Group as a lessor</u>
Lease payment received is recognized as income in the consolidated statements of comprehensive income on a straight-line basis over the lease term.

The rent income recognized for the years ended March 31, 2025 and 2024 amounted to ₱7,174,516, and ₱8,084,420, respectively (Note 31).

Group as a lessee
The Group entered into several lease agreements covering its office premises and warehouses. Terms of the lease agreements range from 1 year to 5 years under renewable options. Other leases entered into include clauses to enable upward revision of the rental charged on an annual basis - based on prevailing market rates.

In 2022, the Company entered into lease agreements with terms of 2 years, ending in February 28, 2024 and April 14, 2024, under renewable options.

In 2023, the Group entered into lease agreements with terms of 1 year, ending December 31, 2023, January 31, 2024 and February 28, 2024, under renewable options.

In 2024, The Group entered into lease agreements with term of 1 year ending May 31,2025 and 2 years ending January 31, 2026 and March 31, 2026.

Following the adoption of PFRS 16, the Group recognized right-of-use asset and lease liability over the life of the lease. The asset is calculated as the initial amount of the lease liability, plus any lease payments made to the lessor before the lease commencement date, plus any initial direct costs incurred, minus any lease incentives received.

Leases are further disclosed in Notes 19 and 31.

Repairs and maintenance
Costs of repairs and maintenance that do not result in an increase in the future economic benefit of an item of property and equipment is charged to operations in the period it is incurred. Otherwise, it is capitalized as part of the asset.

Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting period, which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

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

Fair value of financial instruments
PFRS requires that financial assets and financial liabilities be carried or disclosed at fair value, which requires the use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates, and volatility rates), the amount of changes in fair value would differ if the Group utilized different valuation methodologies. Any change in the fair values of financial assets and financial liabilities directly affects profit or loss, equity, and the required disclosures.

Where the fair values of financial assets and financial liabilities recorded in the statements of financial position cannot be derived from active markets, their fair values are determined using valuation techniques that are generally-accepted market valuations including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values.

The fair values of financial assets and financial liabilities by category and their fair value hierarchy are set out in Note 11 to the financial statements.

Impairment of equity investments
The Group treats equity financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgment. The Group treats “significant” generally as a decline of 20% or more below of the original cost of the investment, and “prolonged” as period longer than 12 months. In addition, the Group evaluates other factors for equity investments with no quoted bid prices

such as changes in the issuer's industry and sector performances, legal and regulatory framework, technology, and other factors that affect the recoverability of the investments.

Assessing ECL on financial assets
The Group applies the general approach in measuring the ECL. For cash in banks the Group assessed that cash is deposited with reputable banks that possess good credit ratings. For loan receivable, accrued interest receivable, advances to contractors and related parties, the Group considers the financial capacity of the counterparty. No ECL was recognized in 1st quarter of 2025 and 2024. The carrying amounts of the Group's financial assets are as follows:

	2025	2024
Cash and cash equivalents	**₱73,298,280**	₱57,537,431
Receivables	**138,284,028**	156,058,907
Advances to related parties	**347,566,100**	346,748,392
Refundable deposits	**8,726,244**	11,653,726
	₱567,874,652	₱571,998,456

Estimating allowance for probable losses

The Group reviews the carrying amounts of receivables, creditable withholding and input taxes (under other current assets) and advances to Polymax at each balance sheet date and reduces the balance of these assets to their estimated recoverable amounts.

Receivables (net of allowance for doubtful accounts of ₱149,900,442 and ₱149,387,367 as of March 31, 2025 and 2024) amounted to ₱138,284,028 and ₱156,058,907 as of March 31, 2025 and 2024, respectively (see Note 12).

The carrying amount of other current assets amounted to ₱37,236,891 and ₱31,366,490 as of March 31, 2025 and 2024, respectively as discussed in Note 13.

In March 31, 2025 and 2024, impairment loss, mainly pertaining to creditable withholding and input taxes, amounted to ₱15,115,221 and ₱14,765,208, respectively, as shown also in Note 13.

Estimating allowance for credit losses of advances
Advances to Polymax amounting to ₱347,566,100 and ₱346,748,392 as of March 31, 2025 and 2024, respectively, constitute 48.70% and 49.05% of the Group's total assets as of March 31, 2025 and 2024, respectively. The realization of the Parent Company's advances to Polymax and the settlement of the past due liabilities carried in the books of Polymax, for which the Parent Company is jointly and severally liable, is dependent on whether sufficient cash flows can be generated from the sale of Polymax's remaining 20% interest in NPCA and from the letter of comfort issued by the Parent Company's major stockholders in favor of the Parent Company, as discussed in Note 14.

Provision for estimated credit losses on advances to related party was recognized in compliance with the requirements of PFRS 9.

Allowance for estimated credit losses on advances to subsidiaries amounted to ₱177,954,487 and ₱177,954,487 for the first quarter 2025 and 2024, respectively. No write-off and recoveries were recognized by the Company as of March 31, 2025 and 2024.

Estimating useful lives and residual values of property and equipment and intangible assets
The Group estimates the useful lives and residual values of its property and equipment and intangible assets based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives and residual values based on factors that include asset utilization, internal technical evaluation, technological changes, and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful lives of property and equipment and intangible assets would increase depreciation and amortization expenses, while an increase in the estimated useful lives would decrease depreciation and amortization expenses.

There has been no change in the Group's estimate of the useful lives and residual values of its property and equipment in the first quarter of 2025 and 2024.

Estimating useful lives and residual values of property and equipment and intangible assets
The Group estimates the useful lives and residual values of its property and equipment and intangible assets based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives and residual values based on factors that include asset utilization, internal technical evaluation, technological changes, and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in factors mentioned. A reduction in the estimated useful lives of property and equipment and intangible assets would increase depreciation and amortization expenses, while an increase in the estimated useful lives would decrease depreciation and amortization expenses.

There has been no change in the Group's estimate of the useful lives and residual values of its property and equipment in the first quarter of 2025 and 2024.

Evaluation of impairment of noncurrent non-financial assets
The Group assesses the impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual asset or, if it is not possible, for the cash generating unit to which the asset belongs.

Management believes that there was no indication of impairment on property and equipment as of March 31, 2025 and 2024. As of March 31, 2025 and 2024, property and equipment, net of accumulated depreciation, amounted to ₱27,890,468 and ₱23,414,322, respectively, (Note 16).

Incremental borrowing rate of lease liability
Incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

The incremental borrowing rate is determined by the Group on the commencement date of the lease. As a result, it incorporates the impact of significant economic events and other changes in circumstances arising between lease inception and commencement.

This incremental rate is used to measure the lease liability at the present value of lease payments that are not paid at the end of lease term. In the first quarter of 2025 and 2024, the Group's determined incremental rates used to compute the carrying value of lease liability amounting to a total of ₱13,136,528 and ₱40,948,619 is ranging from 3% to 5% (Note 19).

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

Retirement benefits
The determination of the obligation and cost of retirement benefits is dependent on certain assumptions used by the actuary in calculating such amounts. These assumptions are described in Note 28 to the consolidated financial statements and include, among others, discount rates, salary increase rates and expected rates of return on plan assets. Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, will generally affect the recognized expense and recorded obligation in such future periods. While the Group believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the retirement obligations.

Accrued retirement benefits costs amounted to ₱10,847,269 and ₱15,358,136 as of March 31, 2025 and 2024, respectively.

Provision and contingencies
Judgment is exercised by management to distinguish between provisions and contingencies. The policy on the recognition and disclosure of provisions is discussed in Note 4.

The Group is currently involved in various legal proceedings, which are normal to its business as discussed in Note 32. The Group's estimate of the probable costs for these proceedings and resolution of these claims have been developed in consultation with outside counsel handling the prosecution and defense of these cases and is based upon an analysis of potential results. The Group does not believe that these legal proceedings will have a material adverse effect on its consolidated financial statements. It is possible, however, that changes in estimates relating to these proceedings may materially affect results of operations.

6. BUSINESS COMBINATION

The Parent Company, Metro Alliance Holdings and Equities Corp., acquired the subsidiaries and are accounted using the acquisition method. The following subsidiaries are as follows:

Operating subsidiaries
Metro Combined Logistics Solutions, Inc. (MCLSI) (Formerly GAC Logistics, Inc. (GACL)
MCLSI is 51% owned by the Parent Company, by virtue of a joint venture agreement with Gulf Agency Company (GAC) which owns the other 49%. MCLSI was registered with the Securities and Exchange Commission on September 30, 1998. MCLSI is primarily engaged in carrying on all or part of the business of contract logistics and supply chain management services, including third party warehousing and distribution, consultancy and project management and value-added services to customers throughout the Philippines. MCLSI's business is steadily growing with the entry of new principals and additional businesses from its existing principals.

Non-operating subsidiaries
Consumer Products Distribution Services, Inc. (CPDSI)
CPDSI is a wholly owned subsidiary of the Parent Company. It was first incorporated on November 11, 1993 as Metro Drug Distribution, Inc. (MDDI). On November 7, 1997, the Securities and Exchange Commission approved the renaming of MDDI to CPDSI. Prior to 2002, CPDSI was involved in providing logistics and administrative services in connection with the sale and distribution of principals' products. The last service agreement expired in 2002. In January 2002, CPDSI shifted into the business of importation and toll manufacturing of propylene and distribution of polypropylene in the local market. In April 2003, CPDSI ceased its polypropylene business operations due to the substantial increase in prices of imported raw materials. Management intends to continue pursuing the petrochemical business. Currently, CPDSI has no business operations.

FEZ-EAC Holdings, Inc.
FEZ-EAC Holdings, Inc. became a wholly owned subsidiary of the Parent Company on November 11, 2002. It was incorporated on February 3, 1994. It ceased operations at the end of 2001 following the expiration of the third -party logistics contract of its subsidiary with Phillip Morris Philippines, Inc.

Zuellig Distributors, Inc.
Zuellig Distributors, Inc. is a wholly owned subsidiary of the Parent Company. It ceased operations on June 30, 1999 following the expiration of its exclusive distribution agreement with its single principal. It was incorporated on October 18, 1985.

Asia Healthcare, Inc.
Asia Healthcare, Inc. is 60% owned by the Parent Company. AHI was first incorporated on July 2, 1918. In August 2000, the Parent Company invested in AHI. However, in 2002, it ceased operations due to heavy losses. The low volume and minimal margin on the sales of pharmaceutical products have not been sufficient to cover the costs of the services and products provided by AHI. Consequently, AHI was constrained to terminate contracts with its clients and cease its business operations. On December 17, 2002, AHI filed a voluntary petition for insolvency with the Pasig City Regional Trial Court (RTC). On February 27, 2003, the Pasig City RTC declared AHI as insolvent.

Management is considering a rationalization plan to address the future of these non-operating subsidiaries.

7. SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

In determining whether an NCI is material to the Parent Company, management employs both quantitative and qualitative factors to evaluate the nature of, and risks associated with, the Parent Company's interests in these entities, and the effects of those interests on the Parent Company's financial position. Factors considered include, but not limited to, carrying value of the subsidiary's NCI relative to the NCI recognized in the Parent Company's consolidated financial statements, the subsidiary's contribution to the Parent Company's consolidated revenues and net income, and other relevant qualitative risks associated with the subsidiary's nature, purpose and size of activities.

Based on management's assessment, the Group has concluded that MCLSI is considered a subsidiary with NCI that is material to the Parent Company.

The ability of the subsidiary to pay dividends or make other distributions or payments to their shareholders (including the Parent Company) is subject to applicable law and other restrictions contained in financing agreements, shareholder agreements and other agreements that prohibit or limit the payment of dividends or other transfers of funds.

The summarized financial information of MCLSI is presented below, before inter-company eliminations but after consolidation adjustments for goodwill, other fair value adjustments on acquisitions and adjustments required to apply uniform accounting policies at group level.

Particulars	**March 31, 2025**	March 31, 2024
Equity shared held by NCI	**49%**	49%
Summarized Statements of Financial Position:		
Current Assets	**206,704,576**	201,905,597
Non-current assets	**41,142,701**	47,707,083
Total Assets	**247,847,277**	249,612,680
Current liabilities	**90,354,639**	97,460,829
Non-current liabilities	**12,813,710**	15,358,136
Total Liabilities	**103,168,349**	112,818,965
Total Equity	**144,678,928**	136,793,715
Equity attributable to Parent Company shareholders	**73,786,253**	69,764,795
Equity attributable to NCI	**70,892,675**	67,028,920
Summarized Statements of Comprehensive Income:		
Revenues	**43,628,465**	46,811,798
Net income (loss)	**1,555,138**	(1,545,676)
Income attributable to Parent Company shareholders	**793,120**	(788,295)
Income attributable to NCI	**762,018**	(757,381)
Dividends declared to NCI	**-**	-
Dividends paid to NCI	**-**	-

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments are composed of cash and cash equivalents, receivable and payables. The main purpose of these financial instruments is to raise finances for the Group's operations. The risks arising from the use of financial instruments are managed through a process of on-going identification, measurement, and monitoring. This process of risk management is critical to the Group's continuing profitability.

The BOD is ultimately responsible for overall risk management approach, monitoring risk exposures, and approving risk mitigation strategies and policies.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk.

Objectives and policies
The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Interest rate risk
- Liquidity risk
- Credit risk

This note presents information about the exposure to each of the foregoing risks, the objectives, policies and processes for measuring and managing these risks, and for management of capital.

The principal non-trade related financial instruments of the Group is cash. This financial instrument is used mainly for working capital management purposes. Trade-related financial assets and financial liabilities of the Group such as trade and other receivables and trade and other payables, excluding statutory liabilities, arise directly from and are used to facilitate its daily operations.

The BOD has the overall responsibility for the establishment and oversight of the risk management framework of the Group.

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Interest Rate Risk
The Group's interest rate risk management policy centers on reducing the overall interest expense and exposure to changes in interest rates. Changes in market interest rates relate primarily to the Group's interest-bearing debt obligations with floating interest rate as it can cause a change in the amount of interest payments.

The Group follows prudent policies in managing its exposures to interest rate fluctuation, and constantly monitors its exposure to fluctuation in interest rates to estimate the impact of interest rate movements on its interest expense.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt. As of March 31, 2025 and 2024, the Group has no significant interest rate risk exposures since the interest rates are fixed up to the date of maturity.

Liquidity Risk
Liquidity risk pertains to the risk that the Group will encounter difficulty to meet payment obligations when they fall due under normal and stress circumstances.

The Group's objectives to manage its liquidity risk are as follows: (a) to ensure that adequate funding is available at all times; (b) to meet commitments as they arise without incurring unnecessary costs; (c) to be able to access funding when needed at the least possible cost; and (d) to maintain an adequate time spread of refinancing maturities.

The Group constantly monitors and manages its liquidity position, liquidity gaps and surplus on a daily basis. A committed stand-by credit facility from several local banks is also available to ensure availability of funds when necessary.

The table below shows the maturity profile of the Group's financial assets and financial liabilities based on contractual undiscounted receipts and payments used for liquidity management as of March 31:

	2025			
	On Demand	**Within 1 Year**	**More than 1 Year**	**Total**
Financial Assets at amortized cost:				
Cash (excluding cash on hand)	**₱73,166,228**	**₱-**	**₱-**	**₱73,166,228**
Trade and other receivables	**-**	**138,284,028**	**-**	**138,284,028**
Advances to related parties	**-**	**-**	**347,566,100**	**347,566,100**
Refundable deposits	**-**	**124,898**	**8,601,346**	**8,726,244**
	73,166,228	**138,408,926**	**356,167,446**	**567,742,600**
Financial Assets at FVOCI	**-**	**-**	**18,478,985**	**18,478,985**
Total	**73,166,228**	**138,408,926**	**374,646,431**	**586,221,585**
Financial Liabilities:				
Account payables and accrued expenses*	**-**	**236,137,897**	**123,438,803**	**359,576,700**
Lease liability	**-**	**14,774,505**	**-**	**14,774,505**
Due to related parties	**-**	**400,922**	**292,456,384**	**292,857,306**
Total	**-**	**251,313,324**	**415,895,187**	**667,208,511**
Net Position	**₱73,166,228**	**(₱112,904,398)**	**(₱41,248,756)**	**(₱80,986,926)**

**excluding government liabilities*

	2024			
	On Demand	Within 1 Year	More than 1 Year	Total
Financial Assets at amortized cost:				
Cash (excluding cash on hand)	₱57,382,379	₱-	₱-	₱57,382,379
Trade and other receivables	-	156,058,907	-	156,058,907
Advances to related parties	-	-	346,748,392	346,748,392
Refundable deposits	-	124,898	11,528,828	11,653,726
	57,382,379	156,183,805	358,277,220	571,843,404
Financial Assets at FVOCI	-	-	17,329,385	17,329,385
Total	57,382,379	156,183,805	375,606,605	589,172,789
Financial Liabilities:				
Account payables and accrued expenses*	-	249,206,570	123,438,803	372,645,373
Lease liability	-	13,136,528	-	13,136,528
Due to related parties	-	778,808	286,565,176	287,343,984
Total	-	263,121,906	410,003,979	673,125,885
Net Position	₱57,382,379	(₱106,938,101)	(₱34,397,374)	(₱83,953,096)

**excluding government liabilities*

Credit Risk

Credit risk is the risk of financial loss to the Group when a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from receivables. The Group manages its credit risk mainly through the application of transaction limits and close risk monitoring. It is the Group's policy to enter into transactions with a wide diversity of creditworthy counterparties to mitigate any significant concentration of credit risk.

The Group has regular internal control reviews to monitor the granting of credit and management of credit exposures.

Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statements of financial position (or in the detailed analysis provided in the notes to the consolidated financial statements).

As at March 31, 2025 and 2024, the Group has no financial assets for which credit risk has increased significantly since initial recognition and that are credit-impaired.

a. Financial information on the Group's maximum exposure to credit risk as of March 31, without considering the effects of collaterals and other risk mitigation techniques are presented below.

	2025	2024
Cash and cash equivalents	**₱73,298,280**	₱57,537,431
Receivables	**138,284,028**	156,058,907
Advances to related parties	**347,566,100**	346,748,392
Refundable deposits	**8,726,244**	11,653,726
	₱567,874,652	₱571,998,456

The Group does not hold any collateral as security or other credit enhancements attached to its financial assets.

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

The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of receivables is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of homogenous counterparties. The Group does not execute any credit guarantee in favor of any counterparty.

b. Credit quality per class of financial assets

Description of the credit quality grades used by the Group follows:

Financial assets at FVOCI
High grade - Counterparties that are consistently profitable, have strong fundamentals and pays out dividends.

Standard grade - Counterparties that recently turned profitable and have the potential of becoming a high-grade Group. These counterparties have sound fundamentals.

Substandard grade - Counterparties that are not yet profitable, speculative in nature but have the potential to turn around fundamentally.

Financial assets at amortized cost
High grade - High probability of collection (the counterparty has the apparent ability to satisfy its obligation and the security on the receivables are readily enforceable).

Standard grade - Collections are probable due to the reputation and the financial ability of the counterparty to pay.

Substandard grade - The counterparty shows probability of impairment based on historical trends.

The following table show a comparison of the credit quality of the Group's financial assets by class as at the reporting date as of March 31:

	2025			
	Neither past due nor impaired		**Past Due but not impaired**	**Total**
	High Grade	**Standard Grade**		
Financial Assets at amortized cost				
Cash excluding cash on hand	**₱73,166,228**	**₱-**	**₱-**	**₱73,166,228**
Trade Receivables (gross)	**-**	**95,112,894**	**-**	**95,112,894**
Other Receivables (gross)	**-**	**-**	**49,206,555**	**49,206,555**
Advances to related parties	**-**	**347,566,100**	**229,233,748**	**576,799,848**
Refundable Deposit	**8,726,244**	**-**	**-**	**8,726,244**
Subtotal	**81,892,472**	**442,678,994**	**278,440,303**	**803,011,769**
Financial Assets at FVOCI	**18,478,985**	**-**	**-**	**18,478,985**
Total	**₱100,371,457**	**₱442,678,994**	**₱278,440,303**	**₱821,490,754**

	2024			
	Neither past due nor impaired		Past Due but not impaired	Total
	High Grade	Standard Grade		
Financial Assets at amortized cost				
Cash excluding cash on hand	₱57,382,379	₱-	₱-	₱57,382,379
Trade Receivables (gross)	-	113,297,004	-	113,297,004
Other Receivables (gross)	-	-	42,975,543	42,975,543
Advances to related parties	-	346,748,392	227,427,365	574,175,757
Refundable Deposit	11,653,726	-	-	11,653,726
Subtotal	69,036,105	462,904,669	270,402,908	799,484,409
Financial Assets at FVOCI	17,329,385	-	-	17,329,385
Total	₱86,365,490	₱462,904,669	₱270,402,908	₱816,813,794

The credit quality of receivables is managed by the Group using internal credit quality ratings. High and medium grade accounts consist of receivables from debtors with good financial standing and with relatively low defaults.

The Group constantly monitors the receivables from these customers in order to identify any adverse changes in credit quality. The allowance for doubtful accounts is provided for those receivables that have been identified as individually impaired.

9. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are:

- To ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.
- To invest the capital in investments that meet the expected return with the commensurate level of risk exposure.

The Group maintains a sound capital base to ensure its ability to continue as a going concern, thereby continue to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debt, return capital to shareholders or issue new shares.

The Group considers its equity as capital.

The Group monitors its financial leverage using the debt-to-equity which is computed as total liabilities divided by total equity as shown in the table below as of March 31:

	2025	2024
Total liabilities	**₱702,392,397**	₱713,948,871
Total equity	**11,271,202**	(6,958,857)
Debt-to-equity ratio	**62.32:1**	(102.60:1)

The Group has remained steadfast to regain its equity funding. Several actions were taken to conserve and manage the capital structure (Note 2).

10. FAIR VALUE MEASUREMENT

Carrying amounts and fair values by category

The table below presents a comparison by category of carrying amounts and fair values of the Group's financial instruments for the quarters ended March 31:

	2025		2024	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Financial Assets at amortized cost				
Cash (excluding cash on hand)	**₱73,166,228**	**₱73,166,228**	₱57,382,379	₱57,382,379
Trade and other receivables	**138,284,028**	**138,284,028**	156,058,907	156,058,907
Advances to related party	**347,566,100**	**347,566,100**	346,748,392	346,748,392
Refundable deposits	**8,726,244**	**8,726,244**	11,653,726	11,653,726
Subtotal	**567,742,600**	**567,742,600**	571,843,404	571,843,404
Financial Assets at FVOCI	**18,478,985**	**18,478,985**	17,329,385	17,329,385
Total	**586,221,585**	**586,221,585**	589,172,789	589,172,789
Financial Liabilities				
Accounts payable and Accrued expense	**359,576,700**	**359,576,700**	372,645,373	372,645,373
Lease Liability	**16,740,945**	**16,740,945**	13,136,528	13,136,528
Due to related parties	**292,857,306**	**292,857,306**	287,343,984	287,343,984
Total	**₱669,174,951**	**₱669,174,951**	₱673,125,885	₱673,125,885

**excluding government liabilities*

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

Current financial assets and liabilities
Due to the short-term nature of the transactions, the carrying values of cash, receivables, refundable deposits, accounts payable and accrued expenses, due to related parties and current portion of long-term debt approximate their fair values.

Financial assets at FVOCI
The fair values of publicly traded instruments and similar investments are based on quoted bid prices. Unquoted equity securities are carried at cost, subject to impairment.

Financial assets at amortized cost
The carrying value of debt investment approximates the fair value, which is determined to be the present value of future cash flows using the prevailing market rate as the discount rate.

Due from/to related parties. The carrying amounts of these related party transactions approximate their fair values.

Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are categorized in accordance with the fair value hierarchy. This hierarchy Group's financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and financial liabilities.

The fair value hierarchy has the following levels:

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

The following table summarizes the fair value hierarchy of the Group's financial assets and liabilities, which are measured at fair value or requires disclosure as prescribed by other PFRS, as at March 31:

	2025		2024	
	Level 1	**Level 3**	Level 1	Level 3
Financial assets at amortized cost				
Cash	**₱73,298,280**	**₱-**	₱57,537,431	₱-
Trade and other receivables, net	**-**	**138,284,028**	-	156,058,907
Refundable deposits	**-**	**8,726,244**	-	11,653,726
Subtotal	**73,298,280**	**147,010,272**	57,537,431	167,712,633
Financial assets at FVOCI	**18,478,985**	**-**	17,329,385	-
Total	**91,777,265**	**147,010,272**	74,866,816	167,712,633
Financial liabilities				
Accounts payable and accrued expenses	**-**	**381,946,877**	-	398,110,223
Lease liability	**-**	**16,740,945**	-	13,136,528
Due to related parties	**-**	**292,857,306**	-	287,343,984
Total	**₱-**	**₱691,545,128**	₱-	₱698,590,735

As at March 31, 2025 and 2024, there are no financial assets or financial liabilities measured at fair value. There were no transfers between Level 1, Level 2, and Level 3 fair value measurements in first quarter 2025 and 2024.

Financial instruments not measured at fair value for which fair value is disclosed
For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

The fair values of financial assets and financial liabilities included in Level 3, which are not traded in an active market, are determined based on the expected cash flows of the underlying net asset or liability base of the instrument where the significant inputs required to determine fair value of such instruments are not based on observable market data.

11. CASH

Details of cash are as follows as of March 31:

	2025	2024
Cash on hand	**₱132,052**	₱155,052
Cash in banks	**73,166,228**	57,382,379
	₱73,298,280	₱57,537,431

Cash in banks earn interest at the respective bank deposit rates. Interest income from banks amounted to ₱7,009 and ₱3,486 as of March 31, 2025 and 2024, respectively.

12. TRADE AND OTHER RECEIVABLES

Details of receivables are as follows as of March 31:

	2025	2024
Notes receivables	**₱143,865,021**	₱143,865,021
Trade receivables	**95,112,894**	113,297,004
Due from affiliates	**5,308,706**	5,308,706
Others receivables	**43,897,849**	42,975,543
	288,184,470	305,446,274
Less allowance for probable loss	**(149,900,442)**	(149,387,367)
	₱138,284,028	₱156,058,907

Trade receivables are non-interest bearing and are generally on 30 to 60 days' credit terms.

The notes receivable bear interest at 3.5% per annum and are payable in 365 days on demand, subject to renewal upon mutual consent. Notes receivable are considered impaired and covered with allowance for probable losses.

Due from related parties are noninterest bearing and have no fixed repayment terms.

Other receivables pertain to advances subject for liquidation.

The movements in the allowance for probable losses follow:

	2025	2024
Balance at beginning of year	**₱149,644,558**	₱149,387,367
Reversal of allowance	-	-
Provision for the year	**255,884**	257,191
Write-off during the year	**-**	-
Balance at end of year	**₱149,900,442**	₱149,644,588

13. OTHER CURRENT ASSETS, NET

Details are as follows as of March 31:

	2025	2024
Creditable withholding taxes	**₱9,300,295**	₱9,300,295
Input taxes	**11,801,557**	12,749,828
Refundable deposits	**174,898**	174,898
Prepayments and others	**31,075,362**	23,906,677
	52,352,112	46,131,698
Less: allowance for probable losses	**15,115,221**	14,765,208
	₱37,236,891	₱31,366,490

Input tax is the 12% value added tax (VAT) on purchase of goods or services in the course of its trade or business. At the end of each taxable period, input tax can be applied against output tax.

Prior year's excess credits represent excess tax payments and credits over tax liabilities of the immediately preceding taxable period which may be refunded, converted to tax credit certificates, or carried over to the next taxable year.

Security deposits represent noninterest-bearing deposits made on lease and are usually refundable after the end of contract or services less any charges. Construction bonds represent noninterest-bearing bonds that are used to secure against damages during construction and will be refundable after the end of construction, net of any charges.

14. ADVANCES TO RELATED PARTIES

Advances amounting to ₱347,566,100 and ₱346,748,392, which constitutes 48.70% and 49.05% of the Group's total assets as of March 31, 2025 and 2024, respectively, represents advances to Polymax, the Parent Company's special purpose entity incorporated in British Virgin Islands solely for the purpose of acquiring the petrochemical plant of NPCA as discussed in Note 2.

On March 18 and September 20, 2006, Polymax's interest in NPCA of 40% and 20%, respectively, was sold. Another 20% of the remaining interest of Polymax in NPCA was sold in late 2014, bringing down Polymax's interest in NPCA to 20% as of December 31, 2014.

The remaining 20% interest of Polymax in NPCA is for sale. In this regard and to ensure the recoverability of the Parent Company's advances to Polymax, the Parent Company's major stockholders issued a letter of comfort in favor of the Parent Company on September 30, 2014. To reiterate assurance of the collectability of the Parent Company's advances to Polymax, comfort letters dated March 9, 2022 and March 21, 2021 were issued by the major stockholders of the Parent Company.

For the quarters ended March 31, 2025 and 2024, the Company made additional collections of the advances from Polymax amounting to ₱65,079 and ₱971,611, respectively.

Provision for estimated credit losses on Advances to Polymax was recognized in compliance with the requirements of PFRS 9. Provision for estimated credit losses for the advances amounted to ₱229,233,748 and ₱227,427,365 respectively, as of March 31, 2025 and 2024.

Reclassification of Advances to Polymax
In 2021, the account was reclassified from Asset Held for Sale due to its nature of account. The reclassification has no effect in the consolidated retained earnings or cumulative deficit.

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

As of March 31, the account consists of:

	2025	2024
At acquisition cost	**₱16,270,964**	₱16,270,963
Cumulative fair value gain (loss) – in equity	**2,208,021**	1,058,422
Total	**₱18,478,985**	₱17,329,385

The investment in securities consists of investment in shares of stock of a publicly listed Group whose fair value is based on published prices on Philippine Stock Exchange; and unquoted equity investment carried at cost.

16. PROPERTY AND EQUIPMENT, NET

As of March 31, this account consists of the following:

March 31, 2025	**Leasehold Improvements**	**Machinery and Equipment**	**Office Furniture, Fixtures and Equipment**	**IT Infrastructures**	**Right-Of-Use Asset**	**Total**
Cost						
Balances at beginning of year	**₱9,412,307**	**₱43,225,144**	**₱22,051,630**	**₱296,139**	**₱82,653,140**	**₱157,638,360**
Additions/(Disposals)	**-**		**444,848**	-	**-**	**444,848**
Balances at end of year	**9,412,307**	**43,225,144**	**22,496,478**	**296,139**	**82,653,140**	**158,083,208**
Accumulated Depreciation						
Balances at beginning of year	**7,966,715**	**35,703,798**	**22,051,630**	**296,139**	**62,888,067**	**128,906,349**
Depreciation	**294,005**	**724,157**	**268,229**	**-**	-	**1,286,391**
Additions/(Disposals)	**-**	**-**	**-**	**-**	**-**	**-**
Balances at end	**8,260,720**	**36,427,955**	**22,319,859**	**296,139**	**62,888,067**	**130,192,740**
Net book value	**₱1,151,587**	**₱6,797,189**	**₱176,619**	**₱-**	**₱19,765,073**	**₱27,890,468**

March 31, 2024	Leasehold Improvements	Machinery and Equipment	Office Furniture, Fixtures and Equipment	IT Infrastructures	Right-Of-Use Asset	Total
Cost						
Balances at beginning of year	₱7,871,481	₱43,672,335	₱22,347,769	₱296,139	₱124,547,750	₱198,735,474
Additions/(Disposals)	692,494	-	97,296	-	-	789,790
Balances at end of year	8,563,975	43,672,335	22,445,065	296,139	124,547,750	199,525,264
Accumulated Depreciation						
Balances at beginning of year	6,545,880	34,868,505	20,740,759	296,139	112,054,854	174,506,137
Depreciation	393,519	872,339	338,947	-	-	1,604,805
Additions/(Disposals)	-	-	-	-	-	-
Balances at end	6,939,399	35,740,844	21,079,706	296,139	112,054,854	176,110,942
Net book value	₱1,624,576	₱7,931,491	₱1,365,359	₱-	₱12,492,896	₱23,414,322

The Group elected to use the cost model in accounting for property and equipment. They also believed that the carrying amount of its property and equipment during the year are not impaired.

None of the properties were pledged or mortgaged as collateral to secure any of the Company's loans.

Depreciation expense is recognized under cost of services and general and administrative expense. To wit:

	2025	2024
Cost of services	**₱-**	₱-
General and administrative expenses	**1,286,391**	1,604,805
	₱1,286,391	₱1,604,805

17. OTHER NONCURRENT ASSETS

As of March 31, this account composed of the following:

	2025	2024
Refundable deposits – non-current portion	**₱8,726,244**	₱11,653,726
Intangible assets	**489,973**	153,427
Total	**₱9,216,217**	₱11,807,153

Intangible assets pertain to non-exclusive software license costs for use in MCLSI's warehouse management system.

The carrying amount of intangible assets as of March 31, 2025 is as follows:

Particulars	**Beginning Balances**	**Additions/ Provisions**	**Disposals/ Adjustments**	**Ending Balances**
Cost:				
Software	**₱6,829,389**	**₱–**	**(₱3,124,683)**	**₱3,704,706**
Accumulated Amortization:				
Software	**₱2,972,351**	**₱242,381**	**₱–**	**₱3,214,73**
Carrying amount	**₱3,857,038**			**₱489,973**

The carrying amount of intangible assets as of March 31, 2024 is as follows:

Particulars	Beginning Balances	Additions/ Provisions	Disposals/ Adjustments	Ending Balances
Cost:				
Software	₱2,838,558	₱–	₱–	₱2,838,558
Accumulated Amortization:				
Software	₱2,663,266	₱21,865	₱–	₱2,685,131
Carrying amount	₱175,292			₱153,427

Intangible assets which have been fully amortized were due to MCLSI's management assessment that these will no longer provide a future economic benefit to the Group.

The Group has no intangible assets pledged as security for any liability and has no outstanding contractual commitments to acquire certain intangible assets.

18. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Details of this account are shown below as of March 31:

	2025	2024
Current Portion		
Trade Payables	**₱16,871,623**	₱25,758,402
Accrued Expenses	**181,636,005**	185,858,324
Other current liabilities	**60,000,446**	63,054,694
Total	**258,508,074**	274,671,420
Non-Current Portion		
Accrued Expenses	**123,438,803**	123,438,803
Total	**₱381,946,877**	₱398,110,223

Trade payables are noninterest bearing and have credit terms of 30 to 60 days.

Accrued expenses include provisions for liabilities arising in the ordinary conduct of business, which are either pending decision by government authorities or are being contested, the outcome of which is not presently determinable. In the opinion of management and its legal counsel, adequate provisions have been made to cover tax and other liabilities that may arise as a result of an adverse decision that may be rendered.

Provisions relate to pending claims jointly and severally against the Group and Polymax and pending claims and tax assessment solely against the Group. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets,* is not disclosed as it may prejudice the outcome of the related claims and tax assessments.

The Parent Company reclassified to non-current portion the accruals made which pertains to management fee and reserve for contingency BIR amounting to ₱39,685,406 and ₱83,753,397, respectively. These are not expected to be settled within one year or the Group's operating cycle, whichever is longer.

Other liabilities mainly pertain to payable to government agencies.

These liabilities are unsecured and noninterest-bearing.

19. LEASE LIABILITY

Lease liability relates to liability recognized in relation to the adoption of PFRS 16. As of March 31, the Group's determined incremental rate used is between 3% and 5%.

	2025	2024
Lease liability		
Current	**₱14,774,505**	₱13,136,528
Noncurrent	**1,966,440**	-
Total	**₱16,740,945**	₱13,136,528

20. DUE TO RELATED PARTIES

Details of this account are as follows as of March 31:

	2025	2024
Philippine Estate Corporation	**₱292,456,384**	₱286,565,176
Others	**400,922**	778,808
Total	**₱292,857,306**	₱287,343,984

The Group issued a 5-year promissory note to its affiliate, Philippine Estates Corporation (PHES), with a principal amount of P263,000,345 including a 2% legal interest for the year 2020 and a 2% interest per annum until the maturity date of March 15, 2026.

The aforesaid amount pertains to advances made by the affiliate in favor of the Parent Company. In 2024 and 2023, interest incurred amounted to ₱5,260,007 and ₱5,260,007, respectively. Accrual of interest is made every end of year.

The other amounts due to related parties pertain to unsecured and noninterest bearing advances provided to the Group to finance its working capital requirements, capital expenditures, petrochemical project support and for other investments and have no definite repayment terms (Note 29).

21. INCOME TAXES

On January 5, 2024, Ease of Paying Taxes (EOPT) Act was passed into law. The EOPT Act introduced significant amendments to the National Internal Revenue Code of 1997 (“The Code”) which are intended to protect and safeguard taxpayer rights and welfare to modernize tax administration by providing mechanisms that encourage easy compliance at the best cost and resources, and to update the tax system and adopt best practices.

The amendments include the following:

- File and pay anywhere mechanism. Taxes shall be paid either electronically or manually at the time the return is filed.
- Classification of taxpayers into micro, small, medium and large taxpayers.
- Withholding of tax on income payments only when payable.
- Imposing value-added tax (VAT) on services, based on gross sales, no longer on gross receipts.
- VAT invoices are sufficient to substantiate input VAT arising from the purchase at both goods and services.
- Removal of “business style” as a VAT invoicing requirement.
- Removal of withholding tax as requirement for deductibility of income payments.

22. SHARE CAPITAL

The Group’s capital stock as of March 31 consists of the following common shares:

	2025	2024
Class “A” – ₱1 par value		
Authorized – 720,000,000 shares with par value of ₱1	**₱720,000,000**	₱720,000,000
Issued and outstanding – 183,673,470 shares with par value of ₱1	**183,673,470**	183,673,470
Number of equity holders	**632**	632
Class “B” – ₱1 par value		
Authorized – 480,000,000 shares with par value of ₱1	**480,000,000**	480,000,000
Issued and outstanding – 122,448,979 shares with par value of ₱1	**122,448,979**	122,448,979
Number of equity holders	**417**	417
Additional Paid-in Capital	**₱3,571,923**	₱3,571,923

The two classes of common shares are identical in all respects, except that Class “A” shares are restricted to Philippine nationals and the total number of Class “B” shares is limited to two-thirds of the total outstanding Class “A” shares.

On July 25, 2003, the Group’s stockholders approved the increase in authorized capital stock from ₱1.2 billion consisting of 1.2 billion shares to ₱5 billion consisting of 5 billion shares, both with par value of ₱1 per share. The increase did not push through because of dispute in the acquisition of the Petrochemical Project, which was finally settled in 2013 as discussed in Note 2. After final settlement of the dispute, the Group’s management has decided to pursue the said increase in authorized capital stock of the Group.

23. CUMULATIVE DEFICIT

This account consists of cumulative balance of periodic earnings and prior period adjustments, if any.

As of March 31, the account consists of the following:

Particulars	**2025**	2024
Cumulative deficit, beginning	**(₱378,327,161)**	(₱376,142,514)
Recognition of expired and closing of unutilized NOLCO	**-**	-
Cumulative deficit, as adjusted	**(378,327,161)**	(376,142,514)
Net income (loss) based on the face of equity investments	**775,916**	(2,428,893)
Add: Non-actual gain/unrealized loss		
Unrealized loss (gain) on re-measurement of equity investments	**-**	-
Remeasurement loss (gain) on retirement plan	**-**	-
Non-controlling interest in net income	**762,018**	(757,381)
Net income (loss) actual/realized	**13,898**	(1,671,512)
Cumulative deficit, end	**(₱378,313,263)**	(₱382,594,415)

24. SALES OF SERVICES

For the quarters ended March 31, 2025, 2024 and 2023, the account comprises of sale of services amounting to ₱43,628,465, ₱46,811,798 and ₱66,648,194, respectively.

25. COST OF SERVICES

Details of this account are shown below for the 1st quarter March 31:

	2025	2024
Personnel costs	**₱18,487,705**	₱16,801,902
Rent and utilities	**7,742,715**	10,558,792
Transportation and Travel	**2,983,048**	8,714,973
Outside services	**1,713,715**	1,284,331
Security services	**1,207,883**	1,551,062
Communication and office supplies	**86,877**	117,593
Repairs and maintenance	**555,962**	603,514
Others	**1,341,818**	522,809
	₱34,119,723	₱40,154,976

26. FINANCE AND OTHER INCOME (EXPENSES), NET

Details of this account are shown below for the 1st quarter March 31:

	2025	2024
Interest income	**₱7,009**	₱3,486
Other income	**-**	-
Miscellaneous	**-**	-
	₱7,009	₱3,486

27. GENERAL AND AdMINISTRATIVE EXPENSE

Details of this account are shown below for the 1st quarter March 31:

	2025	2024
Personnel cost	**₱2,870,564**	₱3,205,340
Depreciation	**1,286,391**	1,604,805
Professional fee	**1,181,527**	1,209,156
Communication and supplies	**1,042,449**	845,235
Entertainment	**499,137**	832,807
Rent and utilities	**413,672**	480,793
Taxes and Licenses	**334,686**	433,991
Transportation and travel	**326,054**	213,869
Amortization	**242,381**	21,865
Insurance	**31,363**	72,261
Miscellaneous	**102,748**	75,438
Others	**408,863**	93,641
	₱8,739,835	₱9,089,201

28. RETIREMENT BENEFIT COSTS

The Parent Company has an unfunded, non-contributory defined benefit retirement plan providing retirement benefits to its regular employee. MCLSI has a funded, non-contributory defined benefit requirement plan providing retirement benefits to all its regular employees. An independent actuary, using the projected unit credit method, conducts an actuarial valuation of MCLSI's fund. The accrued actuarial liability is determined according to the plan formula taking into account the years of service rendered and compensation of covered employees as of valuation date.

29. RELATED PARTY TRANSACTIONS

a. Due from/to related parties

In 2020, the Parent Company acknowledged its obligation to PHES, an affiliate who granted an interest-bearing, due, and demandable loan in favor of the Parent Company.

The other amounts due to related parties pertain to unsecured and noninterest bearing advances provided to the Group to finance its working capital requirements, capital expenditures, petrochemical project support and for other investments and have no definite repayment terms.

b. Compensation of key management personnel follows:

Key management personnel are those person having authority and responsibility for planning and directing and controlling the activities of the Group, directly or indirectly.

There are no agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under their respective group's retirement plan.

c. The related relationships and amounts applicable to the Group's transactions with related parties as of first quarter 2024 and 2023 are as follows:

Name of the related party	Relationship	Nature of transaction	Country of incorporation
The Wellex Group, Inc.	Affiliate	Holding company	Philippines
Metro Combined Logistics Solutions, Inc.	Subsidiary	Third party logistics and warehousing	Philippines
Polymax Worldwide Limited	Affiliate	Series of acquisition transaction	British Virgin Island
Acesite (Phils.) Hotel Corporation	Affiliate	Hotel business and other accommodations	Philippines
Philippine Estate Corporation	Affiliate	Holding and developing real estate	Philippines

		Transactions		Outstanding Balance	
	Terms & Conditions	**2025**	2024	**2025**	2024
Due from Related Parties					
The Wellex Group, Inc	Non-Interest bearing and unsecured borrowing; Expected to be settled in cash	**₱-**	₱-	**₱5,258,409**	₱5,258,609
Others	Non-Interest bearing and unsecured borrowing; Expected to be settled in cash	**-**		**50,297**	50,297
Total		**-**	-	**5,308,706**	5,308,706
Advances					
Polymax	Represents 20% share investment in NPCA	**(65,080)**	(971,611)	**347,566,100**	346,748,392
Due to related parties					
Philippine Estate Corporation	Secured, no impairment, no guarantee, interest bearing	-	-	**292,456,384**	286,565,176
Others	Non-Interest bearing and unsecured borrowing; Expected to be settled in cash	**11,992**	39,858	**400,922**	778,808
Total		**₱11,992**	₱39,858	**₱292,857,306**	₱287,343,984

The Parent Company issued a 5-year promissory note to its affiliate, Philippine Estates Corporation (PHES), with a principal amount of P263,000,345 including a 2% legal interest for the year 2020 and a 2% interest per annum until the maturity date of March 15, 2026.

30. BASIC INCOME (LOSS) PER SHARE

Details of this account are shown below for the 1st quarter of March 31:

Particulars	**2025**	2024
Net income/(loss) attributable to equity holders of the Parent Company	**₱13,898**	(₱1,671,512)
Weighted average number of common shares	**306,122,449**	306,122,449
Basic income per share	**₱0.0000**	(₱0.0055)

31. SIGNIFICANT COMMITMENTS

Lease Agreements

As a lessor

MCLSI, the operating subsidiary of the Parent Company recognized rent income, for the quarter ended March 31, 2025 and 2024 ₱7,174,516 and ₱8,084,420, respectively.

As a lessee

The Group entered into several lease agreements covering its office premises and warehouses. Terms of the lease agreements range from 1 year to 5 years under renewable options. Other leases entered into include clauses to enable upward revision of the rental charged on an annual basis - based on prevailing market rates.

As permitted by PFRS 16, the Group applied the modified retrospective approach to existing operating leases which are capitalized under the new standard (i.e. retrospectively, with the cumulative effect recognized at the date of initial application as an adjustment to the opening balance of retained earnings with no restatement of comparative information in the financial statements).

In 2022, the Company entered into lease agreements with terms of 2 years, ending in February 28, 2024 and April 14, 2024, under renewable options.

In 2023, the Group entered into lease agreements with terms of 1 year, ending December 31, 2023, January 31, 2024 and February 28, 2024, under renewable options.

In 2024, the Group entered into lease agreements with terms of 1 year ending May 31, 2025 and 2 years ending January 31, 2026 and March 31, 2026.

Following the adoption of PFRS 16, the Group recognized right-of-use asset and lease liability over the life of the lease. The asset is calculated as the initial amount of the lease liability, plus any lease payments made to the lessor before the lease commencement date, plus any initial direct costs incurred, minus any lease incentives received.

As of March 31, 2025, the Group's right-of-use asset, net of accumulated depreciation, and lease liability amounted to ₱19,765,073 (Note 16) and ₱16,740,945 (Note 19), respectively.

Logistics Agreements

MCLSI has agreements with principals to provide logistics operations services, specifically warehousing and managing delivery of the principals' products to their key accounts and sub-distributors nationwide. Under the terms of these agreements, the principals shall pay MCLSI the agreed monthly fees plus reimbursement of certain warehouse expenses.

32. OTHER MATTERS

(a) Metro Alliance vs. Commissioner of Internal Revenue
Assessment for deficiency withholding taxes for the year 1989, 1990 and 1991

On July 5, 2002, the Parent Company received a decision from the Court of Tax Appeals (CTA) denying the Parent Company's Petition for Review and ordering the payment of ₱83.8 million for withholding tax assessments for the taxable years 1989 to 1991. The Parent Company filed a Motion for Reconsideration on July 31, 2002 but this was subsequently denied by the CTA. A Petition for Review was filed with the CTA on November 8, 2002, which was also denied by the CTA. The Parent Company then appealed the decision of the CTA to the Court of Appeals (CA), which likewise denied the appeal and upheld the assessment against the Parent Company. The Parent Company, through its legal counsel, filed a Motion for Reconsideration with the CA in December 2003.

On July 9, 2004, the Parent Company received the CA resolution denying the Motion for Reconsideration. On July 22, 2004, the Parent Company filed with the CA a Motion for Extension of time to file an appeal to the Supreme Court (SC). On August 20, 2004, the Parent Company filed said appeal. On October 20, 2004, the Parent Company received the resolution of the SC denying its Petition for Review for lack of reversible error. The Parent Company filed a Motion for Reconsideration. On January 10, 2005, the SC issued an Order stating that it found no ground to sustain the Parent Company's appeal and dismissed the Parent Company's petition with finality.

On April 26, 2006, the Parent Company filed a Petition for Review before the CTA en banc. On March 7, 2007, the CTA en banc dismissed the Petition for lack of merit. The CTA en banc affirmed the CTA's decision granting the Motion for Issuance of Writ of Execution filed by the Commissioner of Internal Revenue.

As of March 31, 2025, the Parent Company has not received any order of Execution relative to this case. Accordingly, the related obligation is not currently determinable.

(b) Metro Alliance and Philippine Estate Corporation vs. Philippine Trust Company, et al., Civil Case SCA#TG-05-2519, RTC Tagaytay City Branch 18
Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, Annulment in Decrease in Interest Rates, Service Charge, Penalties and Notice of Sheriffs Sales plus Damages

On September 14, 2005, the Parent Company (MAHEC) and Philippine Estate Corporation (PHES) filed a Civil Action for Declaratory Relief, Accounting, Reformation of Contracts, and Annulment in Decrease in Interest rates, Service Charge, Penalties and Notice of Sheriffs Sale, plus Damages with prayer for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction. The case stemmed from imminent extra-judicial foreclosure of four (4) mortgaged Tagaytay lots covered by Transfer Certificate of Title (TCT) Nos. T-355222, T-35523, T-35524 and T-35552 subject to the Real Estate Mortgage executed by MAHEC and PHES securing ₱280 million loan last December 2003.

On October 6, 2005, the Regional Trial Court (RTC) of Tagaytay City issued and granted the Writ of Preliminary Injunction (first injunction). The preliminary injunction issued by the RTC stopping the foreclosure was nullified by both Court of Appeals and Supreme Court, after which Philtrust proceeded to foreclose, and acquired those properties for only ₱165.8 million. When MAHEC and PHES failed to redeem, Philtrust consolidated title and Tagaytay registry issued new TCTs cancelling PHES' TCT. On October 10, 2011, MAHEC filed Notice *Lis Pendens* vs. four (4) new TCTs of Philtrust.

The case is now back to Tagaytay RTC for trial hearings under new acting Judge Jaime Santiago. MAHEC and PHES already presented witnesses. Next trial hearing was set on April 12, 2016 for presentation of plaintiff's last witness for explanation of why the checks issued in 2004 in favor of Philtrust Bank intended to settle the loan were all dishonored and were returned unpaid.

The Parent Company was able to get the formal trial started and on-going. The Parent Company's most important move was the presentation of a very competent real estate appraiser, realtor, Cesar Santos, who was able to successfully defend in court his ₱811.6 million valuation of the foreclosed Tagaytay properties. Trial hearings are on-going, and it is now defendant Bank's turn to adduce evidence. Plaintiffs have closed their evidence presentation wherein all offered evidence were admitted, over the objections of defendant Bank. At the last hearing held on December 6, 2016, defendant Bank's star witness was subjected to Plaintiff's cross examination wherein they obtained many damaging admissions against the Bank. Plaintiff's counsels' cross-examination resumed at trial hearing last April 25, 2017.

Damages sought are ₱1,000,000 as and by way of exemplary damages and ₱500,000 as and by way of attorney's fees, litigation expenses and cost of suit.

On February 21, 2019, the defense presented its second witness, Mr. Godofredo Gonzales, an appraiser of Philippine Trust Company. However, the cross-examination of the witness was reset to June 27, 2019.

On October 17, 2019, Philtrust submitted a Formal Offer of Evidence in RTC.

In 2020, the Parent Company acknowledged the obligation to PHES, which was due and demandable on June 30, 2020. The Parent Company, however, failed to pay the amount on that date, for which, legal interest has been accrued at the end of the year. PHES and MAHEC agreed to issue a promissory note last March 15,2021 for a period of 5 years or a maturity date of March 15, 2026 to record MAHEC obligations on the foreclosed properties of PHES.

As at March 31, 2025, the case is awaiting decision of the court.

(c) <u>MAHEC, et.al. vs. Philippine Veterans Bank, et.al., Civil Case No. BCV-2011-175</u>
This is an appeal by Philippine Veterans Bank (PVB) before the Court of Appeals of the Decision of the Regional Trial Court (RTC) Br. 19 of Bacoor, Cavite which made permanent the writ of preliminary injuction issued against the defendants PVB and the Ex-Officio Sheriff of the RTC, Bacoor, Cavite, extinguished the real estate mortgage and ordered PVB to return the transfer certificates of title covering the mortgaged properties and to refund MAHEC the Php25,000,000.00 excess payment plus 6% per annum from finality of the Decision.

The civil case originated from complaint filed by MAHEC and Polymax Worldwide Ltd. before the RTC Br. 19 of Bacoor, Cavite for injunction against the Philippine Veterans Bank and the Ex-Officio Sheriff of the RTC Bacoor, Cavite to prevent the sale at public auction of real estate mortgaged under the Real Estate Mortgage dated January 19, 2004.

As of March 31, 2025, this case is awaiting notice from the Court of Appeals for PVB to file the appellant's brief.

(d) <u>MAHEC, POLYMAX & WELLEX vs. Phil. Veterans Bank., et al., Civil Case #08-555, RTC Makati Branch 145 now SC GR 2405495 and 240513</u>
Civil Action with Damages to Nullify the Foreclosure of Property

The case is an injunction suit with damages filed on July 23, 2008 in RTC-Makati to nullify the foreclosure of Pasig lot securing a ₱350 million loan obtained by MAHEC, Polymax and Wellex. Initially, Temporary Restraining Order (TRO) and preliminary injunction was issued, but afterwards, it was lifted, enabling Philippine Veterans Bank (PVB) to foreclose. In successive certiorari cases that plaintiffs filed, both Court of Appeals (CA) and Supreme Court (SC) upheld PVB. Worse yet, due to major lapse of the plaintiff's original counsels, *lis pendens* on foreclosed Pasig lot was cancelled, and in March 2012, PVB sold the lots to Zen Sen Realty Development Corporation who got new Transfer Certificate of Title (TCT). The above case was consolidated with other case of affiliated company with the same RTC. In 2013, Parent Company's legal counsel brought Zen Sen Realty Development. Corporation. as defendant also and prayed that the PVB sale to it be nullified. In October 2014, Parent Company's legal counsel dropped Zen Sen Realty as an unnecessary defendant, after which DECISION was rendered vs. PVB on January 9, 2015, declaring the ₱550M loan (total loan of MAHEC, Polymax, Wellex and other affiliated companies) as fully paid, and even over-paid; discharging all the mortgages, and voiding the 2012 sale made to Zen Sen. PVB was ordered to refund to plaintiffs the ₱3.25 million overpayment. PVB filed a motion for reconsideration which was denied. PVB filed Notice of Appeal to Court of Appeal on May 8, 2015, which the Parent Company's legal counsel questioned as defective, but the RTC ruled against the company in its May 12, 2015 Order.

Upon appeal thereof by both parties, the Court of Appeals rendered its Decision dated June 29, 2017, partly granting PVB's appeal, and declared that: (a) the legal interest of 12% per annum be applied to the principal amounts; and (b) that MAHEC, et al. remain liable to pay PVB the amount of ₱69.7 million as of November 2006. MAHEC, et al. filed their "Motion for Reconsideration" dated July 31, 2017. The Court of Appeals rendered its Amended Decision dated February 28, 2018, stating that the outstanding obligation of MAHEC, at al., if any, shall earn interest at 6% per annum from July 1, 2013 onwards, pursuant to Central Bank Circular No. 799. The Court of Appeals denied PVB's Motion for Reconsideration thereof in its Resolution dated July 2, 2018.

On August 24, 2018, MAHEC, et.al filed with the Supreme Court its "Petition for Review on Certiorari" dated August 22, 2018. This was consolidated with PVB's "Petition for Review" dated August 24, 2018, which was previously raffled to the Supreme Court's Third Division.

In G.R. No. 240495, Parent Company received a copy of PVB's 'Comment/Opposition" dated October 30, 2019. On December 4, 2019, MAHEC, et al. filed "Motion to Admit Reply" with attached Reply, both dated November 28, 2019.

In G.R. No. 240513, MAHEC, et al. already "Comment (On the Petition for Review dated August 24, 2018)" dated August 30, 2019.

On February 23, 2021, the case was set for the presentation of plaintiffs' evidence. However, the case was rescheduled on June 22, 2021 due to lack of return card of the notice of the hearing sent to defendant's counsel.

On April 18, 2022, MAHEC et al received the Supreme Court's Notice of Judgment dated April 4, 2022 with attached Decision dated September 15, 2021, rendered in the case which they filed to restrain PVB from foreclosing on the Pasig property. Thereafter, PVB filed its undated Motion for Reconsideration on May 5, 2022.
In its Resolution dated August 15, 2022, the Supreme Court denied PVB's Motion for Reconsideration, and issued the Entry of Judgment dated August 15, 2022 on October 13, 2022, stating that the Decision became final and executory on August 15, 2022. Thus MAHEC, et al filed their Motion for Issuance of a Writ of Partial Execution dated October 24, 2022, praying that the trial court issue a writ of partial execution.

In response, PVB filed its Opposition dated November 2, 2022, praying that MAHEC, et al.'s Motion should be denied. In its order dated November 7, 2022, the trial court partially granted MAHEC et al.'s Motion and issued a Writ of Execution of even date, ordering its Sheriff to demand the Register of Deeds, Pasig City, to: (a) cancel PVB's TCT No. 011-2010000057 over the Pasig Property; and (b) reconstitute Wellex's TCT No. PT-101589 thereover.

The parties filed their respective Motion for Partial Reconsideration. MAHEC, et. al. prayed that the order securities mortgaged to the loan must be discharged and released, as decided by the trial court in its Decision dated January 9, 2015, and attached to their Motion appraisal reports showing the amounts of reasonable rent to which Wellex is entitled. On the other hand, PVB argued in its Motion that Wellex's TCT No. PT-101589 cannot be reconstituted because the Pasig Property was already transferred to a third party, Zen Sen Realty Development Corporation. The trial court denied both Motions.

Meanwhile, the trial court's Sheriff reported to MAHEC, et.al. that despite their demand on the Register of Deeds, Pasig City, the latter was unable to reconstitute Wellex's TCT No. PT-101589 over the Pasig Property. However, on January 16, 2023, the Register of Deeds of Pasig City, subsequently complied with the Writ and: (a) reported that PVB's TCT No. 011-201000057 has already been cancelled; and (b) duly issued TCT No. 011-2023000787 over the Pasig Property, in the name of Wellex. Thus, the Decision has been partially satisfied as regards the portion of the judgment award directing the Register of Deeds of Pasig City to reconstitute the title of the Pasig Property in favor of Wellex.

Thereafter, PVB filed its "Motion for the Issuance of a Writ of Execution" dated March 10, 2023, praying that the trial court issue a writ of execution ordering MAHEC, et. al. to pay to PVB their outstanding principal obligation of Php66,202,988.64, plus interest until full payment, and/or garnish upon MAHEC, et. al.'s properties not exempt from execution in the event they refuse to pay said amounts.

In response, MAHEC, et. al. filed their Opposition dated March 28, 2023 opposing the same for being grossly premature and for utter lack of merit, considering that legal compensation may take place as regards the respective judgment awards in favor of Wellex and PVB, for reasonable rent and the amount of the outstanding loan obligation plus interest, respectively.

The cases were re-raffled to RTC-Makati, Branch 56. Upon MAHEC, et al.'s motion, in its Order dated August 10, 2023, the presiding judge of RTC-Makati, Branch 56 voluntarily inhibited himself from presiding in this case because he was formerly part of Wellex's corporate counsel. Thus, these cases were re-raffled to RTC-Makati, Branch 142, on August 22, 2023.

On September 27, 2023, MAHEC et. al. filed an Omnibus Motion seeking the RTC Makati, Branch 142's determination of the reasonable amount of rent due to Wellex from PVB over the Pasig property.

After hearings were conducted, in its Order dated May 31, 2024, the RTC Makati Branch 142 ordered the execution and implementation of the Supreme Court's Decision: (a) Ordered the restoration to Wellex the actual possession of the Pasig Property, by serving a formal written notice on Wellex, that it can freely occupy and exercise acts of dominion on the Pasig property; (b) Wellex is entitled to reasonable rent from PVB in the amount of Php137,862,000.96, and the recurring amount of Php39,664,450.00 per year reckoned from June 1, 2024 until Wellex is physically restored in actual possession of the Pasig property; and (c) Legal compensation was recognized between the concurrent obligations of the parties. Consequently, MAHEC/Polymax's obligation in the amount of Php204,696,013.31 was considered extinguished, while PVB was further directed to pay MAHEC/Polymax et.al. its remaining balance of reasonable rent in the amount of Php137,860,000.96 and will continue to pay Php39,664,450.00 per year, as reasonable rent, from June 1, 2024 until Wellex is physically restored in actual possession of the Pasig property; and (d) PVB was directed to immediately return to them the transfer certificate of title and stock certificates evidencing all collaterals or mortgages securing the loan.
After PVB's Motion for Reconsideration dated July 15, 2024 was denied, a Writ of Execution dated October 18, 2024 was issued. On October 30, 2024, the court sheriff implemented the writ and PVB preformed the ff: (a) PVB issued its "Certificate of Turn-Over" of even date, declaring that it does not have possession of the Pasig Property and that Wellex can now freely acquire possession thereof; (b) On November 11, 2024, PVB delivered the titles and collateral documents securing the loan to the Sheriff; and (c) On November 15, 2024, PVB paid MAHEC the amount of Php137,862,000.96 which is equivalent to the full monetary judgment specified in the Writ.

On January 8, 2025, the court sheriff served a copy of the Writ to the previous registered owner of the Pasig property (buyer of the Pasig property), directing it to serve formal written notice on Wellex, that it can freely occupy and exercise acts of dominion on the Pasig property.

As of the filing of this report, the court sheriff is awating: (a) confirmation from the Register of Deeds that all collaterals and mortgages securing the subject loan has indeed been released and discharged; and (b) the formal written notice to Wellex has been served.

(e) Philippine Veterans Bank vs. Hon Rainald C. Paggao, et.al CA G.R. No. SP No. 185926, Court of Appeals, Manila Seventeenth Division

Petition for Certiorari and Prohibition (With Urgent Prayer for the Issuance of a Temporary Restraining Order and Writ of Preliminary Injunction and/or Restraining Order and Writ of Preliminary Injunction and/or Other Injunctive Remedies)

On September 16, 2024, PVB filed the above motion before the Court of Appeals to: (a) restrain the implementation of the RTC, Makati City Branch 142's May 31 and August 15, 2024 Orders in relation to the preceding case; (b) declare said Orders void, and issued with grave abuse of discretion; (c) declare that the market value of the Pasig property from 2010 to present is zero, or in the alternative, that the monthly rental cannot exceed Php100,000; and (d) command MAHEC, et.al. to pay PVB the principal loan of Php66,202,988.64 plus interest, until full payment, which as of May 22, 2024 is Php206,420,918.58.

On December 16, 2024, MAHEC et.al filed their Manifestation and Motion of even date, arguing that PVB's prayer to enjoin the RTC-Makati Branch 142 from implementing the May 31 and August 15 2024 Orders, which execute the final and executory Supreme Court's Decision, has been rendered moot and academic due to PVB's voluntary compliance with the Writ.

On December 18, 2024, respondents received the court's Resolution dated December 5, 2024, ordering them among others, to: (a) file a Comment on the Petition; and (b) show cause why no temporary restraining order and/or writ of preliminary injunction should issue within ten (10) days from notice thereof.
Pursuant thereto, MAHEC et.al. filed their: (a) Compliance; and (b) Comment, both dated January 2, 2025 on even date.

As of the filing of this report, the Petition is still pending resolution.

(f) There are other pending minor legal cases against the Parent Company. Based on the facts of these cases, management believes that its positions have legal merits and the resolution thereof will not materially affect the Parent Company's financial position and result of operations.

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METRO ALLIANCE HOLDINGS & EQUITIES CORP.
AND SUBSIDIARIES
APPENDIX A – FINANCIAL SOUNDNESS

	Jan. - Mar. 31 2025	Jan. - Mar. 31 2024
Profitability ratios:		
Return on assets	**0.11%**	(0.34%)
Return on equity	**6.88%**	(34.90%)
Net profit margin	**1.78%**	(5.19%)
Solvency and liquidity ratios:		
Current ratio	**90.91%**	84.88%
Debt to equity ratio	**62.32%**	(10259.57%)
Quick Ratio	**26.78%**	19.94%
Financial leverage ratio:		
Asset to equity ratio	**6331.74%**	(10159.57%)
Debt to asset ratio	**98.42%**	100.98%
Interest rate coverage ratio	**NIL**	NIL

METRO ALLIANCE HOLDINGS & EQUITIES CORP. AND SUBSIDIARIES

RECEIVABLES AGING SUMMARY
As of March 31, 2025

	Current	0 - 30	31 - 60	61 - 90	91 - 120	121+	Total
Notes receivable	₱–	₱–	₱–	₱–	₱–	₱143,865,021	₱143,865,021
Trade receivable	–	1,752,867	8,005,739	3,198,978	6,289,025	75,866,285	95,112,894
Due from affiliates	–					5,308,706	5,308,706
Others	–					43,897,849	43,897,849
Subtotal	–	1,752,867	8,005,739	3,198,978	6,289,025	268,937,861	288,184,470
Allowance for doubtful accounts							(149,900,442)
	₱–	₱1,752,867	₱8,005,739	₱3,198,978	₱6,289,025	₱268,937,861	₱138,284,028