SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
   - ○ Preliminary Information Statement
   - ◉ Definitive Information Statement
2. Name of Registrant as specified in its charter
   Bright Kindle Resources & Investments, Inc.
3. Province, country or other jurisdiction of incorporation or organization
   Manila, Philippines
4. SEC Identification Number
   102165
5. BIR Tax Identification Code
   000-803-498-000
6. Address of principal office
   16th floor, Citibank Tower, Paseo de Roxas, Makati City
   Postal Code
   1227
7. Registrant's telephone number, including area code
   (+632)833-0769
8. Date, time and place of the meeting of security holders
   December 4, 2018, 2PM, Turf Room, Manila Polo Club, Inc.
9. Approximate date on which the Information Statement is first to be sent or given to security holders
   Nov 12, 2018
10. In case of Proxy Solicitations:

   Name of Person Filing the Statement/Solicitor
   -
   Address and Telephone No.
   -

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	1,528,474,000

13. Are any or all of registrant's securities listed on a Stock Exchange?
   ◉ Yes ○ No
   If yes, state the name of such stock exchange and the classes of securities listed therein:

BKR
Bright Kindle Resources & Investments, Inc.

Bright Kindle Resources & Investments Inc.
BKR

PSE Disclosure Form 17-5 - Information Statement for Annual or Special Stockholders' Meeting
References: SRC Rule 20 and Section 17.10 of the Revised Disclosure Rules

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Date of Stockholders' Meeting	Dec 4, 2018
Type (Annual or Special)	Annual
Time	2PM
Venue	Turf Room, Manila Polo Club, Inc., McKinley Road, Forbes Park, Makati City
Record Date	Oct 26, 2018

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information
Please see attached.

Filed on behalf by:

Name	Raquel Frondoso
Designation	Compliance officer

COVER SHEET

1	0	2	1	6	5				

SEC Registration Number

BRIGHT KINDLE RESOURCES INC.
(formerly BANKARD INC.)

(Company's Full Name)

16th Floor Citibank Tower
8741 Paseo de Roxas Makati City
Metro Manila

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

Atty. Diane Madelyn Ching
(Contract Person)

(02) 821 2202
(Company Telephone Number)

1	2		3	1

Month *Day*
(Fiscal Year)

2	0	-	I	S

(Form Type)

0	5		2	4

Month *Day*
(Annual Meeting)

DEFINITIVE INFORMATION STATEMENT

Secondary License Type, If Applicable)

Corporation Finance Department
Dept. Requiring this Doc.

N/A
Amended Articles Number/Section

632
Total No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign
	N/A

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SEC Number 102165
File Number _______

BRIGHT KINDLE RESOURCES & INVESTMENTS INC.
(formerly BANKARD INC.)

16th Floor Citibank Tower,
8741 Paseo de Roxas, Makati City

31 December 2017
(Fiscal Year Ending)

04 December 2018
(Annual Meeting)

Definitive Information Statement
SEC Form 20 - IS

Form Type

Not Applicable

Amendment Designation (if applicable)

Not Applicable

(Secondary License Type and File Number)

LCU

DTU

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box: [ ] Preliminary information Statement
[x] **Definitive Information Statement**

2. Name of Registrant as specified in its charter: **BRIGHT KINDLE RESOURCES & INVESTMENTS INC. (FORMERLY BANKARD INC.)**

3. Province, country or other jurisdiction of incorporation or organization: **METRO MANILA, PHILIPPINES**

4. SEC Identification Number: **102165**

5. BIR Tax Identification Code: **000-803-498-000**

6. Address of principal office: **16th Floor Citibank Tower, Paseo de Roxas, Makati City**

7. Registrant's telephone number, including area code: **(632) 8176046**

8. Date, time and place of the meeting of security holders

DATE	-	**04 December 2018**
TIME	-	**2pm**
PLACE	-	**Turf Room of Manila Polo Club, Inc.**

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **12 November 2018**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Section 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
COMMON SHARES	**1,528,474,000 (as of 30 September 2018)**

11. Are any or all registrant's securities listed on a Stock Exchange? Yes (/) No ( )
All common shares are listed in the Philippine Stock Exchange

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
NOV 12 2018
MARKET REGULATION DEPT.
BY: TIME: 3:10

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of **Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.)** (the "Company") will be held on Tuesday, **4 December 2018** at **2:00 pm** at the **Turf Room of Manila Polo Club, Inc. Mckinley Road, Forbes Park, Makati City**, to consider and act on the following:

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
NOV 12 2018
MARKET REGULATION DEPT.
BY:
TIME: 3:10

AGENDA

1. Call to Order
2. Certification of Quorum
3. Approval of Minutes of the previous meeting
4. Approval of Management Report and Audited Financial Statements
5. Authority to Act as Surety and to Mortgage its Asset for the Loan or Credit Accommodation of Alumina Mining Phils. Inc.
6. Ratification of Management's Acts
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

An organizational Board of Directors' meeting will follow right after the adjournment of the Stockholders' meeting.

In case you cannot personally attend the meeting, you may appoint a proxy to represent you by accomplishing the proxy form. Such proxy form should be submitted to the Office of the Corporate Secretary not later than 5:00 pm on **23 November 2018** to:

Attention: Diane Madelyn C. Ching
Bright Kindle Resources & Investment Inc.
c/o 4th Floor Citibank Center, 8741 Paseo de Roxas, Makati City

No proxy bearing a signature which is not legally acknowledged by the Secretary and verified by the authorized signatory of the Company's Stock Transfer Agent, Stock Transfer Services Inc. shall be honored at the meeting. If the stockholder is a corporation, a Secretary's Certificate of the board resolution designating the proxy and the authorized officer to execute the proxy should be submitted together with the proxy. Validation of proxies will be made on **28 November 2018.** Standing proxies on file with the Company will be recognized unless specifically revoked or a new proxy is received by the Company.

Only stockholders of record at close of business on **26 October 2018** shall be entitled to notice of or to vote or be voted at the scheduled meeting.

The Management is not asking you for a proxy nor is it requesting you to send a proxy in its favor.

Very truly yours,

DIANE MADELYN C. CHING
Corporate Secretary

PART 1
INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

a. Date, time and place of the meeting : **4 December 2018**
2:00pm
Turf Room of Manila Polo Club, Inc.

b. Complete mailing address of principal office: **16th Floor Citibank Tower, Paseo de Roxas, Makati City**

c. Approximate date on which the Information Statement is first to be sent or given to security holders: **12 November 2018**

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

Item 2. DISSENTERS' RIGHT OF APPRAISAL

There are no matters to be taken up during the annual stockholders' meeting with respect to which the law allows the exercise of appraisal right by any dissenting stockholder. The Corporation Code limits the exercise of the appraisal right to the following instances:

a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);

b. In case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Section 81);

c. In case of merger or consolidation (Section 81);

d. In case of investments in another corporation, business or purpose (Section 42).

The appraisal right may be exercised by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the corporation.

The appraisal right shall be exercised in accordance with Title X of the Corporation Code.

Item 3. INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

There is no substantial interest, direct or indirect, by security holdings or otherwise, of each of the following persons in any matter to be acted upon, other than the election to office:

1. Each person who has been a director or officer of the registrant at any time since the beginning of the last fiscal year:
2. Each nominee for election as a director of the registrant;
3. Each associate of any of the foregoing persons.

There is no director of the registrant who has informed the company in writing that he intends to oppose any action to be taken by the registrant at the meeting and indicated the action which he intends to oppose.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities
As of 30 September 2018, 1,528,474,000 Common shares are outstanding, and are entitled to be represented and vote at the Annual Stockholders' Meeting. Each share is entitled to one vote.

Record Date
Only stockholders of record as of **26 October 2018** shall be entitled to notice and vote at the meeting.

Manner of Voting

The By-Laws of the Company provides that every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him which has voting power upon the matter in question. The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting, except with respect to the procedural questions determined by the chairman of the meeting, shall be by viva voce or show of hands.

Article II Section 8 of the By-Laws of the Company provides that the Directors shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes in the same principle among any number of candidates.

As of 30 September 2018

Title of Class	Foreign	Local	Total Outstanding
Common	6,037,053 shares 0.39% percent of class	1,522,436,947 shares 99.61% percent of class	1,528,474,000 shares 100% percent of class

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Owners of more than 5% of voting securities as of 30 September 2018

Title of Class	Name, Address of Record and Relationship with Issuer	Name of Beneficial Owner /Relationship with Record Owner	Citizen-ship	Number of Shares Held	Percent of Class
Common	-PCD Nominee Corporation[1] -Tower 1 – Ayala Triangle Makati Avenue cor. Paseo de Roxas Makati City -Registered owner in the books of stock transfer agent	-RYM Business Management Corp./ Client	Filipino	1,170,159,989	76.56%
Total				1,170,159,989	76.56%

Atty. Remegio Dayandayan Jr. as President of RYM shall represent and vote the shares held by RYM in the Annual Stockholders' Meeting.

(2) Security Ownership of Management as of 30 September 2018:

Title of Class	Name Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of Class
Common	Cesar C. Zalamea	1000/ Direct	Filipino	0.00%
Common	Macario U. Te	16,001,000/Direct; 35,000,000/Indirect	Filipino	3.33%
Common	Augusto C. Serafica, Jr.	1000/ Direct	Filipino	0.00%
Common	Carlos Alfonso T. Ocampo	1000/ Direct	Filipino	0.00%
Common	Vicente V. Mendoza	1000/Direct	Filipino	0.00%
Common	Remegio C. Dayandayan Jr.	1000/ Direct	Filipino	0.00%
Common	Minda de Paz	1000/ Direct	Filipino	0.00%
Common	Isidro C. Alcantara, Jr.	1000/ Direct; 43,919,000/ Indirect	Filipino	2.87%

1 *PCD Nominee Corporation, a wholly-owned subsidiary of Philippine Central Depository, Inc ("PCD") is the registered owner of the shares in the books of the Company's transfer agents in the Philippines. The beneficial owners of such shares are PCD's participants, who hold the shares on behalf of their clients. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.*

Common	Hermogene H. Real	1000/Direct	Filipino	0.00%
Common	Rolando S. Santos	1000/ Direct	Filipino	0.00%
Common	Diane Madelyn C. Ching	159,000/ Indirect	Filipino	0.00%
	Total – Directors as a group	94,929,000	Filipino	6.21%
	Total – Officers as a group	159,000	Filipino	0.00%

There is nothing to disclose with respect to voting trust holders of 5% or more.

Item 5. DIRECTORS AND EXECUTIVE/CORPORATE OFFICERS

1. Current Directors and key executive officers of the Corporation:

Cesar C. Zalamea	87	Chairman of the Board/Director	Filipino
Isidro C. Alcantara, Jr.	62	President/Director	Filipino
Macario U. Te	86	Director	Filipino
Augusto C. Serafica. Jr.	54	Director	Filipino
Carlos Alfonso T. Ocampo	50	Independent Director	Filipino
Vicente V. Mendoza		Independent Director	
Remegio C. Dayandayan Jr.	35	Director	Filipino
Minda P. de Paz	75	Director	Filipino
Rolando S. Santos	66	Director/ Vice President and Treasurer	Filipino
Hermogene H. Real	60	Director/ Assistant Corporate Secretary	Filipino
Diane Madelyn C. Ching	33	Corporate Secretary	Filipino

All Directors shall hold office until the new Board of Directors are elected during the Company's annual stockholders' meeting.

Incumbent Directors

Cesar C. Zalamea
Chairman of the Board
January 03, 2014 to present
87 years old/Filipino

Mr. Cesar C. Zalamea was elected Chairman of Bright Kindle Resources Inc. (formerly Bankard Inc.) in January 2014. He serves as Chairman of Marcventures Holdings Inc. and Chairman of Marcventures Mining and Development Corp. Currently, he is an Independent Director of Araneta Properties Inc., a company he joined as Director in December 2008. He is also a member of the Advisory Board of Campbell Lutyens & Co. Ltd.. an investment advisory company based in the U.K. In 1945, Mr. Zalamea joined AIG where he started as an Investment Analyst at the Philippine American Life Insurance Company (PHILAMLIFE). He went up the corporate ladder of Philamlife and he became President of the Company in May 1969. While he was with Philamlife, he was loaned to the Program Implementation Agency (PIA) in 1964 as Deputy Director General. PIA was an economic group that reported directly to the President of the Philippines. He returned to Philamlife in 1965. In 1969, Mr. Zalamea was appointed Member of the Monetary Board of the Central Bank of the Philippines representing the private sector . In 1981, he left Philamlife to become Chairman of the Development Bank of the Philippines. He also had to resign from being a member of the Monetary Board when he went to the DBP. In 1986, he left the DBP to go back to AIG. He was then stationed in Hong Kong to be the first President of the AIG Investment Corporation (Asia) Ltd . At this time, he was elected to serve as Director in many AIG affiliated companies in Asia, like the AIA Insurance Co., Nan Shan Life Insurance Co. and Philamlife. In 2005 he left AIG to work directly with

Mr. Maurice R. Greenberg at the C.V.STARR Companies. He was appointed President and CEO of the Starr Investment Co. {Asia} Ltd. In 2008 he became Chairman of this Company until he retired in 2010. He obtained his B.S. in Accounting and Banking from the Colegio de San Juan de Letran where he graduated as valedictorian. Mr. Zalamea received his MBA from New York University.

Isidro C. Alcantara, Jr.
Director and President
January 03, 2014 to present
62 years old/Filipino

Isidro C. Alcantara, Jr. was elected as President and Director in January 2014. Mr. Alcantara is the President of Financial Risk Resolution Advisory, Inc. He also serves as Director and President of Marcventures Holdings Inc. and Vice Chairman and Director of Marcventures Mining and Development Corporation. He has been a Director of Benguet Corp. since November 2008. He served as Senior Vice President & Head of Corporate & Institutional Banking at Hongkong and Shanghai Corporation (HSBC). He was elected President and Chief Executive Officer of Philippine Bank of Communications (PBCom), Manila, Philippines from 2000 to 2004. In addition, he served as Executive Vice President of Corporate Banking Group of Equitable PCI Bank (EPCIB) from 1981 to 2000. He served as Director of Bankers Association of the Philippines from 2000 to 2003. Mr. Alcantara also served at Bancom Finance Corporation, PCI Bank & Insular Bank of Asia & America (a Bank of America Affiliate) from 1975 to 1981. He is a Certified Public Accountant. He obtained his BSC Accounting and BS Economics degrees from De la Salle University graduating Magna cum Laude. He also attended the Special Studies in International Banking at the Wharton School, University of Pennsylvania

Macario U. Te
Director
January 03, 2014 to present
86 years old/Filipino

Mr. Macario U. Te was elected Director in January 2014. He is the current director of Marcventures Holdings Inc. He was the previous President of Macte International Corp. and Linkwealth Construction Corp, Chairman of Autobus Industries Corporation and CEO of M.T. Holdings Inc. He previously sat as director in the following companies: Bulawan Mining Corp., PAL Holdings Inc,, Philippine National Bank, Oriental Petroleum and Minerals Corp., Gotesco Land Inc., PNB Capital and Investment Corp., PNB General Insurers Co. Inc., PNB Holdings Corp., PNB Remittance Center, PNB Securities Inc., PNB-IFL, PNB Italy SPA, Balabac Resources and Holdings, Nissan North EDSA, Beneficial- PNB Life and Insurance Co., Inc., Waterfront Phils., Fontana Golf Club, Inc., Baguio Gold Holding Corp., Traders Royal Bank, Traders Hotel, Pacific Rim Oil Resources Corporation, Link World Construction Development Corporation, Suricon Resources Corporation, Alcorn Petroleum & Minerals Corp., Associated Devt. Corp., and Palawan Consolidated Mining Corporation. Mr. Te obtained his Bachelor of Science in Commerce from Far Eastern University.

Augusto C. Serafica, Jr.
Director
January 03, 2014 to present
53 years old/Filipino

Mr. Augusto C. Serafica, Jr. was elected Independent Director in January 2014. He sits as Chairman of Board in the following companies: Premiere Horizon Alliance Corporation, Digiwave Solutions Inc., AOB Management Corporation, TLC Manna Consulting Inc., Global

Idealogy Corporation He is also the Managing Director of Asian Alliance Investment Corporation and Asian Alliance Holdings and Development Corp. He is currently the Treasurer of Sinag Energy Philippines Inc., Ardent Property Development Corporation. He serves as director of Marcventures Holdings Inc. and Investment House Association of the Philippines. He is the Chairman of the AIM Alumni Association, Treasurer of the AIM Leadership Foundation Inc., and Chapter Head of the Brotherhood of Christian Businessmen and Professionals- Makati Chapter. He was previously connected with Sycip, Gorres, Velayo & Co. from 1985-1989. He obtained his Bachelor of Commerce in Accountancy from San Beda College and Master in Business Management from Asian Institute of Management. Mr. Serafica is a Certified Public Accountant.

Carlos Alfonso T. Ocampo
Independent Director
January 03, 2014 to present
50 years old/Filipino

Atty. Carlos Alfonso T. Ocampo was elected as Independent Director in January 2014. He is also an independent director of Marcventures Holdings, Inc. He is the founder of Ocampo & Manalo Law Firm. He is a member of the Board in various corporations, including MAA General Assurance Phils. Inc., Columbian Autocar Corporation, Asian Carmakers Corp., Jam Transit Inc., Prestige Cars Inc., Autohaus Quezon City Inc., Timebound Trading Corp., and Subic Air, Inc. He is the Corporate Secretary of PSI Healthcare Development Services Corp., PSI Prescription Solutions Corp., Adrianse Phils. Inc., Bluelion Motors Corp., First Charters and Tours Transport Corp., Brycl Resorts and International Inc., AVK Philippines Inc., Jam Liner Inc., and Manila Golf and Country Club. He previously served as Vice President and General Counsel of Air Philippines Corporation. Atty. Ocampo obtained his Bachelor of Laws from the University of the Philippines. Upon graduation from college, he was admitted into the honor societies of Phi Kappa Phi and Pi Gamma Mu. He completed an Executive Management Program at the Asian Institute of Management in 1997 and previously taught business law at the College of St. Benilde at De La Salle University. In 2013, he was named as a leading adviser as well as a commercial law expert by Acquisition International and Global Law Experts, respectively. In 2014, AsiaLaw named him as one of the leading lawyers in the Philippines primarily for his contributions in commercial law. He was awarded a certificate of completion for the Mastering Negotiation: Building Agreements Across Boundaries Program, April 2016, from the John F. Kennedy School of Government at Harvard University, Executive Education.

Justice Vicente V. Mendoza
Independent Director
April 10, 2018 to present
85 years old/Filipino

Justice Vicente V. Mendoza was elected Independent Director in April 2018. He was as an Associate Justice of the Supreme Court from 1994 to 2003. In 1980, he served as an Associate Justice of the Court of Appeals until his appointment as its Presiding Justice in 1994. He was a member of the Presidential Electoral Tribunal from 1994-2003 and of the House of Representatives Electoral Tribunal from 1999-2003. He served in the office of the Solicitor General, Department of Justice, first as a Solicitor from 1971-1973 and later as Assistant Solicitor General from 1973 to 1980, successfully handling constitutional litigation for the Government. He has been a Faculty member at the University of the Philippines College of Law since 1967 to the present and gave bar review classes from 1978 to 1994.

Justice Mendoza was admitted to the Philippine Bar in 1958 and was a visiting scholar at the Harvard Law School in the fall term in 1976. He has authored several law books and has written several articles published in law journals. He was conferred an LLM degree by Yale Law School in 1971 and graduated from the UP College of Law in 1957.

Remegio C. Dayandayan, Jr.
Director
March 26, 2014 to present
34 years old/Filipino

Atty. Remegio C. Dayandayan, Jr. was elected Director in March 2014. He currently sits as Director and President of RYM Business Management Corporation and the Philippine Manila Standard Publishing Inc. He was previously an associate of Dum lao Moraleda Antonano and Tuvera Law Offices from February 2008 to March 2009. He was also a Subjective Discovery Reviewer of Escaler and Company Inc.-LPO from May 2008 to March 2009. Atty. Dayandayan obtained his degrees in Bachelor of Arts major in Political Science from the University of San Carlos in 2001 and Bachelor of Laws from San Beda College-Mendiola in 2007. He was admitted to the Philippine Bar in 2008.

Minda P. de Paz
Director
March 26, 2014 to present
73 years old/Filipino

Ms. Minda P. De Paz was elected Director in March 2014. She serves as Director and President of Philippine Collective Media Corporation and Universal Re Condominium Corporation as well as Director and Treasurer of RYM Business Management Corporation and Lubenico Inc. She is also a Director of Sequioa Business Management Corp. and a project coordinator of CPG Joint Venture. Ms. De Paz previously worked at the Philippine National Bank (PNB)-Ormoc City from 1963 to 1977. She then became a Supervising Commission on Audit (COA) Auditor of PNB-Escolta from 1977 to 1979. She served as COA Corporate Auditor of the National Home Mortgage Finance Corporation from 1979 to 1984 and Home Mutual Development Fund from 1981 to 1982. She also became an accountant of Nieva Realty and Development Corporation, D.S. Tantuico and Associates Law Office, Almega Managment and Investments Inc. from 1984 to 2005. Ms. de Paz obtained her Bachelor of Commerce in Accountancy from St. Paul's College, Tacloban City. She is a Certified Public Accountant

Rolando S. Santos
Director and Vice President and Treasurer
January 03, 2014 to present
66 years old/Filipino

Mr. Rolando S. Santos was elected Director in May 2014 and Vice President and Treasurer in January 2014. He serves as Treasurer of Marcventures Holdings Inc., Marcventures Mining and Development Corp. and Prime Media Holdings Inc. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013. He served as Branch Head in Diliman, Quezon City to Area Head for Metro and Provincial branches of the Bank of Commerce from 1984 to 2001. He also served as Branch head in West Avenue, Quezon City and Marikina branches of the Producers Bank of the Philippines from 1981 to 1984. He worked at the Far East Bank and Trust Co. from 1972 to 1981. He was also employed as a liaison officer of the Malacanang Information and Assistance Unit from 1970 to 1972. He obtained his degree in Bachelor of Science in Business Administration from the University of the East.

Hermogene H. Real
Director and Assistant Corporate Secretary
January 03, 2014 to present
59 years old/Filipino

Atty. Hermogene H. Real was elected Director in May 2014 and Assistant Corporate Secretary in January 2014. She serves as Director of Philippine Collectivemedia Corporation (2008 to present), as Corporate Secretary of Benguet Corporation (2000 to present) and Universal Re Condominium Corporation (1997 to 2009, 2010 to present), as Assistant Corporate Secretary of Doña Remedios Trinidad Romualdez Medical Foundation, Inc. (1996 to present), Benguetcorp Nickel Mines, Inc. (2009 to present). She is a lawyer in D.S. Tantuico and Associates (1998 to present). She previously held the following positions: Chairman of the Board and President of Philippine Collectivemedia Corporation (2008 to 2010); Corporate Secretary of Trans Middle East Phils. Equities, Inc. (1996 to 2006); and Assistant Corporate Secretary of Equitable PCI Bank, Inc. (2005-2006).

Key Officers:

Diane Madelyn C. Ching
Corporate Secretary
January 03, 2014 to present
33 years old/Filipino

Atty. Diane Madelyn C. Ching was elected as Corporate Secretary in January 2014. She serves as General Counsel and Assistant Corporate Secretary of Marcventures Holdings Inc. and its subsidiary, Marcventures Mining and Development Corp. She sits as director of Prime Media Holdings Inc. where she was previously appointed as Corporate Secretary in 2013. She provides legal consultancy services to PLDT Global (Philippines) Corp. Atty. Ching was an associate of Ocampo & Manalo Law Firm from March 2010 to June 2013. She obtained her degrees in Bachelor of Secondary Education major in Economics and Bachelor of Arts major in Psychology from De La Salle University-Manila graduating Honorable Mention. She passed the Licensure Examination for Teachers in 2004. She worked as a Research Analyst of the Mergers and Acquisitions, Asia Pacific Region Division of Thomson (Philippines) Inc. (now Thomson Reuters). She obtained her Bachelor of Laws from San Beda College-Mendiola in 2009 and was admitted to the Philippine bar in 2010.

Nomination Committee and Nominees for Election as Members of the Board of Directors

The Nomination Committee is composed of three (3) members with one (1) independent director. This committee is responsible for assisting the Board of Directors in evaluating qualifications of all persons nominated to the Board or to other positions requiring Board appointment; evaluating whether individual directors are able to carry out his/her duties; making recommendations to the Board on continuing education of directors, and assignment to board committees; and determining compensation of officers and directors of the Company base on their qualifications and duties.

Nomination Committee	
Cesar C. Zalamea	Chairman
Isidro C. Alcantara, Jr.	Member
Carlos Alfonso T. Ocampo	Member

The Nomination Committee has come up with the final list of nominees in the coming Election of Directors during the Annual Stockholders' Meeting on 4 December 2018 as follows:

Regular Directors:

Cesar C. Zalamea
Isidro C. Alcantara, Jr.
Macario U. Te
Remegio C. Dayandayan
Augusto C. Serafica, Jr.

Hermogene H. Real

Rolando S. Santos
Minda de Paz
Diane Madelyn C. Ching

Independent Directors:

Carlos Alfonso T. Ocampo
Vicente V. Mendoza

The Nomination and Compensation Committee determined that the candidates possess all the qualifications and none of the disqualifications as director or independent director.

None of the directors and executive officers named above is related.

The Independent Directors, Atty. Carlos Alfonso T. Ocampo, and Justice Vicente V. Mendoza were nominated by Mr. Isidro C. Alcantara, Jr. Both nominees are not related to Mr. Alcantara. They possess the qualifications and none of the disqualifications of an independent director pursuant to the nomination and election of independent directors in SRC Rule 38. The Company will submit updated Certifications within thirty (30) days after their election.

At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes in the same principle among any numbers of candidates.

The additional nominees for regular directors to the Board may be submitted on the floor for the election of directors during the meeting. However, only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nominations for Independent Directors shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual stockholders' meeting.

Period in Which Directors and Executive Officers Should Serve

The directors and executive officers should serve for a period of one (1) year.

Term of Office of a Director

The eleven (11) directors shall be stockholders and shall be elected annually by the stockholders owning majority of the outstanding capital stock for a term of one (1) year and shall serve until the election and qualification of their successors.

Any vacancy in the board of directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employee

The company is not highly dependent on any individual who is not an executive officer.

Family Relationships

There are no family relationships among the officers listed.

Interest on Certain Matters to be Acted Upon

No director or officer of the Corporation has substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

As far as the Corporation is aware, none of the directors, officers or members of the Company's senior management have, during the last five years and to date, been subject to any of the following:

a) any bankruptcy, petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to the time;
b) any conviction by final judgment of any offense in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; and
d) found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS

There are no significant transactions entered into by the Company in the normal course of business with related parties except as discussed in note 13 to the audited Financial Statements.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Summary of Compensation Table

Information as to aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to Bright Kindle Resources & Investments, Inc.'s Chief Executive Officer and four other most highly compensated executive officers is provided below:

Summary of Compensation Table

Information as to aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to Bright Kindle Resources & Investments, Inc.'s Chief Executive Officer and four other most highly compensated executive officers is provided below:

SUMMARY OF COMPENSATION TABLE

Names	Position	SALARY	BONUS	PER DIEM
Cesar Zalamea Isidro C. Alcantara, Jr. Rolando S. Santos Diane Madelyn Ching Hermogene H. Real Reuben F. Alcantara Leddie D. Gutierrez	Chairman President Treasurer Corporate Secretary Asst. Corporate Secretary VP-Marketing VP Internal Audit			
All above named officers as a group	2018 Estimated			₱150,000.00
	2017			50,000.00
	2016			35,294.13
	2018 Estimated			180,000.00
All other officers and directors as group unnamed	2017	-		50,000.00
	2016	-	-	94,117.65

The 2018 estimated compensation for directors and executive officers is subject to changes as the Board through the Compensation Committee is continuously reviewing the directors' and executive officers' compensation which shall be in accordance with the parameters set by the Corporation's by-laws and other industry standards.

Compensation of Directors

(a) Standard Arrangements

Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

(b) Other Arrangements

None.

Employment Contract and Termination of Employment and Change-in-Control Arrangements

For the year ended December 31, 2015, the Corporation engaged consultants and employees from outsourcing agencies to perform its day to day transactions.

Warrants and Options Outstanding: Repricing

The above-named executive officers and directors, and all officers and directors as a group, do not hold equity warrants or options as the company does not have any outstanding equity warrants or options.

Item 7. INDEPENDENT PUBLIC ACCOUNTANTS

a) Independent Public Accountants, Reyes Tacandong & Co. (RTC) will stand for re-election as the Corporation's external auditors for the year 2018 which shall be subject to shareholders' approval during the Annual Meeting in compliance with SRC Rule 68, Paragraph 3(b)(iv) which provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.

b) RTC was first elected as the Company's Independent Public Accountant in May 2015. Representatives of RTC will be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event where RTC and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. Except as stated in the report of independent auditors, the Corporation has no disagreements with its auditors.

c) Bright Kindle Resources & Investments, Inc. re-appointed Reyes Tacandong & Co. (RTC) as its independent external auditor for the calendar year ended December 31, 2016. RTC is a leading professional services firm with a proven track record of high quality work. They provide value-added services to clients through their client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity and competence.

d) For the audit of the Company's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱250,000 for 2017 and 2016.

The Audit Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Audit Committee

Carlos Alfonso T. Ocampo	-Chairman (Independent Director)
Augusto C. Serafica, Jr.	-Member
1 vacant seat	

The Audit Committee is composed of two members with one independent director. As provided for in its charter, the objective of the Audit Committee is to assist the board of directors in fulfilling its oversight responsibilities by reviewing the financial reporting process, the system of internal control, risk management, governance processes, the audit process and the company's process for monitoring compliance with laws and regulations and its own code of business conduct. The Company has yet to elect another member of the Audit Committee as a result of the resignation of the previous committee member, Justice Manuel M. Lazaro.

Item 8. COMPENSATION PLANS

No action is proposed to be taken during the stockholders' meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

No matter will be taken up involving any issuance or exchange of securities.

Item 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

There is nothing to disclose with respect to authorization or issuance of securities.

Item 10. MODIFICATION OR EXCHANGE OF SECURITIES

None

D. OTHER MATTERS

Item 11. ACTION WITH RESPECT TO REPORTS & OTHER PROPOSED ACTION/S

The following matters shall be submitted to the vote of stockholders of the Company during the stockholders' meeting.

1. Approval of Minutes of the previous meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2017
3. Authority to Act as Surety and to Mortgage its Asset for the Loan or Credit Accommodation of Alumina Mining Phils. Inc.
4. Ratification of Management's Acts
5. Election of Directors
6. Appointment of External Auditor

Matters not required to be submitted are the Call to Order and Certification of Notice and Quorum.

Item 12. AMENDMENTS OF CHARTER, BY-LAWS AND OTHER DOCUMENTS

There are no matters to be taken up in relation to the Amendment of the Company's Articles of Incorporation or By-laws.

Item 13. VOTING PROCEDURES

(a) The vote required for approval or election

A majority of the subscribed capital present in person or represented by proxy, shall be sufficient at a stockholders meeting to constitute a quorum for the transaction of any business whatsoever, except in those cases in which the Corporation Code requires the affirmative vote of a greater portion.

(b) The method by which the votes will be counted

At each meeting of the stockholders, every stockholder shall be entitled to vote in person or by proxy, for each share of stock held by him which has voting power upon the matter in question.

The votes for the election of directors, and, except upon demand by any stockholder, the votes upon any question before the meeting except to the procedural questions determined by the chairman of the meeting, shall be by viva voce or show of hands. Representatives of Stock Transfer Services Inc. are authorized to count the votes to be cast during the meeting.

The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes at the same principle among any number of candidates.

MANAGEMENT REPORT
MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. Business Development

(a) Form and year of organization

Bright Kindle Resources & Investments, Inc. (formerly Bankard, Inc.) (the Company) was incorporated in the Philippines on December 4, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with the Philippine Stock Exchange, Inc. Prior to December 27, 2013, the Company is a subsidiary of Rizal Commercial Banking Corporation (RCBC).

On October 18, 2013, the Board of Directors (BOD) of RCBC approved the sale of its 89.98% collective stake in the Company. In order to consummate the sale, a block sale was made between RCBC and RYM Business Management Corp. (the Parent) together with other investors. As a result, RYM acquired 81.77% interest in the Company.

In view of the change in its ownership and management, the Company has changed the nature of its principal business. Effective December 16, 2013, the Company has ceased acting as the administrator of RCBC's credit card business.

In November 2013, the Company's BOD approved the amendment in the Company's Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding Company. This matter was submitted and approved by the shareholders during the Special Stockholders' meeting held on December 9, 2013. The Philippine Securities and Exchange Commission (SEC) approved the Company's Amended Articles of Incorporation on January 30, 2014.

Consequently, the Company is now engaged in the purchase, exchange, assignment, and hold investments and all properties, including, but not limited to, bonds, debentures, promissory notes, shares of stocks, or other securities without however engaging in the business of an investment Company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company's registered office is located at 16th Floor, Citibank Tower 8741 Paseo de Roxas, Makati City.

(b) Any bankruptcy, receivership or similar proceeding?

There were no bankruptcy, receivership or similar proceedings for the Corporation.

(c) Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business?

RCBC sold its collective stake of 89.98% in the Corporation in favor of RYM Business Management Corp. and other investors. As a result, it transferred all or substantially all of its assets and certain liabilities to RCBC and RBSC (refer to Note 1 of the 2015 Audited Financial Statements).

2. Business of Issuer

(a) Description of Registrant

(i) Principal Products or Services

From 2007 to December 2013, the Corporation was a credit card servicing company whose primary customer was Rizal Commercial Banking Corporation (RCBC) and indirectly the RCBC Bankard cardholders, to whom the cards are issued, and its accredited merchants. As a servicing entity, the Corporation provided RCBC marketing, selling and distribution assistance, technical, collection services and all transaction processing requirements arising from its credit cardholder and merchant transactions.

On October 18, 2013, the Board of Directors of RCBC approved the sale of its 89.98% collective ownership in Bankard, Inc. to RYM Business Management Corporation and other investors through Philippine Business Bank, Inc. – Trust and Investment Center. The sale of shares was consummated on December 27, 2013. In view of the foregoing, RCBC's credit card operations were transferred to a related party, RBSC, and the Corporation ceased to operate any credit card related business as of December 16, 2013.

Considering the sale, the Company changed its primary purpose and now engages in the purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, use and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights and powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held, without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities of stocks.

Target Market/Segments of Business

The Corporation was previously engaged in providing services to credit cardholders of RCBC and targeted cardable customers across all segments. The company tapped merchants in different geographical locations in the country in order to acquire transactions of both credit and debit card transactions. As a service entity, Bankard provides business process outsourcing to interested clients given its expertise in credit card payment processing.

At present, the Corporation is looking for viable investments which will provide attractive returns to its shareholders.

Accredited Establishments

None.

(ii) Foreign Sales

None.

(iii) Distribution methods of the products or services

None.

(iv) Status of any publicly-announced new product or service

None.

(v) Competition

None.

(vi) Disclose dependencies on single or limited number of suppliers for essential raw materials, energy or other items

Inasmuch as the Corporation ceased to provide credit card services and considering the current business of the Corporation as a holding company, it will have very limited need for raw materials. The Company is not dependent on single or limited number of suppliers and it sources materials from various suppliers as necessary.

(vii) Disclose dependencies on single customer

Prior to the block sale last 27 December 2013, the Corporation only provided services to RCBC. The service fee derived from servicing the principal client, RCBC, was the main revenue source of the Corporation.

Now, as a holding company, the Corporation is no longer dependent on a single customer/client.

(viii) Transactions with and/or dependence on related parties

Refer to note 13 of the Audited Financial Statements.

(ix) Summarize principal terms & expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements

Prior to sale last 27 December 2013, the Corporation has licenses from MasterCard International, Visa International, JCB International Co. and UnionPay International which allows the company to issue credit cards and acquire transactions of merchants carrying said brands.

In view of the block sale and change in ownership and management, the Corporation has terminated its licenses from MasterCard, Visa, JCB and UPI.

(x) Need for any government approval of principal products or services

The Corporation has no principal products or services that need government approval.

(xi) Effect of existing or probable government regulations on the business

The Corporation's business is not affected by existing or probable government regulations.

(xii) Indicate amount spent on research & development

The Corporation did not incur any research and development costs from 2012 to 2015.

(xiii) Cost & effects of compliance with environmental laws

The Corporation intends to continue the implementation of cost-efficient methods to save paper and encourage recycling within the organization.

(xiv) State the number of the registrant's present employees

Employees

Starting 2014, aside from the key management officers, all of the Corporation's personnel performing the Company's daily operations are being outsourced

(xv) Discuss the major risk/s involved in each of the businesses of the company. Include a disclosure of the procedures being undertaken to identify, assess & manage such risks

Equity Price Risk
Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The Company's exposure to equity price risk relates primarily to its AFS investments listed in the PSE classified under financial assets at OCI.

The Company's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine impact on the Company's financial position.

Credit Risk
Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash (excluding cash on hand), loans and receivables, and AFS financial assets.

Exposure to Credit Risk. The carrying amount of cash, receivables, and AFS financial assets represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Quality. The credit quality of the Company's financial assets that are neither past due nor impaired are considered to be of high grade and expected to be collectible without incurring any credit losses.

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults.

(b) Additional Requirements as to Certain Issues or Issuers

None.

Item 2. DESCRIPTION OF PROPERTY

The Company acquired a Condominium Unit at Unit 16 B Citibank Tower, 8741 Paseo de Roxas, Makati City last August 2014 which is being used as office.

Item 3. LEGAL PROCEEDINGS

All legal proceedings involving the Corporation were transferred to RBSC.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the fourth quarter covered by this report.

PART II –OPERATIONAL AND FINANCIAL INFORMATION

Item 5. MARKET PRICE FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS

1. Market Information

The Corporation's shares of stock are being traded at the Philippine Stock Exchange under Banks and Financial Institutions and classified as Financials.

BKR		
	Price	
	Low	High
Q1 (2017)	1.15	1.55
Q2 (2017)	1.05	1.61
Q3 (2017)	1.24	3.24
Q4 (2017)	1.90	3.03
Q1 (2018)	1.55	2.08
Q2 (2018)	1.27	1.83
Q3 (2018)	1.46	2.22

The high and low prices of the Company's share **as of the latest practicable trading date of 18 October 2018 are PhP 1.44 and PhP 1.31,** respectively.

2. Holders

The number of stockholders of record as of 30 September 2018 is 632. Common shares outstanding as of this date were 1,528,474,000. The percentage of shares of stocks owned by the public is 17.22% of the total outstanding shares.

Names of the Top twenty (20) stockholders of Each Class as of 30 September 2018: Please see attached.

3. Dividends

No dividends has been declared and paid for the year ended December 31, 2017. Subject to the availability of unrestricted retained earnings and funding requirements of the Company, the Board may declare cash dividends. Notably, the declaration of stock dividends is subject to the approval of the stockholders.

4. Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

None.

Item 6. COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE

Governance Statement

As a publicly-listed Philippine corporation, Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.) ("BKR") conforms to the corporate governance rules, requirements, and regulations of the Philippine (SEC) and the Philippine Stock Exchange (PSE). BKR submitted its I-ACGR in 2018 which is used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, which is used in harmonizing the corporate governance reportorial requirements of the SEC and the PSE.

BKR is committed to the highest standards of corporate governance and continues to benchmark its procedures with recognized local and international best practices. The Board of Directors (BOD) and Management commit themselves to the principles and best practices of good governance based on its Revised Manual on Corporate Governance. The BOD and Management believe that good governance is a necessary component of what constitutes sound strategic business management, and therefore, take every effort necessary to create awareness thereof within the organization. To ensure constant improvement, BKR checks recent developments in corporate governance to elevate the Company's corporate governance structures, processes, and practices.

BKR complies with the Code of Corporate Governance of the SEC and Corporate Governance Guidelines and listing rules of the PSE, and endeavours to raise its corporate governance practices in line with local and international best practices.

Item 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as at December 31, 2017 and 2016 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2017, 2016 and 2015 are as follows:

2017 vs. 2016

Results of Operations

	Audited		Increase (decrease)	
	2017	2016 (in Millions)	Amount	%
Revenues	**₱0.15**	₱0.24	(₱0.09)	(37.50)
Operating expenses	**6.88**	4.65	2.23	47.96
Share in net income of an associate	**15.57**	1.70	13.87	815.88
Net income (loss)	**8.84**	(2.72)	11.56	(426.20)

Revenues

The Company incurred a net income of ₱8.84 million for the year ended December 31, 2017 as compared to 2016 net loss of ₱2.72 million.

Significant changes in the income accounts for the year ended December 31, 2017 versus the same period last year are as follows:

- **General and administrative expenses** increased by ₱2.23 million or 47.97% due to the following accounts:

    - Taxes and licenses increased by ₱0.18 million mainly due to filing fee paid for tender offer to SEC.

    - Outside services increased by ₱0.68 million or 144.25% pertains to publication of tender offer to media, services paid to installation of server room, services for the appraisal of property and the services of agency for maintenance of the office.

    - Director's fees increased by ₱0.03 million or equivalent to 24.59% due to lesser attendee during BOD meetings.

    - Depreciation increased by ₱0.63 million or 37.91% due to the improvement of office early this year.

    - Professional fees increased by ₱0.03 million or equivalent to 6.02% due to additional legal expense in 2017.

    - Communication, light and water increased by ₱0.05 million or equivalent to 28.25%. In 2016, the office space was vacant due to termination of lease contract to Prime Media Holdings Inc.

    - Other expenses increased by ₱0.63 million. The increase pertains to insurance paid for directors and officers liability, payment of PCD maintenance fee and office decoration in 2017.

- **Share in net income of an associate** increased by ₱13.88 million due to increase in net income of Marcventures Holdings Inc. in 2017.

Financial Position

	Audited		Increase(Decrease)	
	2017	2016 *(in Millions)*	Amount	%
Assets	**₱2,753.94**	₱2,880.73	(126.79)	(4.40)
Liabilities	**1,710.23**	1,850.23	(140.00)	(7.57)
Stockholders' Equity	**1,043.71**	1,030.50	13.21	1.28

The significant changes in the Statement of Financial Position accounts during the calendar year ended December 31, 2017 versus 2016 are as follows:

- Total assets decreased by ₱126.79 million or equivalent to 4.40% from ₱2.88 Billion in 2016 to ₱2.75 Billion in 2017.

  Significant changes were mainly due to the following:

    - **Cash** decreased by ₱108.01 million or equivalent to 99.44% mainly due to payment of notes payable amounting to ₱90 million.

- **Due from related parties** decreased by ₱41.39 million or equivalent to 41.35% are due to payment made to related parties.

- **Other current assets** increased by ₱1.76 million or equivalent to 28.39% primarily from accumulated Input VAT.

- **Investment in an associate** increased by ₱19.94 million or equivalent to 0.76% the increase is attributable to the share in equity of MARC.

➢ **Current liabilities** decreased by ₱140 million or equivalent to 7.57% due to payment of ₱90 million and ₱50 million assignment of receivable. Current liabilities comprise solely of ₱1,710 million current portion of Loans with maturity date December 31, 2017. On August 4, 2016, Philippine Business Bank (PBB) assigned the note payable to Trans Middle East Philippine Equities Inc. (TMEE)

➢ The stockholders' equity increased by ₱13.21 million or equivalent to 1.28% from ₱1.03 Billion in 2016 to ₱1.04 billion in 2017. The increase is due to the Company's comprehensive income of ₱13.21 million.

Cash Flow

	Audited		**Increase(Decrease)**	
	2017 *(in Millions)*	2016	**Amount**	**%**
Cash used in operating activities	**₱13.93**	₱37.40	(₱23.47)	62.75
Cash used in investing activities	**4.07**	10.43	(6.36)	60.98
Cash used in financing activities	**90.00**	200.00	(110.00)	55.00

The cash provided by operating activities decreased from ₱37.40 million in 2016 to ₱13.93 million in 2017. The company incurred a net income before income tax in 2017 of ₱8.84 million as compared to 2016 of net loss of ₱2.72 million.

In 2017, the company's net cash used in investing activities are the additional expenditures on the improvement of office ₱4.07 million.

In 2017, the Company paid ₱90 million of its notes payable.

2016 vs. 2015

Results of operations

	Audited		Increase(Decrease)	
	2016 *(in PhP Millions)*	2015	Amount	%
Revenues	**₱0.24**	₱1.55	(₱1.31)	(84.52)
Operating Expenses	**(4.65)**	(15.30)	(10.65)	(69.61)
Realized loss on AFS Investment	-	(28.41)	28.41	100.00
Share in net income of an associate	**1.69**	12.20	(10.51)	(86.15)
Net loss	**(2.72)**	(29.97)	(27.25)	(90.92)

Revenues

The Company incurred a net loss of ₱2.72 million for the year ended December 31, 2016 as compared to 2015 net loss of ₱29.97 million.

Significant changes in the income accounts for the year ended December 31, 2016 versus the same period last year are as follows:

- **General and administrative expenses** decreased by ₱10.65 million or 69.61% due to the following accounts:

  - Taxes and licenses decreased by ₱10.28 million or equivalent to 99.29% mainly due to ₱10.25 million payment of Documentary Stamp Tax in relation to the Notes payable entered into by the Company with Philippine Business Bank.

  - Director's Fees decreased by ₱0.14 million or equivalent to 52.83% due to lesser directors meetings.

  - Depreciation increased by ₱0.09 million or 5.54% due to the Condominium.

  - Professional fees decreased by ₱0.13 million or equivalent to 19.19% due low cost on PSE listing fee as compared to 2015.

  - Communication, light and water decreased by ₱0.02 million or equivalent to 12.77% because the office space was vacant due to termination of lease contract to Prime Media Holdings Inc.

  - Other expenses decreased by ₱0.14 million or equivalent to 40.79% the decrease pertains to shorter period on fees payment made to Philippine Central Depository fee.

- **Realized loss on AFS investments** decreased amounting ₱28.4 million due to reclassification of AFS to Investment in an Associate in 2015.

- **Share in net income of an associate** decreased by ₱10.51 million due to decrease in net income of Marcventures Holdings Inc. in 2016.

Financial Position

	Audited		Increase(Decrease)	
	2016	2015	Amount	%
	(in PhP Millions)			
Assets	**₱2,880.73**	₱3,082.53	(201.80)	(6.55)
Liabilities	**1,850.23**	2,050.33	(200.10)	(9.76)
Stockholders' Equity	**1,030.50**	1,032.20	1.70	0.16

The significant changes in the Statement of Financial Position accounts during the calendar year ended December 31, 2016 versus 2015 are as follows:

- Total assets decreased by ₱201.80 million or equivalent to 6.55% from ₱3.08 Billion in 2015 to ₱2.88 Billion in 2016.

  Significant changes were mainly due to the following:

  - **Cash** decreased by ₱247.82 million or equivalent to 69.53% mainly due to payment of notes payable amounting to ₱200 million and advances to related parties.

  - **Receivables** increased by ₱32.85 million or equivalent to 48.84% are advances made by related parties.

- **Other current assets** increased by ₱2.58 million or equivalent to 70.85% primarily from accumulated Input VAT and construction deposit on office improvement.

- **Investment in an associate** increased by ₱2.71 million or equivalent to 0.10% the increase is attributable to the share in equity of MARC.

➢ **Current liabilities** increased by ₱1,649.90 million or equivalent to 823.59% comprise solely of ₱1,650 million noncurrent-portion of Loans with maturity date December 31, 2017. On August 4, 2016, Philippine Business Bank assigned the note payable to Trans Middle East Philippine Equities Inc.

➢ The stockholders' equity decreased by ₱1.70 million or equivalent to 0.16% from ₱1.03 Billion in 2015 to ₱1.03 billion in 2016. The decrease due to the Company's comprehensive loss of ₱1.70 million.

Consolidated Cash Flow

	Audited		**Increase(Decrease)**	
	2016 *(in PhP Millions)*	2015	**Amount**	**%**
Cash used in operating activities	**₱37.40**	₱1.57	35.83	2,282.17
Cash used in investing activities	**10.43**	1.57	8.86	564.33
Cash used in financing activities	**200.00**	-	200	-

The cash provided by operating activities decreased from ₱1.57 million in 2015 to ₱37.40 million in 2016. The company incurred a net loss before income tax in 2016 of ₱2.72 million as compared to 2015 of ₱29.96 million. In addition, accounts receivable increased by ₱32.85 million.

In 2016, the company's net cash used in investing activities is the acquisition of property and equipment worth ₱10.43 million.

In 2016, the Company paid ₱200 million of its notes payable.

Key Performance Indicators

	2017	*2016*	*2015*
Return on Asset (%)	0.31%	0.09%	0.79%
Return on Equity (%)	0.85%	0.26%	1.72%

1/Return on assets (ROA) was computed based on the ratio of net income/ (net loss) to average assets.

2/ Return on equity (ROE) was computed based on the ratio of net income/ (net loss) to average equity.

Item 7. FINANCIAL STATEMENTS

The financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A (see attached 2017 Audited Financial Statements).

Item 8. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Auditors

The Company re-appointed Reyes Tacandong & Co. (RTC) as its independent external auditor for the calendar year ended December 31, 2017. RTC is a leading professional services firm with a proven track record of high quality work. They provide value-added services to clients through their client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity and competence.

For the audit of the Company's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱250 thousand for 2017 and 2016.

The Audit Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has no disagreements with its accountants.

Changes and adoption of new Accounting Standards are fully summarized under Note 3 to Financial Statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION FOR THE 3rd QUARTER

Item 1. – Financial Statements

The Unaudited Financial Statements of Bright Kindle Resources & Investments, Inc. as at September 30, 2018 (with comparative Audited Statements of Financial Position as at December 31, 2017) and for the three months and nine months ended September 30, 2018 and 2017 are in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of statements of financial position as at September 30, 2018 and December 31, 2017:

	September 30, 2018 (Unaudited) (₱'000)	December 31, 2017 (Audited) (₱'000)	Increase (decrease) Amount (₱'000)	Percentage
Current assets	**₱65,316**	₱67,307	(₱1,991)	(2.96%)
Noncurrent assets	**2,688,785**	2,686,637	2,148	0.08%
Total Assets	**₱2,754,101**	₱2,753,944	₱157	0.01%
Current Liabilities	**₱1,710,212**	₱1,710,232	(₱20)	(0.001%)
Equity	**1,043,889**	1,043,712	177	0.02%
Total Liabilities and Equity	**₱2,754,101**	₱2,753,944	₱157	0.01%

Summary of unaudited statements of comprehensive income for the three months and nine months period ended September 30, 2018 and 2017:

	For the three months ended September 30,		For the nine months ended September 30,	
	2018 (₱'000)	2017 (₱'000)	**2018 (₱'000)**	2017 (₱'000)
Revenues	**₱0**	₱101	**₱1**	₱109
General and administrative expenses	**(1,118)**	(1,393)	**(4,124)**	(5,155)
Share in net income of an associate	**2,307**	50,811	**4,301**	58,764
Income	**₱1,189**	₱49,519	**₱177**	₱53,717

Summary of unaudited statements of cash flows for the three months and nine months period ended September 30, 2018 and 2017:

	For three months ended September 30,		For nine months ended September 30,	
	2018 (₱'000)	2017 (₱'000)	**2018 (₱'000)**	2017 (₱'000)
Cash provided by (used in) operating activities	**(₱420)**	(₱483)	**(₱216)**	₱44,348
Cash used in investing activities	–	(268)	–	(4,073)
Cash used in financing activities	–	–	–	(50,000)
Net decrease in cash	**(420)**	(751)	**(216)**	(9,725)
Cash at beginning of period	**814**	99,642	**610**	108,616
Cash at end of period	**₱394**	₱98,891	**₱394**	₱98,891

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

Results of Operation

<u>Nine months ended September 30, 2018 compared with nine months ended September 30, 2017</u>

Revenue

The Company is not yet operating, hence, revenues generated mainly comes from interest on bank deposits. The interest income for the period is lower by ₱0.11 million compared with same period last year, due to lower cash balance this period as compared last year.

General and administrative expenses

a. *Depreciation*

   The company's service vehicle has been fully depreciated last February 2018. In effect, recognized depreciation for the nine months period ended September 30, 2018 is lower by ₱0.09 million or 5.82% compared with same period last year.

b. *Outside services*

   More outsourced services were incurred last year than this year resulting to decline in this account by ₱0.60 million or 55.63%.

c. *Taxes and licenses*

   Last year, the Company paid SEC for tender offer filing fee, resulting to higher taxes and licenses incurred compared with same period this year. No significant taxes and license fees were incurred during the period.

d. *Communication, light and water*
Communication, light and water expense this period is higher by ₱0.08 million or 69.78% compared with same period last year. The increase is attributable to occupancy of the Company's condo unit, starting early this year (this was idle last year).

e. *Director's fees*
Director's fee last year is higher than this year due to payments to board of directors for board meetings.

f. *Others*
Other general and administrative expenses this period is lower by ₱0.21 million or 46.17% compared with same period last year, due to payment for PCD maintenance fee last year.

Share in net income of an associate
Net income of Marcventures Holdings, Inc. (MARC) for the nine months period ended September 30, 2018 is lower compared with same period last year. Consequently, the company's share in the net income of MARC has declined from ₱58.76 million last year to ₱4.30 million this year. Also, the Company's equity interest in MARC has reduced to 19.9% this year (from 32.9% last year), as an effect of the merger of MARC, BHI and APMPC (see Note 1).

Three months ended September 30, 2018 compared with three months ended September 30, 2017

Revenue
The Company is not yet operating, hence, revenues generated mainly comes from interest on bank deposits. The interest income for the period is lower by ₱0.10 million compared with same period last year, due to lower cash balance this period as compared last year.

General and administrative expenses

a. *Depreciation*
The company's service vehicle has been fully depreciated last February 2018. In effect, recognized depreciation for the three months period ended September 30, 2018 is lower by ₱0.13 million or 21.35% compared with same period last year.

b. *Others*
Other general and administrative expenses this period is lower by ₱0.16 million or 63.71% compared with same period last year, due to payment for PCD maintenance fee last year.

Share in net income of an associate
Net income of Marcventures Holdings, Inc. (MARC) for the three months ended September 30, 2018 is lower compared with same period last year. Consequently, the company's share in the net income of MARC has declined from ₱50.81 million last year to ₱2.31 million this year. Also, the Company's equity interest in MARC has reduced to 19.9% this year (from 32.9% last year), as an effect of the merger of MARC, BHI and APMPC (see Note 1).

Statements of Financial Position

The significant changes in the statement of financial position accounts during the nine months ended September 30, 2018 compared with the December 31, 2017 level are as follows:

- *Cash*
The Company's cash decreased by ₱0.22 million or 35.39%. During the period, it has collected ₱2.42 million of its receivables from related parties. Payments of operating expenses has caused the decline in the company's cash balance.

- *Due from related parties*
  The decrease in this account is mainly due to collection of receivables from related parties during the period.

- *Other current assets*
  The increase in other current assets of ₱0.64 million or 8.06% is mainly due to amortization of Deferred input VAT of ₱0.62 million (*see Deferred input VAT*). The movement is also caused by receipt of the construction deposit amounting to ₱0.25 million. The company also paid insurance premiums which resulted to increase in this account.

- *Property and equipment*
  Decrease in property and equipment by ₱1.53 million is mainly due to recognition of depreciation for the period.
- *Investment in an associate*
  The increase in investment in an associate by ₱4.30 million pertains to recognition of share in the net income of MARC.

- *Deferred input VAT*
  Movement in this account is attributable to amortization of input VAT for the period.

- *Retained earnings*
  The increase in retained earnings by ₱0.18 million pertains to the net income during the nine months period ended September 30, 2018.

Statements of Cash Flows

Net cash used in operating activities for the nine months ended September 30, 2018 amounts to ₱0.22 million, while the cash provided by operating activities amounted to ₱44.35 million in same period last year.

Significant movement in cash during the period is attributed to collection of ₱2.42 million from related parties and payments of the company's operating expenses.

Key Performance Indicators

	September 30, 2018	September 30, 2017
Net Income	**₱177,144**	₱53,716,966
Quick assets	**56,684,643**	151,201,495
Current assets	**65,316,067**	157,450,040
Total Assets	**2,754,101,053**	2,884,448,291
Current liabilities	**1,710,211,589**	1,800,231,066
Total liabilities	**1,710,211,589**	1,800,231,066
Stockholders' Equity	**1,043,889,464**	1,084,217,225
Number of common shares outstanding	**1,528,474,000**	1,528,474,000
Liquidity ratios:		
Current ratio (1)	**0.04:1**	0.09:1
Quick ratio (2)	**0.03:1**	0.08:1
Solvency Ratios:		
Debt ratio (3)	**0.62:1**	0.62:1
Debt to Equity ratio (4)	**1.64:1**	1.66:1
Profitability ratios:		

Return on equity (5)	**0.0002**	0.051
Return on assets (6)	**0.0001**	0.019
Income per share (7)	**0.0001**	0.035

Other Information

a. Any known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

   Nothing to disclose

b. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

   Nothing to disclose

c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

   Nothing to disclose

d. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.
   Nothing to disclose

e. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

   Nothing to disclose

f. Any significant elements of income or loss that did not arise from the issuer's continuing operations.

   Nothing to disclose

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER(S), THE CORPORATION UNDERTAKES TO FURNISH SAID STOCKHOLDER(S) WITH A COPY OF SEC FORM 17-A, FREE OF CHARGE, EXCEPT FOR THE EXHIBIT ATTACHED THERETO, WHICH SHALL BE CHARGED AT A COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A AND 17-Q SHALL BE ADDRESSED TO Atty. Diane Madelyn C. Ching- c/o 4th Floor Citibank Center, Paseo de Roxas, Makati City

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on November 09, 2018.

Bright Kindle Resources &
Investments Inc. (formerly Bankard Inc.)

DIANE MADELYN C. CHING
Corporate Secretary

Stock Transfer Service Inc.
BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
List of Top 20 Stockholders
As of 09/30/2018

Rank	Name	Holdings	Rank
1	PCD NOMINEE CORPORATION(FILIPINO)	1,518,639,785	99.36%
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	5,918,803	00.39%
3	WILLIAM R. CU-UNJIENG OR CYNTHIA C.U. BUNAG	200,000	00.01%
4	JARDINE CMG LIFE	146,000	00.01%
5	AMA RURAL BANK OF MANDALUYONG, INC.	100,000	00.01%
6	RIC CASTANEDA &/OR HECTOR UY	100,000	00.01%
7	SALAZAR, ERNESTO B.	100,000	00.01%
8	WILLIAM R. CU UNJIENG	100,000	00.01%
9	BORRES, JUN M.	90,000	00.01%
10	ROLDAN, MARIAN D.	83,000	00.01%
11	JARDINE CMG VALUE	80,000	00.01%
12	CHUA, CATHERINE ANGSIONGA S.	75,000	00.00%
13	JUN M. BORRES &/OR BUENAVENTURA CASENAS	60,000	00.00%
14	GILI JR., GUILLERMO F.	50,000	00.00%
15	TORRES, ROBERTO BELARMINO S.	50,000	00.00%
16	VILAR, ANTONIO T.	50,000	00.00%
17	LOPEZ, OSCAR M.	50,000	00.00%
18	PUNZALAN, LARRY A.	43,500	00.00%
19	SY, VICTOR GAN	40,000	00.00%
20	KAIRUZ, PETER M.	40,000	00.00%
	Total Top 20 Shareholders :	1,526,016,088	99.84%
	Total Outstanding Shares	1,528,474,000	

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COVER SHEET

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S.E.C. Registration Number

BRIGHT KINDLE RESOURCES &
INVESTMENTS, INC.
(formerly Bankard, Inc.)

(Company's Full Name)

16th Floor, Citibank Tower
8741 Paseo de Roxas Makati
City

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

ROLANDO S. SANTOS
Contact Person

833-0769/856-7976
Company Telephone Number

1	2		3	1

Month *Day*
Fiscal Year

CERTIFICATE OF INDEPENDENT DIRECTOR

(VICENTE V. MENDOZA)

FORM TYPE

Last Thursday of May

0	5		2	7

Month *Day*
Annual Meeting

N/A
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

660
Total No. of Stockholders

nil
Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

SEC Electronic Records Management Division
APR 13 2018
ICTD

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **Vicente V. Mendoza**, Filipino, or legal age and with address at **No. 3 Aster St., West Fairview, Quezon City**, after having been duly sworn to in accordance with law do hereby declare that:

1. I was elected independent director of **BRIGHT KINDLE RESOURCES & INVESTMENT, INC. ("BKR")** last 10 April 2018.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
(NONE)		

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

4. I am not related to any director/officer/substantial shareholder of Bright Kindle Resources & Investments, Inc. and its subsidiaries and affiliates.

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

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of any changes in the above mentioned information within five days from its occurrence.

VICENTE V. MENDOZA
Affiant

SUBSCRIBED AND SWORN to before me on APR 13 2018 in MAKATI CITY Philippines, by affiant who is personally known to me and whose identity I have confirmed through his ____________________

Doc. No. 86;
Page No. 19;
Book No. II;
Series of 2018.

ATTY. GERVACIO B. ORTIZ, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2018
PTR NO.5939514 / 01-03-2017 / MAKATI
IBP NO 655155 LIFETIME MEMBER
APPT. NO.M-104/2017/ROLL NO.40091
MCLE COMPLIANCE NO.V-0006934
UNIT 102 PENINSULA COURT BLDG
8735 MAKATI AVE., MAKATI CITY

COVER SHEET

2 2 4 0 1

SEC Registration Number

B R I G H T K I N D L E R E S O U R C E S &

I N V E S T M E N T S I N C .

(Company's Full Name)

4 T H F L O O R , C I T I B A N K C E N T E R ,

8 7 4 1 P A S E O D E R O X A S M A K A T I

C I T Y

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

Atty. Diane Madelyn Ching

Contact Person

831-4479

Company Telephone Number

Certification of Independent Director
(Carlos Alfonso T. Ocampo)

Month Day

Fiscal Year

FORM TYPE

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

CERTIFICATE OF INDEPENDENT DIRECTORS

I, **CARLOS ALFONSO T. OCAMPO**, Filipino, of legal age with office address at 6TH Floor, Pacific Star Building, Makati Avenue cor. Sen. Gil Puyat Avenue, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR")
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Marcventures Holdings, Inc.	Independent Director	August 2013 to Present
Ocampo & Manalo Law Firm	Senior Partner	October 1997 to Present
Panalpina Transport Phils., Inc.	Director	February 2002 to Present
MAA General Assurance Phils., Inc.	Director	March 2003 to Present
South Forbes City College Corporation	Director	May 2009 to Present
Columbian Autocar Corporation	Director	October 2009 to April 2012
Asian Carmakers Corporation	Director	April 2008 to Present
Jam Transit, Inc.	Director	July 2009 to Present
Prestige Cars	Director	June 2006 to Present g
Timebound Trading Corporation	Director	April 2013 to Present
Monpierre Foods Corporation	Director	December 2011 to Present
Zest Airways, Inc.	Director/Corporate Secretary	May 2008 to Present
PSI Healthcare Development Services Corp.	Director/Corporate Secretary	June 2010 to Present
Adrianse Phils. Inc.	Director/Corporate Secretary	March 2012 to Present
Bluelion Motors Corp.	Director/Corporate Secretary	February 1999 to Present
First Charters & Tours Transport Corp.	Director/Corporate Secretary	July 2012 to Present
Brycl Resorts International Inc.	Director/Corporate Secretary	July 2009 to Present
Asian Carmakers Corporation	Director/Corporate Secretary	July 2002 to Present
Autohaus Quezon City, Inc.	Director/Corporate Secretary	April 2008 to Present
AVK Philippines, Inc.	Director/Corporate Secretary	July 2000 to Present
Jam Liner, Inc.	Director/Corporate Secretary	July 2009 to Present
Manila Golf & Country Club	Director/Corporate Secretary	April 2008 to Present
Integrated Bar of the Philippines	Member	

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

4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.

5. I shall inform the Corporate Secretary of BKR of any changes in the abovementioned information within five days from its occurrence.

Done, this___day of MAY 30 2016 at MAKATI CITY

CARLOS ALFONSO T. OCAMPO
Affiant

SUBSCRIBED AND SWORN to before me this MAY 30 2016 day of ________ at MAKATI CITY, affiant personally appeared before me and exhibited to me his/her Passport No. EB64793604 issued at DFA Manila on October 3, 2012.

Doc. No. 388;
Page No. 79;
Book No. 744;
Series of 2016.

ATTY. VIRGILIO R. BATALLA
NOTARY PUBLIC FOR MAKATI CITY
APPOINTMENT NO. M32
UNTIL DECEMBER 31, 2016
ROLL OF ATTY. NO. 48348
MCLE COMPLIANCE NO. IV-0016333/4-10-2013
IBP O.R No.706762-LIFETIME MEMBER JAN. 29,2007
PTR No. 532-35-05- JAN 04,2016 MAKATI CITY
EXECUTIVE BLDG. CENTER
MAKATI AVE., COR., JUPITER

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **HERMOGENE H. REAL**, of legal age, Filipino and with office address at 3RD Floor, Universal Re Building, 106 Paseo de Roxas, Makati City, Philippines, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Assistant Corporate Secretary of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office at 16TH Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

2. I hereby certify that none of the Corporation's Regular Directors, Independent Directors and Officers are appointed or employed in any government agency.

IN WITNESS WHEREOF, this Certificate was signed and issued this OCT 1 7 2018 day of __________ 2018 at Makati City, Philippines.

HERMOGENE H. REAL
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this OCT 1 7 2018 day of __________ at MAKATI CITY, Philippines, affiant exhibited his ____________________ valid until ____________________.

Doc. No. 362;
Page No. 74;
Book No. I;
Series of 2018.

ATTY. GERVACIO B. ORTIZ JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31/2018
PTR NO.5909514 / 01-03-2017/MAKATI
IBP NO 655155 LIFETIME MEMBER
APPT. NO.M-104/2017/ROLL NO.40091
MCLE COMPLIANCE NO.V-0006934
UNIT 102 PENINSULA COURT BLDG
8735 MAKATI AVE., MAKATI CITY

COVER SHEET

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S.E.C. Registration Number

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (formerly Bankard Inc.)

(Company's Full Name)

16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City

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

ROLANDO S. SANTOS	**833-0769**
Contact Person	Company Telephone Number

Last Thursday of May

1 2 / 3 1	**SEC 17-A**	0 5 / 2 6
Month *Day* Fiscal Year	FORM TYPE	*Month* *Day* Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

636	₱1,710,000,000.00	₱–
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended December 31, 2017

2. SEC Identification Number 102165 3. BIR Tax Identification No. 000-803-498

4. Exact name of issuer as specified in its charter BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.(formerly Bankard, Inc.)

5. Manila
Province, Country or other jurisdiction of incorporation or organization

6. [ ] (SEC Use Only)
Industry Classification Code:

7. 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City1226
Address of principal office Postal Code

8. (632) 833-0769
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 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, ₱0.55 par value	1,528,474,000

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

Yes [X] No [ ]
Common stock
Philippine Stock Exchange

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [X] No [ ]

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

Yes [X] No [ ]

13. The aggregate market value of the voting stock held by non-affiliates is ₱394,063,516.50 computed on the basis of 262,709,011 representing 17.19% of the outstanding common shares at the closing price as of April 17, 2018 of Pesos 1.57 per share.

₱394,063,516.50 computed on the basis of 262,709,011 representing 17.19% of the outstanding common shares at the closing price as of April 17, 2018 of Pesos 1.50 per share.

Table of Contents

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. BUSINESS

A. Description of Business

1. Business Development

(a) Form and year of organization

Bright Kindle Resources & Investments, Inc. (formerly Bankard, Inc.) (the Company) was incorporated in the Philippines on December 4, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with the Philippine Stock Exchange, Inc. Prior to December 27, 2013, the Company is a subsidiary of Rizal Commercial Banking Corporation (RCBC).

On October 18, 2013, the Board of Directors (BOD) of RCBC approved the sale of its 89.98% collective stake in the Company. In order to consummate the sale, a block sale was made between RCBC and RYM Business Management Corp. (the Parent) together with other investors. As a result, RYM acquired 81.77% interest in the Company.

In view of the change in its ownership and management, the Company has changed the nature of its principal business. Effective December 16, 2013, the Company has ceased acting as the administrator of RCBC's credit card business.

In November 2013, the Company's BOD approved the amendment in the Company's Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding Company. This matter was submitted and approved by the shareholders during the Special Stockholders' meeting held on December 9, 2013. The Philippine Securities and Exchange Commission (SEC) approved the Company's Amended Articles of Incorporation on January 30, 2014. Assets and liabilities related to the Company's credit card servicing operation were transferred to RCBC Bankard Services Corporation (RBSC) and RCBC on December 12, 2013. Effective December 16, 2013, the Company ceased acting as the administrator of RCBC's credit card business.

Consequently, the Company is now engaged in the purchase, exchange, assignment, and hold investments and all properties, including, but not limited to, bonds, debentures, promissory notes, shares of stocks, or other securities without however engaging in the business of an investment Company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company's registered office is located at 16th Floor, Citibank Tower 8741 Paseo de Roxas, Makati City.

(b) Any bankruptcy, receivership or similar proceeding?

There were no bankruptcy, receivership or similar proceedings for the Company.

(c) Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business?

In 2014, RCBC sold its collective stake of 89.98% in the Company in favor of RYM Business Management Corp. (RYM) and other investors. As a result, it transferred all or substantially all of its assets and certain liabilities to RCBC and RCBC Bankard Service Corporation (RBSC) (refer to Note 1 of the 2015 Audited Financial Statements).

2. Business of Issuer

(a) Description of Registrant

(i) Principal Products or Services

From 2007 to December 2013, the Company was a credit card servicing company whose primary customer was RCBC and indirectly the RCBC Bankard cardholders, to whom the cards are issued, and its accredited merchants. As a servicing entity, the Corporation provided RCBC marketing, selling and distribution assistance, technical, collection services and all transaction processing requirements arising from its credit cardholder and merchant transactions.

On October 18, 2013, the Board of Directors of RCBC approved the sale of its 89.98% collective ownership in Bankard, Inc. to RYM and other investors through Philippine Business Bank, Inc. – Trust and Investment Center (PBB). The sale of shares was consummated on December 27, 2013.In view of the foregoing, RCBC's credit card operations were transferred to a related party, RBSC, and the Companyceased to operate any credit card related business as of December 16, 2013.

Considering the sale, the Company changed its primary purpose and now engages in the purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, deal in and with and otherwise operate, use and dispose of, any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including, but not limited to, bonds, debentures, promissory notes, shares of capital stock, or other securities and obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights and powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interest, on any shares of capital stock, and upon any bonds, debentures, or other securities, having voting power, so owned or held, without however engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities of stocks.

Target Market/Segments of Business

The Company was previously engaged in providing services to credit cardholders of RCBC and targeted cardable customers across all segments. The Company tapped merchants in different geographical locations in the country in order to acquire transactions of both credit and debit card transactions. As a service entity, Bankard provides business process outsourcing to interested clients given its expertise in credit card payment processing.

At present, the Company holds 600 million shares or 20.21% of Marcventures Holdings Inc. (MARC). The Company is continuously looking for other viable investments which will provide attractive returns to its shareholders.

Accredited Establishments

None.

(ii) Foreign Sales

None.

(iii) Distribution methods of the products or services

None.

(iv) Status of any publicly-announced new product or service

None.

(v) Competition

None.

(vi) Disclose dependencies on single or limited number of suppliers for essential raw materials, energy or other items

Inasmuch as the Company ceased to provide credit card services and considering the current business of the Company as a holding company, it will have very limited need for raw materials. The Company is not dependent on single or limited number of suppliers and it sources materials from various suppliers as necessary.

Disclose dependencies on single customer

Prior to the block sale last December 27, 2013, the Company only provided services to RCBC. The service fee derived from servicing the principal client, RCBC, was the main revenue source of the Company.

Now, as a holding company, the Company is no longer dependent on a single customer/client.

Transactions with and/or dependence on related parties

Refer to note 13 of the Audited Financial Statements.

(ix) Summarize principal terms & expiration dates of all patents, trademarks, copyrights, licenses, franchises, concessions & royalty agreements

Prior to the sale last December 27, 2013, the Company has licenses from MasterCard International, Visa International, JCB International Co. and Union Pay International which allows the company to issue credit cards and acquire transactions of merchants carrying said brands.

In view of the block sale and change in ownership and management, the Company has terminated its licenses from MasterCard, Visa, JCB and UPI.

(x) Need for any government approval of principal products or services

The Company has no principal products or services that needs government approval.

(xi) Effect of existing or probable government regulations on the business

The Company's business is not affected by existing or probable government regulations.

(xii) Indicate amount spent on research & development

The Company did not incur any research and development costs from 2012 to 2017.

(xiii) Cost & effects of compliance with environmental laws

The Company intends to continue the implementation of cost-efficient methods to save paper and encourage recycling within the organization.

(xiv) State the number of the registrant's present employees

Employees

Starting 2014, aside from the key management officers, all of the Company's personnel performing the daily operations are being seconded.

(xv) Discuss the major risk/s involved in each of the businesses of the company. Include a disclosure of the procedures being undertaken to identify, assess & manage such risks

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The Company is not exposed to price risk.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash (excluding cash on hand), loans and receivables, and AFS financial assets.

Exposure to Credit Risk. The carrying amount of cash in banks, receivables, and AFS Investments represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Quality. The credit quality of the Company's financial assets that are neither past due nor impaired are considered to be of high grade and expected to be collectible without incurring any credit losses.

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults.

Item 2. DESCRIPTION OF PROPERTY

The Company acquired a Condominium Unit at Unit 16 B Citibank Tower, 8741 Paseo de Roxas, Makati City last August 2014 to be utilized as the Company's office space.

The unit's book value amounted to ₱46.6 million as of December 31, 2017 (see note 6 of the AFS)

Item 3. LEGAL PROCEEDINGS

Please refer to note 15 of the Audited Financial Statements. The case referred to in the note 15 was filed in the Los Angeles Superior Court, California, USA.

Except for the above, all legal proceeding involving the Company were transferred to RBSC.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

In 2017, the following matters were submitted for approval of Shareholders:

1. Approval of Minutes of the previous meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2016
3. Ratification of Management's Acts
4. Election of Directors
5. Appointment of External Auditor

PART II –OPERATIONAL AND FINANCIAL INFORMATION

Item 5. MARKET PRICE FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDERS' MATTERS

1. **Market Information**

The Company's shares of stock are being traded at the Philippine Stock Exchange under Banks and Financial Institutions and classified as Financials.

Stock Prices

			High		Low
2017					
	First Quarter	₱	1.55	₱	1.15
	Second Quarter		1.61		1.05
	Third Quarter		3.24		1.24
	Fourth Quarter		3.03		1.90
2016					
	First Quarter	₱	1.62	₱	1.11
	Second Quarter		2.05		1.30
	Third Quarter		1.93		1.30
	Fourth Quarter		1.75		1.25

2015					
	First Quarter	₱	3.40	₱	2.15
	Second Quarter		2.28		1.68
	Third Quarter		1.74		1.20
	Fourth Quarter		2.40		1.20

2. Holders

The number of stockholders of record as of December 31, 2017 is 636. Common shares outstanding as of this date is 1,528,474,000. The percentage of shares of stocks owned by the public is 17.19% of the total outstanding shares

Top twenty (20) stockholders as December 31, 2017

1	PCD Nominee Corporation (Filipino)	1,519,259,651	99.40%
2	PCD Nominee Corporation (Non-Filipino)	5,253,937	0.34%
3	William R. Cu-Unjiend &/or Cynthia C.U.Buang	200,000	0.01%
4	Jardine CMG Life	146,000	.01%
5	Baello, Virgilio B.	120,000	.01%
6	AMA Rural Bank of Mandaluyong, Inc.	100,000	.01%
7	Ric Castaneda &/or Hector Uy	100,000	.01%
8	Salazar, Ernesto B.	100,000	.01%
9	Borres, Jun M.	90,000	.01%
10	Roldan, Marian D.	83,000	.01%
11	Jardine CMG Value	80,000	.01%
12	Chua, Catherine Angsionga S.	75,000	.01%
13	Jun M. Borres &/or Buenaventura Casenas	60,000	.00%
14	Lopez, Oscar M.	50,000	.00%
15	Vilar, Antonio T.	50,000	.00%
16	Torres, Roberto Belarmino S.	50,000	.00%
17	Gili Jr., Guillermo F.	50,000	.00%
18	Punzalan, Larry A.	43,500	.00%
19	Sy, Victor Gan	40,000	.00%
20	Kairuz, Peter M	40,000	.00%

3. Dividends

No dividends has been declared and paid for the year ended December 31, 2017.

4. Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

None.

ITEM 6. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as of December 31, 2017 and 2016 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2017, 2016 and 2015 are as follows:

2017 vs. 2016

Results of operations

	Audited		Increase(Decrease)	
	2017	2016	Amount	%
		(in Millions)		
Revenues	**₱0.15**	₱0.24	(₱0.09)	(37.50)
Operating expenses	**6.88**	4.65	2.23	47.96
Share in net income of an associate	**15.57**	1.70	13.87	815.88
Net income (loss)	**₱8.84**	(₱2.72)	₱11.56	(426.20)

Revenues

The Company incurred a net income of ₱8.84 million for the year ended December 31, 2017 as compared to 2016 net loss of ₱2.72 million.

Significant changes in the income accounts for the year ended December 31, 2017 versus the same period last year are as follows:

- **General and administrative expenses** increased by ₱2.23 million or 47.97% due to the following accounts:
  - Taxes and licenses increased by ₱0.18 million mainly due to filling fee paid for tender offer to SEC.
  - Outside services increased by ₱0.68 million or 144.25% pertains to publication of tender offer to media, services paid to installation of server room, services for the appraisal of property and the services of agency for maintenance of the office.
  - Director's Fees increased by ₱0.03 million or equivalent to 24.59% due to lesser attendee during BOD meetings.
  - Depreciation increased by ₱0.63 million or 37.91% due to the improvement of office early this year.
  - Professional fees increased by ₱0.03 million or equivalent to 6.02% due to additional legal expense in 2017.
  - Communication, light and water increased by ₱0.05 million or equivalent to 28.25%. In 2016, the office space was vacant due to termination of lease contract to Prime Media Holdings Inc.

- Other expenses increased by ₱0.63 million. The increase pertains to insurance paid for directors and officers liability, payment of PCD maintenance fee and office decoration in 2017.

➢ **Share in net income of an Associates** increased by ₱13.88 million due to increase in net income of Marcventures Holdings Inc. in 2017

Financial Position

	Audited		Increase(Decrease)	
	2017	2016 *(in Millions)*	Amount	%
Assets	**₱2,753.94**	₱2,880.73	(126.79)	(4.40)
Liabilities	**1,710.23**	1,850.23	(140.00)	(7.57)
Stockholders' Equity	**1,043.71**	1,030.50	13.21	1.28

Financial Position

The significant changes in the Statement of Financial Position accounts during the calendar year ended December 31, 2017 versus 2016 are as follows:

➢ Total assets decreased by ₱126.79 million or equivalent to 4.40% from ₱2.88 Billion in 2016 to ₱2.75 Billion in 2017.

Significant changes were mainly due to the following:

- **Cash** decreased by ₱108.01 million or equivalent to 99.44% mainly due to payment of notes payable amounting to ₱90 million.

- **Due from related parties** decreased by ₱41.39 million or equivalent to 41.35% are due to payment made to related parties.

- **Other current assets** increased by ₱1.76 million or equivalent to 28.39% primarily from accumulated Input VAT.

- **Investment in an associate** increased by ₱19.94 million or equivalent to 0.76% the increase is attributable to the share in equity of MARC.

➢ **Current liabilities** decreased by ₱140.00 million or equivalent to 7.57% due to payment of ₱90.00 million and ₱50.00 assignment of receivable. Current liabilities comprise solely of ₱1,710.00 million current portion of Loans with maturity date December 31, 2017. On August 4, 2016, Philippine Business Bank (PBB) assigned the note payable to Trans Middle East Philippine Equities Inc. (TMEE)

➢ The stockholders' equity increased by ₱13.21 million or equivalent to 1.28% from ₱1.03 Billion in 2016 to ₱1.04 billion in 2017. The is increase due to the Company's comprehensive income of ₱13.21 million.

Cash Flow

	Audited		Increase(Decrease)	
	2017 *(in Millions)*	2016	**Amount**	**%**
Cash used in operating activities	**₱13.93**	₱37.40	(₱23.47)	62.75
Cash used in investing activities	**4.07**	10.43	(6.36)	60.98
Cash used in financing activities	**90.00**	200.00	(110.00)	55.00

The cash provided by operating activities decreased from ₱37.40 million in 2016 to ₱13.93 million in 2017. The company incurred a net income before income tax in 2017 of ₱8.84 million as compared to 2016 of net loss of ₱2.72 million.

In 2017, the company's net cash used in investing activities are the additional expenditures on the improvement of office ₱4.07 million.

In 2017, the Company paid ₱90 million of its notes payable.

2016 vs. 2015

Results of operations

	Audited		Increase(Decrease)	
	2016	2015 *(in PhP Millions)*	Amount	%
Revenues	**₱0.24**	₱1.55	₱ (1.31)	(84.52)
Operating Expenses	**(4.65)**	(15.30)	(10.65)	(69.61)
Realized loss on AFS Investment	-	(28.41)	28.41	100.00
Share in net income of an associate	**1.69**	12.20	(10.51)	(86.15)
Net loss	**(₱2.72)**	(₱29.97)	(₱27.25)	(90.92)

Revenues

The Company incurred a net loss of ₱2.72 million for the year ended December 31, 2016 as compared to 2015 net loss of ₱29.97 million.

Significant changes in the income accounts for the year ended December 31, 2016 versus 2015 year are as follows:

- **General and administrative expenses** decreased by ₱10.65 million or 69.61% due to the following accounts:
  - Taxes and licenses decreased by ₱10.28 million or equivalent to 99.29% mainly due to₱10.25 million payment of Documentary Stamp Tax in relation to the Notes payable entered into by the Company with Philippine Business Bank.
  - Director's Fees decreased by ₱0.14 million or equivalent to 52.83% due to lesser directors meetings.
  - Depreciation increased by ₱0.09 million or 5.54% due to the Condominium.

- Professional fees decreased by ₱0.13 million or equivalent to 19.19% due low cost on PSE listing fee as compared to 2015.

- Communication, light and water decreased by ₱0.02 million or equivalent to 12.77% because the office space was vacant due to termination of lease contract to Prime Media Holdings Inc.

- Other expenses decreased by ₱0.14 million or equivalent to 40.79% the decrease pertains to shorter period on fees payment made to Philippine Central Depository fee.

➢ **Realized loss on AFS investments** decreased amounting ₱28.4 million to reclassification of AFS to Investment in an Associate in 2015.

➢ **Share in net income of an Associates** decreased by ₱10.51 million due to decrease in net income of Marcventures Holdings Inc. in 2016

Financial Position

	Audited		Increase(Decrease)	
	2016	2015	Amount	%
	(in PhP Millions)			
Assets	**₱2,880.73**	₱3,082.53	(201.80)	(6.55)
Liabilities	**1,850.23**	2,050.33	(200.10)	(9.76)
Stockholders' Equity	**1,030.50**	1,032.20	1.70	0.16

Financial Position

The significant changes in the Statement of Financial Position accounts during the calendar year ended December 31, 2016 versus 2015 are as follows:

➢ Total assets decreased by ₱201.80 million or equivalent to 6.55% from ₱3.08 Billion in 2015 to ₱2.88 Billion in 2016.

Significant changes were mainly due to the following:

- **Cash** decreased by ₱247.82 million or equivalent to 69.53% mainly due to payment of notes payable amounting to ₱200 million and advances to related parties.

- **Receivables** increased by ₱32.85 million or equivalent to 48.84% are advances made by related parties.

- **Other current assets** increased by ₱2.58 million or equivalent to 70.85% primarily from accumulated Input VAT and construction deposit on office improvement.

- **Investment in an associate** increased by ₱2.71 million or equivalent to 0.10% the increase is attributable to the share in equity of MARC.

➢ **Current liabilities** increased by ₱1,649.90 million or equivalent to 823.59% comprise solely of ₱1,650.00 million noncurrent-portion of Loans with maturity date

December 31, 2017. On August 4, 2016, Philippine Business Bank assigned the note payable to Trans Middle East Philippine Equities Inc.

- The stockholders' equity decreased by ₱1.70 million or equivalent to 0.16% from ₱1.03 Billion in 2015 to ₱1.03 billion in 2016. The decrease due to the Company's comprehensive loss of ₱1.70 million.

Consolidated Cash Flow

	Audited		Increase(Decrease)	
	2016	2015	**Amount**	**%**
	(in PhP Millions)			
Cash used in operating activities	**₱37.40**	₱1.57	35.83	2,282.17
Cash used in investing activities	**10.43**	1.57	8.86	564.33
Cash used in financing activities	**200.00**	-	200.00	-

The cash provided by operating activities decreased from ₱1.57 million in 2015 to ₱37.40 million in 2016. The company incurred a net loss before income tax in 2016 of ₱2.72 million as compared to 2015 of ₱29.96 million. In addition, accounts receivable increased by ₱32.85 million.

In 2016, the company's net cash used in investing activities is the acquisition of property and equipment worth ₱10.43 million.

In 2016, the Company paid ₱200 million of its notes payable.

2015 vs. 2014

Results of Operations

The Company incurred a net loss of ₱29.97 million for the year ended December 31, 2015 as compared to 2014 net loss of ₱0.14 million.

Significant changes in the income accounts for the year ended December 31, 2015 versus the same period last year are as follows:

- **General and administrative expenses** increased by ₱11.54 million or 306.52% due to the following accounts:
  - Taxes and licenses increased by ₱9.39 million or equivalent to 982.16% mainly due to ₱10.25 million payment of Documentary Stamp Tax in relation to the Notes payable entered into by the Company in favour of PBB for the remaining unpaid portion of purchase price of shares of MARC.
  - Depreciation increased by ₱1.10 million or 232.74% due to acquisition of the Condominium unit that will serve as office of the Company.
  - Memberships and other fees increased by ₱0.57 million or equivalent to 66.75% due to the Condominium unit association dues.
  - Professional fees increased by ₱0.13 million or equivalent to 23.76% due to the increase in the annual listing fees paid to the Philippine Stock Exchange.
  - Outside services increased by ₱0.16 million or equivalent to 49.80% due to the increase pertains to architectural design for the office improvement.
  - Others increased by ₱0.25 million or equivalent to 440.27% the increase pertains to Philippine Central Depository fee.

➢ **Realized loss on AFS investments** amounting ₱28.4 million due to reclassification of AFS to Investment in an Associate.

Financial Position

The significant changes in the Statement of Financial Position accounts during the calendar year ended December 31, 2015 versus 2014 are as follows:

➢ Total assets decreased by ₱1.43 billion or equivalent to 31.66% from ₱4.51 Billion in 2014 to ₱3.08 billion in 2015.

Significant changes were mainly due to the following:

- **Receivables** decreased by ₱22.74 million or equivalent to 25.26% due to the collection of the dividend embedded in the purchase price of 600 million shares of MARC. Receivables as of December 31, 2015 pertains ₱66.41 million noninterest bearing advances to related parties.

- **Other current assets** increased by ₱1.30 million or equivalent to 56.73% million mainly due to the recognition of creditable withholding taxes from its office space rental income and from accumulated Input VAT on association dues.

- **Available-for-sale (AFS) investments** was reclassified under **Investment in an associate** amounting to ₱2,604.00 million in May 8, 2015. The reclassification of AFS investments was measured using the closing share price in May 8, 2015 amounting ₱4.34 recognizing a realized loss of ₱28.41 million. As at year end, the carrying value of the Investment in an Associate amounted to ₱2,617.59 million from ₱2,604.00 million in May 8, 2015. The increase is attributable to the share in equity of MARC.

➢ Current liabilities of ₱200.33 million comprises mainly of₱200.00 Million current-portion of Loans to PBB with maturity date of January 31, 2016.

Non-current liabilities as of December 31, 2015 comprised solely of ₱1,850.00Million noncurrent-portion of Loans to PBB with maturity date December 31, 2017.

➢ The stockholders' equity decreased by ₱1.42 billion or equivalent to 57.84% from ₱2.45 billion in 2014 to ₱1.03 billion in 2015. The decrease pertains to the Company's net loss of ₱29.97 million and unrealized fair value loss on AFS Investments of ₱1.42 billion.

Key Performance Indicators

	2017	2016	2015
Return on Asset (%)	0.31%	0.09%	0.79%
Return on Equity (%)	0.85%	0.26%	1.72%

1/Return on assets (ROA) was computed based on the ratio of net income/ (net loss) to average assets.

2/ Return on equity (ROE) was computed based on the ratio of net income/ (net loss) to average equity.

Item 7. FINANCIAL STATEMENTS

The financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this Form 17-A (see attached 2016 Audited Financial Statements).

Item 8. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Auditors

The Company re-appointed Reyes Tacandong & Co. (RTC) as its independent external auditor for the calendar year ended December 31, 2017. RTC is a leading professional services firm with a proven track record of high quality work. They provide value-added services to clients through their client caring team of outstanding audit, tax and business professionals who utilize leading-edge systems and technology and are guided by the highest standards of quality, integrity and competence.

For the audit of the Company's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱250.0 thousand for 2017 and 2016.

The Audit Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company has no disagreements with its accountants.

Changes and adoption of new Accounting Standards are fully summarized under Note 3 to Financial Statements.

PART III–CONTROL AND COMPENSATION INFORMATION

Item 9.DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

1. Current Directors and key executive officers of the Company:

Board of Directors and Executive Officers

Cesar C. Zalamea	88	Chairman of the Board/Director	Filipino
Isidro C. Alcantara, Jr.	63	President/Director	Filipino
Macario U. Te	87	Director	Filipino
Augusto C. Serafica. Jr.	55	Director	Filipino
Carlos Alfonso T. Ocampo	52	Independent Director	Filipino
*Manuel M. Lazaro	82	Independent Director (Resigned in November 2017)	Filipino
Vicente V. Mendoza	84	Independent Director	Filipino

Remegio C. Dayandayan Jr.	37	Director	Filipino
Minda P. de Paz	77	Director	Filipino
Hermogene H. Real	63	Director/Assistant Corporate Secretary	Filipino
Rolando S. Santos	67	Director/Vice President and Treasurer	Filipino
Leddie D. Gutierrez	55	Vice President Audit	Filipino
Reuben F. Alcantara	34	VP Marketing	
Diane Madelyn C. Ching	35	Corporate Secretary	Filipino

Incumbent Directors

Cesar C. Zalamea
Chairman of the Board
January 03, 2014 to present
88 years old/Filipino

Mr. Cesar C. Zalamea was elected Chairman of the Company in January 2014. He serves as Chairman of Marcventures Holdings Inc. and Chairman of Marcventures Mining and Development Corp. Currently, he is an Independent Director of Araneta Properties Inc., a company he joined as Director in December 2008. He is also a member of the Advisory Board of Campbell Lutyens & Co. Ltd. An investment advisory company based in the U.K.In 1945, Mr. Zalamea joined AIG where he started as an Investment Analyst at the Philippine American Life Insurance Company (PHILAMLIFE). He went up the corporate ladder of Philamlife and he became President of the Company in May 1969. While he was with Philamlife, he was loaned to the Program Implementation Agency (PIA) in 1964 as Deputy Director General. PIA was an economic group that reported directly to the President of the Philippines. He returned to Philamlife in 1965. In 1969, Mr. Zalamea was appointed Member of the Monetary Board of the Central Bank of the Philippines representing the private sector. In 1981, he left Philamlife to become Chairman of the Development Bank of the Philippines. He also had to resign from being a member of the Monetary Board when he went to the DBP. In 1986, he left the DBP to go back to AIG. He was then stationed in Hong Kong to be the first President of the AIG Investment Corporation (Asia)Ltd. At this time, he was elected to serve as Director in many AIG affiliated companies in Asia, like the AIA Insurance Co., Nan Shan Life Insurance Co. and Philamlife. In 2005 he left AIG to work directly with Mr. Maurice R. Greenberg at the C.V.STARR Companies. He was appointed President and CEO of the Starr Investment Co. {Asia} Ltd. In 2008 he became Chairman of this Company until he retired in 2010. He obtained his B.S. in Accounting and Banking from the Colegio de San Juan de Letran where he graduated as validectorian. Mr. Zalamea received his MBA from New York University.

Isidro C. Alcantara, Jr.
Director and President
January 03, 2014 to present
63 years old/Filipino

Isidro C. Alcantara, Jr. was elected as President and Director of the Company in January 2014. Mr. Alcantara is the President of Financial Risk Resolution Advisory, Inc. He serves as Director and Executive Vice President of Marcventures Holdings Inc. and Vice Chairman and Director of Marcventures Mining and Development Corporation. He has been a Director of Benguet Corp. since November 2008. He served as Senior Vice President & Head of Corporate & Institutional Banking at Hongkong and Shanghai Corporation (HSBC). He was elected President and Chief Executive Officer of Philippine Bank of Communications (PBCom), Manila, Philippines from 2000 to 2004. In addition, he served as Executive Vice President of Corporate Banking Group of Equitable PCI Bank (EPCIB) from 1981 to 2000. He served as Director of Bankers Association of the Philippines from 2000 to 2003. Mr. Alcantara also served at Bancom Finance Corporation, PCI Bank & Insular Bank of Asia & America (a Bank of America Affiliate) from 1975 to 1981. He is a Certified Public Accountant. Heobtained his BSC Accounting and BS Economics degrees from De la Salle University graduating Magna cum Laude. He also attended the Special Studies in International Banking at the Wharton School, University of Pennsylvania

Macario U. Te
Director
January 03, 2014 to present
87 years old/Filipino

Mr. Macario U. Te was elected as Director of the Company in January 2014. He is the current director of Marcventures Holdings Inc. He was the previous President of Macte International Corp. and Linkwealth Construction Corp, Chairman of Autobus Industries Corporation and CEO of M.T. Holdings Inc. He previously sat as director in the following companies: Bulawan Mining Corp., PAL Holdings Inc,, Philippine National Bank, Oriental Petroleum and Minerals Corp., Gotesco Land Inc., PNB Capital and Investment Corp., PNB General Insurers Co. Inc., PNB Holdings Corp., PNB Remittance Center, PNB Securities Inc., PNB-IFL, PNB Italy SPA, Balabac Resources and Holdings, Nissan North EDSA, Beneficial- PNB Life and Insurance Co., Inc., Waterfront Phils., Fontana Golf Club, Inc., Baguio Gold Holding Corp., Traders Royal Bank, Traders Hotel, Pacific Rim Oil Resources Corporation, Link World Construction Development Corporation, Suricon Resources Corporation, Alcorn Petroleum & Minerals Corp., Associated Devt Corp., and Palawan Consolidated Mining Corporation. Mr. Te obtained his Bachelor of Science in Commerce from Far Eastern University.

Augusto C. Serafica, Jr.
Director
January 03, 2014 to present
55years old/Filipino

Mr. Augusto C. Serafica, Jr. was elected as Independent Directorof the Companyin January 2014. He sits as Chairman of Board in the following companies: Premiere Horizon Alliance Corporation, Digiwave Solutions Inc., AOB Management Corporation, TLC Manna Consulting Inc., Global Idealogy Corporation He is also the Managing Director of Asian Alliance Investment Corporation and Asian Alliance Holdings and Development Corp. He is currently the Treasurer of Sinag Energy Philippines Inc., Ardent Property Development Corporation. He serves as director of Marcventures Holdings Inc. and Investment House Association of the Philippines. He is the Chairman of the AIM Alumni Association, Treasurer of the AIM Leadership Foundation Inc., and Chapter Head of the Brotherhood of Christian Businessmen and Professionals- Makati Chapter. He was previously connected with Sycip, Gorres, Velayo & Co. from 1985-1989. He obtained his Bachelor of Commerce in Accountancy from San Beda College and Master in Business Management from Asian Institute of Management. Mr. Serafica is a Certified Public Accountant.

Carlos Alfonso T. Ocampo
Director
January 03, 2014 to present
52years old/Filipino

Atty. Carlos Alfonso T. Ocampo was elected as Independent Directorof the Companyin January 2014. He is the founder of Ocampo & Manalo law firm. Atty. Ocampo is a member of the Board in various corporations including Panalpina Transport Phils Inc., MAA General Assurance Phils Inc., South Forbes City College Corporation, Columbian Autocar Corporation, Asian Carmakers Corp., Jam Transit Inc., Prestige Cars Inc., Autohaus Quezon City Inc., Timebound Trading Corp., and Monpierre Foods Corporation. He is the Corporate Secretary of PSI Healthcare Development Services Corp., PSI Prescription Solutions Corp., Adrianse

Phils. Inc., Bluelion Motors Corp., Autohaus Quezon City Inc., First Charters and Tours Transport Corp., Brycl Resorts and International Inc., AVK Philippines Inc., Jam Liner Inc., and Manila Golf and Country Club. He sits as Independent Director of Marcventures Holdings Inc. He previously served as Vice President and General Counsel of Air Philippines Corporation. Atty. Ocampo obtained his Bachelor of Arts in Economics, *cum laude*, and his Bachelor of Laws from the University of the Philippines. Upon graduation from college, he was admitted into the honor societies of Phi Kappa Phi and Pi Gamma Mu. He also completed an Executive Management Program at the Asian Institute of Management, and previously taught business law at the College of St. Benilde, De La Salle University. In 2013, he was named as a leading adviser as well as a commercial law expert by Acquisition International and Global Law Experts, respectively.

Manuel M. Lazaro
Director
May 26, 2016 until November 02, 2017
81 years old/Filipino

Justice Lazaro was elected as Independent Director of the company in May 2016. He currently sits as Director for Philippine Airlines, Inc., (PAL), The Manila Hotel Corporation and Manila Golf &Country Club. He is also the Chairman 8; CEO of Philippine Constitution Association (PHILCONSA) and served as its President and Governor for Four Terrns from the year 1991 to 2011. He sat as Director for PHILIA Development Center, Inc. and is a member of the Board of Advisors of Ateneo Law School and Chairman Aquila Legis Alumni Foundation, Inc.

Remegio C. Dayandayan, Jr.
Director
March 26, 2014 to present
36 years old/Filipino

Atty. Remegio C. Dayandayan, Jr. Was elected as Director of the Company in March 2014. He currently sits as Director and President of RYM Business Management Corporation and the Philippine Manila Standard Publishing Inc. He was previously an associate of Dum lao Moraleda Antonano and Tuvera Law Offices from February 2008 to March 2009. He was also a Subjective Discovery Reviewer of Escaler and Company Inc.-LPO from May 2008 to March 2009. Atty. Dayandayan obtained his degrees in Bachelor of Arts major in Political Science from the University of San Carlos in 2001 and Bachelor of Laws from San Beda College-Mendiola in 2007. He was admitted to the Philippine Bar in 2008.

Minda P. de Paz
Director
March 26, 2014 to present
76 years old/Filipino

Ms. Minda P. De Paz was elected as Director in March 2014. She serves as Directorof the Company and President of Philippine Collective Media Corporation and Universal Re Condominium Corporation as well as Director and Treasurer of RYM Business Management Corporation and Lubenico Inc. She is also a Director of Sequioa Business Management Corp. And a project coordinator of CPG Joint Venture. Ms. De Paz previously worked at the Philippine National Bank (PNB)- Ormoc City from 1963 to 1977. She then became a Supervising Commission on Audit (COA) Auditor of PNB-Escolta from 1977 to 1979. She served as COA Corporate Auditor of the National Home Mortgage Finance Corporation from 1979 to 1984 and Home Mutual Development Fund from 1981 to 1982. She also became an accountant of Nieva Realty and Development Corporation, D.S. Tantuico and Associates Law Office, Almega Managment and Investments Inc. From 1984 to 2005. Ms. De Paz obtained her Bachelor of Commerce in Accountancy from St. Paul's College, Tacloban City. She is a Certified Public Accountant.

Rolando S. Santos
Director/Vice President and Treasurer
January 03, 2014 to present
66 years old/Filipino

Mr. Rolando S. Santos was elected Director in May 2016. He has beenVice President and Treasurerof the Companysince January 2014. He serves as Treasurer of Marcventures Holdings Inc., Marcventures Mining and Development Corp. And Prime Media Holdings Inc. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013. He served as Branch Head in Diliman, Quezon City to Area Head for Metro and Provincial branches of the Bank of Commerce from 1984 to 2001. He also served as Branch head in West Avenue, Quezon City and Marikina branches of the Producers Bank of the Philippines from 1981 to 1984. He worked at the Far East Bank and Trust Co. From 1972 to 1981. He was also employed as a liaison officer of the Malacanang Information and Assistance Unit from 1970 to 1972. He obtained his degree in Bachelor of Science in Business Administration from the University of the East.

Hermogene H. Real
Director/ Assistant Corporate Secretary
January 03, 2014 to present
62years old/Filipino

Atty. Hermogene H. Real was elected Director in May 2016. She has been Assistant Corporate Secretaryof the Companysince January 2014. She serves as Director of Philippine Collectivemedia Corporation (2008 to present), as Corporate Secretary of Benguet Corporation (2000 to present) and Universal Re Condominium Corporation (1997 to 2009, 2010 to present), as Assistant Corporate Secretary of Doña Remedios Trinidad Romualdez Medical Foundation, Inc. (1996 to present), Benguet Corp Nickel Mines, Inc. (2009 to present). She is a lawyer in D.S. Tantuico and Associates (1998 to present). She previously held the following positions: Chairman of the Board and President of Philippine Collectivemedia Corporation (2008 to 2010); Corporate Secretary of Trans Middle East Phils. Equities, Inc. (1996 to 2006); and Assistant Corporate Secretary of Equitable PCI Bank, Inc. (2005-2006).

<u>Executive Officers:</u>

Diane Madelyn C. Ching
Corporate Secretary
January 03, 2014 to present
34 years old/Filipino

Atty. Diane Madelyn C. Ching was elected as Corporate Secretary of the Company in January 2014. She serves as General Counsel and Assistant Corporate Secretary of Marcventures Holdings Inc. and its subsidiary, Marcventures Mining and Development Corp. She sits as director of Prime Media Holdings Inc. where she was previously appointed as Corporate Secretary in 2013. She provides legal consultancy services to PLDT Global (Philippines) Corp. Atty. Ching was an associate of Ocampo & Manalo Law Firm from March 2010 to June 2013. She obtained her degrees in Bachelor of Secondary Education major in Economics and Bachelor of Arts major in Psychology from De La Salle University-Manila graduating Honorable Mention. She passed the Licensure Examination for Teachers in 2004. She worked as a Research Analyst of the Mergers and Acquisitions, Asia Pacific Region Division of Thomson (Philippines) Inc. (now Thomson Reuters). She obtained her Bachelor of Laws from San Beda College-Mendiola in 2009 and was admitted to the Philippine bar in 2010.

Mr. Reuben F. Alcantara
Vice President for Marketing
May 26, 2016 to present
34 years old/Filipino

Mr. Reuben F. Alcantara was appointed Vice President for Marketing in May 2016. He currently serves as Vice President for Marketing, Business Development, and Strategic Planning of Marcventures Holdings, Inc. He is also the Company's Investor Relations Officer. He is also the Vice President for Marketing of AG Finance Inc. He previously served as Relationship and Credit Officer for Security Bank and has had stints in Corporate Banking in Bank of Commerce and Maybank Philippines.

Mr. Leddie D. Gutierrez
Vice President for Audit
May 26, 2016 to present
55 years old/Filipino

Mr. Leddie Gutierrez was appointed asVice President for Audit in May 2016. He isa Certified Public Accountant and has held key positions in internal audit, corporate services and compliance and control since 1995. Mr. Gutierrez is currently the Vice President for Audit and Risk Management of Marcventures Mining and Development Corp. (MMDC) and the Vice President for Internal Audit of AG Finance, Inc. He served as Division Head (Assistant Vice President) of Strategic Support Division under Institutional Banking Sector of Metropolitan Bank and Trust Company, where, since joining in November 2011 as Compliance and Control Officer (Senior Manager), he oversaw IBS's compliance to policies, procedures and regulations set by the Bank, BSP and regulatory agencies and led in systems and process improvements for the Group. From April 2005 to October 2011, Mr. Gutierrez served as Head of Internal Audit of PLDT Global Corporation (PGC), a subsidiary and international marketing firm of PLDT Co. In this role, he carried out operational, information technology, financial, network and compliance audits of PGC. Mr. Gutierrez is a graduate of the University of the East.

2. Significant Employees

The company is not highly dependent on any individual who is not an executive officer.

3. Family Relationships

Isidro C. Alcantara, Jr., President is the father of Reuben F. Alcantara, VP for Marketing

0. **Involvement in Certain Legal Proceedings**
None of the directors, officers or members of the Company's senior management have, presently or during the last five (5) years, been subject to any of the following:
a) any bankruptcy, petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to the time;
b) any conviction by final judgment of any offense in any pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
c) any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities, or banking activities; and
d) found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities

or commodities law, and the judgment has not been reversed, suspended or vacated.

Item 10. EXECUTIVE COMPENSATION

Summary of Compensation Table

Information as to aggregate compensation paid or accrued during the last two fiscal years and to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and four other most highly compensated executive officers follows:

SUMMARY OF COMPENSATION TABLE

Names	Position	SALARY	BONUS	PER DIEM
Cesar C. Zalamea Isidro C. Alcantara, Jr. Rolando S. Santos Diane Madelyn Ching Hermogene H. Real Reuben F. Alcantara Leddie D. Gutierrez	Chairman President Treasurer Corporate Secretary Asst. Corporate Secretary VP Marketing VP Internal Audit			
All above named officers as a group	2016			₱35,294.13
	2017			₱50,000.00
	2018 Estimated			₱150,000.00
All other officers and directors as group unnamed	2016			₱94,117.65
	2017			₱50,000.00
	2018 Estimated			₱180,000.00

The 2018 estimated compensation for directors and executive officers is subject to changes as the BOD through the Compensation Committee is continuously reviewing the directors' and executive officers' compensation which shall be in accordance with the parameters set by the Company's by-laws and other industry standards.

Compensation of Directors

(0) ***Standard Arrangements***

Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

(b) Other Arrangements

None.

Employment Contract and Termination of Employment and Change-in-Control Arrangements

For the year ended December 31, 2017, the Company engaged consultants and employees from outsourcing agencies to perform its day to day transactions.

Warrants and Options Outstanding: Repricing

The above-named executive officers and directors, and all officers and directors as a group, do not hold equity warrants or options as the company does not have any outstanding equity warrants or options.

Item 11. SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

(1) Owners of more than 5% of voting securities as of 31 December 2017

Title of Class	Name, Address of Record and Relationship with Issuer	Name of Beneficial Owner /Relationship with Record Owner	Citizenship	Number of Shares Held	Percent of Class
Common	-PCD Nominee Corporation[1] -Tower 1 – Ayala Triangle Makati Avenue cor. Paseo de Roxas Makati City -Registered owner in the books of stock transfer agent	RYM Business Management Corp./ Client	Filipino	1,170,159,989	76.56%
				1,170,159,989	76.56%

(2) Security Ownership of Management as of 31 December 2017

Title of Class	Name Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of Class
Common	Cesar C. Zalamea	1000/ Direct	Filipino	0.00%
Common	Isidro C. Alcantara, Jr.	1000/ Direct 44,437,000/Indirect	Filipino	2.9%
Common	Macario U. Te	16,001,000/Direct; 35,000,000/Indirect	Filipino	3.33%
Common	Remegio C. Dayandayan, Jr.	1000/ Direct	Filipino	0.00%
Common	Augusto C. Serafica, Jr.	1000/ Direct	Filipino	0.00%
Common	Hermogene H. Real	1000/ Direct	Filipino	0.00%
Common	Rolando S. Santos	1000/ Direct	Filipino	0.00%
Common	Minda de Paz	1000/Direct	Filipino	0.00%
Common	Rolando S. Santos	1000/ Direct	Filipino	0.00%
Common	Hermogene H. Real	1000/ Direct	Filipino	0.00%
Common	Carlos Alfonso T. Ocampo	1000/Direct	Filipino	0.00%
Common	Vicente V. Mendoza	1000/Direct	Filipino	0.00%
Common	Diane Madelyn C. Ching	159,000/ Indirect	Filipino	0.00%
Common	Leddie D. Gutierrez	0	Filipino	0.00%
Common	Reuben F. Alcantara	0	Filipino	0.00%
	Total – Directors as a group	95,449,000	Filipino	6.23%
	Total – Officers as a group	159,000	Filipino	0%

Item 12. CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS

There are no significant transactions entered into by the Company in the normal course of business with related parties except as discussed in note 17 to the Audited Financial Statements.

PART IV – CORPORATE GOVERNANCE

Item 13. CORPORATE GOVERNANCE

This portion has been deleted pursuant to SEC Memorandum Circular No. 5, Series of 2013.

PART V - EXHIBITS AND SCHEDULES

Item 14. EXHIBITS AND REPORTS ON SEC FORM 17-C

(a) **Exhibits**
See accompanying Index to Exhibits.

The following exhibits are filed as a separate section of this report:

(9) Material Contracts

The other exhibits, as indicated in the Index to Exhibits are either not applicable to the Company or require no answer.

(b) **Reports on SEC Form 17-C**

Items reported under SEC Form 17-C for the year 2017:

	Date of Report	Event Reported
(1)	February 27, 2017	Reply to Exchange's Query in relation to Tender Offer
(2)	April 7, 2017	Results of the Board Meeting held on 7 April 2017
(3)	April 10, 2017	Postponement of Annual Meeting
(4)	April 24, 2017	Clarification of News Report- "Romualdez prepares another BKR Shuffle"
(5)	October 9, 2017	Appointment of Mr. Leddie Gutierrez as Data Privacy Officer
(6)	October 16, 2017	Clarification of News Report " Okada seen acquiring holding firm for backdoor listing
(7)	November 2, 2017	Resignation of Justice Manuel M. Lazaro
(8)	November 27, 2017	Clarification of News Report "Romualdez poised to take 33% of BKR and Okada Dreams"

SIGNATURES

Pursuant to the requirements of the Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on APR 2 7 2018, 2018.

By:

ISIDRO C. ALCANTARA, JR.
President

ROLANDO S. SANTOS
Treasurer

ATTY. DIANE MADELYN C. CHING
Corporate Secretary

BEFORE ME, Notary Public for and in the above-named locality, personally appeared the following, with their respective residence certificates and competent evidence of identity, to wit:

Name	Competent Evidence of Identity	Place Issued/Valid Until
Isidro C. Alcantara Jr.	TIN 123-371-185	
Rolando S. Santos	TIN 127-551-054	
Diane Madelyn C. Ching	TIN 201-507-466	

known to me and to me known as the same persons who executed the foregoing **2015 SEC Form 17-A Annual Report**, and they acknowledge to me that the same is their free and voluntary act and deed as well as of the corporations they respectively represent.

MAKATI CITY APR 2 7 2018
WITNESS MY HAND AND SEAL on the date and in the place above written.

Doc. No. 203
Page No. 41
Book No. IV
Series of 2018

ATTY. [illegible]
NOTARY PUBLIC [illegible] MAKATI CITY
[illegible] 2018
[illegible] MAKATI
[illegible] MEMBER
[illegible] NO. 40091
[illegible] 0006934
[illegible] BLDG
[illegible] MAKATI CITY

Bright Kindle Resources
& Investments, Inc.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Management of **Bright Kindle Resources & Investments, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein for the years ended **December 31, 2017 and 2016**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

Reyes Tacandong & Co., the independent auditor appointed by the stockholders for the years ended **December 31, 2017 and 2016**, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signature ______________________
CESAR C. ZALAMEA
Chairman of the Board

Signature ______________________
ISIDRO C. ALCANTARA, JR.
President

Signature ______________________
ROLANDO S. SANTOS
Treasurer

Signed this ____ day of APR 10 2018

Bright Kindle Resources
& Investments, Inc.

MAKATI CITY

SUBSCRIBED AND SWORN to before me this ______ day of ____________ affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	Competent Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
Cesar C. Zalamea	137-712-551		
Isidro C. Alcantara, Jr.	123-371-185		
Rolando S. Santos	127-551-054		

Doc. No. 109
Page No. 23
Book No. 11
Series of 2018.

Notary Public

ATTY. [illegible] ORTIZ, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL [illegible]
UNIT 102 [illegible] BLDG.
9735 MAKATI AVE., MAKATI CITY

NICK JULE B. TORRES
Certified Public Accountant

CPA License No. 0141184
BOA Accreditation No. 8238

Unit 305 Pacific Century Tower,
Quezon Avenue, South Triangle
Quezon City 1100 Philippines
Phone : +632 426 5245
Mobile : +63 917 852 0190
E-mail : nick.torres@clpcoph.com

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

(A Subsidiary of RYM Business Management Corp.)

PRACTITIONER'S COMPILATION REPORT
DECEMBER 31, 2017 and 2016

NICK JULE B. TORRES

Certified Public Accountant

CPA License No. 0141184
BOA Accreditation No. 8238

Unit 305 Pacific Century Tower,
Quezon Avenue, South Triangle
Quezon City 1800 Philippines
Phone : +632 426 5245
Mobile : +63 917 852 0190
E-mail : nick.torres@ctpcoph.com

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT ON AN ENGAGEMENT TO COMPILE FINANCIAL STATEMENTS

The Board of Directors and Stockholders
Bright Kindle Resources & Investments, Inc.
16th Floor Citibank Tower
8741 Paseo de Roxas, Makati City

Report on the Financial Statements

I have compiled the accompanying financial statements of Bright Kindle Resources & Investments, Inc. (the Company), a subsidiary of RYM Business Management Corp., which comprise the statement of financial position of as at December 31, 2017 and 2016, and the statements of comprehensive income, statements of changes in equity, and statements of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

Based on the information provided by the management, I have applied my expertise in accounting and financial reporting to assist the Company in the preparation and presentation of these financial statements in accordance with Philippine Financial Reporting Standards (PFRS). I have complied with relevant ethical requirements, including principles of integrity, objectivity, professional competence and due care.

Since a compilation engagement is not an assurance engagement, I am not required to verify the accuracy or completeness of the information provided by the management for compilation. I have not conducted an audit nor a review of the accompanying financial statements. Accordingly, I do not express an audit opinion and provide any assurance, or a review conclusion on whether the financial statements are in accordance with the PFRS.

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

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

Unit 305 Pacific Century Tower,
Quezon Avenue, South Triangle
Quezon City 1100 Philippines
Phone : +632 426 5245
Mobile : +63 917 852 0190
E-mail : nick.torres@...ph.com

Practitioner's Responsibility

My responsibility is to perform this compilation engagement in accordance with Philippine Standards on Related Services 4410 (Revised) – *Compilation Engagements*, issued by Auditing Standards and Practices Council of the Philippines.

The objective of this compilation engagement is to assist the management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

Practitioner's Independence

I am independent and had no direct financial interest with respect to the Company, in all material aspects of this compilation engagement, during the year ended December 31, 2017.

NICK JULE B. TORRES
Practitioner
CPA Certificate No. 0141184
Issued on July 12, 2015; valid until July 12, 2018
BOA Accreditation No. 8238
Issued on February 8, 2018; Valid until July 12, 2021
Tax Identification No. 273-144-666-0000
PTR No. 4457893

April 10, 2018

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

1	0	2	1	6	5

COMPANY NAME

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (A Subsidiary of RYM Business Management Corp.)

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

16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	CRMD	N/A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
service@brightkindle.com	(02) 817-6046	–

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
636	Last Thursday of May	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Mr. Rolando S. Santos	rolly.santos@marcventures.com.ph	826-8609/856-7976	–

CONTACT PERSON'S ADDRESS

16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City

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

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

INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc.
16th Floor Citibank Tower
8741 Paseo de Roxas, Makati City

Opinion

We have audited the accompanying financial statements of Bright Kindle Resources & Investments, Inc. (the Company), a subsidiary of RYM Business Management Corp., which comprise the statements of financial position as at December 31, 2017 and 2016, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2017, 2016 and 2015, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2017 and 2016, and its financial performance and its cash flows for the years ended December 31, 2017, 2016 and 2015 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 1 to the financial statements which discusses that Marcventures Mining and Development Corporation (MMDC), a subsidiary of the Company's associate, Marcventures Holdings, Inc., received an order from the Department of Environment and Natural Resources on February 13, 2017 dated February 8, 2017 cancelling its Mineral Production Sharing Agreement No. 016-93-X (MPSA). The management of the Company believes that the order has no basis and the outcome of legal actions taken will not have a material adverse effect on MMDC's operations, as described in Note 1 to the financial statements. MMDC has continued its mining operations in the areas covered by the MPSA.

BUREAU OF INTERNAL REVENUE
LARGE TAXPAYERS SERVICE
LARGE TAXPAYERS ASSISTANCE DIVISION
Date MAY 03 2018 TSIS
RECEIVED
MELINA PRISCA S. RANJO

Key Audit Matters

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

Determination of Indicator of Impairment of Investment in an Associate
Investment in an associate is accounted for using the equity method in accordance with PAS 28, *Investment in Associates and Joint Ventures*. The Company is required to assess at each reporting date whether there is any objective evidence that the investment is impaired. This matter is significant to our audit because investment in associate represents 96% of the Company's total assets.

We have reviewed management's procedures in determining indicators of impairment. Further disclosures are included in Note 3, *Significant Judgments, Estimates and Assumptions* and Note 7, *Investment in an Associate*.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A (Annual Report) and Annual Report distributed to stockholders for the year ended December 31, 2017, but does not include the financial statements and our Auditors' report thereon. The SEC Form 20-IS , SEC Form 17-A and Annual Report distributed to stockholders for the year ended December 31, 2017 are expected to be made available to us after the date of this Auditors' report.

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Belinda B. Fernando.

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Belinda B. Fernando

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until December 31, 2018
SEC Accreditation No. 1022-AR-2 Group A
Valid until March 15, 2020
BIR Accreditation No. 08-005144-004-2017
Valid until January 13, 2020
PTR No. 6607958
Issued January 3, 2018, Makati City

April 10, 2018
Makati City, Metro Manila

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BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2017	2016
ASSETS			
Current Assets			
Cash	4	**₱610,059**	₱108,615,791
Due from related parties	13	**58,717,477**	100,110,840
Other current assets	5	**7,979,102**	6,214,652
Total Current Assets		**67,306,638**	214,941,283
Noncurrent Assets			
Property and equipment	6	**45,093,324**	43,311,763
Investment in an associate	7	**2,640,244,182**	2,620,299,972
Deferred input VAT		**1,299,743**	2,176,775
Total Noncurrent Assets		**2,686,637,249**	2,665,788,510
		₱2,753,943,887	₱2,880,729,793
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other current liabilities	8	**₱231,567**	₱229,534
Note payable	9	**1,710,000,000**	1,850,000,000
Total Current Liabilities		**1,710,231,567**	1,850,229,534
Equity			
Capital stock	10	**840,660,700**	840,660,700
Retained earnings		**196,278,091**	187,435,808
Other comprehensive income		**6,773,529**	2,403,751
Total Equity		**1,043,712,320**	1,030,500,259
		₱2,753,943,887	₱2,880,729,793

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	2017	2016	2015
REVENUES				
Interest income	4	₱147,973	₱240,430	₱752,074
Rent income	15	–	–	799,065
		147,973	240,430	1,551,139
GENERAL AND ADMINISTRATIVE EXPENSES	11	(6,880,122)	(4,649,767)	(15,300,486)
SHARE IN NET INCOME OF AN ASSOCIATE	7	15,574,432	1,693,703	12,202,518
REALIZED LOSS ON AVAILABLE-FOR-SALE (AFS) FINANCIAL ASSETS	7	–	–	(28,410,000)
INCOME (LOSS) BEFORE TAX		8,842,283	(2,715,634)	(29,956,829)
PROVISION FOR INCOME TAX	12	–	–	15,981
NET INCOME (LOSS)		8,842,283	(2,715,634)	(29,972,810)
OTHER COMPREHENSIVE INCOME (LOSS)				
To be reclassified to profit or loss:				
Unrealized fair value loss on AFS financial assets	7	–	–	(1,416,000,000)
Transfer of realized fair value gain on AFS financial assets to profit or loss	7	–	–	28,410,000
Not to be reclassified to profit or loss -				
Share in other comprehensive income of an associate	7	4,369,778	1,019,330	1,384,421
TOTAL COMPREHENSIVE INCOME (LOSS)		₱13,212,061	(₱1,696,304)	(₱1,416,178,389)
EARNINGS (LOSS) PER SHARE - BASIC AND DILUTED	14	₱0.006	(₱0.002)	(₱0.020)

See accompanying Notes to Financial Statements.

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BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
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STATEMENTS OF CHANGES IN EQUITY

	Note	2017	2016	2015
		Years Ended December 31		
CAPITAL STOCK - ₱0.55 par value	10			
Authorized - 2,000,000,000 shares				
Issued, subscribed and outstanding - 1,528,474,000 shares		**₱840,660,700**	₱840,660,700	₱840,660,700
RETAINED EARNINGS				
Balance at beginning of year		**187,435,808**	190,151,442	220,124,252
Net income (loss)		**8,842,283**	(2,715,634)	(29,972,810)
Balance at end of year		**196,278,091**	187,435,808	190,151,442
OTHER COMPREHENSIVE INCOME	7			
To be reclassified to profit or loss				
Cumulative fair value gain on AFS financial assets				
Balance at beginning of year		**–**	–	1,387,590,000
Unrealized fair value loss on AFS financial assets		**–**	–	(1,416,000,000)
Transfer of realized fair value gain on AFS financial assets to profit or loss		**–**	–	28,410,000
Balance at end of year		**–**	–	–
Not to be reclassified to profit or loss				
Share in other comprehensive income of an associate:	7			
Balance at beginning of year		**2,403,751**	1,384,421	–
Remeasurement gain		**4,369,778**	1,019,330	1,384,421
Balance at end of year		**6,773,529**	2,403,751	1,384,421
		6,773,529	2,403,751	1,384,421
		₱1,043,712,320	₱1,030,500,259	₱1,032,196,563

See accompanying Notes to Financial Statements.

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BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
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STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	2017	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before tax		**₱8,842,283**	(₱2,715,634)	(₱29,956,829)
Adjustments for:				
Share in net income of an associate	7	**(15,574,432)**	(1,693,703)	(12,202,518)
Depreciation	6	**2,291,043**	1,661,267	1,574,120
Interest income	4	**(147,973)**	(240,430)	(752,074)
Realized loss on AFS financial assets	7	**–**	–	28,410,000
Operating loss before working capital changes		**(4,589,079)**	(2,988,500)	(12,927,301)
Decrease (increase) in:				
Receivables		**(8,606,637)**	(32,849,063)	22,738,223
Other current assets		**(887,418)**	(1,700,134)	(555,587)
Increase (decrease) in:				
Accounts and other payables		**2,033**	(101,394)	(10,183,501)
Due to parent company		**–**	–	(1,378,179)
Net cash used in operations		**(14,081,101)**	(37,639,091)	(2,306,345)
Interest received		**147,973**	240,430	752,074
Income tax paid		**–**	–	(15,981)
Net cash used in operating activities		**(13,933,128)**	(37,398,661)	(1,570,252)
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of property and equipment	6	**(4,072,604)**	(10,425,257)	(1,568,650)
CASH FLOW FROM FINANCING ACTIVITY				
Payment of note payable	9	**(90,000,000)**	(200,000,000)	–
NET DECREASE IN CASH		**(108,005,732)**	(247,823,918)	(3,138,902)
CASH AT BEGINNING OF YEAR		**108,615,791**	356,439,709	359,578,611
CASH AT END OF YEAR		**₱610,059**	₱108,615,791	₱356,439,709
NONCASH FINANCING ACTIVITY				
Assignment of receivables to offset with note payable	9	**₱50,000,000**	₱–	₱–

See accompanying Notes to Financial Statements.

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1. Corporate Information

General Information

Bright Kindle Resources & Investments, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 4, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with The Philippine Stock Exchange, Inc. (PSE).

On October 18, 2013, the Board of Directors (BOD) of Rizal Commercial Banking Corporation (RCBC) approved the sale of its 89.98% collective stake in the Company to RYM Business Management Corp. (the Parent Company) and other investors. The Parent Company acquired 76.56% interest in the Company.

With the change in ownership and management, the Company amended its Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and its primary business purpose to a holding company. The SEC approved the Company's amendments on January 30, 2014. Assets and liabilities related to the Company's credit card servicing operation were transferred to RCBC Bankard Services Corporation (RBSC) and RCBC on December 12, 2013. The Company is now engaged in dealing with all kinds of properties, including investment in bonds and shares of capital stock, without engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company's principal office address is at 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

The financial statements of the Company as at and for the years ended December 31, 2017 and 2016 were approved and authorized for issuance by the BOD on April 10, 2018.

Investment in Marcventures Holdings, Inc. (MARC)

On December 15, 2014, the Company acquired 600,000,000 shares of MARC representing 33% equity interest for ₱2,700.0 million from Philippine Business Bank - Trust and Investment Center (PBB).

In May 2015, the Company has assessed that it has gained significant influence over MARC. Consequently, the BOD approved the reclassification of investment from AFS financial assets to investment in an associate.

On December 29, 2017, the SEC approved the application of merger of MARC, Brightgreen Resources Holdings Inc. (BHI) and Asia Pilot Mining Phils. Corp. (APMPC), with MARC as the surviving entity. MARC issued 1,125,000,000 shares to BHI and APMPC resulting to reduction of the Company's equity interest in MARC to 20%.

On February 13, 2017, Marcventures Mining and Development Corporation (MMDC), a subsidiary of MARC, received an order dated February 8, 2017 by the Department of Environment and Natural Resources cancelling its Mineral Production Sharing Agreement (MPSA). The management and its legal counsel believe that the order has no basis and the outcome of legal actions taken will not have a material adverse effect on the MMDC's operations.

MMDC's management will take all the necessary legal actions and exhaust all remedies available to prevent the implementation of the order. The management and its legal counsel believe that the order has no basis and the outcome of legal actions taken will be in favor of the Company. MMDC has continued its mining operations in the areas covered by the MPSA.

On February 22, 2017, MMDC has filed Notice of Appeal to Office of the President.

2. Summary of Significant Accounting Policies

Basis of Preparation

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

Measurement Bases

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

The financial statements have been prepared using the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the transaction date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

Further information about the assumptions made in measuring fair value is included in Note 16, Financial Risk Management Objectives and Policies.

Adoption of New and Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended PFRS which the Company adopted effective for annual periods beginning January 1, 2017:

- Amendments to PAS 7, *Statement of Cash Flows - Disclosure Initiative* – The amendments require entities to provide information that enable the users of financial statements to evaluate changes in liabilities arising from their financing activities.

- Amendments to PAS 12, *Income Taxes - Recognition of Deferred Tax Assets for Unrealized Losses* – The amendments clarify the accounting for deferred tax where an asset is measured at fair value and the fair value is below the asset's tax base (e.g. deferred tax asset related to unrealized losses on debt instruments measured at fair value), as well as certain other aspects of accounting for deferred tax assets.

- Amendment to PFRS 12, *Disclosures of Interests in Other Entities – Clarification of the Scope of the Standard* – The amendment is part of the Annual Improvements to PFRS 2014-2016 Cycle and clarifies that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

The adoption of the foregoing new and amended PFRS did not have any material effect on the financial statements. Additional disclosures have been included in the notes to financial statements, as applicable.

New and Amended PFRS in Issue But Not Yet Effective

Relevant new and amended PFRS which are not yet effective for the year ended December 31, 2017 and have not been applied in preparing the financial statements are summarized below.

Effective for annual periods beginning January 1, 2018:

- PFRS 9, *Financial Instruments* – This standard will replace PAS 39, *Financial Instruments Recognition and Measurement* (and all the previous versions of PFRS 9). It contains requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

  PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics.

For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" model based on the concept of providing for expected losses at inception of a contract; it will no longer be necessary for there to be objective evidence of impairment before a credit loss is recognized.

For hedge accounting, PFRS 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

- PFRS 15, *Revenue from Contract with Customers* – The new standard replaces PAS 11, *Construction Contracts*, PAS 18, *Revenue* and related interpretations. It establishes a single comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance (e.g. the point at which revenue is recognized, accounting for variable considerations, costs of fulfilling and obtaining a contract, etc.).

- Amendment to PFRS 15 - *Clarification to PFRS 15* – The amendments provide clarifications on the following topics: (a) identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

- Amendments to PAS 28, *Investments in Associates and Joint Ventures - Measuring an Associate or Joint Venture at Fair Value* – The amendments are part of the Annual Improvements to PFRS 2014-2016 Cycle and clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

Effective for annual periods beginning January 1, 2019:

- PFRS 16, *Leases* – This standard replaces PAS 17, *Leases* and its related interpretations. The most significant change introduced by the new standard is that almost all leases will be brought onto lessees' statement of financial position under a single model (except leases of less than 12 months and leases of low-value assets), eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance lease is retained.

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

Financial Assets and Liabilities

Date of Recognition. Financial assets and liabilities are recognized in the statements of financial position when the Company becomes a party to the contractual provision of a financial instrument. Financial instruments are initially recognized at fair value. In the case of regular way purchase or sale of financial asset, recognition and derecognition, as applicable, is done using trade date accounting.

Initial Recognition of Financial Instruments. Financial assets and liabilities 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.

"Day 1" Difference. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in the statement of comprehensive income. In cases where there is no observable data on inception, the Company deemed the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Classification of Financial Instruments. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) held-to-maturity (HTM) investments, (c) loans and receivables and (d) AFS financial assets. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities at amortized cost. The classification depends on the purpose for which the financial instruments were acquired or incurred and whether or not the instruments are quoted in an active market.

As at December 31, 2017 and 2016, the Company does not have financial assets and liabilities at FVPL, AFS and HTM investments. In 2015, the Company reclassified its AFS financial assets to investment in an associate (see Note 7).

AFS Financial Assets. AFS financial assets are nonderivative financial assets that are either designated in this category or not classified in any of the other categories. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. These include equity investments, money market papers and other debt instruments. The unrealized gains and losses arising from the fair valuation of AFS financial assets, except for the foreign exchange fluctuations on AFS debt securities and the related effective interest, are excluded, net of tax, from reported earnings, and are reported in the statements of comprehensive income and in the equity section of the statements of financial position. These changes in fair values are recognized in equity until the investment is sold, collected, or otherwise disposed of or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity are included in profit or loss.

In 2015, the Company reclassified its AFS financial assets to investment in an associate (see Note 7).

Loans and Receivables. Loans and receivables are financial assets with fixed or determinable payments and fixed maturities and that are not quoted in an active market. These are not entered into with the intention of immediate or short-term resale and are not classified or designated as AFS financial assets or financial asset at FVPL. Loans and receivables are included in current assets if maturity is within twelve months from reporting date. Otherwise, these are classified as noncurrent assets.

After initial measurement, loans and receivables 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 any transaction cost which are directly attributable in the acquisition of the financial instrument. The amortization is included in profit or loss.

This category includes cash in banks and due from related parties.

Other Financial Liabilities. Financial liabilities are classified in this category if these are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or through borrowing.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any related issue costs, discount or premium. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as when there is amortization process.

This category includes accrued expenses and other current liabilities (excluding statutory payables) and note payable.

Derecognition of Financial Assets and Liabilites

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

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

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

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

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 Company 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 separate 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 value is adjusted by the costs or fees paid or received in the restructuring.

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

Impairment of Financial Assets
The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The carrying value of the impaired account is reduced to the extent that it exceeds the asset's net realizable value. Impairment losses are recognized in full in profit or loss. If in a subsequent period, the amount of accumulated impairment losses has decreased because of an event occurring after impairment was recognized, the decline is allowed to be reversed to profit or loss to the extent that the resulting carrying value will not exceed the amortized cost determined had no impairment been recognized.

Assets Carried at Amortized Cost. For financial assets carried at amortized cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtor's ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying value and the present value of the estimated future cash flows discounted at the assets' original effective interest rate. Time value is generally not considered when the effect of discounting is not material. The carrying value of the asset shall be reduced directly or through the use of an allowance account. The amount of loss shall be recognized in profit or loss.

If, in a subsequent period, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in the profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets. For equity investments classified as AFS financial assets, impairment would include a significant and prolonged decline in the fair value of the investments below their cost. Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss, is removed from equity and recognized in profit or loss. Impairment losses on equity investments are not reversed through income. Increases in fair value after impairment are recognized directly in the other comprehensive income and presented in the statements of changes in equity.

Other Current Assets

Other current assets include input value added tax (VAT), creditable withholding taxes (CWT) and prepayments.

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

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

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

The net amount of tax recoverable from the taxation authority is included as part of "Other current assets".

CWT. CWT are amounts withheld from income subject to expanded withholding taxes. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Prepayments. Prepayments represent expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and charged to profit or loss when incurred. Prepayments that are expected to be realized for no more than twelve months after the reporting date are classified as other current assets. Otherwise, these are classified as other noncurrent assets.

Investment in an Associate
Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Company has significant influence but not control, over the financial and operating policies of such entity. The Company's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying value of the investment.

When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Company determines at the end of each reporting year whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying value of the investment and recoverable amount.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable purchase taxes after deducting trade discounts and rebates and any directly attributable costs of bringing the asset to its working condition and location for its intended use. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

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

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Depreciation is calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

	Number of Years
Condominium unit	31
Office furniture and fixtures	3-5
Service vehicle	3

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

Construction in progress (CIP) pertains to properties under construction and is stated at cost. Costs include costs of construction, labor and other direct costs. CIP is not depreciated until such time that the relevant assets are completed and available for operational use.

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

Impairment of Nonfinancial Assets

Nonfinancial assets consisting of property and equipment and other nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If any such indication exists and where the carrying value of an asset exceeds its recoverable amount, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. 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 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 are recognized in the statements of comprehensive income.

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 value of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying value that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying value, less any residual value, on a systematic basis over remaining useful life.

Equity

Capital stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained earnings. Retained earnings represent the cumulative balance of net income or loss net of any dividend declaration.

Other Comprehensive Income (OCI). OCI comprises of items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS. OCI of the Company pertains to share in OCI of an associate.

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

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

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

Costs and Expenses Recognition
Costs and expenses are recognized in profit or loss when there is a decrease in future economic benefit related to a decrease in an asset or an increase in a liability that can be measured reliably.

General and administrative expenses. General and administrative expenses constitute cost of administering the business. These are expensed as incurred.

Operating Leases
The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at the inception date whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets, and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

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

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

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

d. there is a substantial change to the asset.

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

Operating Lease - Company as a Lessor. Leases where the Company retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying value of the leased asset and recognized on a straight-line basis over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which these are earned.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has been enacted or substantively enacted at the reporting date.

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

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

The carrying value 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

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

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

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares.

Where the earnings (loss) per share effect of potential dilutive common shares would be anti-dilutive, basic and diluted earnings (loss) per share are stated at the same amount.

Operating Segment

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

The Company has no operating segment other than being a holding company.

Related Parties

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

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

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingencies

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

Events after the Reporting Period

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

3. Significant Judgment, Accounting Estimates and Assumptions

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

Judgment

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

Classifying Investment Property and Owner-occupied Property. The Company considers a property as an investment property when the property generates cash flows which are largely independent of other assets held by the Company and a property as owner-occupied property when cash flows generated by it pertains not only to the property but also to other assets used for operations or administrative purposes.

A property may comprise of portions held for capital appreciation and portions used in operation or administrative purpose. If these portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in operation or for administrative purpose.

The Company classified its condominium unit under property and equipment.

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

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

Rent income amounted to ₱0.8 million in 2015 (see Note 15).

Determining Significant Influence over MARC. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by an entity is usually evidenced in one or more of the following ways:

- representation on the board of directors or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions;
- material transactions between the entity and the investee; interchange of managerial personnel; or
- provision of essential technical information

The Company has determined that it exercises significant influence over MARC.

Assessing Modification on the Terms of the Note Payable. The Company considers its note payable to be substantially modified 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. Such modification will result to derecognition of original liability and the recognition of a new liability.

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 value is adjusted by the costs or fees paid or received in the restructuring.

The Company assessed that there is no substantial modification on the terms of the note payable.

Determining Operating Segments. The Company determines and presents operating segments based on the information that is internally provided to the BOD. As December 31, 2017 and 2016, the Company has determined that it has no operating segment other than being a holding company.

Estimates and Assumptions

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

Estimating Allowance for Impairment of Due from Related Parties. The Company maintains allowance for impairment at a level considered adequate to provide for potential uncollectible due from related parties. The level of this allowance is evaluated by management on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Company's relationship with the debtor, the debtor's payment behaviour and known market factors. The Company identifies and provides for specific accounts that are doubtful of collection and reviews the age and status of the remaining receivables and establishes a provision considering, among others, historical collection and write-off experience.

No allowance for impairment of due from related parties was recognized in 2017, 2016 and 2015. Carrying value of receivables amounted to ₱58.7 million and ₱100.1 million as at December 31, 2017 and 2016, respectively (see Note 13).

Assessing Impairment of Nonfinancial Assets. The Company assesses impairment on property and equipment and investment in an associate whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

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

The Company recognizes an impairment loss whenever the carrying value of an asset exceeds it recoverable amount. The recoverable amount is computed using the value-in-use approach. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. Determining such amount requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets.

No impairment loss was recognized in 2017, 2016 and 2015.

The carrying value of the Company's investment in an associate and property and equipment are as follows:

	Note	2017	2016
Investment in an associate	7	**₱2,640,244,182**	₱2,620,299,972
Property and equipment	6	**45,093,324**	43,311,763
		₱2,685,337,506	₱2,663,611,735

Estimating the Useful Lives of Property and Equipment. The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The Company annually reviews the estimated useful lives of property and equipment based on factors that include asset utilization, internal technical evaluation, technological changes, environmental changes and anticipated use of the assets.

There is no change in the estimated useful life of the Company's property and equipment in 2017, 2016 and 2015. Carrying value of property and equipment amounted to ₱45.1 million and ₱43.3 million as at December 31, 2017 and 2016, respectively (see Note 6).

Assessing Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying value 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.

Deferred tax assets were not recognized on NOLCO and MCIT as at December 31, 2017 and 2016 because the management believes that there will be no sufficient taxable profits against which deferred tax assets can be utilized.

The Company's unrecognized deferred tax assets amounted to ₱7.8 million and ₱6.7 million as at December 31, 2017 and 2016, respectively (see Note 12).

4. Cash

This account consists of:

	2017	2016
Cash on hand	**₱5,000**	₱5,000
Cash in banks	**605,059**	108,610,791
	₱610,059	₱108,615,791

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to ₱0.1 million, ₱0.2 million and ₱0.8 million in 2017, 2016 and 2015, respectively.

5. Other Current Assets

This account consists of:

	2017	2016
Input VAT	₱7,113,281	₱5,348,831
CWT	600,685	600,685
Others	265,136	265,136
	₱7,979,102	₱6,214,652

6. Property and Equipment

Movements in this account are as follows:

	2017				
	Condominium Unit	Office Furniture and Fixtures	Service Vehicle	Construction In Progress	Total
Cost					
Balance at beginning of year	₱34,975,635	₱209,212	₱1,568,650	₱10,266,737	₱47,020,234
Additions	–	1,526,407	–	2,546,197	4,072,604
Reclassification	12,812,934	–	–	(12,812,934)	–
Balance at end of year	47,788,569	1,735,619	1,568,650	–	51,092,838
Accumulated Depreciation					
Balance at beginning of year	2,726,595	23,257	958,619	–	3,708,471
Depreciation	1,466,417	301,742	522,884	–	2,291,043
Balance at end of year	4,193,012	324,999	1,481,503	–	5,999,514
Net Carrying Value	₱43,595,557	₱1,410,620	₱87,147	₱–	₱45,093,324

	2016				
	Condominium Unit	Office Furniture and Fixtures	Service Vehicle	Construction In Progress	Total
Cost					
Balance at beginning of year	₱34,975,635	₱50,692	₱1,568,650	₱–	₱36,594,977
Additions	–	158,520	–	10,266,737	10,425,257
Balance at end of year	34,975,635	209,212	1,568,650	10,266,737	47,020,234
Accumulated Depreciation					
Balance at beginning of year	1,598,349	13,119	435,736	–	2,047,204
Depreciation	1,128,246	10,138	522,883	–	1,661,267
Balance at end of year	2,726,595	23,257	958,619	–	3,708,471
Net Carrying Value	₱32,249,040	₱185,955	₱610,031	₱10,266,737	₱43,311,763

In 2017, the construction in progress was completed and reclassified to condominium unit.

7. Investment in an Associate

Movements in this account are as follows:

	2017	2016
Acquisition cost	**₱2,604,000,000**	₱2,604,000,000
Accumulated share in equity of an associate:		
Balance at beginning of year	**16,299,972**	13,586,939
Share in:		
Net income	**15,574,432**	1,693,703
Other comprehensive income	**4,369,778**	1,019,330
Balance at end of year	**36,244,182**	16,299,972
Carrying value	**₱2,640,244,182**	₱2,620,299,972

The Company has 600,000,000 shares of MARC representing 20% and 33% equity interest as at December 31, 2017 and 2016, respectively (see Note 1).

In May 2015, the Company has assessed that it has gained significant influence over MARC. Consequently, the BOD approved the reclassification of investment from AFS financial assets to investment in an associate.

The movement of this account in 2015 follows:

	Amount
Cost	₱2,632,410,000
Unrealized fair value gain (loss)	
Balance at beginning of year	1,387,590,000
Change in fair value	(1,416,000,000)
Balance at date of reclassification	(28,410,000)
	2,604,000,000
Reclassification to investment in an associate	(2,604,000,000)
Net carrying value	**₱–**

Realized fair value loss as at date of reclassification amounted to ₱28.4 million.

Summarized financial information of MARC follows:

	2017	2016
Total assets	**₱5,316,113,361**	₱3,385,340,240
Total liabilities	**1,108,188,218**	412,968,180
Revenue	**2,040,859,226**	1,919,188,114
Net income	**47,281,213**	5,141,782
Other comprehensive income	**13,265,870**	3,094,504

8. Accrued Expenses and Other Current Liabilities

This account consists of:

	2017	2016
Accrued expenses	**₱227,303**	₱227,061
Statutory payables	**4,264**	2,473
	₱231,567	₱229,534

Accrued expenses primarily pertain to professional fees which are expected to be settled in the next reporting year.

Statutory payables include withholding taxes that are remitted to the government within the next reporting period.

9. Note Payable

Movements in this account are as follows:

	2017	2016
Balance at beginning of year	**₱1,850,000,000**	₱2,050,000,000
Payment during the year	**(90,000,000)**	(200,000,000)
Assignment of receivables (see Note 13)	**(50,000,000)**	–
Balance at end of year	**₱1,710,000,000**	₱1,850,000,000

The noninterest-bearing note which was issued to PBB represents the unpaid portion of the purchase price of the investment in an associate. The note's original maturity date was December 31, 2015 but was then extended by both parties until December 31, 2017.

On August 4, 2016, PBB assigned the note to Trans Middle East Philippine Equities, Inc. (TMEE). TMEE has signified its intention to convert the remaining balance of the note to Company's shares of stock.

10. Equity

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

On March 21, 1995, the SEC approved the listing of the Company's 118,000,000 million shares at an offer price of ₱1.0 per share. As at December 31, 2017 and 2016, 1,528,474,000 shares are listed in the PSE.

11. General and Administrative Expenses

This account consists of:

	Note	2017	2016	2015
Depreciation	6	**₱2,291,043**	₱1,661,267	₱1,574,120
Membership dues and other fees		**1,402,640**	1,402,315	1,423,813
Outside services		**1,155,011**	472,876	476,860
Professional fees		**584,089**	550,929	681,753
Taxes and licenses		**248,609**	73,159	10,351,500
Communication, light and water		**206,616**	161,100	184,683
Director's fees		**155,000**	124,412	263,726
Others		**837,114**	203,709	344,031
		₱6,880,122	₱4,649,767	₱15,300,486

12. Income Tax

There is no provision for income tax in 2017 and 2016 due to the Company's tax loss position. Provision for income tax represents MCIT in 2015.

The reconciliation of provision for income tax at the statutory income tax to the provision for income tax shown in the statements of comprehensive income follows:

	2017	2016	2015
Income tax computed at statutory tax rate	**₱2,652,685**	(₱814,690)	(₱8,987,049)
Change in unrecognized deferred tax assets	**1,082,489**	1,394,930	4,366,407
Add (deduct) tax effects of:			
Share in net income of an associate not subject to tax	**(4,672,330)**	(508,111)	(3,660,755)
Expired NOLCO and MCIT	**981,248**	–	–
Interest income already subjected to final tax	**(44,392)**	(72,129)	(225,622)
Nondeductible expenses	**300**	–	–
Realized loss on AFS financial assets	**–**	–	8,523,000
	₱–	₱–	₱15,981

Details of unrecognized deferred tax assets are as follows:

	2017	2016
NOLCO	**₱7,809,093**	₱6,719,110
MCIT	**15,981**	23,475
	₱7,825,074	₱6,742,585

Deferred tax assets were not recognized on NOLCO and MCIT as at December 31, 2017 and 2016 because the management believes that there will be no sufficient future taxable profits against which deferred tax assets can be utilized.

As at December 31, 2017, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year Incurred	Expiry Date	Amount	Applied	Expired	Balance
2017	2020	₱6,879,122	₱–	₱–	₱6,879,122
2016	2019	4,649,767	–	–	4,649,767
2015	2018	14,501,420	–	–	14,501,420
2014	2017	3,245,846	–	3,245,846	–
		₱29,276,155	₱–	₱3,245,846	₱26,030,309

As at December 31, 2017, unused MCIT that can be claimed as deduction from future tax liability are as follows:

Year Incurred	Expiry Date	Amount	Applied	Expired	Balance
2015	2018	₱15,981	₱–	₱–	₱15,981
2014	2017	7,494	–	7,494	–
		₱23,475	₱–	₱7,494	₱15,981

13. Related Party Transactions

The Company has the following transactions with its Parent Company and other related parties:

	Nature of Transactions	Amount of Transactions 2017	Amount of Transactions 2016	Outstanding Balances 2017	Outstanding Balances 2016
Due from Related Parties					
Parent Company -					
RYM	Advances for working capital	**₱42,931,456**	₱–	**₱46,553,277**	₱63,621,821
Under common control:					
Marcventures Mining and Development Corporation	Advances for working capital	–	23,000,000	**5,000,000**	5,000,000
AG Finance, Incorporated	Advances for working capital	–	1,799,800	–	2,044,457
Brightgreen Resources Corporation	Advances for working capital	–	3,104,000	–	104,000
Others	Advances for working capital	**237**	63	**4,000**	3,763
Associate -					
MARC	Advances for working capital	–	147,570,000	–	–
Officers	Advances	–	34,800,000	**7,160,200**	29,336,799
				₱58,717,477	₱100,110,840

Outstanding balance is noninterest-bearing, payable on demand and settlement occurs in cash.

In 2017, the Company assigned the receivable from the Parent Company to TMEE to offset with the note payable amounting to ₱50.0 million.

Key Management Personnel

Compensation of key management personnel amounted to ₱0.4 million in 2017 and 2016 and ₱0.3 million in 2015.

14. Earnings (Loss) Per Share

Basic and diluted loss per share is computed as follow:

	2017	2016	2015
Net income (loss)	**₱8,842,283**	(₱2,715,634)	(₱29,972,810)
Weighted average number of common shares outstanding	**1,528,474,000**	1,528,474,000	1,528,474,000
Earnings (loss) per share - basic and diluted	**₱0.006**	**(₱0.002)**	(₱0.020)

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

15. Lease Commitments and Contingencies

Lease Commitments

The Company as lessor, entered into cancellable leases. Rent income amounted to ₱0.8 million in 2015.

Legal Claims and Assignment of Litigation Cases

The Company is a co-defendant in a collection case for US$1.5 million filed in the Los Angeles Superior Court by a foreign Merchant and its Philippine affiliate in 2012. The plaintiffs have alleged that they were not paid the charge cards availments that the Company processed under a Tripartite Merchants Agreements (TMA). Based on Company's records, however, payments due to the foreign merchant were wired to the latter's designated agent. The Company did not breach any regulatory or trade standards in complying with the TMA. The Company's management and its counsel believe that the collection case is legally defensible, and any ultimate liability resulting therefrom will not materially affect the Company's financial position and results of operations. Moreover, under the Share Purchase Agreement dated October 18, 2013, the Sellers will indemnify the Company should the court adjudge the Company liable.

16. Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company's objectives are achieved. The Company's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

Financial Risk Management Objectives and Policies

The Company's principal financial instruments consist of cash in banks, due from related parties and accounts and other current liabilities (excluding statutory payables) and note payable. The primary purpose of these financial instruments is to finance the Company's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and receivables.

Exposure to Credit Risk. The carrying value of cash in banks and receivables represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Quality. Credit risk arising from the inability of a counterparty to meet the terms of the Company's financial instrument is generally limited to the amount of the counterparty's obligations.

The aging analyses of financial assets as at December 31, 2017 and 2016 are as follows:

	2017				
	Neither Past Due Nor Impaired		Past Due But Not	Past Due and	
	High Grade	Standard Grade	Impaired	Impaired	Total
Cash in banks	₱605,059	₱–	₱–	₱–	₱605,059
Due from related parties	58,717,477	–	–	–	58,717,477
	₱59,322,536	₱–	₱–	₱–	₱59,322,536

	2016				
	Neither Past Due Nor Impaired		Past Due But Not	Past Due and	
	High Grade	Standard Grade	Impaired	Impaired	Total
Cash in banks	₱108,610,791	₱–	₱–	₱–	₱108,610,791
Due from related parties	100,110,840	–	–	–	100,110,840
	₱208,721,631	₱–	₱–	₱–	₱208,721,631

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults. Standard grade financial assets are those financial assets that are collected on their due dates without an effort from the Company to follow them up.

Cash in banks are with reputable financial institutions duly approved by the BOD.

Liquidity risk

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

The tables below summarize the maturity profile of the Company's financial liabilities as at December 31, 2017 and 2016 based on contractual undiscounted cash flows.

	2017			
	Less than One Month	**One Month to One Year**	**More than One Year**	**Total**
Accrued expenses and other current liabilities*	**₱227,303**	**₱–**	**₱–**	**₱227,303**
Note payable	**–**	**1,710,000,000**	**–**	**₱1,710,000,000**
	₱227,303	**₱1,710,000,000**	**₱–**	**₱1,710,227,303**

**Excluding statutory payables*

	2016			
	Less than One Month	One Month to One Year	More than One Year	Total
Accrued expenses and other current liabilities*	₱227,061	₱–	₱–	₱227,061
Note payable	–	1,850,000,000	–	1,850,000,000
	₱227,061	₱1,850,000,000	₱–	₱1,850,227,061

**Excluding statutory payables*

Fair Value of Financial Assets and Financial Liabilities

Set out below is a comparison by category of carrying values and fair values of the Company's financial instruments that are carried in the financial statements:

	2017		2016	
	Carrying Value	**Carrying Value**	Fair Value	Fair Value
Financial Assets				
Cash in banks	**₱606,059**	**₱606,059**	₱108,610,791	₱108,610,791
Receivables	**58,717,477**	**58,717,477**	110,110,840	110,110,840
	₱59,323,536	**₱59,323,536**	₱218,721,631	₱218,721,631
Financial Liabilities				
Accrued expenses and other current liabilities*	**₱227,303**	**₱227,303**	₱227,061	₱227,061
Note payable	**1,710,000,000**	**1,710,000,000**	1,850,000,000	1,850,000,000
	₱1,710,227,303	**₱1,710,227,303**	₱1,850,227,061	₱1,850,227,061

**Excluding statutory payables*

Cash in Banks, Due from Related Parties, Accrued Expenses and Other Current Liabilities (excluding Statutory Payables) and Note Payable. The carrying values of cash in banks, due from related parties and accrued expenses and other current liabilities (excluding statutory payables) approximate their fair values due to the short-term nature of the transactions. The fair value measurement of current financial assets and liabilities is classified as Level 3 (significant unobservable inputs).

17. Capital Management Objectives, Policies and Procedures

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares.

There has been no change in the objectives, policies and processes in 2017 and 2016.

BOA/PRC Accreditation No. 4782
December 29, 2015, valid until December 31, 2018
SEC Accreditation No. 0207-FR-2 (Group A)
September 27, 2016, valid until September 27, 2019

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REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc.
16th Floor Citibank Tower
8741 Paseo de Roxas, Makati City

We have audited the accompanying financial statements of Bright Kindle Resources & Investments, Inc. (the Company), a subsidiary of RYM Business Management Corp., as at and for the year ended December 31, 2017 on which we have rendered our report dated April 10, 2018.

In compliance with Securities Regulations Code Rule 68, as amended, we are stating that the Company has 620 stockholders owning one hundred (100) or more shares each.

REYES TACANDONG & CO.

Belinda B. Fernando

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until December 31, 2018
SEC Accreditation No. 1022-AR-2 Group A
Valid until March 15, 2020
BIR Accreditation No. 08-005144-004-2017
Valid until January 13, 2020
PTR No. 6607958
Issued January 3, 2018, Makati City

April 10, 2018
Makati City, Metro Manila

REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Bright Kindle Resources & Investments, Inc.
16th Floor Citibank Tower
8741 Paseo de Roxas, Makati City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Bright Kindle Resources & Investments, Inc. (the Company), a subsidiary of RYM Business Management Corp., as at and for the year ended December 31, 2017 and have issued our report thereon dated April 10, 2018. Our audit was made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplementary schedules as at December 31, 2017 are the responsibility of the Company's management. These supplementary schedules include the following:

- Adoption of Effective Accounting Standards and Interpretations
- Financial Ratios
- Reconciliation of Retained Earnings Available for Dividend Declaration
- Schedules required by Part II of SRC Rule 68, as amended

These schedules are presented for purposes of complying with Securities Regulation Code Rule 68 Part II, as amended, and are not part of the basic financial statements. This information has been subjected to the auditing procedures applied in the audit of the basic financial statements, including comparing such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

REYES TACANDONG & CO.

Belinda B. Fernando

BELINDA B. FERNANDO
Partner
CPA Certificate No. 81207
Tax Identification No. 102-086-538-000
BOA Accreditation No. 4782; Valid until December 31, 2018
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Valid until January 13, 2020
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Issued January 3, 2018, Makati City

April 10, 2018
Makati City, Metro Manila

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SUPPLEMENTARY SCHEDULE OF ADOPTION OF EFFECTIVE ACCOUNTING STANDARDS AND INTERPRETATIONS

DECEMBER 31, 2017

Title	Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements			
Conceptual Framework Phase A: Objectives and qualitative characteristics	✓		
PFRSs Practice Statement Management Commentary			✓

Philippine Financial Reporting Standards (PFRS)

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
PFRS 2	Share-based Payment			✓
	Amendments to PFRS 2: Vesting Conditions and Cancellations			✓
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
	Amendment to PFRS 3: Accounting for Contingent Consideration in a Business Combination			✓
	Amendment to PFRS 3: Scope Exceptions for Joint Ventures			✓
PFRS 4	Insurance Contracts			✓
	Amendments to PFRS 4: Financial Guarantee Contracts			✓

PFRS	Title	Adopted	Not Adopted	Not Applicable
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
	Amendment to PFRS 5: Changes in Methods of Disposal			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
PFRS 7	Financial Instruments: Disclosures	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets	✓		
	Amendments to PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments			✓
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	✓		
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities	✓		
	Amendment to PFRS 7: Servicing Contracts			✓
	Amendment to PFRS 7: Applicability of the Amendments to PFRS 7 to Condensed Interim Financial Statements			✓
PFRS 8	Operating Segments	✓		
	Amendments to PFRS 8: Aggregation of Operating Segments			✓
	Amendments to PFRS 8: Reconciliation of the Total of the Reportable Segments' Assets to the Entity's Assets			✓
PFRS 10	Consolidated Financial Statements			✓
	Amendments to PFRS 10: Transition Guidance			✓
	Amendments to PFRS 10: Investment Entities			✓
	Amendments to PFRS 10: Investment Entities: Applying the Consolidation Exception			✓
PFRS 11	Joint Arrangements			✓
	Amendments to PFRS 11: Transition Guidance			✓
	Amendments to PFRS 11: Accounting for Acquisitions of Interests in Joint Operations			✓
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments to PFRS 12: Transition Guidance			✓

PFRS	Title	Adopted	Not Adopted	Not Applicable
	Amendments to PFRS 12: Investment Entities			✓
	Amendments to PFRS 12: Investment Entities: Applying the Consolidation Exception			✓
	Amendment to PFRS 12: Clarification of the Scope of the Standard	✓		
PFRS 13	Fair Value Measurement	✓		
	Amendment to PFRS 13: Short-term receivables and Payables	✓		
	Amendment to PFRS 13: Portfolio Exception			✓
PFRS 14	Regulatory Deferral Accounts			✓

Philippine Accounting Standards (PAS)

PAS	Title	Adopted	Not Adopted	Not Applicable
PAS 1 (Revised)	Presentation of Financial Statements	✓		
	Amendments to PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendment to PAS 1: Clarification of the Requirements for Comparative Presentation			✓
	Amendments to PAS 1: Disclosure Initiative			✓
PAS 2	Inventories			✓
PAS 7	Statement of Cash Flows	✓		
	Amendments to PAS 7: Disclosure Initiative	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendments to PAS 12: Recovery of Underlying Assets			✓
	Amendments to PAS 12: Recognition of Deferred Tax Assets for Unrealized Losses			✓
PAS 16	Property, Plant and Equipment	✓		

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 16: Classification of Servicing Equipment			✓
	Amendment to PAS 16: Revaluation Method - Proportionate Restatement of Accumulated Depreciation			✓
	Amendment to PAS 16: Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortization	✓		
	Amendment to PAS 16: Agriculture: Bearer Plants			✓
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19 (Revised)	Employee Benefits			✓
	Amendment to PAS 19: Defined Benefit Plans: Employee Contributions			✓
	Amendment to PAS 19: Discount Rate: Regional Market Issue			✓
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates			✓
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs			✓
PAS 24 (Revised)	Related Party Disclosures	✓		
	Amendment to PAS 24: Key Management Personnel	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements			✓
	Amendments to PAS 27: Investment Entities			✓
	Amendments to PAS 27: Equity Method in Separate Financial Statements			✓
PAS 28 (Amended)	Investments in Associates and Joint Ventures	✓		
	Amendments to PAS 28: Investment Entities: Applying the Consolidation Exception			✓
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 32	Financial Instruments: Disclosure and Presentation	✓		

PAS	Title	Adopted	Not Adopted	Not Applicable
	Financial Instruments: Presentation	✓		
	Amendments to PAS 32: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 32: Tax Effect of Distribution to Holders of Equity Instruments			✓
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
	Amendment to PAS 34: Interim Financial Reporting and Segment Information for Total Assets and Liabilities			✓
	Amendment to PAS 34: Disclosure of Information 'Elsewhere in the Interim Financial Report'			✓
PAS 36	Impairment of Assets	✓		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
PAS 38	Intangible Assets			✓
	Amendment to PAS 38: Revaluation Method - Proportionate Restatement of Accumulated Amortization			✓
	Amendment to PAS 38: Clarification of Acceptable Methods of Depreciation and Amortization			✓
PAS 39	Financial Instruments: Recognition and Measurement	✓		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	✓		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓
	Amendments to PAS 39: Financial Guarantee Contracts			✓
	Amendments to PAS 39: Reclassification of Financial Assets	✓		
	Amendments to PAS 39: Reclassification of Financial Assets - Effective Date and Transition	✓		
	Amendments PAS 39: Embedded Derivatives			✓

PAS	Title	Adopted	Not Adopted	Not Applicable
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			✓
PAS 40	Investment Property			✓
	Amendment to PAS 40: Clarifying the Interrelationship between PFRS 3 and PAS 40 when Classifying Property as Investment Property or Owner-occupied Property			✓
PAS 41	Agriculture			✓
	Amendment to PAS 41: Agriculture: Bearer Plants			✓

Philippine Interpretations

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			✓
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC–9: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment	✓		
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes			✓
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			✓
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓

Interpretations	Title	Adopted	Not Adopted	Not Applicable
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies			✓

PHILIPPINE INTERPRETATIONS - SIC

Interpretations	Title	Adopted	Not Adopted	Not Applicable
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-15	Operating Leases – Incentives			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease			✓
SIC-29	Service Concession Arrangements: Disclosures.			✓
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.

(A Subsidiary of RYM Business Management Corp.)

SUPPLEMENTARY SCHEDULE OF FINANCIAL RATIOS

DECEMBER 31, 2017

Below is a schedule showing financial soundness indicators in 2017 and 2016.

	2017	2016
Current/Liquidity Ratio	**0.04**	0.12
Current assets	**₱67,306,638**	₱214,941,283
Current liabilities	**1,710,231,567**	1,850,229,534
Solvency Ratio	**0.01**	(0.00)
Income (loss) before income tax, depreciation, and amortization	**₱11,133,326**	(₱1,054,367)
Total liabilities	**1,710,231,567**	1,850,229,534
Debt-to-equity Ratio	**1.64**	1.80
Total liabilities	**₱1,710,231,567**	₱1,850,229,534
Total equity	**1,043,712,320**	1,030,500,259
Asset-to-equity Ratio	**2.64**	2.80
Total assets	**₱2,753,943,887**	₱2,880,729,793
Total equity	**1,043,712,320**	1,030,500,259
Interest rate coverage Ratio	–	–
Pretax loss before interest	**₱8,842,283**	(₱2,715,634)
Interest expense	**–**	–
Profitability Ratio	**0.01**	(0.00)
Net income (loss)	**₱8,842,283**	(₱2,715,634)
Total equity	**1,043,712,320**	1,030,500,259

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
DECEMBER 31, 2017

		Amount
Unappropriated retained earnings as shown in the financial statements, beginning		₱187,435,808
Cumulative share in net income of an associate		(13,896,221)
Unappropriated retained earnings available for dividend declaration, beginning		173,539,587
Net income during the year	8,842,283	
Share in net income of an associate	(15,574,432)	(6,732,149)
Total retained earnings available for dividend declaration at end of year		₱166,807,438

Reconciliation:

	Amount
Unappropriated retained earnings as shown in the financial statements at end of year	₱196,278,091
Cumulative share in net income of an associate	(29,470,653)
Total retained earnings available for dividend declaration at end of year	₱166,807,438

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A subsidiary of RYM Business Management Corp.)
SEC SUPPLEMENTARY SCHEDULES AS REQUIRED BY PAR. 6 PART II
OF SRC RULE 68, AS AMENDED
DECEMBER 31, 2017

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Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
December 31, 2017

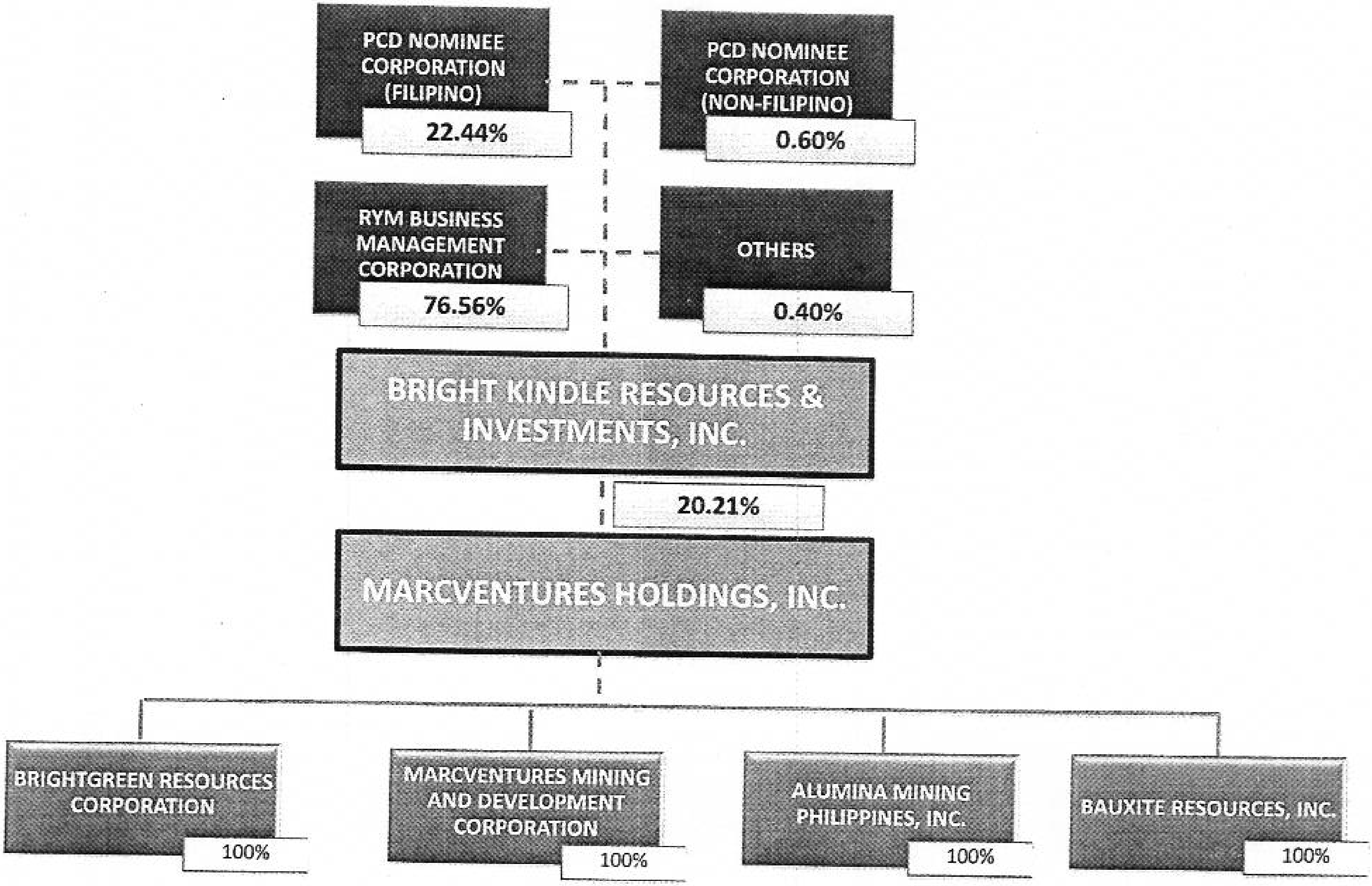
Name and designation of debtor	Balance at beginning of year	Additions	Amounts collected	Amounts assigned*	Current	Noncurrent	Balance at the end of the year
Parent Company							
RYM	₱63,621,821	₱42,931,456	₱10,000,000	₱50,000,000	₱46,553,277	₱–	₱46,553,277
Officers	29,336,799	–	22,176,599	–	7,160,200	–	7,160,200
Under common control							
Marcventures Mining and Development Corporation	5,000,000	–	–	–	5,000,000	–	5,000,000
AG Finance, Incorporated	2,044,457	–	2,044,457	–	–	–	–
Brightgreen Resources Corporation	104,000	–	104,000	–	–	–	–
Others	3,763	3,000	2,763	–	4,000	–	4,000
	₱100,110,840	₱42,934,456	₱34,327,819	₱50,000,000	₱58,717,477	₱–	₱58,717,477

*In 2017, the Company assigned the receivable from the Parent Company to TMEE to offset with the note payable amounting to ₱50.0 million.

Schedule E. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	No. of shares held by related parties	Directors officers and employees	Others
Common Stock	2,000,000,000	1,528,474,000	–	1,170,159,989	101,169,000	257,145,011

Schedule F. Conglomerate Map



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SECURITIES AND EXCHANGE COMMISSION

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,Philippines
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Company Information

SEC Registration No.	0000102165
Company Name	BRIGHT KINDLE RESOURCES & INVESTMENTS INC.
Industry Classification	
Company Type	Stock Corporation

Document Information

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S.E.C. Registration Number

BRIGHT KINDLE RESOURCES &
INVESTMENTS, INC.
(formerly Bankard, Inc.)

(Company's Full Name)

16th Floor, Citibank Tower
8741 Paseo de Roxas Makati
City

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

ROLANDO S. SANTOS	817-6046/817-4183
Contact Person	Company Telephone Number

1 2 / 3 1	SEC 17-Q	Last Thursday of May
Month *Day* Fiscal Year	FORM TYPE	*Month* *Day* Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

632	nil	
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

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

1. For the quarterly period ended **September 30, 2018**

2. Commission Identification Number **102165**

3. BIR Tax Identification No. **000-803-498-000**

4. Exact name of registrant as specified in its charter: **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

5. **Philippines**
Province, Country or other jurisdiction of incorporation or organization

6. Industry Classification Code: [ ] SEC Use Only)

7. **16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City 1226**
Address of issuer's principal office Postal Code

8. **632 / 8176046/48**
Registrant's telephone number, including area code

9. Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P0.55 par value	**1,528,474,000 (as of 09/30/18)**

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

Yes [x] No [ ]

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 12 months (or for shorter period the registrant was required to file such reports):

Yes [x] No [ ]

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

Yes [x] No [ ]

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PART I – FINANCIAL INFORMATION

Item 1. – Financial Statements

The Unaudited Financial Statements of Bright Kindle Resources & Investments, Inc. as at September 30, 2018 (with comparative Audited Statements of Financial Position as at December 31, 2017) and for the three months and nine months ended September 30, 2018 and 2017 are in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of statements of financial position as at September 30, 2018 and December 31, 2017:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)	Increase (decrease)	
			Amount	Percentage
	(₱'000)	(₱'000)	(₱'000)	
Current assets	**₱65,316**	₱67,307	(₱1,991)	(2.96%)
Noncurrent assets	**2,688,785**	2,686,637	2,148	0.08%
Total Assets	**₱2,754,101**	₱2,753,944	₱157	0.01%
Current Liabilities	**₱1,710,212**	₱1,710,232	(₱20)	(0.001%)
Equity	**1,043,889**	1,043,712	177	0.02%
Total Liabilities and Equity	**₱2,754,101**	₱2,753,944	₱157	0.01%

Summary of unaudited statements of comprehensive income for the three months and nine months period ended September 30, 2018 and 2017:

	For the three months ended September 30,		**For the nine months ended September 30,**	
	2018	2017	**2018**	2017
	(₱'000)	(₱'000)	**(₱'000)**	(₱'000)
Revenues	**₱0**	₱101	**₱1**	₱109
General and administrative expenses	**(1,118)**	(1,393)	**(4,124)**	(5,155)
Share in net income of an associate	**2,307**	50,811	**4,301**	58,764
Income	**₱1,189**	₱49,519	**₱177**	₱53,717

Summary of unaudited statements of cash flows for the three months and nine months period ended September 30, 2018 and 2017:

	For three months ended September 30,		For nine months ended September 30,	
	2018 (₱'000)	2017 (₱'000)	**2018 (₱'000)**	2017 (₱'000)
Cash provided by (used in) operating activities	**(₱420)**	(₱483)	**(₱216)**	₱44,348
Cash used in investing activities	–	(268)	–	(4,073)
Cash used in financing activities	–	–	–	(50,000)
Net decrease in cash	**(420)**	(751)	**(216)**	(9,725)
Cash at beginning of period	**814**	99,642	**610**	108,616
Cash at end of period	**₱394**	₱98,891	**₱394**	₱98,891

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

Results of Operation

Nine months ended September 30, 2018 compared with nine months ended September 30, 2017

Revenue
The Company is not yet operating, hence, revenues generated mainly comes from interest on bank deposits. The interest income for the period is lower by ₱0.11 million compared with same period last year, due to lower cash balance this period as compared last year.

General and administrative expenses

a. *Depreciation*
   The company's service vehicle has been fully depreciated last February 2018. In effect, recognized depreciation for the nine months period ended September 30, 2018 is lower by ₱0.09 million or 5.82% compared with same period last year.

b. *Outside services*
   More outsourced services were incurred last year than this year resulting to decline in this account by ₱0.60 million or 55.63%.

c. *Taxes and licenses*
   Last year, the Company paid SEC for tender offer filing fee, resulting to higher taxes and licenses incurred compared with same period this year. No significant taxes and license fees were incurred during the period.

d. *Communication, light and water*
   Communication, light and water expense this period is higher by ₱0.08 million or 69.78% compared with same period last year. The increase is attributable to occupancy of the Company's condo unit, starting early this year (this was idle last year).

e. *Director's fees*
   Director's fee last year is higher than this year due to payments to board of directors for board meetings.

f. *Others*
   Other general and administrative expenses this period is lower by ₱0.21 million or 46.17% compared with same period last year, due to payment for PCD maintenance fee last year.

Share in net income of an associate
Net income of Marcventures Holdings, Inc. (MARC) for the nine months period ended September 30, 2018 is lower compared with same period last year. Consequently, the company's share in the net income of MARC has declined from ₱58.76 million last year to ₱4.30 million this year. Also, the Company's equity interest in MARC has reduced to 19.9% this year (from 32.9% last year), as an effect of the merger of MARC, BHI and APMPC (see Note 1).

<u>Three months ended September 30, 2018 compared with three months ended September 30, 2017</u>

Revenue
The Company is not yet operating, hence, revenues generated mainly comes from interest on bank deposits. The interest income for the period is lower by ₱0.10 million compared with same period last year, due to lower cash balance this period as compared last year.

General and administrative expenses

a. *Depreciation*
   The company's service vehicle has been fully depreciated last February 2018. In effect, recognized depreciation for the three months period ended September 30, 2018 is lower by ₱0.13 million or 21.35% compared with same period last year.

b. *Others*
   Other general and administrative expenses this period is lower by ₱0.16 million or 63.71% compared with same period last year, due to payment for PCD maintenance fee last year.

Share in net income of an associate
Net income of Marcventures Holdings, Inc. (MARC) for the three months ended September 30, 2018 is lower compared with same period last year. Consequently, the company's share in the net income of MARC has declined from ₱50.81 million last year to ₱2.31 million this year. Also, the Company's equity interest in MARC has reduced to 19.9% this year (from 32.9% last year), as an effect of the merger of MARC, BHI and APMPC (see Note 1).

<u>Statements of Financial Position</u>

The significant changes in the statement of financial position accounts during the nine months ended September 30, 2018 compared with the December 31, 2017 level are as follows:

- *Cash*
  The Company's cash decreased by ₱0.22 million or 35.39%. During the period, it has collected ₱2.42 million of its receivables from related parties. Payments of operating expenses has caused the decline in the company's cash balance.

- *Due from related parties*
  The decrease in this account is mainly due to collection of receivables from related parties during the period.

- *Other current assets*
  The increase in other current assets of ₱0.64 million or 8.06% is mainly due to amortization of Deferred input VAT of ₱0.62 million (*see Deferred input VAT*). The movement is also caused by receipt of the construction deposit amounting to ₱0.25 million. The company also paid insurance premiums which resulted to increase in this account.

- *Property and equipment*
  Decrease in property and equipment by ₱1.53 million is mainly due to recognition of depreciation for the period.

- *Investment in an associate*
  The increase in investment in an associate by ₱4.30 million pertains to recognition of share in the net income of MARC.

- *Deferred input VAT*
  Movement in this account is attributable to amortization of input VAT for the period.

- *Retained earnings*
  The increase in retained earnings by ₱0.18 million pertains to the net income during the nine months period ended September 30, 2018.

Statements of Cash Flows

Net cash used in operating activities for the nine months ended September 30, 2018 amounts to ₱0.22 million, while the cash provided by operating activities amounted to ₱44.35 million in same period last year.

Significant movement in cash during the period is attributed to collection of ₱2.42 million from related parties and payments of the company's operating expenses.

HORIZONTAL AND VERTICIAL ANALYSIS

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)	Increase (Decrease) Amount	Percentage
ASSETS				
Current Assets				
Cash	**₱394,166**	₱610,059	(₱215,893)	(35.39%)
Due from related parties	**56,299,477**	58,717,477	(2,418,000)	(4.12%)
Other current assets	**8,622,424**	7,979,102	643,322	8.06%
Total Current Assets	**65,316,067**	67,306,638	(1,990,571)	(2.96%)
Noncurrent Assets				
Property and equipment	**43,561,478**	45,093,324	(1,531,846)	(3.40%)
Investment in an associate	**2,644,544,937**	2,640,244,182	4,300,755	0.16%
Deferred input VAT	**678,571**	1,299,743	(621,172)	(47.79%)
Total Noncurrent Assets	**2,688,784,986**	2,686,637,249	2,147,737	0.08%
	₱2,754,101,053	₱2,753,943,887	₱157,166	0.01%
LIABILITIES AND EQUITY				
Current Liabilities				
Accrued expenses and other current liabilities	**₱211,589**	₱231,567	(₱19,978)	(8.63%)
Note payable	**1,710,000,000**	1,710,000,000	–	–
Total Current Liabilities	**1,710,211,589**	1,710,231,567	(19,978)	(0.001%)
Equity				
Capital stock	**840,660,700**	840,660,700	–	–
Retained earnings	**196,455,235**	196,278,091	177,144	0.09%
Other comprehensive income	**6,773,529**	6,773,529	–	–
Total Equity	**1,043,889,464**	1,043,712,320	177,144	0.02%
	₱2,754,101,053	₱2,753,943,887	₱157,166	0.01%

Key Performance Indicators

	September 30, 2018	September 30, 2017
Net Income	**₱177,144**	₱53,716,966
Quick assets	**56,684,643**	151,201,495
Current assets	**65,316,067**	157,450,040
Total Assets	**2,754,101,053**	2,884,448,291
Current liabilities	**1,710,211,589**	1,800,231,066
Total liabilities	**1,710,211,589**	1,800,231,066
Stockholders' Equity	**1,043,889,464**	1,084,217,225
Number of common shares outstanding	**1,528,474,000**	1,528,474,000
Liquidity ratios:		
Current ratio (1)	**0.04:1**	0.09:1
Quick ratio (2)	**0.03:1**	0.08:1
Solvency Ratios:		
Debt ratio (3)	**0.62:1**	0.62:1
Debt to Equity ratio (4)	**1.64:1**	1.66:1
Profitability ratios:		
Return on equity (5)	**0.0002**	0.051
Return on assets (6)	**0.0001**	0.019
Income per share (7)	**0.0001**	0.035

Other Information

a. Any known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

   Nothing to disclose

b. Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

   Nothing to disclose

c. All material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

   Nothing to disclose

d. Any material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

   Nothing to disclose

e. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

   Nothing to disclose

f. Any significant elements of income or loss that did not arise from the issuer's continuing operations.

Nothing to disclose

PART II - OTHER INFORMATION

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

PART III - FINANCIAL SOUNDNESS INDICATORS

	September 30, 2018	September 30, 2017
Liquidity Ratio		
Current Ratio	**0.04**	0.09
Current assets	**65,316,067**	157,450,040
Current liabilities	**1,710,211,589**	1,800,231,066
Quick Ratio	**0.03**	0.08
Quick asset	**56,684,643**	151,201,495
Current liabilities	**1,710,211,589**	1,800,231,066
Solvency Ratio		
Debt Ratio	**0.62**	0.62
Total liabilities	**1,710,211,589**	1,800,231,066
Total assets	**2,754,101,053**	2,884,448,291
Debt-to-equity Ratio	**1.64**	1.66
Total liabilities	**1,710,211,589**	1,800,231,066
Total equity	**1,043,889,464**	1,084,217,225
Profitability Ratio		
Asset-to-equity Ratio	**2.64**	2.66
Total assets	**2,754,101,053**	2,884,448,291
Total equity	**1,043,889,464**	1,084,217,225
Return on Equity Ratio	**0.0002**	0.051
Net income	**177,144**	53,716,966
Average shareholder's equity	**1,043,800,892**	1,057,358,742
Return on Assets	**0.0001**	0.019
Net income	**177,144**	53,716,966
Average total assets	**2,754,022,470**	2,882,589,042

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.

Issuer: **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Date: November 9, 2018

ROLANDO S. SANTOS
VP – Finance/Treasurer

JACKY-LYN S. VALENZUELA
Accountant

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF FINANCIAL POSITION

	Note	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
ASSETS			
Current Assets			
Cash	4	**₱394,166**	₱610,059
Due from related parties	12	**56,299,477**	58,717,477
Other current assets	5	**8,622,424**	7,979,102
Total Current Assets		**65,316,067**	67,306,638
Noncurrent Assets			
Property and equipment	6	**43,561,478**	45,093,324
Investment in an associate	7	**2,644,544,937**	2,640,244,182
Deferred input VAT		**678,571**	1,299,743
Total Noncurrent Assets		**2,688,784,986**	2,686,637,249
		₱2,754,101,053	₱2,753,943,887
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other current liabilities	8	**₱211,589**	₱231,567
Note payable	9	**1,710,000,000**	1,710,000,000
Total Current Liabilities		**1,710,211,589**	1,710,231,567
Equity			
Capital stock	10	**840,660,700**	840,660,700
Retained earnings		**196,455,235**	196,278,091
Other comprehensive income		**6,773,529**	6,773,529
Total Equity		**1,043,889,464**	1,043,712,320
		₱2,754,101,053	₱2,753,943,887

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME

		Three Months Ended September 30,		Nine Months Ended September 30,	
	Note	**2018**	2017	**2018**	2017
REVENUE					
Interest income	4	**₱313**	₱100,860	**₱877**	₱108,655
Rent income	14	–	–	–	–
		313	100,860	**877**	108,655
GENERAL & ADMINISTRATIVE EXPENSES	11	**(1,118,234)**	(1,392,600)	**(4,124,488)**	(5,155,325)
SHARE IN NET INCOME OF AN ASSOCIATE	7	**2,306,779**	50,810,700	**4,300,755**	58,763,636
INCOME		**₱1,188,858**	₱49,518,960	**₱177,144**	₱53,716,966
INCOME PER SHARE - BASIC AND DILUTED	13	**₱0.001**	₱0.03	**₱0.0001**	₱0.04

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF CHANGES IN EQUITY

	Note	September 30, 2018	September 30, 2017
CAPITAL STOCK - ₱0.55 par value	10		
Authorized - 2,000,000,000 shares			
Issued, subscribed and outstanding -			
1,528,474,000 shares		**₱840,660,700**	₱840,660,700
RETAINED EARNINGS			
Balance at beginning of period		**196,278,091**	187,435,808
Net income (loss)		**177,144**	53,716,966
Balance at end of period		**196,455,235**	241,152,774
Share in other comprehensive income of an associate:		**6,773,529**	2,403,751
TOTAL EQUITY		**₱1,043,889,464**	₱1,084,217,225

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF CASH FLOWS

	Note	Nine Months Ended September 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before tax		**₱177,144**	₱53,716,966
Adjustments for:			
Share in net income of an associate	7	**(4,300,755)**	(58,763,636)
Depreciation	6	**1,531,846**	1,626,498
Interest income	4	**(877)**	(108,655)
Operating loss before working capital changes		**(2,592,642)**	(3,528,827)
Decrease (increase) in:			
Receivables		**2,418,000**	48,556,563
Other current assets		**(22,150)**	(789,770)
Increase (decrease) in accrued expenses and other current liabilities		**(19,978)**	1,532
Net cash (used in) provided by operations		**(216,770)**	44,239,498
Interest received		**877**	108,655
Net cash (used in) provided by operating activities		**(215,893)**	44,348,153
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	6	–	(4,072,603)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of note payable	9	–	(50,000,000)
NET DECREASE IN CASH		**(215,893)**	(9,724,450)
CASH AT BEGINNING OF PERIOD		**610,059**	108,615,791
CASH AT END OF PERIOD		**₱394,166**	₱98,891,341

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)

UNAUDITED STATEMENTS OF CASH FLOWS

		Three Months Ended September 30,	
	Note	**2018**	2017
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before tax		**₱1,188,858**	₱49,518,959
Adjustments for:			
Share in net income of an associate	7	**(2,306,779)**	(50,810,700)
Depreciation	6	**481,566**	612,287
Interest income	4	**(313)**	(100,860)
Operating loss before working capital changes		**(636,668)**	(780,314)
Decrease (increase) in:			
Receivables		**373,000**	5,763
Other current assets		**(156,999)**	193,950
Increase (decrease) in accrued expenses and other current liabilities		**214**	(3,279)
Net cash used in operations		**(420,453)**	(583,880)
Interest received		**313**	100,860
Net cash used in operating activities		**(420,140)**	(483,020)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	6	–	(267,857)
NET DECREASE IN CASH		**(420,140)**	(750,877)
CASH AT BEGINNING OF PERIOD		**814,306**	99,642,218
CASH AT END OF PERIOD		**₱394,166**	₱98,891,341

See accompanying Notes to Financial Statements.

BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.
(A Subsidiary of RYM Business Management Corp.)
NOTES TO UNAUDITED FINANCIAL STATEMENTS

1. **Corporate Information**

General Information

Bright Kindle Resources & Investments, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 4, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with The Philippine Stock Exchange, Inc. (PSE).

On October 18, 2013, the Board of Directors (BOD) of Rizal Commercial Banking Corporation (RCBC) approved the sale of its 89.98% collective stake in the Company to RYM Business Management Corp. (the Parent Company) and other investors. The Parent Company acquired 76.56% interest in the Company.

With the change in ownership and management, the Company amended its Articles of Incorporation to change its corporate name to Bright Kindle Resources & Investments, Inc. and its primary business purpose to a holding company. The SEC approved the Company's amendments on January 30, 2014. Assets and liabilities related to the Company's credit card servicing operation were transferred to RCBC Bankard Services Corporation (RBSC) and RCBC on December 12, 2013. The Company is now engaged in dealing with all kinds of properties, including investment in bonds and shares of capital stock, without engaging in the business of an investment company under the Investment Company Act or a finance company or a broker or dealer in securities.

The Company's principal office address is at 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

Investment in Marcventures Holdings, Inc. (MARC)

On December 15, 2014, the Company acquired 600,000,000 shares of MARC representing 33% equity interest for ₱2,700.0 million from Philippine Business Bank - Trust and Investment Center (PBB).

In May 2015, the Company has assessed that it has gained significant influence over MARC. Consequently, the BOD approved the reclassification of investment from AFS financial assets to investment in an associate.

On February 13, 2017, Marcventures Mining and Development Corporation (MMDC), a subsidiary of MARC, received an order dated February 8, 2017 from the Department of Environment and Natural Resources cancelling its Mineral Production Sharing Agreement (MPSA). The management and its legal counsel believe that the order has no basis and the outcome of legal actions taken will not have a material adverse effect on the MMDC's operations.

MMDC's management will take all the necessary legal actions and exhaust all remedies available to prevent the implementation of the order. The management and its legal counsel believe that the order has no basis and the outcome of legal actions taken will be in favor of the Company. MMDC has continued its mining operations in the areas covered by the MPSA.

On February 22, 2017, MMDC has filed a Notice of Appeal to Office of the President.

On December 29, 2017, the SEC approved the application of merger of MARC, Brightgreen Resources Holdings Inc. (BHI) and Asia Pilot Mining Phils. Corp. (APMPC), with MARC as the surviving entity. MARC issued 1,125,000,000 shares to BHI and APMPC resulting to reduction of the Company's equity interest in MARC to 20%.

2. Summary of Significant Accounting Policies

Basis of Preparation

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

Measurement Bases

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

The financial statements have been prepared using the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for an asset and fair value of the consideration received in exchange for incurring a liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the transaction date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

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

Further information about the assumptions made in measuring fair value is included in Note 16, Financial Risk Management Objectives and Policies.

Adoption of New and Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended PFRS which the Company adopted effective for annual periods beginning January 1, 2017:

- Amendments to PAS 7, *Statement of Cash Flows - Disclosure Initiative* – The amendments require entities to provide information that enable the users of financial statements to evaluate changes in liabilities arising from their financing activities.

- Amendments to PAS 12, *Income Taxes - Recognition of Deferred Tax Assets for Unrealized Losses* – The amendments clarify the accounting for deferred tax where an asset is measured at fair value and the fair value is below the asset's tax base (e.g. deferred tax asset related to unrealized losses on debt instruments measured at fair value), as well as certain other aspects of accounting for deferred tax assets.

- Amendment to PFRS 12, *Disclosures of Interests in Other Entities – Clarification of the Scope of the Standard* - The amendment is part of the Annual Improvements to PFRS 2014-2016 Cycle and clarifies that the disclosure requirements in PFRS 12, other than those relating to summarized financial information, apply to an entity's interest in a subsidiary, a joint venture or an associate (or a portion of its interest in a joint venture or an associate) that is classified (or included in a disposal group that is classified) as held for sale.

The adoption of the foregoing new and amended PFRS did not have any material effect on the financial statements. Additional disclosures have been included in the notes to financial statements, as applicable.

New and Amended PFRS in Issue But Not Yet Effective

Relevant new and amended PFRS which are not yet effective for the year ended December 31, 2017 and have not been applied in preparing the financial statements are summarized below.

Effective for annual periods beginning on or after January 1, 2018:

- PFRS 9, *Financial Instruments* – This standard will replace PAS 39, *Financial Instruments: Recognition and Measurement* (and all the previous versions of PFRS 9). It contains requirements for the classification and measurement of financial assets and financial liabilities, impairment, hedge accounting and derecognition.

  PFRS 9 requires all recognized financial assets to be subsequently measured at amortized cost or fair value (through profit or loss or through other comprehensive income), depending on their classification by reference to the business model within which they are held and their contractual cash flow characteristics.

  For financial liabilities, the most significant effect of PFRS 9 relates to cases where the fair value option is taken: the amount of change in fair value of a financial liability designated as at fair value through profit or loss that is attributable to changes in the credit risk of that liability is recognized in other comprehensive income (rather than in profit or loss), unless this creates an accounting mismatch.

  For the impairment of financial assets, PFRS 9 introduces an "expected credit loss" model based on the concept of providing for expected losses at inception of a contract; it will no longer be necessary for there to be objective evidence of impairment before a credit loss is recognized.

  For hedge accounting, PFRS 9 introduces a substantial overhaul allowing financial statements to better reflect how risk management activities are undertaken when hedging financial and non-financial risk exposures.

The derecognition provisions are carried over almost unchanged from PAS 39.

- PFRS 15, *Revenue from Contract with Customers* - The new standard replaces PAS 11, *Construction Contracts*, PAS 18, *Revenue* and related interpretations. It establishes a single comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance (e.g. the point at which revenue is recognized, accounting for variable considerations, costs of fulfilling and obtaining a contract, etc.).

- Amendment to PFRS 15 - *Clarification to PFRS 15* - The amendments provide clarifications on the following topics: (a) identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

- Amendments to PAS 28, *Investments in Associates and Joint Ventures - Measuring an Associate or Joint Venture at Fair Value* - The amendments are part of the Annual Improvements to PFRS 2014-2016 Cycle and clarify that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment-by-investment basis, upon initial recognition.

Effective for annual periods beginning January 1, 2019:

- PFRS 16, *Leases* – This standard replaces PAS 17, *Leases* and its related interpretations. The most significant change introduced by the new standard is that almost all leases will be brought onto lessees' statement of financial position under a single model (except leases of less than 12 months and leases of low-value assets), eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance lease is retained.

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

Financial Assets and Liabilities

Date of Recognition. Financial assets and liabilities are recognized in the statements of financial position when the Company becomes a party to the contractual provision of a financial instrument. Financial instruments are initially recognized at fair value. In the case of regular way purchase or sale of financial asset, recognition and derecognition, as applicable, is done using trade date accounting.

Initial Recognition of Financial Instruments. Financial assets and liabilities 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.

"Day 1" Differences. Where the transaction in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a "Day 1" difference) in the statement of comprehensive income. In cases where there is no observable data on inception, the Company deemed the transaction price as the best estimate of fair value and recognizes "Day 1" difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the "Day 1" difference.

Classification of Financial Instruments. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) held-to-maturity (HTM) investments, (c) loans and receivables and (d) AFS financial assets. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities at amortized cost. The classification depends on the purpose for which the financial instruments were acquired or incurred and whether or not the instruments are quoted in an active market.

As at September 30, 2018 and December 31, 2017, the Company does not have financial assets and liabilities at FVPL, AFS and HTM investments.

AFS Financial Assets. AFS financial assets are nonderivative financial assets that are either designated in this category or not classified in any of the other categories. These are purchased and held indefinitely, and may be sold in response to liquidity requirements or changes in market conditions. These include equity investments, money market papers and other debt instruments. The unrealized gains and losses arising from the fair valuation of AFS financial assets, except for the foreign exchange fluctuations on AFS debt securities and the related effective interest, are excluded, net of tax, from reported earnings, and are reported in the statements of comprehensive income and in the equity section of the statements of financial position. These changes in fair values are recognized in equity until the investment is sold, collected, or otherwise disposed of or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity are included in profit or loss.

Loans and Receivables. Loans and receivables are financial assets with fixed or determinable payments and fixed maturities and that are not quoted in an active market. These are not entered into with the intention of immediate or short-term resale and are not classified or designated as AFS financial assets or financial asset at FVPL. Loans and receivables are included in current assets if maturity is within twelve months from reporting date. Otherwise, these are classified as noncurrent assets.

After initial measurement, loans and receivables 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 any transaction cost which are directly attributable in the acquisition of the financial instrument. The amortization is included in profit or loss.

This category includes cash in banks and due from related parties.

Other Financial Liabilities. Financial liabilities are classified in this category if these are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or through borrowing.

After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any related issue costs, discount or premium. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as when there is amortization process.

This category includes accrued expenses and other current liabilities (excluding statutory payables) and note payable.

Derecognition of Financial Assets and Liabilities

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

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

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

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

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

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

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 Company 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 separate 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 value is adjusted by the costs or fees paid or received in the restructuring.

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

Impairment of Financial Assets
The Company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is deemed impaired if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (an incurred "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The carrying value of the impaired account is reduced to the extent that it exceeds the asset's net realizable value. Impairment losses are recognized in full in profit or loss. If in a subsequent period, the amount of accumulated impairment losses has decreased because of an event occurring after impairment was recognized, the decline is allowed to be reversed to profit or loss to the extent that the resulting carrying value will not exceed the amortized cost determined had no impairment been recognized.

Assets Carried at Amortized Cost. For financial assets carried at amortized cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtor's ability to pay all amounts due according to the contractual terms of the assets being evaluated. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying value and the present value of the estimated future cash flows discounted at the assets' original effective interest rate. Time value is generally not considered when the effect of discounting is not material. The carrying value of the asset shall be reduced directly or through the use of an allowance account. The amount of loss shall be recognized in profit or loss.

If, in a subsequent period, the amount of the estimated impairment loss decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is reduced by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognized in the profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

AFS Financial Assets. For equity investments classified as AFS financial assets, impairment would include a significant and prolonged decline in the fair value of the investments below their cost. Where there is evidence of impairment, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss, is removed from equity and recognized in profit or loss. Impairment losses on equity investments are not reversed through income. Increases in fair value after impairment are recognized directly in the other comprehensive income and presented in the statements of changes in equity.

Other Current Assets

Other current assets include input value added tax (VAT), creditable withholding taxes (CWT) and prepayments.

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

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

The net amount of tax recoverable from the taxation authority is included as part of "Other current assets".

CWT. CWT are amounts withheld from income subject to expanded withholding taxes. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation.

Prepayments. Prepayments represent expenses paid in advance and recorded as assets before these are utilized. Prepayments are apportioned over the period covered by the payment and charged to profit or loss when incurred. Prepayments that are expected to be realized for no more than twelve months after the reporting date are classified as other current assets. Otherwise, these are classified as other noncurrent assets.

Investment in an Associate
Investment in an associate is recognized initially at cost and subsequently accounted for using the equity method.

An associate is an entity in which the Company has significant influence but not control, over the financial and operating policies of such entity. The Company's share of its associate's post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in equity. The cumulative post-acquisition movements are adjusted against the carrying value of the investment.

When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Unrealized gains on transactions between the Company and its associate are eliminated to the extent of the Company's interest in the associate. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The Company determines at the end of each reporting year whether there is any evidence that the investment is impaired. If this is the case, the amount of impairment is calculated as the difference between the carrying value of the investment and recoverable amount.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The initial cost of property and equipment comprises its purchase price, including import duties, non-refundable purchase taxes after deducting trade discounts and rebates and any directly attributable costs of bringing the asset to its working condition and location for its intended use. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalized borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

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

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Depreciation is calculated on a straight-line basis over the following estimated useful lives of the property and equipment:

Asset Type	Years
Condominium unit	31
Office furniture and fixtures	3-5
Service vehicle	3

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

Construction in progress (CIP) pertains to properties under construction and is stated at cost. Costs include costs of construction, labor and other direct costs. CIP is not depreciated until such time that the relevant assets are completed and available for operational use.

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

Impairment of Nonfinancial Assets

Nonfinancial assets consisting of property and equipment and other nonfinancial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. If any such indication exists and where the carrying value of an asset exceeds its recoverable amount, the asset or cash-generating unit is written down to its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. 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 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 are recognized in the statements of comprehensive income.

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 value of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying value that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying value, less any residual value, on a systematic basis over remaining useful life.

Equity

Capital stock. Capital stock is measured at par value for all shares issued. Incremental costs directly attributable to the issuance of new shares are treated as deduction from equity, net of tax.

Retained earnings. Retained earnings represent the cumulative balance of net income or loss net of any dividend declaration.

Other Comprehensive Income (OCI). OCI comprises of items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS. OCI of the Company pertains to share in OCI of an associate.

Revenue Recognition

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

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

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

Costs and Expenses Recognition
Costs and expenses are recognized in profit or loss when there is a decrease in future economic benefit related to a decrease in an asset or an increase in a liability that can be measured reliably.

General and administrative expenses. General and administrative expenses constitute cost of administering the business. These are expensed as incurred.

Operating Leases
The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement at the inception date whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets, and the arrangement conveys a right to use the asset. A reassessment is made after inception of the lease only if one of the following applies:

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

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

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

d. there is a substantial change to the asset.

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

Operating Lease - Company as a Lessor. Leases where the Company retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying value of the leased asset and recognized on a straight-line basis over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which these are earned.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rate used to compute the amount is the one that has been enacted or substantively enacted at the reporting date.

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

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

The carrying value 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 rate that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

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

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

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) for the year attributable to common shareholders by the weighted average number of common shares outstanding during the year, with retroactive adjustments for any stock dividends declared and stock split.

Diluted earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potential dilutive common shares.

Where the earnings (loss) per share effect of potential dilutive common shares would be anti-dilutive, basic and diluted earnings (loss) per share are stated at the same amount.

Operating Segment

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

The Company has no operating segment other than being a holding company.

Related Parties

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

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

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Contingencies

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

Events after the Reporting Period

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

3. Significant Judgments, Accounting Estimates and Assumptions

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

Judgments

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

Classifying Investment Property and Owner-occupied Property. The Company considers a property as an investment property when the property generates cash flows which are largely independent of other assets held by the Company and a property as owner-occupied property when cash flows generated by it pertains not only to the property but also to other assets used for operations or administrative purposes.

A property may comprise of portions held for capital appreciation and portions used in operation or administrative purpose. If these portions cannot be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in operation or for administrative purpose.

The Company classified its condominium unit under property and equipment.

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

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

Rent income amounted to ₱0.8 million in 2015 (see Note 14).

Determining Significant Influence over MARC. When an entity holds 20% or more of the voting power (directly or through subsidiaries) on an investee, it will be presumed that the investor has significant influence unless it can be clearly demonstrated that this is not the case. If the holding is less than 20%, the entity will be presumed not to have significant influence unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by an entity is usually evidenced in one or more of the following ways:

- representation on the board of directors or equivalent governing body of the investee;
- participation in the policy-making process, including participation in decisions about dividends or other distributions;
- material transactions between the entity and the investee; interchange of managerial personnel; or

- provision of essential technical information

The Company has determined that it exercises significant influence over MARC.

Assessing Modification on the Terms of the Note Payable. The Company considers its note payable to be substantially modified 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. Such modification will result to derecognition of original liability and the recognition of a new liability.

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 value is adjusted by the costs or fees paid or received in the restructuring.

The Company assessed that there is no substantial modification on the terms of the note payable.

Determining Operating Segments. The Company determines and presents operating segments based on the information that is internally provided to the BOD. As at September 30, 2018 and December 31, 2017, the Company has determined that it has no operating segment other than being a holding company.

Estimates and Assumptions

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

Estimating Allowance for Impairment of Due from Related Parties. The Company maintains allowance for impairment at a level considered adequate to provide for potential uncollectible due from related parties. The level of this allowance is evaluated by management on the basis of factors that affect the collectibility of the accounts. These factors include, but are not limited to, the length of the Company's relationship with the debtor, the debtor's payment behaviour and known market factors. The Company identifies and provides for specific accounts that are doubtful of collection and reviews the age and status of the remaining receivables and establishes a provision considering, among others, historical collection and write-off experience.

No allowance for impairment of due from related parties was recognized in September 30, 2018 and 2017. Carrying value of receivables amounted to ₱56.3 million and ₱58.7 million as at September 30, 2018 and December 31, 2017, respectively (see Note 12).

Assessing Impairment of Nonfinancial Assets. The Company assesses impairment on property and equipment and investment in an associate whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;

- significant changes in the manner of use of the acquired assets or the strategy for overall business; and

- significant negative industry or economic trends.

The Company recognizes an impairment loss whenever the carrying value of an asset exceeds it recoverable amount. The recoverable amount is computed using the value-in-use approach. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. Determining such amount requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets.

No impairment loss was recognized in September 30, 2018 and 2017.

The carrying value of the Company's investment in an associate and property and equipment are as follows:

	Note	**September 30, 2018 (Unaudited)**	December 31, 2017 (Audited)
Investment in an associate	7	**₱2,644,544,937**	₱2,640,244,182
Property and equipment	6	**43,561,478**	45,093,324
		₱2,688,106,415	₱2,685,337,506

Estimating the Useful Lives of Property and Equipment. The Company estimates the useful lives of property and equipment based on the period over which the assets are expected to be available for use. The Company annually reviews the estimated useful lives of property and equipment based on factors that include asset utilization, internal technical evaluation, technological changes, environmental changes and anticipated use of the assets.

There is no change in the estimated useful life of the Company's property and equipment in September 30, 2018, and 2017. Carrying value of property and equipment amounted to ₱43.6 million and ₱45.1 million as at September 30, 2018 and December 31, 2017, respectively (see Note 6).

Assessing Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying value 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.

Deferred tax assets were not recognized on NOLCO and MCIT as at December 31, 2017 and 2016 because the management believes that there will be no sufficient taxable profits against which deferred tax assets can be utilized.

The Company's unrecognized deferred tax assets amounted to ₱7.8 million and ₱6.7 million as at December 31, 2017 and 2016, respectively.

4. Cash

This account consists of:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Cash on hand	**₱4,435**	₱5,000
Cash in banks	**389,731**	605,059
	₱394,166	₱610,059

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to ₱877 and ₱108,655 in 2018 and 2017, respectively.

5. Other Current Assets

This account consists of:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Input VAT	**₱7,890,547**	₱7,113,281
CWT	**600,685**	600,685
Others	**131,192**	265,136
	₱8,622,424	₱7,979,102

6. Property and Equipment

Movements in this account are as follows:

	September 30, 2018 (Unaudited)			
	Condominium Unit	Office Furniture and Fixtures	Service Vehicle	Total
Cost				
Balance at beginning of period	₱47,788,569	₱1,735,619	₱1,568,650	₱51,092,838
Additions	–	–	–	–
Balance at end of period	47,788,569	1,735,619	1,568,650	51,092,838
Accumulated Depreciation				
Balance at beginning of period	4,193,012	324,999	1,481,503	5,999,514
Depreciation	1,184,356	260,343	87,147	1,531,846
Balance at end of period	5,377,368	585,342	1,568,650	7,531,360
Net Carrying Value	₱42,411,201	₱1,150,277	₱–	₱43,561,478

	December 31, 2017 (Audited)				
	Condominium Unit	Office Furniture and Fixtures	Service Vehicle	Construction In Progress	Total
Cost					
Balance at beginning of year	₱34,975,635	₱209,212	₱1,568,650	₱10,266,737	₱47,020,234
Additions	–	1,526,407	–	2,546,197	4,072,604
Reclassification	12,812,934	–	–	(12,812,934)	–
Balance at end of year	47,788,569	1,735,619	1,568,650	–	51,092,838
Accumulated Depreciation					
Balance at beginning of year	2,726,595	23,257	958,619	–	3,708,471
Depreciation	1,466,417	301,742	522,884	–	2,291,043
Balance at end of year	4,193,012	324,999	1,481,503	–	5,999,514
Net Carrying Value	₱43,595,557	₱1,410,620	₱87,147	₱–	₱45,093,324

In 2017, the construction in progress was completed and reclassified to condominium unit.

7. Investment in an Associate

Movements in this account are as follows:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Acquisition cost	₱2,604,000,000	₱2,604,000,000
Accumulated share in equity of an associate:		
Balance at beginning of period	36,244,182	16,299,972
Share in:		
Net income	4,300,755	15,574,432
Other comprehensive income	–	4,369,778
Balance at end of period	40,544,937	36,244,182
Carrying value	₱2,644,544,937	₱2,640,244,182

The Company has 600,000,000 shares of MARC representing 20% equity interest as at September 30, 2018 and December 31, 2017 (see Note 1).

Summarized financial information of MARC follows:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Total assets	**₱6,480,454,682**	₱5,316,113,361
Total liabilities	**2,175,919,534**	1,108,188,218
Revenue	**978,640,743**	2,040,859,226
Net income	**21,610,007**	47,281,213
Other comprehensive income	–	13,265,870

8. Accrued Expenses and Other Current Liabilities

This account consists of:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Accrued expenses	**₱207,923**	₱227,303
Statutory payables	**3,666**	4,264
	₱211,589	₱231,567

Accrued expenses primarily pertain to professional fees which are expected to be settled in the next reporting year.

Statutory payables include withholding taxes that are remitted to the government within the next reporting period.

9. Note Payable

Movements in this account are as follows:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Balance at beginning of period	**₱1,710,000,000**	₱1,850,000,000
Payment during the period	–	(90,000,000)
Assignment of receivables (see Note 12)	–	(50,000,000)
Balance at end of period	**₱1,710,000,000**	₱1,710,000,000

The noninterest-bearing note which was issued to PBB represents the unpaid portion of the purchase price of the investment in an associate. The note's original maturity date was December 31, 2015 but was then extended by both parties until December 31, 2017.

On August 4, 2016, PBB assigned the note to Trans Middle East Philippine Equities, Inc. (TMEE). TMEE has signified its intention to convert the remaining balance of the note to Company's shares of stock.

10. Equity

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

On March 21, 1995, the SEC approved the listing of the Company's 118,000,000 million shares at an offer price of ₱1.0 per share. As at September 30, 2018 and December 31, 2017, 1,528,474,000 shares are listed in the PSE.

The following summarizes the information on the Company's issued and subscribed shares as at September 30, 2018:

	Number of shares issued and subscribed	Percentage of shares
Non-public shareholdings:		
a. Related parties	1,170,159,989	76.56%
b. Affiliates, directors and officers	95,088,000	6.22%
Public shareholdings	263,226,011	17.22%
Total	1,528,474,000	100.00%

The total number of shareholders of the Company is 632 and 636 as at September 30, 2018 and December 31, 2017, respectively.

The principal market for the Company's capital stock is the PSE. The high and low trading prices of the Company's shares are as follows:

Quarter	High	Low
January to September 2018		
First	**₱2.08**	**₱1.55**
Second	**1.83**	**1.27**
Third	**2.22**	**1.46**
January to December 2017		
First	₱1.55	₱1.15
Second	1.61	1.05
Third	3.24	1.24
Fourth	3.03	1.90

11. General and Administrative Expenses

This account consists of:

	Note	(Unaudited) September 30, 2018	September 30, 2017
Depreciation	6	**₱1,531,846**	₱1,626,498
Membership dues and other fees		**1,051,736**	1,052,061
Professional fees		**540,829**	492,000
Outside services		**480,758**	1,083,478
Communication, light and water		**193,788**	114,140
Taxes and licenses		**73,507**	247,509
Director's fees		**10,000**	90,000
Others		**242,024**	449,639
		₱4,124,488	₱5,155,325

12. Related Party Transactions

The Company has the following transactions with its Parent Company and other related parties:

Parent Company and Other Related Parties

	Nature of Transactions	Amount of Transactions 2018 (Unaudited)	Amount of Transactions 2017 (Audited)	Outstanding Balances September 30, 2018 (Unaudited)	Outstanding Balances December 31, 2017 (Audited)
Due from Related Parties					
Parent Company -					
RYM	Advances for working capital	**(₱55,000)**	₱42,931,456	**₱46,498,277**	₱46,553,277
Under common control:					
MMDC	Advances for working capital	**(2,000,000)**	–	**3,000,000**	5,000,000
Others	Advances for working capital	**7,000**	237	**11,000**	4,000
Officers	Advances	**(370,000)**	–	**6,790,200**	7,160,200
				₱56,299,477	₱58,717,477

Outstanding balance is noninterest-bearing, payable on demand and settlement occurs in cash.

In 2017, the Company assigned the receivable from the Parent Company to TMEE to offset with the note payable amounting to ₱50.0 million.

Key Management Personnel

Compensation of key management personnel amounted to ₱0.4 million in 2017 and 2016 and ₱0.3 million in 2015.

13. Earnings (Loss) Per Share

Basic and diluted loss per share is computed as follow:

	September 30, 2018 (Unaudited)	December 31, 2017 (Audited)
Net income	**₱177,144**	₱8,842,283
Weighted average number of common shares outstanding	**1,528,474,000**	1,528,474,000
Earnings per share - basic and diluted	**₱0.0001**	₱0.006

There has been no transaction involving common shares or potential common shares that occurred subsequent to the reporting dates.

14. Lease Commitments and Contingencies

Lease Commitments

The Company as lessor, entered into cancellable leases. Rent income amounted to ₱0.8 million in 2015.

Legal Claims and Assignment of Litigation Cases

The Company is a co-defendant in a collection case for US$1.5 million filed in the Los Angeles Superior Court by a foreign Merchant and its Philippine affiliate in 2012. The plaintiffs have alleged that they were not paid the charge cards availments that the Company processed under a Tripartite Merchants Agreements (TMA). Based on Company's records, however, payments due to the foreign merchant were wired to the latter's designated agent. The Company did not breach any regulatory or trade standards in complying with the TMA. The Company's management and its counsel believe that the collection case is legally defensible, and any ultimate liability resulting therefrom will not materially affect the Company's financial position and results of operations. Moreover, under the Share Purchase Agreement dated October 18, 2013, the Sellers will indemnify the Company should the court adjudge the Company liable.

15. Financial Risk Management Objectives and Policies

The Company has risk management policies that systematically view the risks that could prevent the Company from achieving its objectives. These policies are intended to manage risks identified in such a way that opportunities to deliver the Company's objectives are achieved. The Company's risk management takes place in the context of day-to-day operations and normal business processes such as strategic planning and business planning. Management has identified each risk and is responsible for coordinating and continuously improving risk strategies, processes and measures in accordance with the Company's established business objectives.

Financial Risk Management Objectives and Policies

The Company's principal financial instruments consist of cash in banks, due from related parties and accrued expenses and other current liabilities (excluding statutory payables) and note payable. The primary purpose of these financial instruments is to finance the Company's operations. The main risks arising from the use of these financial instruments are credit risk and liquidity risk. Management reviews and approves the policies for managing each of these risks which are summarized below.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and receivables.

Exposure to Credit Risk. The carrying value of cash in banks and receivables represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Quality. Credit risk arising from the inability of a counterparty to meet the terms of the Company's financial instrument is generally limited to the amount of the counterparty's obligations.

The aging analyses of financial assets as at September 30, 2018 and December 31, 2017 are as follows:

	September 30, 2018 (Unaudited)				
	Neither Past Due Nor Impaired		**Past Due But**	**Past Due and**	
	High Grade	**Standard Grade**	**Not Impaired**	**Impaired**	**Total**
Cash in banks	**₱389,731**	**₱–**	**₱–**	**₱–**	**₱389,731**
Due from related parties	**56,299,477**	–	–	–	**56,299,477**
	₱56,689,208	**₱–**	**₱–**	**₱–**	**₱56,689,208**

	December 31, 2017 (Audited)				
	Neither Past Due Nor Impaired		Past Due But Not	Past Due and	
	High Grade	Standard Grade	Impaired	Impaired	Total
Cash in banks	₱605,059	₱–	₱–	₱–	₱605,059
Due from related parties	58,717,477	–	–	–	58,717,477
	₱59,322,536	₱–	₱–	₱–	₱59,322,536

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults. Standard grade financial assets are those financial assets that are collected on their due dates without an effort from the Company to follow them up.

Cash in banks are with reputable financial institutions duly approved by the BOD.

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

The tables below summarize the maturity profile of the Company's financial liabilities as at September 30, 2018 and December 31, 2017 based on contractual undiscounted cash flows.

	September 30, 2018 (Unaudited)			
	Less than One Month	**One Month to One Year**	**More than One Year**	**Total**
Accrued expenses and other current liabilities*	**₱207,923**	**₱–**	**₱–**	**₱207,923**
Note payable	–	**1,710,000,000**	–	**1,710,000,000**
	₱207,923	**₱1,710,000,000**	**₱–**	**₱1,710,207,923**

Excluding statutory payables

	December 31, 2017 (Audited)			
	Less than One Month	One Month to One Year	More than One Year	Total
Accrued expenses and other current liabilities*	₱227,303	₱–	₱–	₱227,303
Note payable	–	1,710,000,000	–	1,710,000,000
	₱227,303	₱1,710,000,000	₱–	₱1,710,227,303

Excluding statutory liabilities

Fair Value of Financial Assets and Financial Liabilities
Set out below is a comparison by category of carrying values and fair values of the Company's financial instruments that are carried in the financial statements:

	September 30, 2018 (Unaudited)		December 31, 2017 (Audited)	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Financial Assets				
Cash in banks	**₱389,731**	**₱389,731**	₱606,059	₱606,059
Receivables	**56,299,477**	**56,299,477**	58,717,477	58,717,477
	₱56,689,208	**₱56,689,208**	₱59,323,536	₱59,323,536
Financial Liabilities				
Accrued expenses and other current liabilities*	**₱207,923**	**₱207,923**	₱227,303	₱227,303
Note payable	**1,710,000,000**	**1,710,000,000**	1,710,000,000	1,710,000,000
	₱1,710,207,923	**₱1,710,207,923**	₱1,710,227,303	₱1,710,227,303

Excluding statutory liabilities

Cash in Banks, Due from Related Parties and Accrued Expenses and Other Current Liabilities (excluding Statutory Payables). The carrying values of cash in banks, due from related parties and accrued expenses and other current liabilities (excluding statutory payables) approximate their fair values due to the short-term nature of the transactions. The fair value measurement of current financial assets and liabilities is classified as Level 3 (significant unobservable inputs).

Note Payable. The carrying value of payable to TMEE approximates its fair value, because the effective interest rate used for discounting the payable approximates the current market rate of interest for similar transactions.

16. **Capital Management Objectives, Policies and Procedures**

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders or issue new shares.

There has been no change in the objectives, policies and processes in 2018 and 2017.