



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

**SECRETARY'S CERTIFICATE**

I, **MAILA LOURDES G. DE CASTRO**, of legal age, Filipino, with office address at 4<sup>th</sup> Floor Citibank Center, 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16<sup>th</sup> Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

2. I hereby certify that, during the special meeting of the Board of Directors held on 25 August 2020 at the 16th Floor Citibank Center, 8741 Paseo de Roxas, Makati City, wherein a quorum was present and acting throughout, the following Resolutions were unanimously approved:

**"RESOLVED**, that pursuant to Sections 49 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6 (Series of 2020), the Board of Directors of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation") authorize, as it hereby authorizes, the holding and conduct by remote communication or in absentia of the Corporation's 2020 Annual Stockholders' Meeting and any postponements or adjournments thereof as may be determined by the President of the Company;

**RESOLVED FURTHER**, that the stockholders of the Corporation be, as they are hereby, authorized to cast their votes by proxy, remote communication or in absentia, in accordance with the mechanisms and procedures to be issued by the Corporate Secretary;

**RESOLVED FINALLY**, that management and the proper officers of the Corporation be, as they are hereby, authorized to perform all acts, and to sign, execute, file and deliver, for and on behalf of the Company, any and all documents which may be required by the Securities and Exchange Commission in relation to the Annual Stockholders' Meeting."

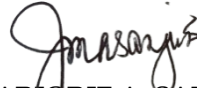
**IN WITNESS WHEREOF**, I have hereunto set my hand this 23<sup>rd</sup> day of September 2020, Makati City.



**MAILA LOURDES G. DE CASTRO**  
*Corporate Secretary*

**SUBSCRIBED AND SWORN** to before me this 23<sup>rd</sup> day of September at Makati City, affiant exhibited to me her Driver's License No. N02-95-296472 expiring on 2021/10/18.

Doc. No. 137;  
Page No. 29;  
Book No. I;  
Series of 2020.



**MARJORIE A. SAN JUAN**

*Notary Public for Makati City*

Appt. No. M-135 Until 31 Dec. 2021

Roll of Attorneys No. 71296

IBP Membership No. 100790; 01/03/2020

PTR No. MKT-8116380MG; 01/03/2020

MCLE Compliance No. VI -0013795; 10/12/2018

4F Citi Center, Paseo de Roxas, Makati City

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

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**16<sup>th</sup> Floor Citibank Tower,  
8741 Paseo de Roxas, Makati City**

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**31 December 2019**  
(Fiscal Year Ending)

**23 October 2020**  
(Annual Meeting)

**Definitive Information Statement  
SEC Form 20 - IS**

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Form Type

Not Applicable

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Amendment Designation (if applicable)

Not Applicable

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(Secondary License Type and File Number)

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LCU

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DTU



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### To All Stockholders:

Please be advised that the annual meeting of stockholders of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.** (the "Corporation") will be held virtually on **October 23, 2020 (Friday) at 2:00 p.m.** Due to Covid-19, there will be no physical venue for the meeting. The meeting will be held via remote communication **provided by AGM@Convener** at <https://agm.convener.org/brightkindle>, with the Chairman of the meeting presiding from Makati City.

The Agenda of the meeting is as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of Previous Stockholders' Meeting
4. Approval of the Management Report and Audited Financial Statements
5. Ratification of All Acts of the Board of Directors and Management
6. Election of Directors
7. Appointment of the Independent External Auditor
8. Other Matters
9. Adjournment

For purposes of the meeting, stockholders of record as of **September 02, 2020** are entitled to receive notice and to vote at the said meeting. Stockholders intending to participate by remote communication should pre-register at <https://agm.convener.org/brightkindle> on or before October 13, 2020. Please refer to the **Requirements and Procedure for Participation and Voting at the 2020 Annual Stockholders' Meeting** (attached to the Definitive Information Statement) for detailed information on the procedure for registration, and participation by remote communication and voting *in absentia* (electronic voting) or by proxy.

Pursuant to Securities and Exchange Commission's (SEC) Notice dated April 20, 2020, a copy of the Notice of the meeting, Definitive Information Statement, minutes of the previous meeting of the stockholders, and other documents related to the meeting may be accessed through the Company's website at [www.brightkindle.com](http://www.brightkindle.com) and will also be available at <https://agm.convener.org/brightkindle> and PSE Edge.

For any question about the conduct of the virtual meeting, you may visit <https://agm.convener.org/brightkindle> or email [mdc.bkr@gmail.com](mailto:mdc.bkr@gmail.com) Makati City,

  
**MAILA G. DE CASTRO**  
Corporate Secretary

\*All proxies which have been previously submitted shall remain valid unless revoked.

**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 : **23 October 2020**  
**2:00pm**  
**4<sup>th</sup> Floor Citibank Center, 8741**  
**Paseo de Roxas, Makati City via**  
**Virtual Meeting/Video**  
**Conferencing/Remote**  
**Communication:**  
<https://agm.conveneagm.org/brightkindle>
- b. Complete mailing address of principal office: **16<sup>th</sup> Floor Citibank Tower,**  
**8741 Paseo de Roxas, Makati City**
- c. Approximate date on which the Information Statement is first to be sent or given to security holders: **01 October 2020**

**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 Revised Corporation Code of the Philippines limits the exercise of the appraisal right to the following instances:

- a. In case an 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 80);
- 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 80);
- c. In case of merger or consolidation (Section 80);
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation (Section 80).

The Revised Corporation Code of the Philippines (Sec. 81) provides that the appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, 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 affected, the corporation shall pay to such stockholder, upon surrender of the certificate or certificates 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.

### **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 Corporation 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 **31 August 2020**, 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 **02 September 2020** 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 31 August 2020**

<b>Title of Class</b>	<b>Foreign</b>	<b>Local</b>	<b>Total Outstanding</b>
Common	7,450,053 shares 0.49% percent of class	1,521,023,947 shares 99.51% 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 31 August 2020**

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 <sup>1</sup> -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%
<b>Total</b>				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 31 August 2020:**

Title of Class	Name Beneficial Owner	Amount and Nature of beneficial ownership	Citizenship	Percent of Class
Common	Cesar C. Zalamea (Chairman)	1000/ Direct	Filipino	0.00%
Common	Isidro C. Alcantara, Jr., (President)	1000/ Direct 43,919,000/Indirect	Filipino	2.87%

<sup>1</sup> 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	Macario U. Te (Director)	16,001,000/Direct 35,000,000/Indirect	Filipino	3.33%
Common	Remegio C. Dayandayan, Jr. (Director)	1000/ Direct	Filipino	0.00%
Common	Augusto C. Serafica, Jr. (Director)	1000/ Direct	Filipino	0.00%
Common	Hermogene H. Real (Director/Asst. Corporate Secretary)	1000/Direct	Filipino	0.00%
Common	Rolando S. Santos (Treasurer)	1000/Direct	Filipino	0.00%
Common	Minda P. De Paz (Director)	1000/Direct	Filipino	0.00%
Common	Carlos Alfonso T. Ocampo (Independent Director)	1000/Direct	Filipino	0.00%
Common	Felix Cesar L. Zerrudo (Independent Director)	1000/Direct	Filipino	0.00%
Common	Maila Lourdes G. De Castro (Corporate Secretary)	0	Filipino	0.00%
Common	Kenneth Peter D. Molave (Co-Asst. Corp. Secretary)	0	Filipino	0.00%
Common	Reuben F. Alcantara (VP Marketing)	0	Filipino	0.00%
	<b>Total – Directors as a group</b>	94,929,000	Filipino	6.2%
	<b>Total – Officers as a group</b>	43,921,000	Filipino	2.87%

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	89	Director/ Chairman of the Board	Filipino
Isidro C. Alcantara, Jr.	66	Director/President	Filipino
Macario U. Te	88	Director	Filipino
Augusto C. Serafica. Jr.	58	Director	Filipino
Remegio C. Dayandayan Jr.	39	Director	Filipino
Minda P. de Paz	80	Director	Filipino
Rolando S. Santos	70	Director/ Vice President and Treasurer	Filipino
Hermogene H. Real	64	Director/ Assistant Corporate Secretary	Filipino
Carlos Alfonso T. Ocampo	55	Independent Director	Filipino
Felix Cesar L. Zerrudo	60	Independent Director	Filipino
Maila Lourdes G. De Castro	45	Corporate Secretary	Filipino
Kenneth Peter D. Molave	31	Co-Asst. Corporate Secretary	Filipino
Reuben F. Alcantara	37	Vice President for Marketing	Filipino
*Leddie D. Gutierrez	57	Vice President for Internal Audit	Filipino

\*Resigned effective June 30, 2020.

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  
89 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  
66 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  
88 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

58 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 Ideology 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.

**Remegio C. Dayandayan, Jr.**

Director

March 26, 2014 to present

39 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

80 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 Management 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  
70 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  
64 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).

**Jesse H. T. Andres**

Director  
56 years old/Filipino

Jesse H. T. Andres was nominated as Regular Director in BKR's Annual Stockholders' Meeting scheduled on 23 October 2020. He currently sits on the board of BDO Leasing & Finance, Inc., Benguet Corp., One Network Bank, Inc. and Banco De Oro Savings Bank, Inc. He co-found Andres Padernal & Paras Law Offices in 2004 and currently serves

as its managing partner. He likewise served as Trustee and Chairman of the GSIS Corporate Governance Committee from 2004 to 2010. He previously occupied the position of Partner at Ponce Enrile Reyes & Manalastas Law Offices from 1996 to 2003 where he became Co-Head of the Litigation Department in 2001. Atty. Andres obtained his Bachelor of Laws in 1990 and his Bachelor of Arts in Economics (Dean's List) in 1984, both at the University of the Philippines-Diliman. While a law student, he served as Board Secretary of the Department of Trade and Industry's Garment and Textile Export Board (GTEB). He also served as Senior Manager in the Philippine Exporter's Foundation (PEF). Mr. Andres was elected as President of GTEB Employees' Association and spokesman of the Department of Trade and Industry's Confederation of Employees' Association.

**Carlos Alfonso T. Ocampo**

Independent Director

January 03, 2014 to present

55 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.

**Felix Cesar L. Zerrudo**

Independent Director

December 10, 2019 to present

60 years old/Filipino

Mr. Felix Cesar L. Zerrudo was elected Independent Director in 10 December 2019. He currently serves as President and Chief Operating Officer of Asian Appraisal Company Inc. He is also the President of Asian Asset Insurance Brokerage Corporation, Amalgamated Project Management Services Inc. and the Professional Funding Services Inc. He is a General Manager and Treasurer of AE Proteina Industries Inc. He is a Director of Top Team Dynamics Incorporated. He previously served as Vice President of Phoenix Petroleum Philippines, Inc. – Treasury Group from Jan 2009 to June 2009 and the Philippine National Bank from November 2002 to December 2008. He obtained his Bachelor of Arts, Major in Economics from Ateneo De Manila University in April 1980. He passed the Real Estate Appraisers' Licensure Examination last 2015.

**Key Officers:**

**Maila Lourdes G. De Castro**

Corporate Secretary

September 03, 2019 to present

44 years old/Filipino

Atty. Maila Lourdes G. De Castro elected as Corporate Secretary in September 2019. She also serves as the Asst. Corporate Secretary for Marcventures Holdings Inc and subsidiaries. She has earned her master's degree in Business Administration from the Asian Institute of Management (AIM) in 2006 and her juris Doctor from the Ateneo de Manila School of Law in 2000 and was admitted to the Integrated Bar of the Philippine in year 2001. She completed her Bachelor of Arts in Mass Communications from the University of the Philippines in 1996. She worked with the law offices of Belo Gozon Elma Parel and Lucila as Legal Associate and Special Projects Counsel from 2000-2006 while concurrently holding office with GMA Network, Inc. and Subsidiaries. She was the Corporate Counsel and Vice President/Head of Legal and Corporate Planning of UNITEL from 2006 – 2013 and subsequently went to private practice. She is concurrently the Chairperson of the Rules Change Committee of the Philippine Electricity City Market Corporation's Wholesale Electricity Spot Market. During her stint on the above-mentioned positions and functions, she worked in the areas of Contract Management, Representation in Administrative and Regulatory Agencies, Labor, Intellectual Property, Contract Management and Negotiations, Legal Advisory, and Good Governance.

**Kenneth Peter D. Molave**

Co-Asst. Corporate Secretary

October 16, 2019 to present

31 years old/ Filipino

Atty. Kenneth Peter Molave is a practicing lawyer with experience in civil and criminal litigation, corporate secretarial services and business taxation. In January of 2017, he worked as an underbar associate assigned to the Business Tax Services division at the accounting firm, Sycip Gorres Velayo & Co. Upon obtaining his license to practice law, he worked as part of the Legal Services Group of the Department of Finance. In 2018, he transferred to Libra Law Firm as a Junior Associate assigned to the litigation department. After almost two years, or in August of 2019, he accepted a job offer at Marcventures Mining and Development Corporation (MMDC) as in-house legal associate. He has a Legal Management degree from the Ateneo de Naga University and obtained his Juris Doctor from the University of the Philippines.

**Reuben F. Alcantara**

Vice President for Marketing

May 26, 2016 to present

37 years old/Filipino

Mr. Reuben F. Alcantara was appointed Vice President for Marketing in May 2016. He currently serves as Senior Vice President and Head of Marketing, Business Development, and Strategic Planning of Marcventures Holdings, Inc. He also previously served as the Company's Investor Relations Officer. He previously served as the Vice President for Marketing of AG Finance, Inc., as Relationship and Credit Officer for Security Bank and has had stints in Corporate Banking in Bank of Commerce and Maybank Philippines. Mr. Alcantara obtained his Executive Masters in Business Administration Degree from the Asian Institute of Management in the year 2016.

**Mr. Leddie D. Gutierrez**

Vice President for Internal Audit

(Resigned effective 30 June 2020)

57 years old/Filipino

Mr. Leddie Gutierrez was appointed as Vice President for Internal Audit in May 2016. He is a 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). He previously served as Vice President for Internal Audit of AG Finance, Inc., 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.

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

The Nominations and Corporate Governance 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

Carlos Alfonso T. Ocampo	Chairman
Felix Cesar L. Zerrudo	Member
Remegio C. Dayandayan, Jr.	Member

The Nominations and Corporate Governance Committee has come up with the final list of nominees in the coming Election of Directors during the Annual Stockholders' Meeting on 02 October 2020 as follows:

#### Regular Directors:

Cesar C. Zalamea  
Jesse H. T. Andres

Isidro C. Alcantara, Jr.  
Rolando S. Santos  
Macario U. Te  
Remegio C. Dayandayan, Jr.  
Minda P. De Paz  
Augusto C. Serafica, Jr.  
Hermogene H. Real

#### Independent Directors:

Carlos Alfonso T. Ocampo  
Felix Cesar L. Zerrudo

The Nominations and Corporate Governance Committee determined that the candidates possess all the qualifications and none of the disqualifications as director or independent director.



None of the directors named above are related.

The Independent Directors, Atty. Carlos Alfonso T. Ocampo and Mr. Felix Cesar L. Zerrudo, 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 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***

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

#### ***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 follows:

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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 follows:

### SUMMARY OF COMPENSATION TABLE

NAMES	POSITION	SALARY	BONUS	PER DIEM
Cesar C. Zalamea	Chairman			
Isidro C. Alcantara, Jr.	President			
Rolando S. Santos	Treasurer			
Maila G. De Castro	Corporate Secretary			
Hermogene H. Real	Asst. Corporate Secretary			
Reuben F. Alcantara	VP Marketing			
Leddie D. Gutierrez	VP Internal Audit			
All above named officers as a group	2018			₱50,000.00
	2019			₱40,000.00
	2020 Estimated			₱50,000.00
	2018			₱60,000.00

All other officers and directors as group unnamed	2019			₱60,000.00
	2020 Estimated			₱80,000.00

The 2020 estimated compensation for directors and executive officers is subject to changes as the BOD through the Nominations and Corporate Governance 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**

#### *(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, 2019, 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 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 2020 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, 2019. 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 ₱0.30 million for 2019 and 2018.

The Audit, Risk Oversight, and Related Party Transactions Committee recommends to the Board the selection of external auditors considering independence and effectiveness.

#### **Audit, Risk Oversight, and Related Party Transactions Committee**

Carlos Alfonso T. Ocampo	-Chairman
Augusto C. Serafica, Jr.	-Member
Felix Cesar L. Zerrudo	-Member

The Audit Committee is composed of three members with two independent directors. 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.

#### **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 Annual Stockholders' Meeting.

1. Approval of Minutes of the previous meeting
2. Approval of Management Report and Audited Financial Statements ending December 31, 2019
3. Ratification of Management's Acts
4. Election of Directors
5. 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**

As safety and health precautions in view of the Covid-19, voting shall only be *in absentia* or by proxy in accordance with the Company's Rules and Procedure to Vote and Participate in BKR's 2020 Annual Stockholders' Meeting, hereto attached as *Annex "A"*.

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the Stockholders.

## **MANAGEMENT REPORT MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

### **1. Business Development**

#### **(a) Form and year of organization**

Bright Kindle Resources & Investments, Inc. (the Company), formerly Bankard, Inc. 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). 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 to RYM Business Management Corp. (the Parent Company) and other investors. The Parent Company acquired 76.56% interest in the Company.

In November 2013, the BOD approved the amendment to change the corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding Company.

The Company's principal office address is at 16<sup>th</sup> 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 2019 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***

In as much 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 2019.

*(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 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 defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and due from related parties.

The Company's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

**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 (2018)	1.55	2.08
Q2 (2018)	1.27	1.83
Q3 (2018)	1.46	2.22
Q4 (2018)	1.28	1.86
Q1 (2019)	1.31	1.68
Q2 (2019)	1.14	1.38
Q3 (2019)	1.11	1.43
Q4 (2019)	0.84	1.33
Q1 (2020)	0.51	1.07
Q2 (2020)	0.52	0.90

The high and low prices of the Company’s share as of the latest practicable trading date of 28 August 2020 are PhP 0.86 and PhP 0.82, respectively.

##### 2. Holders

The number of stockholders of record as of August 31, 2020 is 629. Common shares outstanding as of this date is 1,528,474,000. The percentage of shares of stocks owned by the public is 17.2% of the total outstanding shares

Top twenty (20) stockholders as of August 31, 2020:

1	PCD NOMINEE CORPORATION(FILIPINO)	1,517,231,785	99.26%	Common
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2	PCD NOMINEE CORPORATION (NON-FILIPINO)	7,331,803	00.48%	Common
3	WILLIAM R. CU-UNJIENG OR CYNTHIA C.U. BUNAG	200,000	00.01%	Common
4	JARDINE CMG LIFE	146,000	00.01%	Common
5	AMA RURAL BANK OF MANDALUYONG, INC.	100,000	00.01%	Common
6	RIC CASTANEDA &/OR HECTOR UY	100,000	00.01%	Common
7	SALAZAR, ERNESTO B.	100,000	00.01%	Common
8	WILLIAM R. CU UNJIENG	100,000	00.01%	Common
9	BORRES, JUN M.	90,000	00.01%	Common
10	ROLDAN, MARIAN D.	83,000	00.01%	Common
11	JARDINE CMG VALUE	80,000	00.01%	Common
12	CHUA, CATHERINE ANGSIONGA S.	75,000	00.00%	Common
13	JUN M. BORRES &/OR BUENAVENTURA CASENAS	60,000	00.00%	Common
14	GILI JR., GUILLERMO F.	50,000	00.00%	Common
15	TORRES, ROBERTO BELARMINO S.	50,000	00.00%	Common
16	VILAR, ANTONIO T.	50,000	00.00%	Common
17	LOPEZ, OSCAR M.	50,000	00.00%	Common
18	PUNZALAN, LARRY A.	43,500	00.00%	Common
19	SY, VICTOR GAN	40,000	00.00%	Common
20	KAIRUZ, PETER M.	40,000	00.00%	Common

### 3. Dividends

No dividends has been declared and paid for the year ended December 31, 2019. 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 of December 31, 2019 and 2018 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2019, 2018 and 2017 are as follows:

### **2019 vs. 2018**

#### **Results of operations**

	Audited		Increase(Decrease)	
	2019 <i>(in millions)</i>	2018	Amount	%
Income	<b>₱0.00</b>	₱0.00	₱0.00	(36.79%)
Operating expenses	<b>5.17</b>	7.27	(2.10)	(28.85%)
Share in net income (loss) of an associate	<b>7.53</b>	(77.37)	84.90	(109.73%)
Net income (loss)	<b>2.36</b>	(84.64)	87.00	(102.79%)

During the year, the Company has able to generate a net income of ₱2.36 million, an increase of ₱87.0 million compared with same period last year. Significant changes in the income statement accounts for the year ended December 31, 2019 versus the same period last year are as follows:

- Given that the Company has no active operations yet, income is derived mainly from interest on bank deposits. The balance of the Company’s income is minimal due to low level of its cash in banks.
- **General and administrative expenses** declined by ₱2.10 million or 28.85% compared with same period last year. The movement is attributable to the following:
  - More outsourced services were incurred last year than this year, resulting to a drop in Outside services account by ₱1.35 million or 66.48%.
  - Comparing with same period last year, taxes and licenses during the year of ₱0.04 million is lower by ₱0.26 million or 86.64%. Last year, the Company paid for the real property tax relating to its condominium unit, resulting to higher balance than the current year.
  - Other expenses this year is lower by ₱0.32 million or 54.66% compared with same period last year. Payments for penalties due to late filing and/or non-compliance with regulatory requirements were major contributors for the higher expenses last year than this year.
- **Share in net income (loss) of an associate** – An associate’s improved operating performance during the year posted a share in net income of ₱7.53 million to the Company, an increase of ₱84.90 million compared with the same period last year.

#### **Financial Position**

	Audited 2019 <i>(in millions)</i>	2018	Increase (Decrease) Amount	%
Assets	<b>₱2,634.83</b>	₱2,632.61	₱2.22	0.08%
Liabilities	<b>1,673.67</b>	1,672.96	0.71	0.04%
Stockholders' Equity	<b>961.15</b>	959.65	1.51	0.16%

- The Company's total **Assets** of ₱2,634.83 million is slightly higher by ₱2.22 million or 0.08% compared with same period last year. Although the increase may seem not significant, looking into its details, this increase is the net effect of the following major transactions:
- The Company collected ₱3.0 million from its receivable from MMDC, a related party. Those collections were consequently used by the Company to pay for its general and administrative expenses.
  - Property and equipment declined by ₱1.94 million compared with same period last year, mainly due to depreciation recognized during the year.
  - The increase in Investment in an associate by ₱6.22 million compared with same period last year is primarily due to recognition of the share in net income and other comprehensive loss of an associate during the year.
- **Liabilities** of ₱1,673.67 million increased by ₱0.71 million comparing with same period last year. The movement is due to additional advances from Prime Media Holdings Inc., another related party, which was also used by the Company for its working capital requirements. On the other hand, payments for previous year's accrual has slightly offset the increase in liability.
- Increase in **Stockholder's Equity** is the net result of the net income recognized during the year, and of the share in other comprehensive loss of an associate.

#### Cash Flow

	Audited 2019 <i>(in millions)</i>	2018	Increase(Decrease) Amount	%
Cash provided by (used in) operating activities	<b>₱0.30</b>	(₱0.29)	₱0.59	(203.08%)
Cash used in investing activities	-	(0.06)	0.06	(100.00%)
Cash used in financing activities	-	-	-	-

Cash provided by operating activities during the year amounted to ₱0.30 million, while cash used in operating activities in same period last year amounted to ₱0.29 million. During the year, the Company collected ₱3.0 million of its receivables from MMDC. Cash outflows made pertain to payments for general and administrative expenses.

No additions and/or acquisitions of equipment were made during the year.

#### 2018 vs. 2017

#### Results of operations

	Audited 2018 <i>(in millions)</i>	2017	Increase(Decrease) Amount	%
Income	<b>₱0.00</b>	₱0.15	(₱0.15)	(99.26%)

Operating expenses	7.27	6.88	0.39	5.60%
Share in net income (loss) of an associate	(77.37)	15.57	(92.95)	(596.79%)
Net income (loss)	(P84.64)	P8.84	(P93.48)	(1,057.18%)

The Company incurred a net loss of P84.64 million during the year, a decrease of P93.48 million compared with last year's net income of P8.84 million. Significant changes in the income statement accounts for the year ended December 31, 2018 versus the same period last year are as follows:

- **Income** is derived mainly from interest on bank deposits. Revenues declined by P0.15 million compared with same period last year, due to lower level of cash this year than that of prior year.
- **General and administrative expenses** increased by P0.39 million or 5.60% compared with same period last year. The increase is attributable to movements of the following accounts:
  - More outsourced services were incurred this year than last year, resulting to increase in Outside services account by P0.87 million or 75.72%.
  - The Company's service vehicle has been fully depreciated last February 2018 (the same vehicle has been disposed in April 2018). Consequently, depreciation expenses dropped by P0.28 million or 12.03% compared with same period last year.
  - Professional fees increased by P0.07 million or 11.14% compared with same period last year, mainly due to increase in annual listing fee and RSA token fee paid to PSE from P0.26 million last year to P0.31 million this year.
  - Communication, light and water of P0.29 million, increased by P0.08 million as compared with last year of same period.
  - Other expenses this year is lower by P0.25 million or 29.50%, mainly due to payment for PCD maintenance fee made last year.
- **Share in net income (loss) of an associate** – The Company's share in net loss of an associate this year amounted to P77.37 million – a decline of P92.95 million from last year's share in net income amounting to P15.57 million.

## Financial Position

	Audited 2018 (in millions)	2017	Increase (Decrease) Amount	%
Assets	P2,632.61	P2,753.94	(121.34)	(4.41%)
Liabilities	1,672.96	1,710.23	(37.27)	(2.18%)
Stockholders' Equity	959.65	1,043.71	(84.06)	(8.05%)

- **Assets** during the year of P2,632.61 million is lower by P121.34 million or 4.41% compared with same period last year. Significant movements in the following accounts caused the decline in assets:

- Due from related parties dropped by ₱42.26 million compared with same period last year (from ₱58.72 million last year to ₱16.46 million this year). The Company collected ₱2.0 million from MMDC, an entity under common control. MMDC also advanced the Company's operating expenses totaling ₱1.34 million, which was offset from the Company's outstanding receivable. Lastly, the Company assigned the receivable from the Parent Company to TMEE, to offset with the note payable amounting to ₱38.5 million.
  - Property and equipment decreased by ₱1.96 million or 4.34% compared with same period last year, primarily due to depreciation recognized during the year.
  - Investment in an associate is lower by ₱76.80 million compared with same period last year. The decline in this account is mainly due to recognition of the share in net loss of an associate during the year (*see Share in net income (loss) of an associate above*).
- **Liabilities** of ₱1,672.96 million is lower by ₱37.27 million comparing with same period last year, mainly due to assignment of receivable amounting to ₱38.5 million from Parent Company to TMEE, which was offset with the note payable.
- The movement in **Stockholder's Equity** is attributable to the net loss during the year amounting to ₱84.64 million. This was slightly offset by the share in other comprehensive income of an associate recognized this year, amounting to ₱0.57 million.

#### Cash Flow

	<b>Audited</b> <b>2018</b>	2017	<b>Increase(Decrease)</b> <b>Amount</b>	<b>%</b>
	<i>(in millions)</i>			
Cash used in operating activities	<b>₱0.29</b>	₱13.93	(₱13.64)	(97.91%)
Cash used in investing activities	<b>0.06</b>	4.07	(4.01)	(98.52%)
Cash used in financing activities	–	90.00	(90.00)	(100.00%)

The cash used in operating activities this year is lower by ₱13.64 million or 97.91% versus same period last year. No major disbursements were made during the year, except for the Company's operating expenses.

There was a minimal addition in property and equipment this year, compared with last year, resulting to decrease in cash used in investing activities by ₱4.01 million or 98.52%.

In 2017, the Company paid ₱90.0 million of its notes payable. No payment has been made this year, hence, a decrease in cash used in financing activities by 100%.

#### 2017 vs. 2016

##### Results of operations

	<b>Audited</b> <b>2017</b>	2016	<b>Increase(Decrease)</b> <b>Amount</b>	<b>%</b>
	<i>(in millions)</i>			
Income	<b>₱0.15</b>	₱0.24	(₱0.09)	(37.50%)
Operating expenses	<b>6.88</b>	4.65	2.23	47.96%
Share in net income of an associate	<b>15.57</b>	1.70	13.87	815.88%
Net income (loss)	<b>₱8.84</b>	(₱2.72)	₱11.56	(426.20%)

## Income

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 47.96% 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 2017	2016	Increase (Decrease)	
			Amount	%
	<i>(in millions)</i>			
Assets	<b>₱2,753.94</b>	₱2,880.73	(126.79)	(4.40%)
Liabilities	<b>1,710.23</b>	1,850.23	(140.00)	(7.57%)
Stockholders' Equity	<b>1,043.71</b>	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 ₱140.00 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 increase is due to the Company's comprehensive income of ₱13.21 million.

#### Cash Flow

	<b>Audited</b>		<b>Increase(Decrease)</b>	
	<b>2017</b>	2016	<b>Amount</b>	<b>%</b>
	<i>(in millions)</i>			
Cash used in operating activities	<b>₱13.93</b>	₱37.40	(₱23.47)	62.75%
Cash used in investing activities	<b>4.07</b>	10.43	(6.36)	60.98%
Cash used in financing activities	<b>90.00</b>	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 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.

#### Key Performance Indicators

	<u>2017</u>	<u>2018</u>	<u>2019</u>
Return on Asset (%)	0.00%	(0.03%)	0.00%
Return on Equity (%)	0.01%	(0.08%)	0.002%

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 2019 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, 2018. 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 ₱0.30 million for 2019 and 2018.

The Audit, Risk Oversight, and Related Party Transactions 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 2 to Financial Statements.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION FOR THE 2nd QUARTER**

### *Item 1. – Financial Statements*

The unaudited Financial Statements of Bright Kindle Resources & Investments, Inc. ("the Company") as at June 30, 2020 (with comparative audited Statements of Financial Position as at December 31, 2019), and for the three months and six months ended June 30, 2019 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 June 30, 2020 and December 31, 2019:

	<b>June 30, 2020</b>	December 31, 2019	Increase (decrease)	
	<b>(Unaudited)</b>	(Audited)	Amount	Percentage
	<b>(₱'000)</b>	(₱'000)	(₱'000)	
Current assets	<b>₱22,298</b>	₱23,505	(₱1,207)	(5.14%)
Noncurrent assets	<b>2,637,725</b>	2,611,323	26,402	1.01%

Total Assets	<b>₱2,660,023</b>	₱2,634,828	₱25,195	0.96%
Current Liabilities	<b>₱1,674,018</b>	₱1,673,673	₱345	0.02%
Equity	<b>986,005</b>	961,155	24,850	2.59%
Total Liabilities and Equity	<b>₱2,660,023</b>	₱2,634,828	₱25,195	0.96%

Summary of unaudited statements of comprehensive income for the three months and six months period ended June 30, 2020 and 2019:

	For the three months ended June 30,		For the six months ended June 30,	
	2020 (₱'000)	2019 (₱'000)	2020 (₱'000)	2019 (₱'000)
General and administrative expenses	<b>(₱1,128)</b>	(₱1,120)	<b>(₱2,516)</b>	(₱2,656)
Share in net income (loss) of an associate	<b>52,035</b>	(25,525)	<b>27,366</b>	(51,449)
Interest income	<b>0</b>	0	<b>1</b>	0
Income (loss)	<b>₱50,907</b>	(₱26,645)	<b>₱24,851</b>	(₱54,105)

Summary of unaudited statements of cash flows for the three months and six months period ended June 30, 2020 and 2019:

	For three months ended June 30.		For six months ended June 30.	
	2020 (₱'000)	2019 (₱'000)	2020 (₱'000)	2019 (₱'000)
Cash provided by (used in) operating activities	<b>(₱16)</b>	₱502	<b>₱332</b>	₱539
Cash provided by (used in) investing activities	–	–	–	–
Cash provided by (used in) financing activities	–	–	–	–
Increase (decrease) in cash	<b>(16)</b>	502	<b>332</b>	539
Cash at beginning of period	<b>907</b>	296	<b>559</b>	259
Cash at end of period	<b>₱891</b>	₱798	<b>₱891</b>	₱798

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

### Results of Operation

#### **Six months ended June 30, 2020 compared with six months ended June 30, 2019**

##### *Income*

The Company's income mainly comes from interest on bank deposits. The balance of interest is minimal for both periods, due to lower level of cash in banks.

##### *General and administrative expenses*

No major transactions have occurred during the period. The Company pays for its monthly recurring general and administrative expenses, as incurred. A slight decrease of ₱0.14 million was noted though, from ₱2.66 million last year to ₱2.52 million this period. The movement is mainly due to the decrease in Outside services by ₱0.10 million. Less outsourced services were incurred this year due to minimal activities the Company has engaged in during the period.

##### *Share in net income (loss) of an associate*

Marcventures Holdings, Inc. (MARC), an associate, has an improved operating performance during the period, resulting to net income position, as opposed to a net loss position in the same period last year. Consequently, the Company recognized a share in net income of an associate of ₱27.37 million

during the period. Comparing with the same period last year, there is a remarkable increase by ₱78.82 million or 153.19%.

### **Three months ended June 30, 2020 compared with three months ended June 30, 2019**

#### *Income*

The Company's income mainly comes from interest on bank deposits. The balance of interest is minimal for both periods, due to lower level of cash in banks.

#### *General and administrative expenses*

Total general and administrative expenses during the period amounting to ₱1.13 million is almost in line with the expenses in the same period last year of ₱1.12 million. Though in total there was no significant movement, looking into the account details, we noted significant increase and or decrease in some of the accounts, as follow:

a. *Professional fees*

Professional fees increased by ₱0.10 million or 160.42% compared with the same period last year, mainly due to payment to the Company's external auditor for the 50% progress billing.

b. *Outside services*

Less outsourced services were incurred this year due to minimal activities the Company has engaged in during the period. This resulted to the decrease in Outside services by ₱0.04 million or 38.26%.

#### *Share in net income (loss) of an associate*

MARC, an associate, has an improved operating performance during the period, resulting to a net income position, as opposed to a net loss position in the same period last year. Consequently, the Company recognized a share in net income of an associate of ₱52.04 million during the period. Comparing with the same period last year, there is a remarkable increase by ₱77.56 million.

#### Statements of Financial Position

The Company's total assets as at June 30, 2020 amounted to ₱2,660.02 million, higher by ₱25.20 million compared with the December 31, 2019 level. The significant net changes in the statement of financial position are as follows:

- *Cash*

Cash has increased by ₱0.33 million. The increase in the account is mainly due to collection of receivables from a related party totaling ₱1.50 million during the period. Payments for general and administrative expenses, and of last year's accruals has offset the increase in cash.

- *Due from related parties*

The decrease in this account by ₱1.68 million is mainly due to collection of receivables from MMDC totaling ₱1.50 million. MMDC also paid the expense on behalf of the Company amounting to ₱0.18 million during the period.

- *Other current assets*

The increase in other current assets by ₱0.14 million is mainly due to down payment made to a third party in connection with the preparation of the Company's Sustainability Report.

- *Property and equipment*

Decrease in property and equipment by ₱0.96 million is mainly due to depreciation for the period. No additions and/or disposals were made during the first quarter of the current year.

- *Investment in an associate*

The Company's investment in an associate has increased by ₱27.37 million or 1.06%. The increase pertains to the share in net income of an associate recognized during the period.

- *Accrued expenses and other current liabilities*  
The increase in the account by ₱0.34 million is mainly due to accrual of association dues, outside services, and electricity charges.
- *Retained earnings*  
Retained earnings has increased by ₱24.85 million, which pertains to the net income recognized for the period.

#### Statements of Cash Flows

Cash provided by operating activities for the six months ended June 30, 2020 and June 30, 2019 amounts to ₱0.33 million, and ₱0.54 million, respectively. Increase in cash for the current period is the net result of the following significant transactions:

- Collection of ₱1.50 million from a related party.
- Payment of general and administrative expenses during the period.

**HORIZONTAL AND VERTICAL ANALYSIS**

	<b>June 30, 2020</b>	December 31, 2019	Increase (Decrease)	
	<b>(Unaudited)</b>	(Audited)	Amount	Percentage
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash	<b>₱890,620</b>	₱558,722	₱331,898	59.40%
Due from related parties	<b>11,766,152</b>	13,448,152	(1,682,000)	-12.51%
Other current assets	<b>9,641,678</b>	9,498,400	143,278	1.51%
Total Current Assets	<b>22,298,450</b>	23,505,274	(1,206,824)	-5.13%
<b>Noncurrent Assets</b>				
Property and equipment	<b>40,238,764</b>	41,202,857	(964,093)	-2.34%
Investment in an associate	<b>2,597,486,122</b>	2,570,119,718	27,366,404	1.06%
Total Noncurrent Assets	<b>2,637,724,886</b>	2,611,322,575	26,402,311	1.01%
	<b>₱2,660,023,336</b>	₱2,634,827,849	₱25,195,487	0.96%
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Accrued expenses and other current liabilities	<b>₱650,112</b>	₱305,452	₱344,660	112.84%
Due to a related party	<b>1,866,031</b>	1,866,031	—	—
Note payable	<b>1,671,501,723</b>	1,671,501,723	—	—
Total Current Liabilities	<b>1,674,017,866</b>	1,673,673,206	344,660	0.02%
<b>Equity</b>				
Capital stock	<b>840,660,700</b>	840,660,700	—	—
Retained earnings	<b>138,853,727</b>	114,002,900	24,850,827	21.80%
Other comprehensive income	<b>6,491,043</b>	6,491,043	—	—
Total Equity	<b>986,005,470</b>	961,154,643	24,850,827	2.59%
	<b>₱2,660,023,336</b>	₱2,634,827,849	₱25,195,487	0.96%

### Key Performance Indicators

	<b>June 30, 2020</b>	June 30, 2019
Net income (loss)	<b>₱24,850,827</b>	(₱54,105,227)
Quick assets	<b>12,656,772</b>	15,753,164
Current assets	<b>22,298,450</b>	25,114,594
Total Assets	<b>2,660,023,336</b>	2,579,279,037
Current liabilities	<b>1,674,017,866</b>	1,673,736,102
Total liabilities	<b>1,674,017,866</b>	1,673,736,102
Stockholders' Equity	<b>986,005,470</b>	905,542,935
Number of common shares outstanding	<b>1,528,474,000</b>	1,528,474,000
<u>Liquidity ratios:</u>		
Current ratio (1)	<b>0.01:1</b>	0.02:1
Quick ratio (2)	<b>0.01:1</b>	0.01:1
<u>Solvency Ratios:</u>		
Debt ratio (3)	<b>0.63:1</b>	0.65:1
Debt to Equity ratio (4)	<b>1.70:1</b>	1.85:1
<u>Profitability ratios:</u>		
Return on equity (5)	<b>0.03</b>	(0.06)
Return on assets (6)	<b>0.01</b>	(0.02)
Income (loss) per share (7)	<b>0.02</b>	(0.04)

### 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. Maila Lourdes G. De Castro- c/o 4<sup>th</sup> 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 25 August 2020.

Bright Kindle Resources & Investments Inc.  
(A subsidiary of RYM Business Management Corp.)



**Maila Lourdes G. De Castro**  
Corporate Secretary

## ANNEX A

### **Procedure for Registration, Participation and Voting in the 2020 Annual Stockholders' Meeting of BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

As a safety and health measure due to the Corona Virus Disease 2019 (COVID-19) pandemic, Bright Kindle Resources & Investments, Inc. (the "Company") will be conducting its Annual Stockholders' Meeting ("ASM") scheduled on 23 October 2020 at 2:00 PM, virtually via remote communication.

Only Stockholders of record as of 2 September 2020 are entitled to participate and vote in the 2020 ASM.

#### **I. Registration and Participation/Attendance Procedure:**

1. Stockholders who intend to participate in the virtual ASM may register at <https://agm.conveneagm.org/brightkindle> with the following requirements for registration:
  - a. *For individual stockholders:*
    - i. Scanned copy of any valid government-issued ID;
    - ii. Scanned copy of stock certificate in the name of the individual stockholder; and
    - iii. Active contact number, either landline or mobile.
  - b. *For stockholders with joint accounts:*
    - i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2020 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder;
    - iii. Scanned copy of stock certificate in the name of the joint stockholders.
  - c. *For stockholders under PCD Participant / Brokers Account or "Scripless Shares":*
    - i. Coordinate with the broker and request for the full account name and reference number or account number;
    - ii. Documents required under items 1.a (i) and (iii).
  - d. *For corporate stockholders:*
    - i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2020 ASM;
    - ii. Documents required under items 1.a (i) and (iii) for the authorized representative;
    - iii. Scanned copy of stock certificate in the name of the corporate stockholder.
2. Upon successful registration and validation of the documents submitted through the portal: <https://agm.conveneagm.org/brightkindle>, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2020 ASM.
3. Only those stockholders who have registered following the procedure above, and stockholders who have voted by providing their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2020 ASM, please see section on Voting Procedure below.



5. For the Question and Answer portion during the 2020 ASM, stockholders may send their questions related to the agenda at <https://agm.conveneagm.org/brightkindle>. Due to limitations on technology and time, not all questions may be responded to during the 2020 ASM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2020 ASM will be recorded as required by the Securities and Exchange Commission.
7. Stockholders intending to participate by remote communication in the 2020 ASM are required to pre-register not later than ten (10) calendar days before the scheduled ASM, or not later than 13 October 2020.
8. In compliance with the SEC Notice dated 2020 April 2020, the Information Statement, the Management Report, SEC Form 17A and other pertinent documents may be accessed through the Company's website at <http://www.brightkindle.com/>

## II. Voting Procedure:

Stockholders may vote during the 2020 ASM either (1) by Proxy or (2) by voting *in absentia* through our Online Stockholder Voting System.

### 1. Voting by Proxy:

- a. Download and fill up the Proxy Form at <https://agm.conveneagm.org/brightkindle>. The Chairman, or in his absence, the President or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.
- b. Send a scanned copy of the executed proxy Form by email to [mdc.bkr@gmail.com](mailto:mdc.bkr@gmail.com).
- c. The scanned copy of the executed Proxy Form should be emailed to the above not less than ten (10) calendar days prior to the scheduled ASM, or not later than 13 October 2020.
- d. The hard copy of the signed Proxy Form should be delivered to:

The Corporate Secretary, Bright Kindle Resources & Investments, Inc.  
Unit 4-3, 4th Floor Citibank Center, 8741 Paseo de Roxas, Makati City

### 2. Voting in absentia through the Online Stockholder Voting System:

- a. Follow the Registration and Participation/Attendance Procedure set forth above.
- b. Stockholders may vote in absentia through the Online Stockholder Voting System not later than ten (10) calendar days before the scheduled 2020 ASM, or not later than 13 October 2020.
- c. Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until 5:00 PM of 13 October 2020 to cast their votes.
- d. All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:
  - i. For items other than election of the Directors, the stockholder may vote: "For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.
  - ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of Directors to be elected.
- e. Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the "Submit" button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast *in absentia* will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through:

- Email at [mdc.bkr@gmail.com](mailto:mdc.bkr@gmail.com); or
- Telephone number at 8831-4479; or
- Our stock transfer agent, Stock Transfer Service, Inc. (STSI), through
  - ✓ Riel Revelar at [rrevelar@stocktransfer.com.ph](mailto:rrevelar@stocktransfer.com.ph) or
  - ✓ Reynand Malayao at [cmalayao@stocktransfer.com.ph](mailto:cmalayao@stocktransfer.com.ph), or
  - ✓ STSI's telephone number at 8403-2410 or 8403-2412

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CARLOS ALFONSO T. OCAMPO**, Filipino, of legal age and with office Address at 28th Floor, Pacific Star Building, Makati Avenue corner Sen. Gil Puyat Avenue, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. (“BKR”)** and have been its independent director since January 2014 (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

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
MAA General Assurance Phils., Inc.	Director	March 2003 to Present
South Forbes City College Corporation	Director	May 2009 to Present
Asian Carmakers Corporation	Director	April 2008 to Present
Jam Transit, Inc.	Director	July 2009 to Present
Prestige Cars, Inc.	Director	June 2006 to Present
Timebound Trading Corporation	Director	April 2013 to Present
Monpierre Foods Corporation	Director	December 2011 to Present
The Medical City – South Luzon	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
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	Corporate Secretary	April 2008 to Present
Solen Innovations Holdings Inc.	Director	November 2016 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, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code, (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NA	NA	NA

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA	NA	NA

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.


7. 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.

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

Done, this AUG 18 2020 day of \_\_\_\_\_ at Makati City

  
**CARLOS ALFONSO T. OCAMPO**  
*Affiant*

SUBSCRIBED AND SWORN to before me this AUG 18 2020 day of \_\_\_\_\_ at Makati City affiant personally appeared before me and exhibited to me his Passport with Passport number P2096384A issued at DFA Manila on 02 March 2017 and valid until 01 March 2022.

  
**ATTY. MA. ANGELICA C. DYCHIAO**  
 Notary Public for Makati City  
 Appointment No. M-176 - Until Dec. 31, 2021  
 ROLL No. 40728  
 PTR No. 8125408; 01/08/2020  
 IBP No. 097413; 12/12/2019  
 28/F Pacific Star Bldg., Makati City

Doc. No. 89 ;  
 Page No. 19 ;  
 Book No. 1 ;  
 Series of 2020.

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **Felix Cesar L. Zerrudo**, Filipino, of legal age and with office Address at 2735 Zenaida St., Brgy. Poblacion, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am elected for Independent Director of **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC. ("BKR")** and have been its independent director since December 2019 (where applicable).
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
ASIAN APPRAISAL COMPANY INC.	PRESIDENT AND COO	SINCE 2009 UP TO PRESENT
AMALGAMATED PROJECT MANAGEMENT SERVICES INC.	PRESIDENT	SINCE 2009 UP TO PRESENT
ASIAN ASSET INSURANCE BROKERAGE CORP.	PRESIDENT	SINCE 2009 UP TO PRESENT
PROFESSIONAL FUNDING SERVICES INC.	PRESIDENT	SINCE 2012 UP TO PRESENT
AE PROTEINA INDUSTRIES INC.	GENERAL MANAGER/ TREASURER	SINCE 2017 UP TO PRESENT
TOP TEAM DYNAMICS INCORPORATED	DIRECTOR	SINCE 2013 UP TO PRESENT


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 related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code, (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
NA	NA	NA

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding / I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
NA	NA	NA

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from the (head of the agency/department) to be an independent director in , pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

  
 Received by: ANGEI BERNABE  
 9/4/2020

7. 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.

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


Done, this September day of 21 at MAKATI CITY

  
**FELIX CESAR L. ZERRUDO**  
Affiant

SUBSCRIBED AND SWORN to before me this 21 day of September at MAKATI CITY affiant personally appeared before me and exhibited to me his Tax Identification issued at \_\_\_\_\_ on \_\_\_\_\_ and valid until \_\_\_\_\_.

No. 106-933-342

Doc. No. 164 ;  
Page No. 30 ;  
Book No. 1 ;  
Series of 2020;

  
ATTY. KENNETH PETER D. MOLAVE  
Notary Public for Makati City  
Appt. No. M-38 Until 31 Dec. 2021  
Roll of Atty. No. 70029  
MCLE Compliance No. VI-0027998; 5/22/2019  
IBP Membership No. 100788; 01/03/2020  
PTR No. MKT-8116377MG; 01/03/2020  
4F CITI CENTER, PASEO DE ROXAS, MAKATI CITY

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

**SECRETARY'S CERTIFICATE**

I, **MAILA G. DE CASTRO**, of legal age, Filipino, with office address at 4<sup>th</sup> Floor Citibank Center, 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified 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 address at 16<sup>th</sup> 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 to or employed in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this 23<sup>rd</sup> day of September 2020 at Makati City.



**MAILA G. DE CASTRO**  
*Corporate Secretary*

SUBSCRIBED AND SWORN to before me this 23<sup>rd</sup> day of September 2020 in Makati City, affiant exhibited to me her Driver License No. NO2-95-296472 valid until 18 October 2021.

**NOTARY PUBLIC**

Doc. No.: 138;  
Page No.: 29;  
Book No.: I;  
Series of 2020.



**MARJORIE A. SAN JUAN**  
*Notary Public for Makati City*  
Appt. No. M-135 Until 31 Dec. 2021  
Roll of Attorneys No. 71296  
IBP Membership No. 100790; 01/03/2020  
PTR No. MKT-8116380MG; 01/03/2020  
MCLE Compliance No. VI -0013795; 10/12/2018  
4F Citi Center, Paseo de Roxas, Makati City

**COVER SHEET**

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(Company's Full Name)

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C	i	t	y																								

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

<b>ROLANDO S. SANTOS</b>
--------------------------

Contact Person

<b>817-6046 / 817-4183</b>
----------------------------

Company Telephone Number

<b>1</b>	<b>2</b>	<b>3</b>	<b>1</b>
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Month      Day  
Fiscal Year

<b>SEC 17-Q</b>
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FORM TYPE

Last Thursday of May

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Month      Day  
Annual Meeting

N/A
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Secondary License Type, If Applicable

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Dept. Requiring this  
Doc.

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Amended Articles  
Number/Section

<b>629</b>	<b>Total Amount of Borrowings</b>	
Total No. of Stockholders	<b>1,671,501,723</b> Domestic	<b>Nil</b> Foreign

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To be accomplished by SEC Personnel concerned

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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 **June 30, 2020**
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. **16<sup>th</sup> Floor Citibank Tower, 8741 Paseo de Roxas, Makati City 1209**  
Address of issuer's principal office      Postal Code
8. **(632) 833-0769**  
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
<b>Common Stock, P0.55 par value</b>	<b>1,528,474,000 (as of 06/30/20)</b>
11. Are any or all of these securities listed on the Philippine Stock Exchange?  
Yes       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       No
  - (b) has been subject to such filing requirements for the past 90 days  
Yes       No

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## PART I – FINANCIAL INFORMATION

### Item 1. – Financial Statements

The unaudited Financial Statements of Bright Kindle Resources & Investments, Inc. (“the Company”) as at June 30, 2020 (with comparative audited Statements of Financial Position as at December 31, 2019), and for the three months and six months ended June 30, 2019 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 June 30, 2020 and December 31, 2019:

	<b>June 30, 2020</b>	December 31, 2019	Increase (decrease)	
	<b>(Unaudited)</b>	(Audited)	Amount	Percentage
	<b>(P'000)</b>	(P'000)	(P'000)	
Current assets	<b>₱22,298</b>	₱23,505	(₱1,207)	(5.14%)
Noncurrent assets	<b>2,637,725</b>	2,611,323	26,402	1.01%
<b>Total Assets</b>	<b>₱2,660,023</b>	₱2,634,828	₱25,195	0.96%
Current Liabilities	<b>₱1,674,018</b>	₱1,673,673	₱345	0.02%
Equity	<b>986,005</b>	961,155	24,850	2.59%
<b>Total Liabilities and Equity</b>	<b>₱2,660,023</b>	₱2,634,828	₱25,195	0.96%

Summary of unaudited statements of comprehensive income for the three months and six months period ended June 30, 2020 and 2019:

	For the three months		For the six months	
	ended June 30,		ended June 30,	
	2020	2019	2020	2019
	(P'000)	(P'000)	(P'000)	(P'000)
General and administrative expenses	(₱1,128)	(₱1,120)	(₱2,516)	(₱2,656)
Share in net income (loss) of an associate	52,035	(25,525)	27,366	(51,449)
Interest income	0	0	1	0
<b>Income (loss)</b>	<b>₱50,907</b>	(₱26,645)	<b>₱24,851</b>	(₱54,105)

Summary of unaudited statements of cash flows for the three months and six months period ended June 30, 2020 and 2019:

	For three months		For six months	
	ended June 30,		ended June 30,	
	2020	2019	2020	2019
	(P'000)	(P'000)	(P'000)	(P'000)
Cash provided by (used in) operating activities	(₱16)	₱502	₱332	₱539
Cash provided by (used in) investing activities	–	–	–	–
Cash provided by (used in) financing activities	–	–	–	–
Increase (decrease) in cash	(16)	502	332	539
Cash at beginning of period	907	296	559	259
<b>Cash at end of period</b>	<b>₱891</b>	₱798	<b>₱891</b>	₱798

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

### Results of Operation

#### **Six months ended June 30, 2020 compared with six months ended June 30, 2019**

##### *Income*

The Company's income mainly comes from interest on bank deposits. The balance of interest is minimal for both periods, due to lower level of cash in banks.

##### *General and administrative expenses*

No major transactions have occurred during the period. The Company pays for its monthly recurring general and administrative expenses, as incurred. A slight decrease of ₱0.14 million was noted though, from ₱2.66 million last year to ₱2.52 million this period. The movement is mainly due to the decrease in Outside services by ₱0.10 million. Less outsourced services were incurred this year due to minimal activities the Company has engaged in during the period.

##### *Share in net income (loss) of an associate*

Marcventures Holdings, Inc. (MARC), an associate, has an improved operating performance during the period, resulting to net income position, as opposed to a net loss position in the same period last year. Consequently, the Company recognized a share in net income of an associate of ₱27.37 million during the period. Comparing with the same period last year, there is a remarkable increase by ₱78.82 million or 153.19%.

#### **Three months ended June 30, 2020 compared with three months ended June 30, 2019**

##### *Income*

The Company's income mainly comes from interest on bank deposits. The balance of interest is minimal for both periods, due to lower level of cash in banks.

##### *General and administrative expenses*

Total general and administrative expenses during the period amounting to ₱1.13 million is almost in line with the expenses in the same period last year of ₱1.12 million. Though in total there was no significant movement, looking into the account details, we noted significant increase and or decrease in some of the accounts, as follow:

*a. Professional fees*

Professional fees increased by ₱0.10 million or 160.42% compared with the same period last year, mainly due to payment to the Company's external auditor for the 50% progress billing.

*b. Outside services*

Less outsourced services were incurred this year due to minimal activities the Company has engaged in during the period. This resulted to the decrease in Outside services by ₱0.04 million or 38.26%.

##### *Share in net income (loss) of an associate*

MARC, an associate, has an improved operating performance during the period, resulting to a net income position, as opposed to a net loss position in the same period last year. Consequently, the Company recognized a share in net income of an associate of ₱52.04 million during the period. Comparing with the same period last year, there is a remarkable increase by ₱77.56 million.

### Statements of Financial Position

The Company's total assets as at June 30, 2020 amounted to ₱2,660.02 million, higher by ₱25.20 million compared with the December 31, 2019 level. The significant net changes in the statement of financial position are as follows:

- *Cash*  
Cash has increased by ₱0.33 million. The increase in the account is mainly due to collection of receivables from a related party totaling ₱1.50 million during the period. Payments for general and administrative expenses, and of last year's accruals has offset the increase in cash.
- *Due from related parties*  
The decrease in this account by ₱1.68 million is mainly due to collection of receivables from MMDC totaling ₱1.50 million. MMDC also paid the expense on behalf of the Company amounting to ₱0.18 million during the period.
- *Other current assets*  
The increase in other current assets by ₱0.14 million is mainly due to down payment made to a third party in connection with the preparation of the Company's Sustainability Report.
- *Property and equipment*  
Decrease in property and equipment by ₱0.96 million is mainly due to depreciation for the period. No additions and/or disposals were made during the first quarter of the current year.
- *Investment in an associate*  
The Company's investment in an associate has increased by ₱27.37 million or 1.06%. The increase pertains to the share in net income of an associate recognized during the period.
- *Accrued expenses and other current liabilities*  
The increase in the account by ₱0.34 million is mainly due to accrual of association dues, outside services, and electricity charges.
- *Retained earnings*  
Retained earnings has increased by ₱24.85 million, which pertains to the net income recognized for the period.

### Statements of Cash Flows

Cash provided by operating activities for the six months ended June 30, 2020 and June 30, 2019 amounts to ₱0.33 million, and ₱0.54 million, respectively. Increase in cash for the current period is the net result of the following significant transactions:

- Collection of ₱1.50 million from a related party.
- Payment of general and administrative expenses during the period.

## HORIZONTAL AND VERTICAL ANALYSIS

	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)	Increase (Decrease)	
			Amount	Percentage
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash	<b>₱890,620</b>	₱558,722	₱331,898	59.40%
Due from related parties	<b>11,766,152</b>	13,448,152	(1,682,000)	-12.51%
Other current assets	<b>9,641,678</b>	9,498,400	143,278	1.51%
Total Current Assets	<b>22,298,450</b>	23,505,274	(1,206,824)	-5.13%
<b>Noncurrent Assets</b>				
Property and equipment	<b>40,238,764</b>	41,202,857	(964,093)	-2.34%
Investment in an associate	<b>2,597,486,122</b>	2,570,119,718	27,366,404	1.06%
Total Noncurrent Assets	<b>2,637,724,886</b>	2,611,322,575	26,402,311	1.01%
	<b>₱2,660,023,336</b>	₱2,634,827,849	₱25,195,487	0.96%
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Accrued expenses and other current liabilities	<b>₱650,112</b>	₱305,452	₱344,660	112.84%
Due to a related party	<b>1,866,031</b>	1,866,031	–	–
Note payable	<b>1,671,501,723</b>	1,671,501,723	–	–
Total Current Liabilities	<b>1,674,017,866</b>	1,673,673,206	344,660	0.02%
<b>Equity</b>				
Capital stock	<b>840,660,700</b>	840,660,700	–	–
Retained earnings	<b>138,853,727</b>	114,002,900	24,850,827	21.80%
Other comprehensive income	<b>6,491,043</b>	6,491,043	–	–
Total Equity	<b>986,005,470</b>	961,154,643	24,850,827	2.59%
	<b>₱2,660,023,336</b>	₱2,634,827,849	₱25,195,487	0.96%

### Key Performance Indicators

	<b>June 30, 2020</b>	June 30, 2019
Net income (loss)	<b>₱24,850,827</b>	(₱54,105,227)
Quick assets	<b>12,656,772</b>	15,753,164
Current assets	<b>22,298,450</b>	25,114,594
Total Assets	<b>2,660,023,336</b>	2,579,279,037
Current liabilities	<b>1,674,017,866</b>	1,673,736,102
Total liabilities	<b>1,674,017,866</b>	1,673,736,102
Stockholders' Equity	<b>986,005,470</b>	905,542,935
Number of common shares outstanding	<b>1,528,474,000</b>	1,528,474,000
<b>Liquidity ratios:</b>		
Current ratio (1)	<b>0.01:1</b>	0.02:1
Quick ratio (2)	<b>0.01:1</b>	0.01:1
<b>Solvency Ratios:</b>		
Debt ratio (3)	<b>0.63:1</b>	0.65:1
Debt to Equity ratio (4)	<b>1.70:1</b>	1.85:1
<b>Profitability ratios:</b>		
Return on equity (5)	<b>0.03</b>	(0.06)
Return on assets (6)	<b>0.01</b>	(0.02)
Income (loss) per share (7)	<b>0.02</b>	(0.04)

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

## PART III - FINANCIAL SOUNDNESS INDICATORS

	June 30, 2020	June 30, 2019
<b>Liquidity Ratio</b>		
<i>Current Ratio</i>	<b>0.01</b>	0.02
Current assets	<b>22,298,450</b>	25,114,594
Current liabilities	<b>1,674,017,866</b>	1,673,736,102
<b>Quick Ratio</b>		
<i>Quick Ratio</i>	<b>0.01</b>	0.01
Quick asset	<b>12,656,772</b>	15,753,164
Current liabilities	<b>1,674,017,866</b>	1,673,736,102
<b>Solvency Ratio</b>		
<i>Debt Ratio</i>	<b>0.63</b>	0.65
Total liabilities	<b>1,674,017,866</b>	1,673,736,102
Total assets	<b>2,660,023,336</b>	2,579,279,037
<b>Debt-to-equity Ratio</b>		
<i>Debt-to-equity Ratio</i>	<b>1.70</b>	1.85
Total liabilities	<b>1,674,017,866</b>	1,673,736,102
Total equity	<b>986,005,470</b>	905,542,935
<b>Profitability Ratio</b>		
<i>Asset-to-equity Ratio</i>	<b>2.70</b>	2.85
Total assets	<b>2,660,023,336</b>	2,579,279,037
Total equity	<b>986,005,470</b>	905,542,935
<b>Return on Equity Ratio</b>		
<i>Return on Equity Ratio</i>	<b>0.03</b>	(0.06)
Net income (loss)	<b>24,850,827</b>	(54,105,227)
Average shareholder's equity	<b>973,580,057</b>	932,595,549
<b>Return on Assets</b>		
<i>Return on Assets</i>	<b>0.01</b>	(0.02)
Net income (loss)	<b>24,850,827</b>	(54,105,227)
Average total assets	<b>2,647,425,593</b>	2,605,943,414



## SIGNATURES

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

Issuer: **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

Date: August 13, 2020



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**ROLANDO S. SANTOS**  
VP – Finance/Treasurer



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**JACKY-LYN S. VALENZUELA**  
Accountant

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.****(A Subsidiary of RYM Business Management Corp.)****STATEMENTS OF FINANCIAL POSITION**

	Note	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash	4	<b>₱890,620</b>	₱558,722
Due from related parties	12	<b>11,766,152</b>	13,448,152
Other current assets	5	<b>9,641,678</b>	9,498,400
Total Current Assets		<b>22,298,450</b>	23,505,274
<b>Noncurrent Assets</b>			
Property and equipment	6	<b>40,238,764</b>	41,202,857
Investment in an associate	7	<b>2,597,486,122</b>	2,570,119,718
Total Noncurrent Assets		<b>2,637,724,886</b>	2,611,322,575
		<b>₱2,660,023,336</b>	₱2,634,827,849
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accrued expenses and other current liabilities	8	<b>₱650,112</b>	₱305,452
Due to a related party	12	<b>1,866,031</b>	1,866,031
Note payable	9	<b>1,671,501,723</b>	1,671,501,723
Total Current Liabilities		<b>1,674,017,866</b>	1,673,673,206
<b>Equity</b>			
Capital stock		<b>840,660,700</b>	840,660,700
Retained earnings		<b>138,853,727</b>	114,002,900
Other comprehensive income		<b>6,491,043</b>	6,491,043
Total Equity		<b>986,005,470</b>	961,154,643
		<b>₱2,660,023,336</b>	₱2,634,827,849

*See accompanying Notes to Financial Statements.*

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.****(A Subsidiary of RYM Business Management Corp.)****UNAUDITED STATEMENTS OF COMPREHENSIVE INCOME**

		<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	Note	<b>2020</b>	2019	<b>2020</b>	2019
<b>GENERAL &amp; ADMINISTRATIVE EXPENSES</b>	11	<b>(P1,128,457)</b>	(P1,120,372)	<b>(P2,516,311)</b>	(P2,656,415)
<b>SHARE IN NET INCOME (LOSS) OF AN ASSOCIATE</b>	7	<b>52,035,330</b>	(25,524,907)	<b>27,366,404</b>	(51,449,002)
<b>INTEREST INCOME</b>	4	<b>422</b>	98	<b>734</b>	190
<b>INCOME (LOSS)</b>		<b>P50,907,295</b>	(P26,645,181)	<b>P24,850,827</b>	(P54,105,227)
<b>INCOME (LOSS) PER SHARE - BASIC AND DILUTED</b>	13	<b>P0.03</b>	(P0.02)	<b>P0.02</b>	(P0.04)

*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	June 30, 2020	June 30, 2019
<b>CAPITAL STOCK</b> - ₱0.55 par value	10		
Authorized - 2,000,000,000 shares			
Issued, subscribed and outstanding - 1,528,474,000 shares		<b>₱840,660,700</b>	₱840,660,700
<b>RETAINED EARNINGS</b>			
Balance at beginning of period		<b>114,002,900</b>	111,641,092
Net income (loss)		<b>24,850,827</b>	(54,105,227)
Balance at end of period		<b>138,853,727</b>	57,535,865
Share in other comprehensive income (loss) of an associate:		<b>6,491,043</b>	7,346,370
<b>TOTAL EQUITY</b>		<b>₱986,005,470</b>	₱905,542,935

*See accompanying Notes to Financial Statements.*

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.****(A Subsidiary of RYM Business Management Corp.)****UNAUDITED STATEMENTS OF CASH FLOWS**

		<b>Three Months Ended June 30,</b>	
	Note	<b>2020</b>	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income (loss) before tax		<b>₱50,907,295</b>	(₱26,645,181)
Adjustments for:			
Share in net loss (income) of an associate	7	<b>(52,035,330)</b>	25,524,907
Depreciation	6	<b>482,046</b>	484,581
Interest income	4	<b>(422)</b>	(98)
Operating loss before working capital changes		<b>(646,411)</b>	(635,791)
Decrease (increase) in:			
Due from related parties		<b>182,000</b>	1,500,000
Other current assets		<b>8,479</b>	(29,470)
Increase (decrease) in accrued expenses and other current liabilities		<b>439,107</b>	(332,895)
Net cash provided by (used in) operations		<b>(16,825)</b>	501,844
Interest received		<b>422</b>	98
<b>INCREASE (DECREASE) IN CASH</b>		<b>(16,403)</b>	501,942
<b>CASH AT BEGINNING OF PERIOD</b>		<b>907,023</b>	295,641
<b>CASH AT END OF PERIOD</b>		<b>₱890,620</b>	₱797,583

*See accompanying Notes to Financial Statements.*

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.****(A Subsidiary of RYM Business Management Corp.)****UNAUDITED STATEMENTS OF CASH FLOWS**

		<b>Six Months Ended June 30,</b>	
	Note	<b>2020</b>	<b>2019</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income (loss) before tax		<b>₱24,850,827</b>	(₱54,105,227)
Adjustments for:			
Share in net loss (income) of an associate	7	<b>(27,366,404)</b>	51,449,002
Depreciation	6	<b>964,093</b>	969,163
Interest income	4	<b>(734)</b>	(190)
Operating loss before working capital changes		<b>(1,552,218)</b>	(1,687,252)
Decrease (increase) in:			
Due from related parties		<b>1,682,000</b>	1,500,000
Other current assets		<b>(143,278)</b>	(50,673)
Increase (decrease) in:			
Accrued expenses and other current liabilities		<b>344,660</b>	(89,558)
Due to a related party		<b>–</b>	866,031
Net cash provided by operations		<b>331,164</b>	538,548
Interest received		<b>734</b>	190
<b>INCREASE IN CASH</b>		<b>331,898</b>	538,738
<b>CASH AT BEGINNING OF PERIOD</b>		<b>558,722</b>	258,845
<b>CASH AT END OF PERIOD</b>		<b>₱890,620</b>	<b>₱797,583</b>

*See accompanying Notes to Financial Statements.*

# **BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**

(A Subsidiary of RYM Business Management Corp.)

## **NOTES TO FINANCIAL STATEMENTS**

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### **1. Corporate Information**

#### **General Information**

Bright Kindle Resources & Investments, Inc. (the Company), formerly Bankard, Inc. 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 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.

In November 2013, the BOD approved the amendment to change the corporate name to Bright Kindle Resources & Investments, Inc. and the primary business purpose to a holding company.

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

#### **Events After Reporting Period**

The ongoing global Corona Virus Disease 2019 (COVID19) pandemic has resulted to a slowdown of the Philippine economy as it triggered the implementation of various levels of community quarantine and other restrictions all over the country. While the financial impact is considered a non-adjusting subsequent event as at December 31, 2019, the effect on Company's operations and financial performance, however, cannot be reasonably determined as at the report date. Nonetheless, the Company strongly believes that it can remain a going concern given its liquidity position and its access to short-term funding.

#### **Investment in Marcventures Holdings, Inc. (MARC)**

On December 15, 2014, the Company acquired 600,000,000 shares of MARC representing 33% equity interest for ₱2,604.0 million from the Philippine Business Bank - Trust and Investment Center (PBB).

On December 29, 2017, the SEC approved the application of the 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 a reduction of the Company's equity interest in MARC to 20%. In 2018, MARC issued 45,731,706 shares at ₱1.64 per share or a total of ₱ 75.0 million to a major stockholder resulting to a reduction of the Company's equity interest in MARC to 19.90% (see Note 7).

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). On February 17, 2017, MMDC filed a Notice of Appeal to the Office of the President (OP). Subsequently, on March 17, 2017, MMDC filed its Appeal Memorandum.

In its Appeal, MMDC contended that it is of the good faith belief that the Order is without basis in fact and in law. Foremost, MMDC is engaged in clean and responsible mining. It has implemented all the necessary measures to ensure that it is environmentally compliant. While its operation is within a proclaimed watershed, Presidential Proclamation No. 1747 recognizes its prior legal right to mine in the area considering that its MPSA was approved in 1993 prior to issuance of the said proclamation in 2009.

Further, in the said Appeal, MMDC was able to address the grounds for cancellation cited by the DENR: (a) operations is allowed by law since said MPSA dated July 1, 1993 is granted with prior rights and is allowed by law as indicated specifically in Proclamation 1747 issued in 2009 by former President Gloria Macapagal-Arroyo; (b) despite operations in a watershed, MMDC has not impaired farmlands, rivers or coastal areas within the MPSA area.

On account of such filing of Appeal, MMDC wrote a letter to the OP requesting for the issuance of a formal Stay of Execution Order and in a letter dated May 2, 2017, the OP stated that the issuance of a Stay of Execution Order is not necessary because the execution of the Order of the DENR Secretary is deemed stayed as a matter of course on account of the pendency of the Appeal

As of June 30, 2020, MMDC has not received any decision nor update from the OP and in view of the Notice of Appeal filed by MMDC, the Management and its Legal Counsel take a good faith position that MMDC may continue its operations on the ground given in said letter of May 2, 2017, that the issuance by the OP of a formal Stay of Execution is unnecessary.

MMDC has continuously been granted the necessary authorizations, permits and licenses to operate from the LGUs and the DENR through the MGB, among others, including but not limited to Discharge Permits, Ore Transport Permits (OTP) and Mineral Ore Export Permits. To attest to its compliance, MMDC also has been issued a certification from the MGB as of January 22, 2020, attesting to the validity and existence of its MPSA and that MMDC has an approved Declaration of Mining Project Feasibility covering its entire contract mining area as of 15 October 2014.

MMDC has continued mining operations in areas covered by the MPSA.

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## 2. Summary of Significant Accounting Policies

### **Basis of Preparation and Statement of Compliance**

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 market for identical assets or liabilities.



- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

For 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 January 1, 2019:

- Philippine Interpretation IFRIC 23, *Uncertainty Over Income Tax Treatments* – The interpretation provides guidance on how to reflect the effects of uncertainty in accounting for income taxes under PAS 12, *Income Taxes*, in particular (i) matters to be considered in accounting for uncertain tax treatments separately, (ii) assumptions for taxation authorities’ examinations, (iii) determinants of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and (iv) effect of changes in facts and circumstances.
- Amendments to PFRS 9, *Financial Instruments - Prepayment Features with Negative Compensation* – The amendments clarify that a financial asset passes the “solely payments of principal and interest” criterion regardless of an event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. Consequently, financial assets with termination provisions can now be measured at amortized cost or, depending on the business model, at fair value through other comprehensive income (FVOCI).
- Amendments to PAS 28, *Investments in Associates and Joint Ventures - Long-term Interests in Associates and Joint Ventures* – The amendments require entities to use PFRS 9, *Financial Instruments*, in accounting for its long-term interests (i.e., preference shares and long-term receivables or loans for which settlement is neither planned nor likely to occur in the foreseeable future) in an associate or joint venture in which the equity method under PAS 28 is not applied. The clarification is relevant because the expected credit loss (ECL) model under PFRS 9 shall be applied to these long-term interests.
- Annual Improvements to PFRS 2015 to 2017 Cycle -
  - Amendments to PAS 12, *Income Taxes - Income Tax Consequences of Payments on Financial Instruments Classified as Equity* – The amendments require entities to recognize the income tax consequences of dividends as defined in PFRS 9 when the liability to pay dividends are recognized. The income tax consequences of dividends are recognized either in profit or loss, other comprehensive income (OCI) or equity, consistently with the transactions that generated the distributable profits. This requirement applies to all income tax consequences of dividends, such as withholding taxes.

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

### **New and Amended PFRS Issued But Not Yet Effective**

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

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

- Amendments to References to the Conceptual Framework in PFRS – The amendments include a new chapter on measurement; guidance on reporting financial performance; improved definitions and guidance-in particular the definition of a liability; and clarifications in important areas, such as the roles of stewardship, prudence and measurements uncertainty in financial reporting. The amendments should be applied retrospectively unless retrospective application would be impracticable or involve undue cost or effort.
- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material* – The amendments clarify the definition of “material” and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRS standards. Based on the new definition, an information is “material” if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

### **Financial Assets and Liabilities**

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

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

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

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

As at June 30, 2020 and December 31, 2019, the Company does not have financial assets and liabilities at FVPL, and financial assets at FVOCI.

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

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

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

As at June 30, 2020 and December 31, 2019, the Company's cash and due from related parties are classified under this category.

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

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

As at June 30, 2020 and December 31, 2019, the Company's accrued expenses, due to a related party and note payable are classified under this category.

### **Reclassification**

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

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

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

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

### **Impairment Policy on Financial Assets at Amortized Cost**

The Company records an allowance for ECL. ECL is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For financial assets at amortized cost, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

### **Derecognition of Financial Assets and Liabilities**

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

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

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

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

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

### **Offsetting of Financial Assets and Liabilities**

Financial assets and financial 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 intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statements of financial position.

### **Classification of Financial Instrument between Liability and Equity**

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

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

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

### **Other Current Assets**

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

*VAT.* Expenses and assets are recognized net of the amount of VAT, except for payables that are stated with the amount of VAT included. The net amount of input VAT recoverable from the taxation authority is included as part of “Other current assets” account in the statements of financial position.

*CWT.* CWTs 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.

*Deferred Input VAT.* In accordance with the Revenue Regulations (RR) No. 16-2005, input VAT on purchases or imports of the Company of capital goods (depreciable assets for income tax purposes) with an aggregate acquisition cost (exclusive of VAT) in each of the calendar month exceeding ₱1.0 million are claimed as credit against output VAT over 60 months or the estimated useful lives of capital goods, whichever is shorter.

Deferred input VAT represents the unamortized amount of input VAT on capital goods. Deferred input VAT that are expected to be claimed against output VAT for no more than 12 months after the reporting date are classified as current assets. Otherwise these are classified as noncurrent assets.

*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.

The reporting date of the associate and that of the Company are identical and the associate's accounting policies conform to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Company.

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.

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.

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 of 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.

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

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

### **Impairment of Nonfinancial Assets**

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 profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. 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.

*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 from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Company perform its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

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

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

### **Expenses Recognition**

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.

## **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 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 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 OCI.

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

## **Basic and Diluted 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 and excluding common shares purchased by the Company and held as treasury shares.

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 Party Relationship and Transactions**

Related party relationship exists when one party has the ability to control, directly, or indirectly through



one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form.

Related party transactions are transfer of resources, services or obligations between the Company and its related parties, 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. These 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.

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## **3. Significant Judgments, Accounting Estimates and Assumptions**

The preparation of the Company's financial statements in compliance with 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.

The following are the significant judgments, accounting estimates and assumptions made by the Company:

*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.

*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 BOD 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 the decrease in ownership interest in MARC in 2018 resulting to a less than 20% ownership interest would not affect its significant influence by virtue of the existence of the above indicators in the Company's dealings with MARC.

*Assessing the 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 March 31, 2020 and December 31, 2019, the Company has determined that it has no operating segment other than being a holding company.

*Assessing the Impairment of Financial Assets at Amortized Cost.* The Company determines the allowance for ECL based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL are provided for credit losses that result from possible default events within the next 12-months unless there has been a significant increase in credit risk since initial recognition in which case ECL are provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Company considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- actual or expected external and internal credit rating downgrade;
- existing or forecasted adverse changes in business, financial or economic conditions; and
- actual or expected significant adverse changes in the operating results of the borrower.

The Company's financial assets at amortized cost are considered to have low credit risk, and therefore the loss allowance is determined as 12 months ECL. The Company has assessed that the ECL for other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Company only with reputable banks and counterparties with good credit standing and relatively low risk of defaults. Accordingly, no impairment loss was recognized in 2020 and 2019.

The carrying amounts of the Company's financial assets at amortized cost are as follows:

	Note	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
Cash	4	<b>₱890,620</b>	₱558,722
Due from related parties	12	<b>11,766,152</b>	13,448,152

*Assessing the Impairment of Investment in an Associate.* The Company assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. Factors that the Company considered in deciding when to perform impairment review include the following, among others:

- significant decline in business and operating performance in relation to expectations; and
- significant changes in the business operations and strategies of the Company and its associate.

Based on management assessment, there are no indicators of impairment that will warrant impairment assessment. The Management and its Legal Counsel believe that the Order for the cancellation of MMDC's MPSA will not have a material adverse effect on MMDC's operations (see Note 1). Accordingly, no impairment loss was recognized in June 30, 2020 and December 31, 2019. The carrying amount of investment in an associate amounted to ₱2,597.5 million and ₱2,570.1 million as at June 30, 2020 and December 31, 2019, respectively (see Note 7).

*Assessing the Impairment of Other Nonfinancial Assets.* The Company assesses impairment on other nonfinancial assets 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 its 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 June 30, 2020 and December 31, 2019.

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

	Note	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
Other current assets	5	<b>₱9,641,678</b>	₱9,498,400
Property and equipment	6	<b>40,238,764</b>	41,202,857

*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 were no changes in the estimated useful lives of the Company's property and equipment in June 30, 2020 and December 31, 2019. The carrying amount of property and equipment amounted to ₱40.2 million and ₱41.2 million as at June 30, 2020 and December 31, 2019, respectively (see Note 6).

*Assessing the 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 as at June 30, 2020 and December 31, 2019 because the management assessed that there will be no sufficient taxable profits against which the deferred tax asset can be utilized.

The Company's unrecognized deferred tax asset amounted to ₱5.8 million and ₱5.6 million as at December 31, 2019 and 2018, respectively.

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#### 4. Cash

This account consists of:

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 <b>(Audited)</b>
Cash on hand	<b>₱5,000</b>	₱5,000
Cash in banks	<b>885,620</b>	553,722
	<b>₱890,620</b>	<b>₱558,722</b>

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to ₱734 and ₱190 in 2020 and 2019, respectively.

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#### 5. Other Current Assets

This account consists of:

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 <b>(Audited)</b>
Input VAT	<b>₱8,905,588</b>	₱8,818,016
CWT	<b>600,685</b>	600,685
Prepayments	<b>119,269</b>	62,563
Others	<b>16,136</b>	17,136
	<b>₱9,641,678</b>	<b>₱9,498,400</b>

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#### 6. Property and Equipment

Balances and movements in this account are as follows:

	Note	June 30, 2020 (Unaudited)		Total
		Condominium Unit	Office Furniture and Fixtures	
Cost				
<b>Balance at beginning and end of period</b>		<b>₱47,788,569</b>	<b>₱1,795,919</b>	<b>₱49,584,488</b>
Accumulated Depreciation				
<b>Balance at beginning of period</b>		<b>7,351,294</b>	<b>1,030,337</b>	<b>8,381,631</b>
<b>Depreciation</b>	<b>11</b>	<b>789,571</b>	<b>174,522</b>	<b>964,093</b>
<b>Balance at end of period</b>		<b>8,140,865</b>	<b>1,204,859</b>	<b>9,345,724</b>
<b>Carrying Amount</b>		<b>₱39,647,704</b>	<b>₱591,060</b>	<b>₱40,238,764</b>

	Note	December 31, 2019 (Audited)		Total
		Condominium Unit	Office Furniture and Fixtures	
<b>Cost</b>				
Balance at beginning and end of year		₱47,788,569	₱1,795,919	₱49,584,488
<b>Accumulated Depreciation</b>				
Balance at beginning of year		5,772,153	674,133	6,446,286
Depreciation	11	1,579,141	356,204	1,935,345
Balance at end of year		7,351,294	1,030,337	8,381,631
Carrying Amount		₱40,437,275	₱765,582	₱41,202,857

On April 20, 2018, a fully depreciated service vehicle was sold; subsequently, no gain or loss on the disposal of the asset was recognized.

As at December 31, 2019, the cost of fully depreciated office furniture and fixtures still in use amounted to ₱0.05 million.

## 7. Investment in an Associate

Movements in this account are as follows:

	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
<b>Acquisition cost</b>	<b>₱2,604,000,000</b>	₱2,604,000,000
<b>Accumulated share in equity:</b>		
Balance at beginning of period	(33,880,282)	(40,555,594)
Share in:		
Net income	27,366,404	7,530,639
OCI	–	(855,327)
Balance at end of period	(6,513,878)	(33,880,282)
<b>Carrying amount</b>	<b>₱2,597,486,122</b>	₱2,570,119,718

The Company has 600,000,000 shares of MARC representing 19.90% equity interest as at June 30, 2020 and December 31, 2019 (see Note 1). MARC's principal place of business is at Unit E, One Luna Place, E. Luna St., Butuan City, Agusan del Norte.

Summarized financial information of MARC follows:

	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
Total current assets	₱1,365,979,699	₱779,290,957
Total noncurrent assets	5,246,214,685	5,312,059,498
Total current liabilities	1,800,864,722	1,404,527,772
Total noncurrent liabilities	750,119,590	763,132,229
Revenue	1,161,297,338	1,432,534,095
Net income	137,519,618	37,842,406
Other comprehensive income (loss)	–	(4,298,125)
Total comprehensive income (loss)	137,519,618	33,544,281

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## 8. Accrued Expenses and Other Current Liabilities

This account consists of:

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 <b>(Audited)</b>
Accrued expenses	<b>₱648,612</b>	₱292,180
Statutory payables	<b>1,500</b>	13,272
	<b>₱650,112</b>	₱305,452

Accrued expenses pertain to accrual of association dues, outside services, and electricity, among others, which are expected to be settled in the next reporting period.

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

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## 9. Note Payable

Movements in this account are as follows:

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 <b>(Audited)</b>
Balance at beginning and end of period	<b>₱1,671,501,723</b>	₱1,671,501,723

The noninterest-bearing note was assigned by PBB to Trans Middle East Philippines Equities, Inc. (TMEE). This liability represents the unpaid portion of the purchase price of the investment in an associate. The note's original maturity date was December 31, 2019 but was then extended by both parties until December 31, 2020.

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## 10. Equity

On March 21, 1995, the SEC approved the listing of the Company's 118,000,000 shares at an offer price of ₱1 per share. As at June 30, 2020 and December 31, 2019, 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 June 30, 2020:

	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	94,929,000	6.21%
Public shareholdings	263,385,011	17.23%
Total	1,528,474,000	100.00%

The total number of shareholders of the Company is 629 as at June 30, 2020 and December 31, 2019.

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
<b>January to June 2020</b>		
<b>First</b>	<b>₱1.07</b>	<b>₱0.51</b>
<b>Second</b>	<b>0.90</b>	<b>0.52</b>
<b>January to December 2019</b>		
First	₱1.68	₱1.31
Second	1.38	1.14
Third	1.43	1.11
Fourth	1.33	0.84

## 11. General and Administrative Expenses

This account consists of:

	Note	June 30, 2020 (Unaudited)	June 30, 2019 (Unaudited)
Depreciation	6	<b>₱964,093</b>	₱969,163
Professional fees		<b>513,500</b>	482,800
Membership dues and other fees		<b>701,158</b>	701,158
Outside services		<b>139,000</b>	235,652
Communication, light and water		<b>79,666</b>	117,344
Taxes and licenses		<b>17,729</b>	17,149
Director's fees		<b>30,000</b>	20,000
Others		<b>71,165</b>	113,149
		<b>₱2,516,311</b>	₱2,656,415

## 12. Related Party Transactions

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

Nature of Transactions	Amount of Transactions			Outstanding Balances	
	2020 (Unaudited)	2019 (Audited)	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)	
<b>Due from Related Parties</b>					
<i>Parent Company</i> <i>Under common control -</i>					
Advances for working capital	₱-	₱-	<b>₱8,000,000</b>	₱8,000,000	
MMDC	(1,682,000)	-	<b>3,766,152</b>	5,448,152	
			<b>₱11,766,152</b>	₱13,448,152	
<b>Due to a Related Party</b>					
<i>Affiliate -</i>					
Prime Media Holdings, Inc.		P866,031	<b>₱1,866,031</b>	₱1,866,031	

Due from related parties are noninterest-bearing, collectible on demand, not impaired and to be settled in cash. Due to a related party is noninterest-bearing, unsecured, payable on demand and to be settled in cash.

In 2018, the Company assigned the receivable from the Parent Company to TMEE to offset with the note payable amounting ₱38.5 million in 2018 (see Note 9).

### **Compensation of Key Management Personnel**

Compensation of key management personnel amounted to ₱0.05 million, ₱0.05 million, ₱0.1 million in 2019, 2018 and 2017, respectively.

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### **13. Basic and Diluted Earnings (Loss) Per Share**

Basic and diluted earnings (loss) per share is computed as follow:

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 (Audited)
Net income (loss)	<b>₱24,850,827</b>	₱2,361,808
Weighted average number of common shares outstanding	<b>1,528,474,000</b>	1,528,474,000
Earnings (loss) per share - basic and diluted	<b>₱0.016</b>	₱0.002

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

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### **14. Contingencies**

#### **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.

Based on record, the above legal proceeding was transferred to RCBC Bankard Services Corporation (RBSC) because of the transfer of the Corporation's credit card servicing operations to RBSC and RCBC in 2013 when RCBC approved the sale of its 89.98% collective stake in the Corporation to RYM Business Management Corp. together with other investors.

The Company's Management and its Legal Counsel is of the good faith belief 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. Significantly, RCBC posted a bond in the amount of US\$3.1 million and under the Share purchase Agreement dated 18 October 2013, the previous management of the Corporation, namely RCBC and RCBC Capital Corporation, undertook to indemnify the new management in the event that the court adjudged the Corporation liable.

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### **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, due from related parties, accrued expenses, due to a related party 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 due from related parties.

The Company's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

#### *Financial Assets at Amortized Cost*

The Company limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, credit risk is low since the Company only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

As discussed in Note 3 to the financial statements, the Company considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Company are considered to have low credit risk, impairment loss is limited to 12-month ECL.

The table below presents high grade credit quality of the Company's financial assets at amortized cost.

	<b>June 30, 2020</b> <b>(Unaudited)</b>	December 31, 2019 <b>(Audited)</b>
Cash in banks	<b>₱885,620</b>	₱553,722
Due from related parties	<b>11,766,152</b>	13,448,152
	<b>₱12,651,772</b>	<b>₱14,001,874</b>

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

### **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 at amortized cost as at June 30, 2020 and December 31, 2019 based on contractual undiscounted cash flows.

	<b>June 30, 2020 (Unaudited)</b>			
	<b>Less than One Month</b>	<b>One Month to One Year</b>	<b>More than One Year</b>	<b>Total</b>
Accrued expenses	<b>₱648,612</b>	<b>₱-</b>	<b>₱-</b>	<b>₱648,612</b>
Due to a related party	-	<b>1,866,031</b>	-	<b>1,866,031</b>
Note payable	-	<b>1,671,501,723</b>	-	<b>1,671,501,723</b>
	<b>₱648,612</b>	<b>₱1,673,367,754</b>	<b>₱-</b>	<b>₱1,674,016,366</b>

	December 31, 2019 (Audited)			Total
	Less than One Month	One Month to One Year	More than One Year	
Accrued expenses	₱292,180	₱–	₱–	₱292,180
Due to a related party	–	1,866,031	–	1,866,031
Note payable	–	1,671,501,723	–	1,671,501,723
	₱292,180	₱1,673,367,754	₱–	₱1,673,659,934

#### **Fair Value of Financial Assets and Financial Liabilities**

The carrying values of the following financial instruments approximates it fair values due to the short-term nature of the financial instruments.

	June 30, 2020 (Unaudited)	December 31, 2019 (Audited)
<b>Financial Assets at Amortized Cost</b>		
Cash	₱890,620	₱558,722
Due from related parties	11,766,152	13,448,152
	₱12,656,772	₱14,006,874
<b>Financial Liabilities at Amortized Cost</b>		
Accrued expenses	₱648,612	₱292,180
Due to a related party	1,866,031	1,866,031
Note payable	1,671,501,723	1,671,501,723
	₱1,674,016,366	₱1,673,659,934

#### **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.

The Company considers its total equity amounting to ₱986.0 million and ₱961.2 million as at June 30, 2020 and December 31, 2019, respectively, as its capital.

There has been no change in the objectives, policies and processes in June 30, 2020 and December 31, 2019.

COVER SHEET

0 0 0 0 1 0 2 1 6 5

S.E.C. 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 . ( A S u b s i d i a r y o f R Y M B u s i n e s s M a n a g e m e n t C o r p . )

(Company's Full Name)

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

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

ROLANDO S. SANTOS

Contact Person

833-0769

Company Telephone Number

Last Thursday of May

1 2 3 1 Month Day Fiscal Year

SEC 17-A FORM TYPE

0 5 2 4 Month Day Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

629 Total No. of Stockholders

Domestic

Foreign P-

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-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, 2019
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. 16<sup>th</sup> Floor Citibank Tower, 8741 Paseo de Roxas, Makati City 1209  
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  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  No

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

Yes  No

13. The aggregate market value of the voting stock held by non-affiliates is ₱194,904,908 computed on the basis of 263,385,011 representing 17.2% of the outstanding common shares at the closing price as of June 15, 2020 of Pesos 0.74 per share.

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## 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 16<sup>th</sup> 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 2018 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 InvestmentCenter (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 Company 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 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 19.90% 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***

In as much 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.

***(0) 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.

***(0) 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 2019.

***(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 defaults on its obligation. The Company's exposure to credit risk arises primarily from cash in banks and due from related parties.

The Company's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

***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 ₱40.44 million (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 2019, 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, 2018
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
2019					
	First Quarter	₱	1.68		1.31
	Second Quarter		1.38		1.14
	Third Quarter		1.43		1.11
	Fourth Quarter		1.33		0.84
2018					
	First Quarter	₱	2.08	₱	1.55
	Second Quarter		1.83		1.27
	Third Quarter		2.22		1.46
	Fourth Quarter		1.86		1.28
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

##### **2. Holders**

The number of stockholders of record as of December 31, 2019 is 629. Common shares outstanding as of this date is 1,528,474,000. The percentage of shares of stocks owned by the public is 17.2% of the total outstanding shares

Top twenty (20) stockholders as December 31, 2019:

1	PCD Nominee Corporation (Filipino)	1,517,236,785	99.26%
2	PCD Nominee Corporation (Non-Filipino)	7,328,803	00.48%
3	William R. Cu-Unjieng &/or Cynthia C.U.Bunag	200,000	00.01%
4	Jardine CMG Life	146,000	00.01%
5	Ric Castaneda &/or Hector Uy	100,000	00.01%
6	Salazar, Ernesto B.	100,000	00.01%

7	AMA Rural Bank of Mandaluyong, Inc.	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	Lopez, Oscar M.	50,000	00.00%
16	Vilar, Antonio T.	50,000	00.00%
17	Torres, Roberto Belarmino S.	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%

### 3. Dividends

No dividends has been declared and paid for the year ended December 31, 2019.

### 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, 2019 and 2018 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2019, 2018 and 2017 are as follows:

### 2019 vs. 2018

#### Results of operations

	Audited		Increase(Decrease)	
	2019	2018	Amount	%
	<i>(in millions)</i>			
Income	<b>₱0.00</b>	<b>₱0.00</b>	<b>₱0.00</b>	<b>(36.79%)</b>
Operating expenses	<b>5.17</b>	7.27	(2.10)	(28.85%)
Share in net income (loss) of an associate	<b>7.53</b>	(77.37)	84.90	(109.73%)
Net income (loss)	<b>2.36</b>	(84.64)	87.00	(102.79%)

During the year, the Company has able to generate a net income of ₱2.36 million, an increase of ₱87.0 million compared with same period last year. Significant changes in the income statement accounts for the year ended December 31, 2019 versus the same period last year are as follows:

- Given that the Company has no active operations yet, income is derived mainly from interest on bank deposits. The balance of the Company's income is minimal due to low level of its cash in banks.
- **General and administrative expenses** declined by ₱2.10 million or 28.85% compared with same period last year. The movement is attributable to the following:
  - More outsourced services were incurred last year than this year, resulting to a drop in Outside services account by ₱1.35 million or 66.48%.
  - Comparing with same period last year, taxes and licenses during the year of ₱0.04 million is lower by ₱0.26 million or 86.64%. Last year, the Company paid for the real property tax relating to its condominium unit, resulting to higher balance than the current year.
  - Other expenses this year is lower by ₱0.32 million or 54.66% compared with same period last year. Payments for penalties due to late filing and/or non-compliance with regulatory requirements were major contributors for the higher expenses last year than this year.
- **Share in net income (loss) of an associate** – An associate's improved operating performance during the year posted a share in net income of ₱7.53 million to the Company, an increase of ₱84.90 million compared with the same period last year.

#### Financial Position

	Audited 2019 <i>(in millions)</i>	2018	Increase (Decrease)	
			Amount	%
Assets	<b>₱2,634.83</b>	₱2,632.61	₱2.22	0.08%
Liabilities	<b>1,673.67</b>	1,672.96	0.71	0.04%
Stockholders' Equity	<b>961.15</b>	959.65	1.51	0.16%

- The Company's total **Assets** of ₱2,634.83 million is slightly higher by ₱2.22 million or 0.08% compared with same period last year. Although the increase may seem not significant, looking into its details, this increase is the net effect of the following major transactions:
  - The Company collected ₱3.0 million from its receivable from MMDC, a related party. Those collections were consequently used by the Company to pay for its general and administrative expenses.
  - Property and equipment declined by ₱1.94 million compared with same period last year, mainly due to depreciation recognized during the year.
  - The increase in Investment in an associate by ₱6.22 million compared with same period last year is primarily due to recognition of the share in net income and other comprehensive loss of an associate during the year.

- **Liabilities** of ₱1,673.67 million increased by ₱0.71 million comparing with same period last year. The movement is due to additional advances from Prime Media Holdings Inc., another related party, which was also used by the Company for its working capital requirements. On the other hand, payments for previous year's accrual has slightly offset the increase in liability.
- Increase in **Stockholder's Equity** is the net result of the net income recognized during the year, and of the share in other comprehensive loss of an associate.

#### Cash Flow

	Audited 2019 <i>(in millions)</i>	2018	Increase(Decrease) Amount	%
Cash provided by (used in) operating activities	₱0.30	(₱0.29)	₱0.59	(203.08%)
Cash used in investing activities	-	(0.06)	0.06	(100.00%)
Cash used in financing activities	-	-	-	-

Cash provided by operating activities during the year amounted to ₱0.30 million, while cash used in operating activities in same period last year amounted to ₱0.29 million. During the year, the Company collected ₱3.0 million of its receivables from MMDC. Cash outflows made pertain to payments for general and administrative expenses.

No additions and/or acquisitions of equipment were made during the year.

#### 2018 vs. 2017

##### Results of operations

	Audited 2018 <i>(in millions)</i>	2017	Increase(Decrease) Amount	%
Income	₱0.00	₱0.15	(₱0.15)	(99.26%)
Operating expenses	7.27	6.88	0.39	5.60%
Share in net income (loss) of an associate	(77.37)	15.57	(92.95)	(596.79%)
Net income (loss)	(₱84.64)	₱8.84	(₱93.48)	(1,057.18%)

The Company incurred a net loss of ₱84.64 million during the year, a decrease of ₱93.48 million compared with last year's net income of ₱8.84 million. Significant changes in the income statement accounts for the year ended December 31, 2018 versus the same period last year are as follows:

- **Income** is derived mainly from interest on bank deposits. Revenues declined by ₱0.15 million compared with same period last year, due to lower level of cash this year than that of prior year.
- **General and administrative expenses** increased by ₱0.39 million or 5.60% compared with same period last year. The increase is attributable to movements of the following accounts:
  - More outsourced services were incurred this year than last year, resulting to increase in Outside services account by ₱0.87 million or 75.72%.
  - The Company's service vehicle has been fully depreciated last February 2018 (the same vehicle has been disposed in April 2018). Consequently, depreciation

expenses dropped by ₱0.28 million or 12.03% compared with same period last year.

- Professional fees increased by ₱0.07 million or 11.14% compared with same period last year, mainly due to increase in annual listing fee and RSA token fee paid to PSE from ₱0.26 million last year to ₱0.31 million this year.
- Communication, light and water of ₱0.29 million, increased by ₱0.08 million as compared with last year of same period.
- Other expenses this year is lower by ₱0.25 million or 29.50%, mainly due to payment for PCD maintenance fee made last year.

➤ **Share in net income (loss) of an associate** – The Company's share in net loss of an associate this year amounted to ₱77.37 million – a decline of ₱92.95 million from last year's share in net income amounting to ₱15.57 million.

### Financial Position

	Audited 2018 <i>(in millions)</i>	2017	Increase(Decrease) Amount	%
Assets	₱2,632.61	₱2,753.94	(121.34)	(4.41%)
Liabilities	1,672.96	1,710.23	(37.27)	(2.18%)
Stockholders' Equity	959.65	1,043.71	(84.06)	(8.05%)

➤ **Assets** during the year of ₱2,632.61 million is lower by ₱121.34 million or 4.41% compared with same period last year. Significant movements in the following accounts caused the decline in assets:

- Due from related parties dropped by ₱42.26 million compared with same period last year (from ₱58.72 million last year to ₱16.46 million this year). The Company collected ₱2.0 million from MMDC, an entity under common control. MMDC also advanced the Company's operating expenses totaling ₱1.34 million, which was offset from the Company's outstanding receivable. Lastly, the Company assigned the receivable from the Parent Company to TMEE, to offset with the note payable amounting to ₱38.5 million.
- Property and equipment decreased by ₱1.96 million or 4.34% compared with same period last year, primarily due to depreciation recognized during the year.
- Investment in an associate is lower by ₱76.80 million compared with same period last year. The decline in this account is mainly due to recognition of the share in net loss of an associate during the year (see *Share in net income (loss) of an associate* above).

➤ **Liabilities** of ₱1,672.96 million is lower by ₱37.27 million comparing with same period last year, mainly due to assignment of receivable amounting to ₱38.5 million from Parent Company to TMEE, which was offset with the note payable.

➤ The movement in **Stockholder's Equity** is attributable to the net loss during the year amounting to ₱84.64 million. This was slightly offset by the share in other comprehensive income of an associate recognized this year, amounting to ₱0.57 million.

## Cash Flow

	Audited		Increase(Decrease)	
	2018	2017	Amount	%
	<i>(in millions)</i>			
Cash used in operating activities	<b>₱0.29</b>	₱13.93	(₱13.64)	(97.91%)
Cash used in investing activities	<b>0.06</b>	4.07	(4.01)	(98.52%)
Cash used in financing activities	-	90.00	(90.00)	(100.00%)

The cash used in operating activities this year is lower by ₱13.64 million or 97.91% versus same period last year. No major disbursements were made during the year, except for the Company's operating expenses.

There was a minimal addition in property and equipment this year, compared with last year, resulting to decrease in cash used in investing activities by ₱4.01 million or 98.52%.

In 2017, the Company paid ₱90.0 million of its notes payable. No payment has been made this year, hence, a decrease in cash used in financing activities by 100%.

## 2017 vs. 2016

### Results of operations

	Audited		Increase(Decrease)	
	2017	2016	Amount	%
	<i>(in millions)</i>			
Income	<b>₱0.15</b>	₱0.24	(₱0.09)	(37.50%)
Operating expenses	<b>6.88</b>	4.65	2.23	47.96%
Share in net income of an associate	<b>15.57</b>	1.70	13.87	815.88%
Net income (loss)	<b>₱8.84</b>	(₱2.72)	₱11.56	(426.20%)

### Income

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 47.96% 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 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	Amount	%
	<i>(in millions)</i>			
Assets	<b>₱2,753.94</b>	₱2,880.73	(126.79)	(4.40%)
Liabilities	<b>1,710.23</b>	1,850.23	(140.00)	(7.57%)
Stockholders' Equity	<b>1,043.71</b>	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 ₱140.00 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 increase is due to the Company's comprehensive income of ₱13.21 million.



## Cash Flow

	Audited		Increase(Decrease)	
	2017	2016	Amount	%
	<i>(in millions)</i>			
Cash used in operating activities	<b>₱13.93</b>	₱37.40	(₱23.47)	62.75%
Cash used in investing activities	<b>4.07</b>	10.43	(6.36)	60.98%
Cash used in financing activities	<b>90.00</b>	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 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.

## Key Performance Indicators

	<u>2017</u>	<u>2018</u>	<u>2019</u>
Return on Asset (%)	0.00%	(0.03%)	0.00%
Return on Equity (%)	0.01%	(0.08%)	0.002%

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 2019 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, 2019. 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 ₱0.30 million for 2019 and 2018.

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	90	Chairman of the Board/Director	Filipino
Isidro C. Alcantara, Jr.	65	President/Director	Filipino
Macario U. Te	89	Director	Filipino
Augusto C. Serafica, Jr.	57	Director	Filipino
Carlos Alfonso T. Ocampo	54	Independent Director	Filipino
Vicente V. Mendoza (resigned on October 16, 2019)	86	Independent Director	Filipino
Felix Cesar L. Zerrudo (effective on December 10, 2019)	59	Independent Director	Filipino
Remegio C. Dayandayan Jr.	39	Director	Filipino
Minda P. de Paz	79	Director	Filipino
Hermogene H. Real	65	Director/Assistant Corporate Secretary	Filipino
Rolando S. Santos	69	Director/Vice President and Treasurer	Filipino
Leddie D. Gutierrez	57	VP Internal Audit	Filipino
Reuben F. Alcantara	36	VP Marketing	Filipino
Diane Madelyn C. Ching (resigned on Sept 3, 2019)	37	Corporate Secretary	Filipino
Maila G. De Castro (effective on September 3, 2019)	44	Corporate Secretary, Compliance Officer and Data Privacy Officer	Filipino

#### Incumbent Directors

##### **Cesar C. Zalamea**

Chairman of the Board  
January 03, 2014 to present  
90 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

65 years old/Filipino

Mr. 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 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 Bancor 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

89 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

57 years old/Filipino

Mr. Augusto C. Serafica, Jr. was elected as Independent Director of the Company 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 Ideology 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

54 years old/Filipino

Atty. Carlos Alfonso T. Ocampo was elected as Independent Director of the Company in January 2014. He is also an Independent Director of Marcventures Holdings, Inc. He is the founder of Ocampo & Manalo law firm. Atty. Ocampo 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**

Director

(resigned on October 16, 2019)

86 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.

**Felix Cesar L. Zerrudo**

Independent Director

December 10, 2019 to present

59 years old/ Filipino

Mr. Felix Cesar L. Zerrudo was elected Independent Director in 10 December 2019. He currently serves as President and Chief Operating Officer of Asian Appraisal Company Inc. He is also the President of Asian Asset Insurance Brokerage Corporation, Amalgamated Project Management Services Inc. and the Professional Funding Services Inc. He is a General Manager and Treasurer of AE Proteina Industries Inc. He is a Director of Top Team Dynamics Incorporated. He previously served as Vice President of Phoenix Petroleum Philippines, Inc. –Treasury Group from Jan 2009 to June 2009 and the Philippine National Bank from November 2002 to December 2008. He obtained his Bachelor of Arts, Major in Economics from Ateneo De Manila University in April 1980. He passed the Real Estate Appraisers' Licensure Examination last 2015.

**Remegio C. Dayandayan, Jr.**

Director

March 26, 2014 to present

39 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

79 years old/Filipino

Ms. Minda P. De Paz was elected as Director in March 2014. She serves as Director of 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 Management 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  
69 years old/Filipino

Mr. Rolando S. Santos was elected Director in May 2014. He has been the Treasurer of the Company since January 2014 and he became Vice President from 2014 until 2016. 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  
65 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), Brightgreen Resources Corporation (2014 to present), Brightgreen Nickel, Inc. (2016 to present), Southern Alluvial Minerals and Alumina Resources Inc. (2017 to present), Mairete Asset Holdings Inc. (2017 to present), Sure Mighty Steel, Inc. (2018 to present), Crimson Bauxite Mining Development Corp. (2018 to present), Southeast Fields Bauxite Inc. (2018 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).

**Diane Madelyn C. Ching**

Director/ Corporate Secretary  
(resigned on September 3, 2019)  
37 years old/Filipino

Atty. Diane Madelyn C. Ching was elected Director in December 2018, and 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.

**Executive Officers:**

**Maila G. De Castro**

Corporate Secretary/ Compliance Officer and Data Privacy Officer  
September 3, 2019 to present  
44 years old/ Filipino

Atty. Maila G. De Castro was elected September 2019 as Corporate Secretary, Compliance Officer and Data Privacy Officer. She is currently the Co-Assistant Corporate Secretary of Marcventures Holdings, Inc. and Corporate Secretary of Marcventures Mining & Development Corp. She is likewise the Corporate Secretary, Compliance Officer and Data Privacy Officer of Prime Media Holdings, Inc. She worked with the Belo Gozon Elma Parel Law as Legal Associate and Special Projects Counsel from 2000-2006. She was also the Corporate Counsel and Vice President/ Head of Legal and Corporate Planning of UNITEL from 2006-2013, subsequently went to private practice in the last six (6) years and concurrently the Chairman of the Philippine Electricity City Market Corporation.

**Kenneth Peter D. Molave**

Co-Assistant Corporate Secretary  
October 16, 2019 to present  
Filipino

Mr. Kenneth Peter Molave is a practicing lawyer with experience in civil and criminal litigation, corporate secretarial services and business taxation. In January of 2017, he worked as an underbar associate assigned to the Business Tax Services division at the accounting firm, Sycip Gorres Velayo & Co. Upon obtaining his license to practice law, he worked as part of the Legal Services Group of the Department of Finance. In 2018, he transferred to Libra Law Firm as a Junior Associate assigned to the litigation department. After almost two years, or in August of 2019, he accepted a job offer at Marcventures Mining and Development Corporation (MMDC) as in-house legal associate. He has a Legal Management degree from the Ateneo de Naga University and obtained his Juris Doctor from the University of the Philippines.

**Reuben F. Alcantara**

Vice President for Marketing  
May 26, 2016 to present  
36 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 previously served as the Vice President for Marketing of AG Finance, Inc., as Relationship and Credit Officer for Security Bank and has had stints in Corporate Banking in Bank of Commerce and Maybank Philippines. Mr. Alcantara obtained his Executive Masters in Business Administration Degree from the Asian Institute of Management in the year 2016.

**Leddie D. Gutierrez**  
Vice President for Internal Audit  
May 26, 2016 to present  
57 years old/Filipino

Mr. Leddie Gutierrez was appointed as Vice President for Internal Audit in May 2016. He is a 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). He previously served as Vice President for Internal Audit of AG Finance, Inc., 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	Chairman			
Isidro C. Alcantara, Jr.	President			
Rolando S. Santos	Treasurer			
Diane Madelyn Ching	Corporate Secretary			
Hermogene H. Real	Asst. Corporate Secretary			
Reuben F. Alcantara	VP Marketing			
Leddie D. Gutierrez	VP Internal Audit			
All above named officers as a group	2018			₱50,000.00
	2019			₱40,000.00
	2020 Estimated			₱50,000.00
All other officers and directors as group unnamed	2018			₱60,000.00
	2019			₱60,000.00
	2020 Estimated			₱80,000.00

The 2019 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, 2019, 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 2019**

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 <sup>1</sup> -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 2019**

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 43,919,000/Indirect	Filipino	2.87%
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 P. de Paz	1000/Direct	Filipino	0.00%
Common	Carlos Alfonso T. Ocampo	1000/Direct	Filipino	0.00%
Common	Felix Cesar L. Zerrudo	1000/Direct	Filipino	0.00%
Common	Maila G. De Castro	0	Filipino	0.00%
Common	Kenneth Peter D. Molave	0	Filipino	0.00%
Common	Leddie D. Gutierrez	0	Filipino	0.00%
Common	Reuben F. Alcantara	0	Filipino	0.00%
	<b>Total – Directors as a group</b>	94,929,000	Filipino	6.2%
	<b>Total – Officers as a group</b>	0	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 13 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**

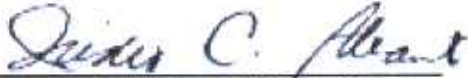
Items reported under SEC Form 17-C for the year 2019:

	<u>Date of Report</u>	<u>Event Reported</u>
(1)	September 4, 2019	Resignation of a Director/Senior Officer and Appointment of her replacement.
(2)	September 4, 2019	Postponement of Annual Meeting
(3)	October 7, 2019	Change in Corporate Contact Details and/or Website
(4)	October 16, 2019	Notice of Annual or Special Stockholders' Meeting
(5)	October 16, 2019	Appointment of Atty. Kenneth Peter Molave as Co-Asst. Corporate Secretary.
(6)	October 17, 2019	Resignation of Justice Vicente V. Mendoza
(7)	December 10, 2019	Results of the Annual Stockholders' Meeting Results of Organizational Meeting

## 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 JUN 30 2020, 2020.

By:



**ISIDRO C. ALCANTARA, JR.**  
President



**ROLANDO S. SANTOS**  
Treasurer



**MAILA G. DE CASTRO**  
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:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Place Issued/Valid Until</u>
Isidro C. Alcantara Jr.	TIN 123-371-185	
Rolando S. Santos	TIN 127-551-084	
Maila G. De Castro	TIN 209-980-102	

known to me and to me known as the same persons who executed the foregoing **2019 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.

WITNESS MY HAND AND SEAL on the date and in the place above written.

Doc. No. 163  
Page No. 34  
Book No. L  
Series of 2020.



**REUBEN CARLO O. GENERAL**  
Notary Public for Makati City  
Appt. No. M-136 Until 31 Dec. 2021  
Roll of Attorneys No. 59087  
IBP Membership No. 100789/01/03/2020  
PTR No. MKT-8116378MG/01/03/2020  
MCLE Compliance No. VI-0021476/03/26/2019  
4F Citibank Center, 8741 Paseo de Roxas, Makati City

### Your BIR AFS eSubmission uploads were received

From: eafs@bir.gov.ph (eafs@bir.gov.ph)  
 To: jermaine.ejan@marcventures.com.ph  
 Cc: valenzuelajackylyn@yahoo.com  
 Date: Tuesday, June 30, 2020, 07:31 PM GMT+8

Hi BRIGHTKINDLE,

**Valid files**

- EAFS000803498ITR2019.pdf
- EAFS000803498AFS2019.pdf

**Invalid file**

- <None>

Transaction Code: **AFS-2019-2QYRN3XX0MSYVV1P1NMX1YN1S0CK9D9EFB**  
 Submission Date/Time: **Jun 30, 2020 07:21 PM**  
 Company TIN: **000-803-498**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

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=====  
 DISCLAIMER  
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Bright Kindle Resources  
& Investments, Inc.

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

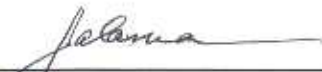
The Management of **Bright Kindle Resources & Investments, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein for the years ended **December 31, 2019 and 2018**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

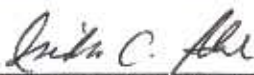
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or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

The Board of Directors is responsible 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, 2019 and 2018**, 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.

  
\_\_\_\_\_  
**CESAR C. ZALAMEA**  
Chairman of the Board

  
\_\_\_\_\_  
**ISIDRO C. ALCANTARA, JR.**  
President

  
\_\_\_\_\_  
**ROLANDO S. SANTOS**  
Treasurer

Signed this   JUN 26  2020   day of \_\_\_\_\_




Bright Kindle Resources  
& Investments, Inc.

**SUBSCRIBED AND SWORN** to before me this JUN 30 2020 day of \_\_\_\_\_  
affiant(s) exhibiting to their evidence of identity, as follows:

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

Doc. No. 160 ;  
Page No. 33 ;  
Book No. 1 ;  
Series of 2020.

\_\_\_\_\_  
**Notary Public**

  
**REUBEN CARLO O. GENERAL**  
Notary Public for Makati City  
Appt. No. M-136 Until 31 Dec. 2021  
Roll of Attorneys No. 59087  
IBP Membership No. 100789/01/03/2020  
PTR No. MKT-8116378MG/01/03/2020  
MCLE Compliance No. VJ-0021476/03/26/2020  
4F Citibank Center, 8741 Paseo de Roxas, Makati City





## 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 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, 2019 and 2018, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2019, 2018 and 2017, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years ended December 31, 2019, 2018 and 2017 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 the audit 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.

### *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 audits 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

The 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 the investment in associate represents 98% of the Company's total assets.

We performed the necessary procedures by verifying the historical accuracy of Marcventures Holdings, Inc's management estimates along with the latest estimate of recoverable reserves and evaluated whether a reasonable change in assumptions could cause the carrying amount of the investment to exceed its estimated recoverable amount.

Further disclosures are included in Note 3, *Significant Judgments, Accounting 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, 2019, 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, 2019 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.

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.



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.

**REYES TACANDONG & CO.**

*Carolina A. Angeles*

CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 86981-SEC Group A

Valid until March 23, 2025

BIR Accreditation No. 08-005144-007-2019

Valid until October 16, 2022

PTR No. 8116476

Issued January 6, 2020, Makati City

June 26, 2020

Makati City, Metro Manila

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

**STATEMENTS OF FINANCIAL POSITION**

		<b>December 31</b>	
	Note	2019	2018
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash	4	₱558,722	₱258,845
Due from related parties	13	13,448,152	16,455,581
Other current assets	5	9,498,400	9,310,757
Total Current Assets		23,505,274	26,025,183
<b>Noncurrent Assets</b>			
Property and equipment	6	41,202,857	43,138,202
Investment in an associate	7	2,570,119,718	2,563,444,406
Total Noncurrent Assets		2,611,322,575	2,606,582,608
		₱2,634,827,849	₱2,632,607,791
<b>LIABILITIES AND EQUITY</b>			
<b>Current Liabilities</b>			
Accrued expenses and other current liabilities	8	₱305,452	₱457,906
Due to a related party	13	1,866,031	1,000,000
Note payable	9	1,671,501,723	1,671,501,723
Total Current Liabilities		1,673,673,206	1,672,959,629
<b>Equity</b>			
Capital stock	10	840,660,700	840,660,700
Retained earnings		114,002,900	111,641,092
Other comprehensive income		6,491,043	7,346,370
Total Equity		961,154,643	959,648,162
		₱2,634,827,849	₱2,632,607,791

*See accompanying Notes to Financial Statements.*

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

**STATEMENTS OF COMPREHENSIVE INCOME**

	Note	Years Ended December 31		
		2019	2018	2017
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	11	<b>(P5,169,525)</b>	(P7,265,480)	(P6,880,122)
<b>SHARE IN NET INCOME (LOSS) OF AN ASSOCIATE</b>	7	<b>7,530,639</b>	(77,372,617)	15,574,432
<b>INTEREST INCOME</b>	4	<b>694</b>	1,098	147,973
<b>INCOME (LOSS) BEFORE TAX</b>		<b>2,361,808</b>	(84,636,999)	8,842,283
<b>PROVISION FOR INCOME TAX</b>	12	-	-	-
<b>NET INCOME (LOSS)</b>		<b>2,361,808</b>	(84,636,999)	8,842,283
<b>OTHER COMPREHENSIVE INCOME</b>				
<i>Not to be reclassified to profit or loss -</i>				
Share in other comprehensive income (loss) of an associate	7	<b>(855,327)</b>	572,841	4,369,778
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		<b>P1,506,481</b>	(P84,064,158)	P13,212,061
<b>EARNINGS (LOSS) PER SHARE - BASIC AND DILUTED</b>	14	<b>P0.002</b>	(P0.055)	P0.006

*See accompanying Notes to Financial Statements.*

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

**STATEMENTS OF CHANGES IN EQUITY**

	Note	Years Ended December 31		
		2019	2018	2017
<b>CAPITAL STOCK</b> - ₱0.55 par value	10			
Authorized - 2,000,000,000 shares				
Issued and outstanding - 1,528,474,000 shares		<b>₱840,660,700</b>	₱840,660,700	₱840,660,700
<b>RETAINED EARNINGS</b>				
Balance at beginning of year		111,641,092	196,278,091	187,435,808
Net income (loss)		2,361,808	(84,636,999)	8,842,283
Balance at end of year		<b>114,002,900</b>	111,641,092	196,278,091
<b>OTHER COMPREHENSIVE INCOME</b>				
<i>Not to be reclassified to profit or loss</i>				
Accumulated share in other comprehensive income of an associate				
Balance at beginning of year		7,346,370	6,773,529	2,403,751
Share in other comprehensive income (loss) of an associate	7	(855,327)	572,841	4,369,778
Balance at end of year		<b>6,491,043</b>	7,346,370	6,773,529
		<b>₱961,154,643</b>	₱959,648,162	₱1,043,712,320

*See accompanying Notes to Financial Statements.*

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

**STATEMENTS OF CASH FLOWS**

	Note	Years Ended December 31		
		2019	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Income (loss) before tax		P2,361,808	(P84,636,999)	P8,842,283
Adjustments for:				
Share in net loss (income) of an associate	7	(7,530,639)	77,372,617	(15,574,432)
Depreciation	6	1,935,345	2,015,422	2,291,043
Interest income	4	(694)	(1,098)	(147,973)
Operating loss before working capital changes		(3,234,180)	(5,250,058)	(4,589,079)
Decrease (increase) in:				
Due from related parties		3,007,429	3,763,619	(8,606,637)
Other current assets		(187,643)	(31,912)	(887,418)
Increase (decrease) in:				
Accrued expenses and other current liabilities		(152,454)	226,339	2,033
Due to a related party		866,031	1,000,000	-
Net cash generated from (used for) operations		299,183	(292,012)	(14,081,101)
Interest received		694	1,098	147,973
Net cash provided by (used in) operating activities		299,877	(290,914)	(13,933,128)
<b>CASH FLOWS FROM AN INVESTING ACTIVITY</b>				
Acquisitions of property and equipment	6	-	(60,300)	(4,072,604)
<b>CASH FLOWS FROM A FINANCING ACTIVITY</b>				
Payment of note payable	9	-	-	(90,000,000)
<b>NET INCREASE (DECREASE) IN CASH</b>		<b>299,877</b>	<b>(351,214)</b>	<b>(108,005,732)</b>
<b>CASH AT BEGINNING OF YEAR</b>		<b>258,845</b>	<b>610,059</b>	<b>108,615,791</b>
<b>CASH AT END OF YEAR</b>		<b>P558,722</b>	<b>P258,845</b>	<b>P610,059</b>
<b>NONCASH FINANCIAL INFORMATION</b>				
Assignment of receivables to offset with note payable	9	P-	P38,498,277	P50,000,000

See accompanying Notes to Financial Statements.



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

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**NOTES TO FINANCIAL STATEMENTS**

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**1. Corporate Information**

**General Information**

Bright Kindle Resources & Investments, Inc. (the Company), formerly Bankard, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 1, 1981 as a credit card corporation. On March 21, 1995, the Company listed its shares with 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.

In November 2013, the BOD approved the amendment to change the corporate name to Bright Kindle Resources & Investments, Inc. and primary business purpose to a holding company.

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

**Approval of Financial Statements**

The accompanying financial statements of the Company as at December 31, 2019 and 2018 and for the years ended December 31, 2019, 2018 and 2017 were approved and authorized for issuance by the BOD of the Company on June 26, 2020.

**Events After Reporting Period**

The country is currently experiencing a pandemic virus crisis resulting in a slowdown in the Philippine economy because of mandated lockdowns all over the country. While the financial impact is considered a non-adjusting subsequent event as at December 31, 2019, the effect on Company's operations and financial performance, however, cannot be reasonably determined as at the report date. Nonetheless, the Company strongly believes that it can remain a going concern given its access to short-term funding.

**Investment in Marcventures Holdings, Inc. (MARC)**

On December 15, 2014, the Company acquired 600,000,000 shares of MARC representing 33% equity interest for ₱2,604.0 million from the Philippine Business Bank - Trust and Investment Center (PBB).

On December 29, 2017, the SEC approved the application of the 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 a reduction of the Company's equity interest in MARC to 20%. In 2018, MARC issued 45,731,706 shares at ₱1.64 per share or a total of ₱75.0 million to a major stockholder resulting to a reduction of the Company's equity interest in MARC to 19.90% (see Note 7).

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). On February 17, 2017, MMDC filed a Notice of Appeal to the Office of the President. Subsequently, on March 17, 2017, MMDC filed its Appeal Memorandum.

In May 2017, MMDC, through its external counsel, filed a Notice of Appeal to the Office of the President requesting said Office to issue a formal Stay of Execution Order, thus the execution of the Order of the DENR Secretary is deemed stayed as a matter of course on account of the pendency of MMDC's appeal. Further, in the said Appeal, MMDC was able to address the grounds for cancellation cited by the DENR: (a) operations is allowed by law since said MPSA dated 01 July 1993 is granted with prior rights and is allowed by law as indicated specifically in Proclamation 1747 issued in 2009 by former President Gloria Macapagal-Arroyo; (b) despite operations in a watershed, MMDC has not impaired farmlands, rivers or coastal areas within the MPSA area.

As of December 2019, MMDC has not received any decision nor update from the Office of the President and in view of the Notice of Appeal filed by MMDC, the Management and its Legal Counsel take a good faith position that MMDC may continue its operations because the issuance of the Office of the President of a formal Stay of Execution is unnecessary.

MMDC has continuously been granted the necessary authorizations, permits and licenses to operate from the LGUs and the DENR through the MGB, among others, including but not limited to Discharge Permits, Ore Transport Permits (OTP) and Mineral Ore Export Permits. To attest to its compliance, MMDC also has been issued a certification from the MGB as of January 22, 2020, attesting to the validity and existence of its MPSA and that MMDC has an approved Declaration of Mining Project Feasibility covering its entire contract mining area as of 15 October 2014.

MMDC has continued mining operations in areas covered by the MPSA.

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## 2. Summary of Significant Accounting Policies

### **Basis of Preparation and Statement of Compliance**

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

### **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 market for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

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

Further information about the assumptions made in measuring fair 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 January 1, 2019:

- Philippine Interpretation IFRIC 23, *Uncertainty Over Income Tax Treatments* – The interpretation provides guidance on how to reflect the effects of uncertainty in accounting for income taxes under PAS 12, *Income Taxes*, in particular (i) matters to be considered in accounting for uncertain tax treatments separately, (ii) assumptions for taxation authorities' examinations, (iii) determinants of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and (iv) effect of changes in facts and circumstances.
- Amendments to PFRS 9, *Financial Instruments - Prepayment Features with Negative Compensation* – The amendments clarify that a financial asset passes the “solely payments of principal and interest” criterion regardless of an event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract. Consequently, financial assets with termination provisions can now be measured at amortized cost or, depending on the business model, at fair value through other comprehensive income (FVOCI).

- Amendments to PAS 28, Investments in Associates and Joint Ventures – Long-term Interests in Associates and *Joint Ventures* – The amendments require entities to use PFRS 9, *Financial Instruments*, in accounting for its long-term interests (i.e., preference shares and long-term receivables or loans for which settlement is neither planned nor likely to occur in the foreseeable future) in an associate or joint venture in which the equity method under PAS 28 is not applied. The clarification is relevant because the expected credit loss (ECL) model under PFRS 9 shall be applied to these long-term interests.
- Annual Improvements to PFRS 2015 to 2017 Cycle -
  - Amendments to PAS 12, Income Taxes - Income Tax Consequences of Payments on Financial Instruments Classified as Equity – The amendments require entities to recognize the income tax consequences of dividends as defined in PFRS 9 when the liability to pay dividends are recognized. The income tax consequences of dividends are recognized either in profit or loss, other comprehensive income (OCI) or equity, consistently with the transactions that generated the distributable profits. This requirement applies to all income tax consequences of dividends, such as withholding taxes.

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

**Relevant Amended PFRS Issued But Not Yet Effective**

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

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

- Amendments to References to the Conceptual Framework in PFRS – The amendments include a new chapter on measurement; guidance on reporting financial performance; improved definitions and guidance-in particular the definition of a liability; and clarifications in important areas, such as the roles of stewardship, prudence and measurements uncertainty in financial reporting. The amendments should be applied retrospectively unless retrospective application would be impracticable or involve undue cost or effort.
- Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Material* – The amendments clarify the definition of “material” and how it should be applied by companies in making materiality judgments. The amendments ensure that the new definition is consistent across all PFRS standards. Based on the new definition, an information is “material” if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

### **Financial Assets and Liabilities**

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

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

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

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

As at December 31, 2019 and 2018, the Company does not have financial assets and liabilities at FVPL, and financial assets at FVOCI.

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

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

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

As at December 31, 2019 and 2018, the Company’s cash and due from related parties are classified under this category.

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

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

As at December 31, 2019 and 2018, the Company's accrued expenses, due to a related party and note payable are classified under this category.

#### **Reclassification**

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

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

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

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

#### **Impairment Policy on Financial Assets at Amortized Cost**

The Company records an allowance for ECL. ECL is based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For financial assets at amortized cost, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECL that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

### **Derecognition of Financial Assets and Liabilities**

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

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

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

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

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

### **Offsetting of Financial Assets and Liabilities**

Financial assets and financial 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 intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statements of financial position.

### **Classification of Financial Instrument between Liability and Equity**

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

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

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

### **Other Current Assets**

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

*VAT.* Expenses and assets are recognized net of the amount of VAT, except for payables that are stated with the amount of VAT included. The net amount of input VAT recoverable from the taxation authority is included as part of "Other current assets" account in the statements of financial position.

*CWT.* CWTs 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 12 months after the reporting date are classified as other current assets. Otherwise, these are classified as other noncurrent assets.

*Deferred Input VAT.* In accordance with the Revenue Regulations (RR) No. 16-2005, input VAT on purchases or imports of the Company of capital goods (depreciable assets for income tax purposes) with an aggregate acquisition cost (exclusive of VAT) in each of the calendar month exceeding ₱1.0 million are claimed as credit against output VAT over 60 months or the estimated useful lives of capital goods, whichever is shorter.

Deferred input VAT represents the unamortized amount of input VAT on capital goods. Deferred input VAT that are expected to be claimed against output VAT for no more than 12 months after the reporting date are classified as current assets. Otherwise these are classified as 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.



The reporting date of the associate and that of the Company are identical and the associate's accounting policies conform to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to conform the associate's accounting policies in line with those of the Company.

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.

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.

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 of 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.

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

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

### **Impairment of Nonfinancial Assets**

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 profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. 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.

*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 from contract with customers is recognized when the performance obligation in the contract has been satisfied, either at a point in time or over time. Revenue is recognized over time if one of the following criteria is met: (a) the customer simultaneously receives and consumes the benefits as the Company perform its obligations; (b) the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date. Otherwise, revenue is recognized at a point in time.

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

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

### **Expenses Recognition**

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.

### **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 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 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 OCI.

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

### **Basic and Diluted 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 and excluding common shares purchased by the Company and held as treasury shares.

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 Party Relationship and Transactions**

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity, or between, and/or among the reporting entity and its key management personnel, directors or its stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely to the legal form.

Related party transactions are transfer of resources, services or obligations between the Company and its related parties, 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. These 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.

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**3. Significant Judgments, Accounting Estimates and Assumptions**

The preparation of the Company's financial statements in compliance with PFRS requires management to exercise judgments and make accounting estimates and assumptions that affect the amounts reported in the financial statements. The judgment, accounting 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.

The following are the significant judgments, accounting estimates and assumptions made by the Company:

*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 since it is used as the Company's principal place of business.

*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 BOD 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 the decrease in ownership interest in MARC in 2018 resulting to a less than 20% ownership interest would not affect its significant influence by virtue of the existence of the above indicators in the Company's dealings with MARC.

*Assessing the 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 December 31, 2019 and 2018, the Company has determined that it has no operating segment other than being a holding company.

*Assessing the Impairment of Financial Assets at Amortized Cost.* The Company determines the allowance for ECL based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL are provided for credit losses that result from possible default events within the next 12 months unless there has been a significant increase in credit risk since initial recognition in which case ECL are provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Company considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- actual or expected external and internal credit rating downgrade;
- existing or forecasted adverse changes in business, financial or economic conditions; and
- actual or expected significant adverse changes in the operating results of the borrower.

The Company's financial assets at amortized cost are considered to have low credit risk, and therefore the loss allowance is determined as 12 months ECL. The Company has assessed that the ECL for other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Company only with reputable banks and counterparties with good credit standing and relatively low risk of defaults. Accordingly, no impairment loss was recognized in 2019, 2018 and 2017.

The carrying amounts of the Company's financial assets at amortized cost are as follows:

	Note	2019	2018
Cash	4	<b>₱558,722</b>	₱258,845
Due from related parties	13	<b>13,448,152</b>	16,455,581

*Assessing the Impairment of Investment in an Associate.* The Company assesses the impairment of investment in an associate whenever events or changes in circumstances indicate that the carrying amount of investment in an associate may not be recoverable. Factors that the Company considered in deciding when to perform impairment review include the following, among others:

- significant decline in business and operating performance in relation to expectations; and
- significant changes in the business operations and strategies of the Company and its associate.

Based on management assessment, there are no indicators of impairment that will warrant impairment assessment. The management and its legal counsel believe that the order for the cancellation of MMDC's MPSA will not have a material adverse effect on MMDC's operations (see Note 1). Accordingly, no impairment loss was recognized in 2019, 2018 and 2017. The carrying amount of investment in an associate amounted to ₱2,570.1 million and ₱2,563.4 million as at December 31, 2019 and 2018, respectively (see Note 7).

*Assessing the Impairment of Other Nonfinancial Assets.* The Company assesses impairment on other nonfinancial assets 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 its 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 2019, 2018 and 2017.

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

	Note	2019	2018
Other current assets	5	<b>₱9,498,400</b>	₱9,310,757
Property and equipment	6	<b>41,202,857</b>	43,138,202

*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 were no changes in the estimated useful lives of the Company's property and equipment in 2019, 2018 and 2017. The carrying amount of property and equipment amounted to ₱41.2 million and ₱43.1 million as at December 31, 2019 and 2018, respectively (see Note 6).

*Assessing the 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 as at December 31, 2019 and 2018 because the management assessed that there will be no sufficient taxable profits against which the deferred tax asset can be utilized.

The Company's unrecognized deferred tax asset amounted to ₱5.8 million and ₱5.6 million as at December 31, 2019 and 2018, respectively (see Note 12).

#### 4. Cash

This account consists of:

	2019	2018
Cash on hand	P5,000	P5,000
Cash in banks	553,722	253,845
	<b>P558,722</b>	<b>P258,845</b>

Cash in banks earn interest at prevailing bank deposit rates. Interest income earned amounted to P694, P1,098 and P147,973 in 2019, 2018 and 2017, respectively.

#### 5. Other Current Assets

This account consists of:

	2019	2018
Input VAT	P8,818,016	P8,141,414
CWT	600,685	600,685
Prepayments	62,563	74,523
Deferred input VAT	-	474,999
Others	17,136	19,136
	<b>P9,498,400</b>	<b>P9,310,757</b>

#### 6. Property and Equipment

Balances and movements in this account are as follows:

	Note	2019		
		Condominium Unit	Office Furniture and Fixtures	Total
<b>Cost</b>				
Balances at beginning and end of year		P47,788,569	P1,795,919	P49,584,488
<b>Accumulated Depreciation</b>				
Balances at beginning of year		5,772,153	674,133	6,446,286
Depreciation	11	1,579,141	356,204	1,935,345
Balances at end of year		7,351,294	1,030,337	8,381,631
<b>Carrying Amount</b>		<b>P40,437,275</b>	<b>P765,582</b>	<b>P41,202,857</b>

	Note	2018		
		Condominium Unit	Office Furniture and Fixtures	Service Vehicle
<b>Cost</b>				
Balances at beginning of year		P47,788,569	P1,735,619	P1,568,650
Additions		-	60,300	-
Disposals		-	-	(1,568,650)
Balances at end of year		47,788,569	1,795,919	-
<b>Accumulated Depreciation</b>				
Balances at beginning of year		4,193,012	324,999	1,481,503
Depreciation	11	1,579,141	349,134	87,147
Disposals		-	-	(1,568,650)
Balances at end of year		5,772,153	674,133	-
<b>Carrying Amount</b>		<b>P42,016,416</b>	<b>P1,121,786</b>	<b>P-</b>



On April 20, 2018, a fully-depreciated service vehicle was disposed; no gain or loss on the disposal of the asset was recognized.

As at December 31, 2019, the cost of fully-depreciated office furniture and fixtures still in use amounted to ₱0.05 million.

## 7. Investment in an Associate

Movements in this account are as follows:

	2019	2018
<b>Acquisition Cost</b>	<b>₱2,604,000,000</b>	<b>₱2,604,000,000</b>
<b>Accumulated Share in Equity</b>		
Balance at beginning of year	(40,555,594)	36,244,182
Share in:		
Net income (loss)	7,530,639	(77,372,617)
Other comprehensive income (loss)	(855,327)	572,841
Balance at end of year	(33,880,282)	(40,555,594)
<b>Carrying Amount</b>	<b>₱2,570,119,718</b>	<b>₱2,563,444,406</b>

The Company has 600,000,000 shares of MARC representing 19.90% equity interest as at December 31, 2019 and 2018 (see Note 1). MARC's principal place of business is at Unit E, One Luna Place, E. Luna St., Butuan City, Agusan del Norte.

Summarized financial information of MARC follows:

	2019	2018
Total current assets	₱779,290,957	₱551,145,763
Total noncurrent assets	5,312,059,498	5,278,237,211
Total current liabilities	1,404,527,772	1,140,620,272
Total noncurrent liabilities	763,132,229	798,616,529
Revenue	1,432,534,095	987,255,064
Net income (loss)	37,842,406	(388,807,119)
Other comprehensive income (loss)	(4,298,125)	2,878,596
Total comprehensive income (loss)	33,544,281	(385,928,523)

The reconciliation of the summarized financial information of MARC to the carrying amount of the investment in an associate as at December 31, 2019 and 2018 are as follows:

	2019	2018
Goodwill on acquisition	₱1,789,305,318	₱1,789,305,318
Share of net assets of associate	780,814,400	774,139,088
	<b>₱2,570,119,718</b>	<b>₱2,563,444,406</b>

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#### 8. Accrued Expenses and Other Current Liabilities

This account consists of:

	2019	2018
Accrued expenses	P292,180	P455,220
Statutory payables	13,272	2,686
	<b>P305,452</b>	<b>P457,906</b>

Accrued expenses pertain to accrual of outside services, professional fees, and electricity, among others, which are expected to be settled in the next reporting period.

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

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#### 9. Note Payable

Movements in this account are as follows:

	Note	2019	2018
Balance at beginning of year		P1,671,501,723	P1,710,000,000
Assignment of receivables	13	–	(38,498,277)
Balance at end of year		<b>P1,671,501,723</b>	<b>P1,671,501,723</b>

This liability represents the unpaid portion of the purchase price of the investment in an associate. The note's original maturity date was December 31, 2019 but was then extended by both parties until December 31, 2020.

In 2018, the Company assigned the receivable from the Parent Company to Trans Middle East Philippines Equities, Inc. (TMEE) to offset with the noninterest-bearing note amounting P38.5 million (see Note 13).

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#### 10. Equity

On March 21, 1995, the SEC approved the listing of the Company's 118,000,000 shares at an offer price of P1 per share. As at December 31, 2019 and 2018, 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 December 31, 2019:

	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	94,929,000	6.21%
Public shareholdings	263,385,011	17.23%
	<b>1,528,474,000</b>	<b>100.00%</b>

The total number of shareholders of the Company is 629 and 631 as at December 31, 2019 and 2018, respectively.

#### 11. General and Administrative Expenses

This account consists of:

	Note	2019	2018	2017
Depreciation	6	<b>₱1,935,345</b>	₱2,015,422	₱2,291,043
Membership dues and other fees		<b>1,402,315</b>	1,285,456	1,402,640
Outside services		<b>680,283</b>	2,029,603	1,155,011
Professional fees		<b>492,800</b>	649,129	584,089
Communication, light and water		<b>251,780</b>	290,668	206,616
Director's fees		<b>100,000</b>	110,000	155,000
Taxes and licenses		<b>39,426</b>	295,017	248,609
Others		<b>267,576</b>	590,185	837,114
		<b>₱5,169,525</b>	₱7,265,480	₱6,880,122

#### 12. Income Tax

There is no provision for income tax in 2019, 2018 and 2017 due to the Company's taxable loss position.

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

	2019	2018	2017
Provision for (benefit from) income tax computed at statutory tax rate	<b>₱708,542</b>	(₱25,391,100)	₱2,652,685
Change in unrecognized deferred tax assets	<b>155,927</b>	(2,209,263)	1,082,489
Add (deduct) tax effects of:			
Share in net loss (income) of an associate, not subject to tax	<b>(2,259,192)</b>	23,211,785	(4,672,330)
Expired NOLCO	<b>1,394,930</b>	4,366,407	981,248
Interest income already subjected to final tax	<b>(207)</b>	(329)	(44,392)
Nondeductible expense	<b>–</b>	22,500	300
	<b>₱–</b>	<b>₱–</b>	<b>₱–</b>

Unrecognized deferred tax asset on NOLCO amounted to ₱5.8 million and ₱5.6 million as at December 31, 2019 and 2018, respectively.

Deferred tax asset on NOLCO was not recognized as at December 31, 2019 and 2018 because management has assessed that there may be no sufficient future taxable profits against which deferred tax asset can be utilized.

As at December 31, 2019, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year	Balance at Beginning of Year	Incurred	Expired	Balance at End of Year	Year of Expiry
2019	₱–	₱5,169,525	₱–	₱5,169,525	2022
2018	7,190,480	–	–	7,190,480	2021
2017	6,879,122	–	–	6,879,122	2020
2016	4,649,767	–	4,649,767	–	2019
	<b>₱18,719,369</b>	<b>₱5,169,525</b>	<b>₱4,649,767</b>	<b>₱19,239,127</b>	

### 13. Related Party Transactions

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

	Nature of Transactions	Amount of Transactions		Outstanding Balances	
		2019	2018	2019	2018
<b>Due from Related Parties</b>					
<i>Parent Company</i> <i>Under common control -</i>	Advances for working capital	<b>₱–</b>	₱–	<b>₱8,000,000</b>	₱8,000,000
	MMDC	–	3,455,581	<b>5,448,152</b>	8,455,581
				<b>₱13,448,152</b>	<b>₱16,455,581</b>
<b>Due to a Related Party</b>					
<i>Affiliate -</i>					
Prime Media Holdings, inc.	Advances for working capital	<b>₱866,031</b>	₱1,000,000	<b>₱1,866,031</b>	₱1,000,000

Due from related parties are noninterest-bearing, collectible on demand, not impaired and to be settled in cash. Due to a related party is noninterest-bearing, unsecured, payable on demand and to be settled in cash.

In 2018, the Company assigned the receivable from the Parent Company to TMEE to offset with the note payable amounting ₱38.5 million in 2018 (see Note 9).

#### **Compensation of Key Management Personnel**

Compensation paid to key management personnel amounting to ₱0.05 million, ₱0.05 million, ₱0.1 million in 2019, 2018 and 2017, respectively, pertains to short-term employee benefits.

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#### **14. Basic and Diluted Earnings (Loss) Per Share**

Basic and diluted loss per share is computed as follow:

	2019	2018	2017
Net income (loss)	<b>₱2,361,808</b>	(₱84,636,999)	₱8,842,283
Weighted average number of common shares outstanding	<b>1,528,474,000</b>	1,528,474,000	1,528,474,000
Earnings (loss) per share - basic and diluted	<b>₱0.002</b>	(₱0.055)	₱0.006

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

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#### **15. Contingencies**

##### **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, RCBC will indemnify the Company should the court adjudge the Company liable.

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#### **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, due from related parties, accrued expenses, due to a related party 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 due from related parties.

The Company's maximum exposure to credit risk on the financial assets as at amortized cost is the carrying amount of those assets as at the reporting date.

### ***Financial Assets at Amortized Cost***

The Company limits its credit risk from balances with banks by depositing its cash with highly reputable and pre-approved financial institutions. For due from related parties, credit risk is low since the Company only transacts with related parties with strong capacity to meet its contractual cash flow obligations in the near term.

The Company considers credit risk in measuring ECL of financial assets at amortized cost. Since the financial assets at amortized cost of the Company are considered to have low credit risk, impairment loss is limited to 12-month ECL.

Generally, financial assets at amortized cost are written-off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than one (1) year.

The table below presents high grade credit quality of the Company's financial assets at amortized cost.

	<b>2019</b>	2018
Cash in banks	<b>₱553,722</b>	₱253,845
Due from related parties	<b>13,448,152</b>	16,455,581
	<b>₱14,001,874</b>	₱16,709,426

High grade credit quality represents settlements which are obtained from counterparty following the terms of the contracts without much collection effort.

### **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 at amortized cost as at December 31, 2019 and 2018 based on contractual undiscounted cash flows.

2019				
	Less than One Month	One Month to One Year	More than One Year	Total
Accrued expenses	P292,180	P-	P-	P292,180
Due to a related party	-	1,866,031	-	1,866,031
Note payable	-	1,671,501,723	-	1,671,501,723
	<b>P292,180</b>	<b>P1,673,367,754</b>	<b>P-</b>	<b>P1,673,659,934</b>

2018				
	Less than One Month	One Month to One Year	More than One Year	Total
Accrued expenses	P455,220	P-	P-	P455,220
Due to a related party	-	1,000,000	-	1,000,000
Note payable	-	1,671,501,723	-	1,671,501,723
	<b>P455,220</b>	<b>P1,672,501,723</b>	<b>P-</b>	<b>P1,672,956,943</b>

#### **Fair Value of Financial Assets and Financial Liabilities**

The carrying values of the following financial instruments approximates its fair values due to the short-term nature of the financial instruments.

	2019	2018
<b>Financial Assets at Amortized Cost</b>		
Cash	<b>P558,722</b>	P258,845
Due from related parties	<b>13,448,152</b>	16,455,581
	<b>P14,006,874</b>	P16,714,426
<b>Financial Liabilities at Amortized Cost</b>		
Accrued expenses	<b>P292,180</b>	P455,220
Due to a related party	<b>1,866,031</b>	1,000,000
Note payable	<b>1,671,501,723</b>	1,671,501,723
	<b>P1,673,659,934</b>	P1,672,956,943

#### **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.

The Company considers its total equity amounting to P961.2 million and P959.6 million as at December 31, 2019 and 2018, respectively, as its capital.

There has been no change in the objectives, policies and processes in 2019 and 2018.



**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 December 31, 2019 and 2018 and for the years ended December 31, 2019, 2018 and 2017 on which we have rendered our report dated June 26, 2020.

In compliance with the Revised Securities Regulations Code Rule 68, we are stating that the Company has 613 stockholders owning one hundred (100) or more shares each as at December 31, 2019.

**REYES TACANDONG & Co.**

CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 86981-SEC Group A

Valid until March 23, 2025

BIR Accreditation No. 08-005144-007-2019

Valid until October 16, 2022

PTR No. 8116476

Issued January 6, 2020, Makati City

June 26, 2020

Makati City, Metro Manila





**REPORT OF INDEPENDENT AUDITORS  
ON SUPPLEMENTARY SCHEDULES 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 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 December 31, 2019 and 2018 and for the years ended December 31, 2019, 2018 and 2017, and have issued our report thereon dated June 26, 2020. Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying Supplementary Schedules for submission to the Securities and Exchange Commission are the responsibility of the Company's management. These supplementary schedules include the following:

- Financial Ratios
- Reconciliation of Retained Earnings Available for Dividend Declaration
- Schedules required by Part II of the Revised Securities Regulation Code (SRC) Rule 68

The supplementary schedules are presented for the purpose of complying with the Revised SRC Rule 68, and are not part of the basic financial statements. The supplementary schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

**REYES TACANDONG & Co.**

*Carolina P. Angeles*  
CAROLINA P. ANGELES

Partner

CPA Certificate No. 86981

Tax Identification No. 205-067-976-000

BOA Accreditation No. 4782; Valid until August 15, 2021

SEC Accreditation No. 86981-SEC Group A

Valid until March 23, 2025

BIR Accreditation No. 08-005144-007-2019

Valid until October 16, 2022

PTR No. 8116476

Issued January 6, 2020, Makati City

June 26, 2020

Makati City, Metro Manila

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

**SUPPLEMENTARY SCHEDULE OF FINANCIAL RATIOS**  
DECEMBER 31, 2019

Below is a schedule showing financial soundness indicators in 2019 and 2018.

	2019	2018
<b>Current/Liquidity Ratio</b>	<b>0.01</b>	0.02
Current assets	<b>₱23,505,274</b>	₱26,025,183
Current liabilities	<b>1,673,673,206</b>	1,672,959,629
<b>Solvency Ratio</b>	<b>0.0</b>	(0.05)
Income (loss) before income tax, depreciation and amortization	<b>₱4,297,153</b>	(₱82,621,577)
Total liabilities	<b>1,673,673,206</b>	1,672,959,629
<b>Debt-to-equity Ratio</b>	<b>1.74</b>	1.74
Total liabilities	<b>₱1,673,673,206</b>	₱1,672,959,629
Total equity	<b>961,154,643</b>	959,648,162
<b>Asset-to-equity Ratio</b>	<b>2.74</b>	2.74
Total assets	<b>₱2,634,827,849</b>	₱2,632,607,791
Total equity	<b>961,154,643</b>	959,648,162
<b>Interest rate coverage Ratio</b>	-	-
Pretax income (loss) before interest	<b>₱2,361,808</b>	(₱84,636,999)
Interest expense	-	-
<b>Profitability Ratio</b>	<b>0.002</b>	(0.088)
Net income (loss)	<b>₱2,361,808</b>	(₱84,636,999)
Total equity	<b>961,154,643</b>	959,648,162

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

**SUPPLEMENTARY SCHEDULE OF  
RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION  
DECEMBER 31, 2019**

	Amount
Unappropriated retained earnings as shown in the financial statements at beginning of year	P111,641,092
Cumulative share in net loss of an associate	47,901,964
Unappropriated retained earnings available for dividend declaration, beginning	159,543,056
Net income during the year	P2,361,808
Share in net income of an associate	(7,530,639)
Total retained earnings available for dividend declaration at end of year	P154,374,225

Reconciliation:

	Amount
Unappropriated retained earnings as shown in the financial statements at end of year	P114,002,900
Cumulative share in net loss of an associate	40,371,325
Total retained earnings available for dividend declaration at end of year	P154,374,225

**BRIGHT KINDLE RESOURCES & INVESTMENTS, INC.**  
**(A Subsidiary of RYM Business Management Corp.)**  
**SEC SUPPLEMENTARY SCHEDULES AS REQUIRED**  
**BY PAR. 6 PART II OF REVISED SRC RULE 68**  
**DECEMBER 31, 2019**

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B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	<u>1</u>
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	<u>N/A</u>
D	Intangible Assets - Other Assets	<u>N/A</u>
E	Long-Term Debt	<u>N/A</u>
F	Indebtedness to Related Parties	<u>N/A</u>
G	Guarantees of Securities of Other Issuers	<u>N/A</u>
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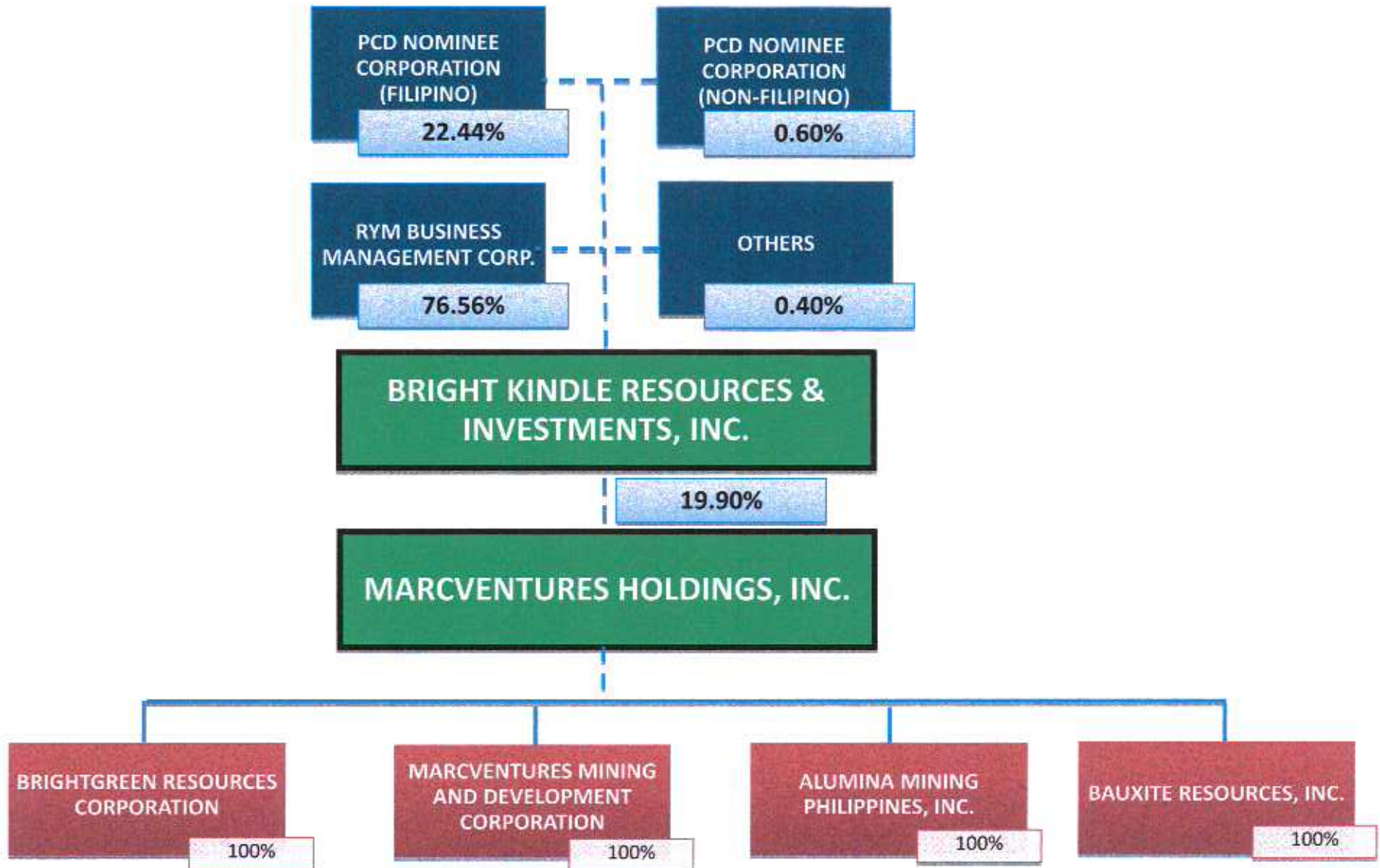
*Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)*

Name and designation of debtor	Balance at beginning of year	Amounts collected	Amounts reclassified*	Amounts assigned*	Current	Noncurrent	Balance at end of year
<i>Parent Company -</i> RYM Business Management Corp.	₱8,000,000	₱-	₱-	₱-	₱8,000,000	₱-	₱8,000,000
<i>Under common control -</i> Marcventures Mining and Development Corporation	8,455,581	(3,007,429)	-	-	5,448,152	-	5,448,152
	<b>₱16,455,581</b>						<b>₱13,448,152</b>

Schedule H. 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	94,929,000	263,385,011

Schedule I. Conglomerate Map



Bright Kindle Resources & Investemts, Inc.

# 2019 Sustainability Report



## 1 Corporate History and Business Context

BKR is a holding company engaged in the purchase, exchange, assignment, and holding of investments

## 2 Responsible Investment Management

BKR contributes to sustainable development by observing good corporate practices

## 3 Materiality Assessment and Sustainability Reporting Process

The Company expects to further develop its sustainability reporting matrix going forward

## 5 Index of Material Topics

BKR has identified topics as material for the reporting period and which were addressed in this report



## Corporate History and Business Context

BRIGHT KINDLE RESOURCES AND INVESTMENTS INC. ("BKR" or the "Company") is a holding company listed in the Philippine Stock Exchange with corporate offices at 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

Originally called Bankard, Inc., the credit card subsidiary of Rizal Commercial Banking Corporation was listed in the Philippine Stock Exchange in March, 1995.

In 2013, RCBC sold its collective stake to investors led by RYM Business Management Corporation. With the new ownership and management, the Company changed its corporate name to Bright Kindle Resources and Investments Inc. and realigned its primary



business purpose to a holding company engaged in the purchase, exchange, assignment, and holding of investments.

BKR has no substantial operations at present. Its primary investment is in Marcventures Holdings Inc. (MHI), also a publicly-listed company, the latter being the parent company of Marcventures Mining and Development Corporation (MMDC) which operates a nickel mining tenements across the municipalities of Cantilan, Carrascal and Madrid in Surigao del Sur. MHI also has its own Sustainability Report in line with its practice of good corporate governance.

## Responsible Investment Management

BKR contributes to sustainable development by observing good corporate practices particularly through the responsible stewardship of the Company's various investments.

### CORPORATE GOVERNANCE STEWARDSHIP

In particular, BKR and its subsidiary MHI maintain an independent and autonomous Board of Directors. Only a minority of the seats in the companies' respective Boards are occupied by the same officers, including independent directors (ID), Atty. Carlo Alfonso T. Ocampo, a founder of Ocampo & Manalo Law Firm. Mr. Felix Cesar L. Zerrudo, the Company's other ID, currently serves as President and Chief Operating Officer of Asian Appraisal Company Inc. and President of Asian Asset Insurance Brokerage Corporation, Amalgamated Project Management Services Inc. and the Professional Funding Services Inc. BKR's IDs are actively involved in the companies' key committees and their independence and expertise ensure added value to crafting corporate strategies and policies.

By keeping an autonomous and independent Board of Directors, BKR ensures that checks



and balances are in place and that it promotes self-determination for both companies. Moreover, BKR maintains the right mix of competent and qualified directors thereby ensuring that its primary purpose, which is that of a holding company, is best catered.

BKR likewise exercises oversight functions over MHI in line with its commitment to good corporate governance. BKR sets the tone at the top as it substantively challenges MHI's management to develop its revenue sources beyond its primary nickel mining operations.

### CURRENT ECONOMIC VALUE GENERATED

Through its subsidiary, MHI, the Company is focused on promoting economic growth as well as full and productive employment for all.

Currently, BKR's revenue is derived mainly from interests on bank deposits. As a non-operating company, there were no recorded employees' wages and benefits, nor dividends given to stockholders and interest payments or in investments to the community for FY2019.

While BKR is a holding company and has no business activities that substantially impact society outside its investment management functions, the Company's economic activities

do generate some economic value. In 2019, expenditures for suppliers and other related operating costs amounted to ₱5.1 Million. On the basis of the results for the year in review, the Company has also translated over ₱16 Thousand in government benefits in the form of royalties and taxes. BKR believes that such economic value created is indeed material even if the impact on the economy, environment, or society is not that substantial.

### CAPABILITY-BUILDING FOR FUTURE BUSINESS GROWTH

BKR continues to be guided by the principles of good corporate governance as it lays the groundwork for its future investment prospects. BKR is currently actively looking for potential investments via partnerships,

**Observing good corporate practices is the major contribution of BKR to sustainable development.**

acquisitions, joint ventures and other opportunities which could arise in the light of improving economic conditions, keeping in mind that all investments shall be made with a view to enhancing sustainable business practices.

### DATA PRIVACY

Responsible stewardship also engages in responsible data security, a vital material topic as the company continues to search for other investment opportunities that could diversify its sources of revenue and add to shareholder value.

All assets are secure and kept confidential, with data security measures being properly enforced. Corporate services is handled by MHI, and BKR has assigned a Data Privacy Officer in charge of implementing confidentiality measures to comply with Philippine Data Privacy Laws. MHI itself, BKR's subsidiary follows a strict policy on Protection of Confidential Information.

## Materiality Assessment and Sustainability Reporting Process

To further demonstrate its commitment to good corporate governance best practices, BKR produced this initial Sustainability Report for its fiscal year beginning 1 January and ending 31 December 2019. The Company expects to further develop its sustainability reporting matrix going forward particularly should it increase the pace of its investment activities.

To initiate its sustainability reporting processes, the Company engaged the services of Atty. Teodoro Kalaw IV, who is certified both as a sustainability trainer by the Global Reporting Initiative and a sustainability report assurer by the Institute of Certified Sustainable Practitioners. Atty. Kalaw is also the first Filipino to graduate with a Masters degree in Sustainability Leadership from the University of Cambridge.

Atty. Kalaw facilitated an extensive sustainability orientation and materiality assessment workshop for key officers

and staff of the Company. As a result of the orientation and workshop and in light of the fact that BKR is not currently operating substantially as a going concern, workshop participants determined that most of the prospective material topics in the economic, environmental and social domains described in SEC Memorandum Circular No. 4 s. of 2019 are presently not significant. As the Company further develops its sustainability reporting processes in the next two or three years, BKR hopes to collect information that will more specifically demonstrate its contributions to the Sustainable Development Goals promoted by the United Nations through the Company's investment activities.

To better and specifically demonstrate the Company's consideration of prospective

material topics highlighted in SEC Memorandum Circular No. 4 s. of 2019, BKR itself does not foresee being substantially affected by climate change because of the minimal nature of its current business activities. Climate risk is also not material at present primarily because there is no significant earnings from its own operations. BKR is also not engaged in any business operation that impacts Procurement and Anti-Corruption. Resource management is minimal as it has nominal resources because of its limited operations within and from the offices of an operating subsidiary. There are no products in production and so there are no environmental issues. It does not have a union, hence topics on Employee Management, Training and Development, Diversity and Equal Opportunity and Supply Chain are not considered material.

## CORPORATE STRUCTURE



<sup>1</sup> Sustainability Reporting Guidelines for Publicly-Listed Companies

## Index of Material Topics

Pursuant to Annexes A (Reporting Template) and B (Topic Guide) of the SEC Memorandum Circular No. 4 (Sustainability Reporting Guidelines for Publicly-Listed Companies), the following are the topics BKR has identified as material for the reporting period and which were addressed in this report:

**The Company continues to search for other investment opportunities that could diversify its sources of revenue and add to shareholder value.**

TOPIC	PAGE NUMBER IN ANNEX A OF THE SEC GUIDELINES	PAGE NUMBER IN THIS REPORT
Data Privacy and Security Protection	41	3
Economic Performance	19	2
UN SDG 8: Decent Work and Economic Growth	14	2