



# Medco Holdings, Inc.

April 15, 2015

**PHILIPPINE STOCK EXCHANGE, INC.**  
PSE Center, Exchange Road  
Ortigas Center, Pasig City

Attention: **Janet A. Encarnacion**  
*Head- Disclosure Department*

Re: **SEC Form 17-A**

Gentlemen:

In compliance with the Philippine Stock Exchange ("PSE") Disclosure Rules, please find attached the SEC Form 17-A for the year ended December 31, 2014 of Medco Holdings, Inc.

We trust that you will find the foregoing in order.

Very truly yours,

**DIONISIO E. CARPIO, JR.**  
Corporate Information Officer

# COVER SHEET

SEC Registration Number

3	9	6	5	2					
---	---	---	---	---	--	--	--	--	--

Company Name

M	E	D	C	O		H	O	L	D	I	N	G	S	,		I	N	C.		A	N	D		S	U	B	S	I	D	
I	A	R	Y																											

Principal Office (No./Street/Barangay/City/Town/Province)

3	1	s	t			F	L	O	O	R		R	U	F	I	N	O		P	A	C	I	F	I	C		T	O	W	
E	R		6	7	8	4		A	Y	A	L	A		A	V	E	N	U	E		M	A	K	A	T	I		C	I	
T	Y																													

Form Type

F	O	R	M		1	7	-	A
---	---	---	---	--	---	---	---	---

Department requiring the report

--	--	--	--

Secondary License Type, If Applicable

--	--	--	--

## COMPANY INFORMATION

Company's Email Address

--

Company's Telephone Number/s

<b>(02) 811-0465</b>
----------------------

Mobile Number

--

No. of Stockholders

--

Annual Meeting  
Month/Day

--

Fiscal Year  
Month/Day

<b>12/31</b>
--------------

## CONTACT PERSON INFORMATION

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

Name of Contact Person

<b>Mr. Dionisio E. Carpio, Jr.</b>
------------------------------------

Email Address

<b>denniscarpio@medco.com.ph</b>
----------------------------------

Telephone Number/s

<b>(02) 811-0465</b>
----------------------

Mobile Number

--

Contact Person's Address

<b>31<sup>st</sup> Floor Rufino Pacific Tower 6784 Ayala Avenue, Makati City</b>
--

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



(b) has been subject to such filing requirements for the past 90 days. Yes [ / ] No [ ]

13. As at December 31, 2014, the aggregate market value of the voting stock held by non-affiliates of the registrant was P158,606,323 (based on the closing price of ₱0.42 per share on December 29, 2014).

## PART I - BUSINESS AND GENERAL INFORMATION

### Item 1. Business

#### (2). Business of Issuer

Medco Holdings, Inc. (“MHI” or “MED” or the “Corporation”) is an investment holding company listed on the Philippine Stock Exchange (“PSE”). It was incorporated in the Philippines on October 23, 1969 as the Mindanao Exploration & Development Corporation and adopted its current name in 1995.

In May 1995, the Lippo Group through Citivest Asia Limited (“Citivest”) acquired approximately 67% of the outstanding capital stock of the Corporation. In 1997, Citivest purchased additional MED shares which increased its equity stake to 70.67%. The Lippo Group is a major Asia Pacific business conglomerate principally involved in investment holding, property investment, property development, hotel operation, food business, property management, project management, mineral exploration, extraction and processing, fund management, underwriting, corporate finance, securities broking, securities investment, treasury investment, money lending, banking and other related financial services. It has operating units and representative offices in major Asian countries. Citivest is a corporation organized under the laws of the British Virgin Islands and is a wholly-owned subsidiary of Lippo China Resources Limited (formerly Hongkong China Limited) (“LCR”), an investment holding company listed on The Stock Exchange of Hong Kong Limited. LCR’s subsidiaries and associates are mainly engaged in investment holding, property investment, property development, food business, property management, mineral exploration, extraction and processing, securities investment, treasury investment and money lending.

Prior to the Lippo Group’s acquisition of a majority interest in the Corporation, MHI was engaged in mineral exploration and development. With the entry of the Lippo Group in the middle of fiscal 1995, the Corporation embarked on a major corporate shift that resulted in its transformation into an investment holding company. In line with the change in its primary business purpose, the Corporation had previously sold all its rights, titles, interests including all liabilities and obligations in its mining lease contracts and operating agreements to South Seas Oil & Mineral Exploration Development Co., Inc.

Thereafter, the Corporation has been engaged in investment holding activities. It does not produce or sell any product, or render any service. At present, its investment portfolio is composed of holdings in companies involved in financial services and trade development (operation of exhibition halls and conference facilities).

In December 2005, Citivest divested a portion of its shareholdings in the Corporation thereby reducing its equity stake to approximately 46%.

Details of the principal subsidiary and affiliated companies and their activities as at December 31, 2014 are as follows:

<u>Name</u>	<u>Place of incorporation</u>	<u>Fully paid-up common share capital</u>	<u>Percentage of direct equity ownership of MHI</u>	<u>Principal Activities</u>
Medco Asia Investment Corp.	Philippines	₱269,250,000	64.54%	Investment banking

<u>Name</u>	<u>Place of incorporation</u>	<u>Fully paid-up common share capital</u>	<u>Percentage of direct equity ownership of MHI</u>	<u>Principal Activities</u>
Export & Industry Bank, Inc (In receivership)	Philippines	₱4,734,452,540	2.45%	Commercial banking
Manila Exposition Complex, Inc.	Philippines	₱165,000,000	18.18%	Exhibition hall operation

***Medco Asia Investment Corp. (“MAIC”)***

In June 1996, the Corporation acquired an equity interest in MAIC (then named Lippo Asia Investment Corp.) a Philippine investment house. At present, MAIC has an authorized capital stock of P400 million and a paid-up capital of P269.25 million. As of 2010, MAIC was duly licensed by the Securities and Exchange Commission (SEC) to engage in investment banking activities such as securities trading, debt and equity underwriting, private placements, structured finance and corporate financial advisory services.

On August 27, 1999, its board of directors and stockholders approved the change in the company’s name from Lippo Asia Investment Corp. to Medco Asia Investment Corp. The change in corporate name was approved by the Securities and Exchange Commission on November 18, 1999.

On November 12, 1999, the Corporation remitted P 50.5 million to MAIC representing its deposit for an additional subscription of common shares of MAIC. This additional investment was made to enable MAIC to comply with the capital build-up program for investment houses. The approval of the SEC for the infusion of additional capital was granted on March 29, 2000, thereby raising the Corporation’s equity stake in MAIC to 64.54%

On August 10, 2010 , MAIC filed with the SEC a request for the voluntary cancellation of its investment house license. MAIC has been somewhat inactive in the securities underwriting business and such inactivity is expected to continue indefinitely. MAIC also recognized an allowance for impairment loss on its investment in common shares of Export and Industry Bank, Inc., which comprised almost 79% of its total assets as of December 31, 2010. Such impairment had resulted in MAIC’s inability to maintain the capital requirement for investment houses under the Investment Houses Law. On December 9, 2010, MAIC submitted the original copy of its Investment House license to the SEC to comply with the condition precedent set by the SEC then for the issuance of the clearance for the cessation of its operations as an Investment House. As of this writing, MAIC has not yet received the SEC’s formal approval on its request.

***Export & Industry Bank, Inc. (“Exportbank”) (In receivership)***

Exportbank is engaged in the business of commercial banking and of trust and funds management, and exercises all the powers of a commercial bank, trust company, and a corporation in general, as provided for under the General Banking Act, as amended, the rules and regulations of the Bangko Sentral ng Pilipinas, the Corporation Code of the Philippines and other applicable laws.

In May 2001, Exportbank signed an agreement with the major stockholders of Urban Bank, Inc. (UBI) and Urbancorp Investments, Inc. (UII) for the rehabilitation of UBI and UII through a merger with Exportbank. UBI, a commercial bank, was reopened as a result of the said merger with Exportbank. The merger of Exportbank, UBI and UII, with UBI as the surviving entity, took effect on

February 1, 2002, whereupon the name of UBI was immediately changed to Export and Industry Bank, Inc.. Thereafter, the Corporation's interest in Exportbank decreased from 29.83% to 17.49%.

In October 1, 2003, Exportbank listed 2.73 Billion common shares with a par value of PHP 1.00 in the Philippine Stock Exchange (PSE). This was done simultaneously with the lifting of the suspension of trading of Urban Bank shares as approved by the PSE. Shares formerly traded with stock symbol URB were since then traded under the new stock symbol EIB.

On May 25, 2005, pursuant to Section 17 (c) of Republic Act (RA) No. 3591, as amended, PDIC approved the grant of further assistance to Exportbank under the Memorandum of Agreement dated December 29, 2005 (the "Agreement"), anchored on the requirements of a new capital infusion in Exportbank of at least Php3.0 billion from major stockholders and the sale of a pool of assets consisting of UBI and UII non-performing assets (NPAs) with a gross book value of Php10.0 Billion. These NPAs were to be sold for a total consideration of Php3.0 Billion, together with the provision for other financial assistance in the form of (a) ten-year income support mechanism pegged to a principal amount of Php7.0 Billion or 70% of the balance of the Php10.0 Billion gross book value of the asset pool, under which the liability to the PDIC will be charged an interest rate of 1% and the government securities in which the proceeds of such liability will be invested in and which will be pledged with the PDIC to secure the liability will earn market rates of interest for the bank, and (b) a ten-year subordinated debt amounting to Php2.0 Billion qualified as tier 2 capital at an interest of 1% for the first five years and 5% for the last five years, subject to a provision that would require the bank to pay more interest in the event that the cumulative income for the ten years that the debt is outstanding exceed the agreed amount that was projected for that period. On May 26, 2005, the BSP likewise approved the grant of said rehabilitation assistance and certain regulatory relief, such as, among others, (1) the staggered booking of the write off of deferred income tax and goodwill accounts totaling Php1.8 Billion over 10 years; (2) the staggered booking over 15 years of the write-off of taxes and other related expenses in connection with the sale of said NPAs, under a programmed amortization with provision for acceleration; (3) the staggered booking of losses on sale of the said NPAs over 15 years, likewise under a programmed amortization with provision for acceleration.

Pursuant to the foregoing Agreement with PDIC, the major shareholders infused additional equity in two tranches: first in the last semester of 2005 and then in 2006, that brought the cumulative new capital infusion to Php3.0 Billion, which was primarily aimed at strengthening the bank's capital base to meet the new requirements of the PAS 39 and other international accounting standards that were being implemented by the BSP. Likewise in 2006, all of the bank's then-outstanding preferred shares were converted into common shares. Furthermore, the sale of the UBI/UII NPAs was effected in 2006 and this enabled Exportbank to significantly reduce its NPA ratio and improve its profitability. With the completion of the above transactions, including the new capital infusion, Exportbank achieved a stronger statement of condition and a risk-based adequacy ratio that was well within the BSP prescribed ratio for commercial banks.

As result of the foregoing new capital infusion in Exportbank and the concurrent conversion of the bank's outstanding preferred shares into common shares, the Corporation's direct equity interest in the bank got diluted and decreased from 17.49% to 2.45%.

Then, in the later part of 2009, Exportbank started discussions with various prospective investors for the purpose of further augmenting the bank's capital as well as exploring other related viable options with such investors along those lines, On July 16, 2010, the BSP granted its approval-in-principle on the proposed sale to Banco de Oro Universal Bank, Inc. (BDO) of all of Exportbank assets in consideration for BDO's assumption of all of Exportbank liabilities, including all of its deposit liabilities, subject to the execution of appropriate documentation and the fulfillment of certain closing conditions. On September 20, 2010, the Exportbank shareholders approved the proposed transaction with BDO.

On April 13, 2011, PDIC approved the proposed transaction, subject to the execution of definitive documentation and the fulfillment of certain closing conditions, including the final approval of the BSP Monetary Board.

On April 26, 2012, the Monetary Board, in its Resolution No. 686 dated 26 April 2012, decided to prohibit Export and Industry Bank, Inc. from doing business in the Philippines and to place its assets and affairs under receivership pursuant to Section 30 of the Republic Act (R.A) No. 7653 (the New

Central Bank Act). The Philippine Deposit Insurance has been designated as Receiver of the aforementioned commercial bank.

***Other Affiliate***

Manila Exposition Complex, Inc. is not a significant affiliate of the Corporation.

***Percentage of Sales or Revenues and Net Income Contributed by Foreign Sales***

During the year under review, there were no sales or revenues and net income contributed by foreign sales, not since the time deposit placements in Hong Kong were terminated in January 2009.

***Distribution Methods of the Products or Services***

The Corporation, does not produce or sell any product, or offer any service. On the other hand, its significant subsidiaries do not employ any third party distributors or agents to distribute their products and services.

***Status of any publicly-announced new products or service***

None

***Competition***

The still-unfavorable capital market environment continued to adversely affect the business prospects for the Corporation's principal subsidiary, MAIC. Thus, on August 10, 2010, MAIC filed with the SEC a request for the voluntary cancellation of its investment house license.

***Sources and Availability of Raw Materials and Names of Principal Suppliers.***

The Corporation as well as its significant subsidiary, MAIC, are not into manufacturing and have no need of raw materials for its businesses.

***Dependence on Single Customer***

The Corporation's significant subsidiary, MAIC, is not dependent on any single customer or just a few customers.

***Transactions with Related Parties***

The Corporation as well as its significant subsidiary, MAIC, borrow funds occasionally for their working capital requirements. Apart from these, there are no other transactions with related parties.

***Expiration of Patents, Trademarks, Copyrights, Licenses, Franchise, Concessions and Royalty Agreements.***

The Corporation as well as its significant subsidiary, MAIC, have not entered into agreements related to patents, trademarks, copyrights, licenses, franchise, concessions and royalty.

***Need for Government Approvals of Principal Products or Services.***

As mentioned above, MAIC is awaiting the formal approval of the SEC on its request for the voluntary cancellation of its investment house license.

## **Effects of Existing or Probable Governmental Regulations**

The Corporation is subject to the rules and regulations of the SEC and the PSE. Exportbank is regulated by the BSP, PDIC and the SEC. The Corporation and its significant subsidiary are complying with existing government regulations which have been beneficial to their businesses. The Corporation is not aware of any probable government regulation that could have any adverse effect on its business.

### ***Cost on Development Activities***

None.

### ***Cost and Effects of Compliance with Environmental Laws***

None.

### ***Total Number of Employees and Number of Full –Time Employees.***

As of December 31, 2014, the Corporation had three (3) employees. Two were clerical employees and one was administrative personnel. The Corporation does not anticipate any increase in the number of its employees within the ensuing twelve (12) months. There were no employees covered by a Collective Bargaining Agreement. There are no supplemental benefits or incentive arrangements. The Corporation's employees are not on strike and have never gone on strike in the past. .

### **Item 2. Properties**

As at the end of 2014, the Corporation did not own any real property. It has been sharing office space at the 31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City 1229, Metro Manila (the "Floor") with three other members of the Lippo Group of Companies in the Philippines, namely, MAIC, Lippo Securities, Inc. ("LSI"), and Capital Place International Limited ("CPIL"). The Floor has 4 condominium units, one of which is occupied by the Lippo Group. The Floor is owned by CPIL which is a wholly-owned subsidiary of LSI.

MAIC is renting 211.82 sq. meters of Unit C of the 31F of Rufino Pacific Tower, Ayala Avenue, Makati City, with annual rent payment of P1,219,384 for the year ended December 31, 2014.

### **Item 3. Legal Proceedings**

As at December 31, 2014 and as far as the management of the Corporation is aware, there are no pending material legal proceedings to which the Corporation or of its subsidiary, MAIC, is a party or of which any of its property is the subject.

### **Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable.

## **OPERATIONAL AND FINANCIAL INFORMATION**

### **Item 5. Market for Issuer's Common Equity and Related Stockholder Matters**

#### **Market Information**

The Corporation's common shares are listed and traded on the PSE. However, the Corporation requested for a voluntary trading suspension on August 2, 2010 and the request was granted by the Philippine Stock Exchange on August 3, 2010. The closing price of P0.47 per share

was the last recorded transaction prior to its voluntary trading suspension. PSE has lifted the said trading suspension on March 19, 2013.

The high and low price for the first quarter of 2015:

1st Quarter  
High Low  
P0.68 P0.42

The high and low prices for the each quarter of 2014 were as follows:

<u>1st Quarter</u>		<u>2<sup>nd</sup> Quarter</u>		<u>3rd Quarter</u>		<u>4<sup>th</sup> Quarter</u>	
<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
P0.31	P0.18	P0.44	P0.23	P1.01	P0.31	P0.85	P0.38

The high and low prices for each quarter of 2013 were as follows:

<u>1st Quarter</u>		<u>2<sup>nd</sup> Quarter</u>		<u>3rd Quarter</u>		<u>4<sup>th</sup> Quarter</u>	
<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
P0.73	P0.20	P0.70	P0.29	P0.38	P0.24	P0.26	P0.18

*Recent Sales of Unregistered Securities. -- NONE*

*Holder, Dividends and Sale of Unregistered Securities*

Based on the records of the Corporation's stock transfer office, Philippine Stock Transfer, Inc., as at December 31, 2014, there were 682 holders of the common stock of the Corporation.

The following are the Company's top 20 registered common stockholders holding listed and unlisted shares as of December 31, 2014:

	<b>Name</b>	<b>No. of Shares Held</b>	<b>% of Total</b>
1.	Citinvest Asia Limited	322,314,874	46.0450%
2.	PCD Nominee Corp. - Filipino	173,038,144	24.7197%
3.	Clariwealth Investment Limited	34,500,000	4.9286%
4.	Green Target Limited	34,500,000	4.9286%
5.	Prowealth Asia Limited	34,500,000	4.9286%
6.	Sinojade Limited	34,500,000	4.9286%
7.	Suncentury Asia Limited	34,500,000	4.9286%
8.	PCD Nominee Corp - Non-Filipino	25,090,012	3.5843%
9.	Li Chih-Hui	3,300,000	0.4714%
10.	Gatchalian, Rexlon	1,000,000	0.1429%
11.	Rodrigo, Raul	1,000,000	0.1429%
12.	Lo, Eduardo	394,000	0.0563%
13.	Cordova, Lawrence	350,000	0.0500%
14.	Ibardolaza, Marita	100,000	0.0143%
15.	Chong, Lilian	50,000	0.0071%
16.	Bautista, Emmanuel T. &/or Bernardita P. Bautista	40,000	0.0057%
17.	Uy, Arturo &/or Arnel Uy	40,000	0.0057%
18.	Guevara, Anna Georgina	23,000	0.0033%
19.	Cua, Henry	20,000	0.0029%
20.	Libertad Development Corp.	20,000	0.0029%

As at December 31, 2014, the number of shares held by the public was 377,634,103 shares and the public ownership level of the Company is at 53.9477%.

No cash dividends have been declared by the Corporation on its common stock for the last 10 years. The Corporation Code of the Philippines provides that dividends may only be declared out of unrestricted retained earnings. The directors will consider dividend payments after taking into account factors such as the Corporation's cash flow, future expansion plans and prevailing bank interest rates.

There were no sales of any unregistered securities of the Corporation within the past three years.

#### Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operations

This discussion and analysis should be read in conjunction with Item 1 of this report and the Audited Financial Statements and the related Notes to Financial Statements in Exhibit A of this Report.

#### ***Plan of Operation***

The Corporation incurred recurring net losses of P10,332,891, P17,712,779 and P14,254,559 on a consolidated basis for the years ended December 31, 2014, 2013 and 2012, respectively. The Corporation also reported deficits of P862,051,550 and P854,363,896 as of December 31, 2014 and 2013, respectively. Despite having incurred such deficits, management believes that the Corporation will be able to turnaround and achieve positive operations in future years.

As at December 31, 2014, the equity attributable to the stockholders of the parent Corporation, as stated in the balance sheets, has resulted to a capital deficiency amounting to P138,220,964 on a consolidated basis.

In 2015, the Corporation will implement the recapitalization plan that was approved by its stockholders on June 28, 2013 and which involves the following:

1. Decrease in authorized capital from P700 million divided into 700 million shares to P7 million divided into 700 million shares by reducing par value per MED share from P1.00 to P0.01, the amendment of the Seventh Article of the Articles of Incorporation of the Corporation for this purpose and the use of the additional paid-in capital thereby created, in addition to the current additional paid-in capital balance, to reduce the Corporation's deficit;
2. Increase in authorized capital from P7 million divided into 700 million shares with par value of P0.01 per share to P470 million divided into 47 billion shares with par value of P0.01 per share and the amendment of the Seventh Article of the Articles of Incorporation of the Corporation for this purpose;
3. Issuance in a private placement of up to 11.77 billion shares out of the increase in authorized capital stock at an issue price of Php0.01 per share, or at par value, to such persons as the Board of Directors may determine;

To implement the foregoing recapitalization transactions, the private placement participants will enter into subscription agreements with the Corporation within this year and remit their cash injections to the Corporation totaling approximately P117.6 million as deposits for their respective future subscriptions of MED shares. Thereupon, the Corporation will submit its respective applications to the Securities and Exchange Commission (SEC) to obtain the SEC's approval for the proposed decrease in its authorized capital, its capital restructuring transactions and the proposed increase in its authorized capital. The Corporation will concurrently submit its application with the PSE for the listing of the newly-issued shares.

Upon obtaining the SEC's approval on the proposed increase in the authorized capital of the Corporation, the Corporation will reclassify the aforementioned subscription deposits to paid-in capital thereby completing its recapitalization. The Corporation will utilize the proceeds of the said recapitalization to partially pay-off its existing debts and to augment its working capital.

The Corporation is confident that it can satisfy its cash requirements not only in the next twelve (12) months but also on a long-term basis. Its liquid assets on a consolidated basis, which as at December 31, 2014 consisted of P5.22 million of cash and cash equivalents and short-term investments. In case the Corporation has any unforeseen cash requirement that cannot be met by its internal sources, its external sources of liquidity would consist of, among others, advances from its affiliate companies and/or major shareholders.

As of December 31, 2014, there were three (3) employees of the Corporation. Two were clerical employees and the remaining one was administrative personnel. The Company does not anticipate any increase in the number of its employees within the ensuing twelve (12) months.

### ***Results of Operations for the years ended December 31, 2014, 2013 and 2012***

#### **2014**

Total consolidated revenues for the year ended 2014 increased by approximately 87% compared to the previous year. Consolidated revenues for this year consisted mainly of dividend income (98%) and interest income from short-term placement and bank deposits (2%).

The increase in consolidated revenues was mainly due to the increase in dividend income. Interest income contracted because of the substantial reduction in deposit placements due to withdrawals for the Corporation's working capital requirements.

On the other hand, total consolidated expenses decreased by approximately 31% compared to the prior year. The expenses for this year were composed of employee benefits (55%), occupancy (11%), professional fees (8%), representation (6%), membership fees and dues (5%) and other expenses (15%).

The decrease in the 2014 consolidated expenses relative to 2013 was due mainly to a lesser impairment loss recognized this year, which is 97% smaller than last year's impairment Loss. Last year's impairment loss consisted largely of the outstanding amount of creditable withholding tax of the corporation's subsidiary, Medco Asia Investment Corp. (MAIC) amounting to P3.1 million and the Corporation's input VAT amounting to P1.01 million.

Other components of expenses, such as taxes and licenses, foreign exchange loss, representation, finance costs, professional and management fees, as well as other expenses posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures.

#### **2013**

Total consolidated revenues for the year ended 2013 increased by approximately 0.4% compared to the previous year. Consolidated revenues for this year consisted mainly of dividend income (92%) and interest income from short-term placement (8%).

The increase in consolidated revenues was mainly due to the increase in dividend income. Interest income contracted because of the substantial reduction in deposit placements due to withdrawals for the Corporation's working capital requirements.

On the other hand, total consolidated expenses decreased by approximately by 31% compared to the prior year. The expenses for this year were composed of employee benefits (42%),

impairment losses (21%), occupancy (8%), professional fees (7%), representation (6%), and other expenses (16%).

The increase in the 2013 consolidated expenses relative to 2012 was mainly due to the provision for the impairment loss on the outstanding amount of creditable withholding tax of the Corporation's subsidiary (MAIC) amounting to P3.1 million and on the Corporation's input VAT amounting to P1.01 million pending the availability of offsetting tax liabilities.

Other components of expenses, such as foreign exchange loss, representation, membership fees and dues, as well as other expenses posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures.

## **2012**

Total consolidated revenues for the year ended 2012 decreased by approximately 73% compared to the previous year. Consolidated revenues for this year consisted mainly of dividend income (46%), fees and other commission (22%), interest income from short-term placement (19%) and other income (13%).

The decline in consolidated revenues was mainly due to the significant decrease in fees and other commission and dividend income. Interest income also contracted because of the substantial reduction in deposit placements due to withdrawals for the Corporation's working capital requirements.

On the other hand, total consolidated expenses decreased by approximately 90% compared to the prior year. The expenses for this year were composed of employee benefits (51%), occupancy (10%), representation (9%), professional fees (7%), unrealized foreign exchange loss (5%) and other expenses (18%).

The decline in the 2012 consolidated expenses relative to 2011 was mainly due to the booking in 2011 of a non-recurring full impairment loss provision on the investment of the Corporation's subsidiary in Exportbank amounting to P148.7 million.

Other expenses, such as representation, and professional and management fees also posted a decrease in the year under review. This was the result of the Corporation's continuing cost-cutting measures.

## ***Financial Condition and Changes in Financial Condition as of December 31, 2014, 2013 and 2012***

### **2014**

As to the balance sheet as at the end of this year, total assets decreased by 8% compared to the previous year. Total assets were mainly composed of available-for-sale investments (77%), cash and cash equivalents (13%), due from affiliates and other receivables (9%) and other assets (1%).

The decline in the cash and cash equivalents account was due to the withdrawals in the deposit placement that were used for the Corporation's working capital requirements and the payment of certain liabilities such as the retirement benefit obligation and accrued expenses.

On the other hand, the increase in the due to related parties account was due to the advances obtained for working capital requirements and purposes.

As at December 31, 2014, the total shareholders' fund of the Corporation on a consolidated basis resulted in a capital deficiency of P138.2 million.

## **2013**

As to the balance sheet as at the end of this year, total assets decreased by 16% compared to the previous year. Total assets were mainly composed of available-for-sale investments (71%), cash and cash equivalents (21%), due from affiliates and other receivables (7%) and other assets (1%).

As discussed in the foregoing results of operations for 2013, the decline in the total assets was mainly due to the recognition of impairment losses for the outstanding amount of the Corporation's input VAT and for MAIC's outstanding amount of creditable withholding tax.

The decline in the cash and cash equivalent account was due to the withdrawals in the deposit placements that were used for the Corporation's working capital requirements and the payment of certain liabilities such as the retirement benefit obligation and accounts payable and accrued expenses.

On the other hand, the increase in the due to related parties account was due to the advances obtained for working capital requirements and purposes.

As at December 31, 2013, the total shareholders' fund of the Corporation on a consolidated basis resulted in a capital deficiency of P131.4 million (as restated).

## **2012**

As to the balance sheet as at the end of this year, total assets decreased by 21% compared to the previous year. Total assets were mainly composed of available-for-sale investments (59%), cash and cash equivalents (27%), due from affiliates and other receivables (6%) and other assets (8%).

As mentioned in the foregoing section, the decline in the cash and cash equivalent account was due to the withdrawals in the deposit placements that were used for the Corporation's working capital requirements and or the payment of certain liabilities such as the retirement benefit obligation and accounts payable and accrued expenses.

On the liabilities side, there was no significant change as compared to the prior year. The decreases in the accounts payable and accrued expenses and the retirement benefit obligation were due to the aforementioned payments.

As at December 31, 2012, the total shareholders' fund of the Corporation on a consolidated basis resulted in a capital deficiency of P114.7 million.

## ***Prospects for 2015***

The year 2015 will likely be a good year as growth in the country's economy this year is expected to be better than the positive GDP performance exhibited last year. Likewise, local business sentiment as well as foreign investors' perception of the Philippines as an investment venue is expected to remain favorable. Given such continuing favorable outlook in the local investment environment, the Corporation plans to already implement its recapitalization plan within this year.

## ***Key Variable and Other Qualitative and Quantitative Factors***

The Corporation is not aware of any trends, events or uncertainties that would materially affect its liquidity and its operations as a whole. There are also no material commitments for capital expenditure or any significant elements of income or loss from continuing operations. The Corporation does not also anticipate any liquidity problem within the next twelve (12) months. The Corporation has no default or breach of any note, loan, lease or other indebtedness or financing arrangement. There are also no past due trade payables.

The Corporation's internal sources of short-term and long-term liquidity are its liquid assets and those of its subsidiaries, which as at December 31, 2014 consisted of P5.22 million of cash and cash equivalents and short-term investments. Its external sources of liquidity would consist of advances from its affiliate companies and/or major shareholders.

There are no events that will trigger direct or contingent obligation that is material to the Corporation, including any default or acceleration of an obligation.

There are also no material off-balance sheets transactions, arrangements, obligations (including contingent obligation), and other relationships of the Corporation with unconsolidated entities or other persons created during the period.

Furthermore, there were no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. Aside from those already mentioned above, the Corporation is also not aware of any events that will cause a material change in the relationship between the costs and revenues.

**The top five (5) performance indicators of the Corporation and its subsidiary, MAIC, for the past three (3) fiscal years are presented below:**

- a. Revenue Growth- This measures how fast the Corporation's business is expanding. The ratio shows the annualized rate of increase (or decrease) of the Corporation's revenues.
- b. Net Income Growth- Similar to revenue growth, this ratio is an indicator of the rate of growth of the Corporation's bottom line figure.
- c. Return on Equity- For an investor who wants to have an indication of his investment returns, this ratio provides such a measure.
- d. Current Ratio- This ratio measures the Corporation's ability to pay its currently maturing obligations.
- e. Debt-to-Equity Ratio- This ratio offers a method of assessing the Corporation's financial health and gauging the balance sheet durability.

## Top Five (5) Performance Indicators

December 31, 2014, 2013 and 2012

		Medco Holdings, Inc. (Consolidated)			Medco Asia Investment Corp (Major Subsidiary)		
		2014	2013	2012	2014	2013	2012
1. Revenue Growth	$\frac{\text{Revenue Y1-Y0}}{\text{Revenue Y0}}$	87%	.45%	-72.58%	85.40%	-99.69%	-85.40%
2. Net Income Growth*	$\frac{\text{Net Loss Y1-Y0}}{\text{Net Loss Y0}}$	NA	NA	NA	NA	NA	NA
3. Return on Equity**	$\frac{\text{Net Income}}{\text{Ave. Stockholders' Equity}}$	NA	NA	NA	NA	NA	NA
4. Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	0.04x	0.06x	0.09x	0.03x	0.05x	0.10x
5. Debt-to-Equity- Ratio**	$\frac{\text{Total Liabilities}}{\text{Stockholders' Equity}}$	NA	NA	NA	NA	NA	NA

\* Losses

\*\* Capital Deficiency in 2014, 2013 and 2012

Note:

Y1= Current year

Y0= Previous year

## Item 7. Financial Statements

The consolidated Financial Statements and related Notes to Financial Statements of MHI for the past 3 years ended 31 December 2014 appear on the Index to Financial Statements and Supplementary Schedules page of this Report.

## Item 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

NONE

### **PART III - CONTROL AND COMPENSATION INFORMATION**

#### **Item 9. Directors and Executive Officers of the Registrant**

(A) (1) Directors and Positions Held/Business Experience for the Last Five (5) Years

The current members of the Corporation's Board of Directors together with a description of their other positions held and business experience for the last five years are enumerated as follows:

BOBBY CHENG SAI CHONG, British, aged sixty five (65), has been a director of the Corporation since September 18, 2006 and has been appointed as the Chairman of the Board of Directors on July 23, 2009. He has more than thirty (30) years experience in banking and finance.

DIONISIO E. CARPIO, JR., Filipino, aged sixty eight (68), has been a director of the Corporation since 1998 and its President from September 2006 up to present. He was the treasurer of the Corporation from 1998 to 2006. He is the senior vice resident, treasurer and director of MAIC since September 1, 1997 up to present. He is currently also a director of Manila Exposition Complex, Inc.. Before joining MAIC in 1995, he was connected with Far East Bank and Trust Company. Mr. Carpio holds a Bachelor of Science degree in Mechanical Engineering from the De La Salle University and a Masters degree in Business Management from the Asian Institute of Management. He has more than thirty-six (36) years experience in commercial, investment and trust banking, as well as line management.

CALY D. ANG, Filipino, aged sixty seven (67), has been a director of the Corporation and of MAIC since 1995. She has been an independent director of the Corporation and of MAIC since 2006. She is the president and general manager of Multi-World Philippines International, Inc. from 1989 up to the present and a director and president of Concord World Properties, Inc. from 1991 to the present. She graduated from Adamson University, Manila obtaining a Bachelor of Science degree in Commerce in 1969 and a MBA from the same institution in 1971.

SOLOMON R. B. CASTRO, Filipino, aged forty six (46), has been a director of the Corporation since 1998 to the present. He has been an independent director of the Corporation since 2002. He used to be the corporate secretary and vice-president-legal counsel of MAIC from May 1997 to August 1998. He is the president and director of KBC Realty Corporation since 1996 to the present. He is also the managing director of Bellwether Advisory, Inc. since 2006 up to the present. He is a member of the Philippine bar. He holds a Bachelor of Science degree in Business Administration and a Bachelor of Laws degree from the University of the Philippines. He also has a Master of Laws degree from Cornell University, New York. His practice areas include banking and finance, securities regulation, mergers and acquisitions, and general corporate law.

EDNA D. REYES, Filipino, aged sixty seven (67), has been a director of the Corporation since 2000 and was its Treasurer between 2006 and 2007. She is also director of MAIC. She has more than thirty (30) years experience in banking, particularly in international and correspondent banking as well as foreign operations. She has a Bachelor of Science degree in Commerce from the University of Santo Tomas.

PAULINE C. TAN, Filipino, aged forty five (45), has been a director of the Corporation since 2009. She has been the treasurer and compliance officer of the Corporation since September 20, 2007. She worked in The HongKong Chinese Bank, Limited in 1994. She was a director of Lippo Securities, Inc. and of MAIC from 1995 to 1999 and of Manila Exposition Complex, Inc. from 1995 to 2000 and from 2012 to the present. She was also the Managing Director of Sun Hung Kai Securities Philippines, Inc. from 1999 to June 2000.

SAY HING WONG, British, aged sixty four (64), was a director of the Corporation from 2003 until his resignation on August 18, 2014. He graduated from Hong Kong Polytechnic and HK

Management Association, obtaining a diploma in Management Studies. He has over twenty (20) years experience in commercial banking and management of financial institutions.

PEDRO M. CADAVIDA, JR., Filipino, aged sixty six (66), was elected as director during the last stockholders' meeting held on December 15, 2014. He has more than thirty (30) years of experience in banking, finance and line management. He holds a Bachelor of Science in Commerce (Major in Accounting) degree, a Masters degree in Business Management and a Doctorate degree in Commerce (Business Management) from the University of Sto. Tomas (UST). He also regularly conducts lectures on Financial Management, Management Accounting as well as Banking in UST and other prestigious local universities and colleges.

#### Executive Officers

The following are the principal officers of the Corporation:

Chairman of the Board	-	Bobby Chong Sai Cheng
President/Corporate Information Officer	-	Dionisio E. Carpio, Jr.
Corporate Secretary	-	Alex Erlito S. Fider
Treasurer/Assistant Corporate Secretary	-	Pauline C. Tan

In addition to those already shown above, the following is description of the other positions held by the remaining principal officers and their business experience for the last five years:

ALEX ERLITO S. FIDER, Filipino, aged sixty (60), is the corporate secretary of the Corporation. He has been the corporate secretary since 2003 up to the present. He is a member of the Philippine Bar and a Senior Partner in Picazo Buyco Tan Fider & Santos. As an economics and law graduate of the University of the Philippines, he has many years of law practice in commercial, securities, civil, and public utilities law having served as lead counsel for various private and publicly held companies in a wide array of transactions involving corporate finance, acquisition, securities offering, debt restructuring and real estate development. He undertook studies in urban and regional planning and strategic business economics. He is a Fellow of the Philippine Institute of Corporate Directors.

#### (2) Significant Employees

There are no other employees who are expected by the Corporation to make a significant contribution to its business. Moreover, the business of the Corporation is not highly dependent on the services of certain key personnel.

#### (3) Family Relationship

None.

#### (4) Involvement in Certain Legal Proceedings

Based on their individual responses after due inquiry as of December 31, 2014, none of the following events occurred with respect to any of the foregoing nominees and executive officers during the past five (5) years that would be material to an evaluation of their ability or integrity to act as directors or executive officers of the Corporation, except as otherwise provided below:

- (a) Any bankruptcy petition filed by or against any business of which the nominee was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time. Exception: On April 26, 2012, Export and Industry Bank, Inc. ("EIB), pursuant to Monetary Board ("MB") Resolution No. 686 dated 26 April 2012, was ordered closed by MB of the Bangko Sentral ng Pilipinas ("BSP") and was placed under the receivership of the Philippine Deposit Insurance Corporation. Mr. Bobby Cheng Sai Chong was a Senior Vice-President of EIB up to 30 September 2011.

- (b) Any conviction by final judgment, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) Being subject to 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 the nominee's involvement in any type of business, securities, commodities or banking activities; and
- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Item 10. Executive Compensation

(1) Annual Compensation of the Top Executive Officers of the Corporation

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary</b>	<b>Bonus</b>	<b>Other Annual Compensation</b>
Dionisio E. Carpio, Jr. (President)	2013	None	None	P45,000
	2014	None	None	P45,000
	2015 (Estimated)	None	None	P45,000
Pauline C. Tan (Treasurer and Compliance Officer)	2013	P1,300,000	None	P45,000
	2014	P2,340,000	None	P45,000
	2015 (Estimated)	P2,340,000	None	P45,000
Ma. Lourdes B. Bathan (Corporate information officer)	2013	P780,000	None	None
	2014 <sup>1</sup>	P65,000	None	None
All Top Executive Officers and Directors as a group	2013	P3,120,000	None	P315,000
	2014	P2,405,000	None	P315,000
	2015 (Estimated)	P2,340,000	None	P315,000

Notes:

1. The aforementioned Other Annual Compensation consists only *per diems* given to directors.
2. Each Director receives *per diems* of P2,000 for each board meeting.
3. The Corporate Secretary does not receive a salary but his law firm is paid a professional retainer fee.

(2) Compensation of Directors

Since the dates of their election, except for *per diems*, the Directors have served without compensation. Except for *per diems*, the Directors did not receive any other amount or form of compensation for committee participation or special assignments.

The Amended By-laws of the Corporation does not provide for compensation for the directors. As of the date of this Information Statement, no standard arrangements have been made in respect of director compensation. For the ensuing year, the Corporation does not foresee payment of compensation for directors, except reasonable *per diems* annually for

<sup>1</sup> Compensation of Ms. Bathan up to her resignation on January 31, 2014.

each director. The Corporation, however, does not discount the possibility that director compensation other than reasonable *per diems* may be given in the future.

(3) Pursuant to Article VI, Section 8 of the Amended By-Laws of the Corporation, such compensation may be fixed by the directors with the approval of a majority of the stockholders and will in no case exceed 10% of the net income before income tax of the Corporation for the preceding year.

(a) Employment Contracts

There are no formal employment contracts between the Corporation and its executive officers and other officers. The terms and conditions of their employment are governed by applicable laws.

(b) Compensatory Plan or Arrangement

There are formal compensatory plan or arrangement between the Corporation and its executive officers and other officers.

(d) Warrants and Options Outstanding

There are no outstanding warrants and options held by the Corporation's directors, executive officers and other officers.

Item 11. Security Ownership of Certain Beneficial Owners and Management-

*Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's Outstanding Stock as of December 31, 2014:*

Title of class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent of class
Common	Citivist Asia Limited C/o Room 2301, Tower One, Lippo Centre, 89 Queensway Hong Kong (Parent Company of the Issuer)	Citivist Asia Limited C/o Room 2301, Tower One, Lippo Centre, 89 Queensway Hong Kong (Parent Company of the Issuer)	Foreign	322,314,874	46.05%
Common	PCD Nominee Corp. Makati Stock Exchange Bldg., Ayala Avenue Makati City (No Relationship with Issuer)	Various beneficial owners, each having less than 5%	Filipino	173,038,144	24.7197%

Security Ownership of Management

To the extent known to the Board of Directors, as of December 31, 2014, there is no security beneficial ownership of Management, other than the shares held for their own account by the following directors:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Ownership
Common Stock	Dionisio E. Carpio, Jr.	1,000	(direct)	Filipino	Nil
Common Stock	Edna D. Reyes	50,000	(direct)	Filipino	Nil
	TOTAL	51,000			

Aside from the above, Mr. Carpio and other directors hold qualifying shares in the Corporation. Such shares are held by them as nominees for and on behalf of Citivest Asia Limited, details of which are as follows: Mr. Carpio holds 8 of such shares; Mr. Solomon R.B. Castro holds 11 shares; and Ms. Pauline C. Tan, Ms. Caly D. Ang, Mr. Pedro Cadavida, Jr. and Mr. Bobby Cheng Sai Chong individually hold 1 share each.

Voting Trust Holders of 5% or More - None

Changes in Control - None

Item 12. Certain Relationships and Related Transactions ( See Note 14 of the Notes to the Financial Statements )

The Corporation and its subsidiary, in the ordinary course of business, grant to and obtain advances from certain affiliated companies. In addition, Medco Asia Investment Corp. also leases its office space from affiliate Capital Place International Limited for a period one year with an annual rental of P1,219,384 for the year ended December 31, 2014.

Item 13. Corporate Governance

Please refer to attached Annual Corporate Governance Report (ACGR).

- a. Evaluation System established by the Corporation to measure or determine the level of compliance of the Board of Directors and top level management with its Manual of Corporate Governance.

The Corporation has accomplished and submitted its Corporate Governance Self-Rating Form ("CG-SRF") to the SEC. The Corporation reviews the specific policies and regulations on the CG-SRF and determines whether it fully complies with it. Any deviation is immediately discussed among the members of the management. As of this date, the Corporation has sufficiently complied with its Manual on Corporate Governance. There has been no deviation from the Manual on Corporate Governance. At the end of each fiscal year, the Corporation submits a certification of the attendance of its directors in meetings of the Board of Directors with such attendance having consistently complied with regulatory requirements.

- b. Measures being undertaken by the Corporation to fully comply with the adopted leading practices on good corporate governance.

To strictly observe and implement the provisions of its Manual of Corporate Governance, the following penalties are imposed, after notice and hearing, on the Corporation's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provision of the Manual of Corporate Governance:

- In case of first violation, the subject person shall be reprimanded.
- Suspension from office shall be imposed in case of second violation.
- The duration of the suspension shall depend on the gravity of the violation.
- For third violation, the maximum penalty of removal from office shall be imposed.

The commission of a third violation of the Manual of Corporate Governance by any member of the board of the Corporation or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship.

The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.

- c. Any deviation from the Corporation’s Manual of Corporate Governance. Including a disclosure of the name and position of the persons involved and sanctions imposed on said individual.

As of this date, the Corporation has sufficiently complied with its Manual on Corporate Governance. There has been no deviation from the Manual on Corporate Governance.

- d. Any plan to improve corporate governance of the Corporation.

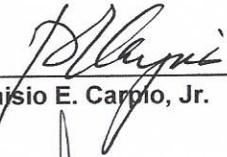
The Corporation accomplishes and submits its Corporate Governance Self-Rating Form (“CG-SRF”) to the SEC annually. The Corporation reviews the specific policies and regulations on the CG-SRF and determines whether it fully complies with it. Any deviation is immediately discussed among the members of the management.

**PART IV - EXHIBITS AND SCHEDULES**

	<u>Page/Incorporation by Reference</u>
(1) Financial Statements Consolidated Balance Sheets Consolidated Statements of Income Consolidated Statements of Cash Flow Notes to Financial Statements	Please see accompanying Index to Financial Statements and Supplementary Schedules
(2) Plan of Acquisition	not applicable
(3) Instruments Defining the Rights of Securities Holders	not applicable
(4) Voting Trust Agreement	not applicable
(5) Annual Report to Security Holders	not applicable
(6) Change in Certifying Accountant	not applicable
(7) Report furnished to Security Holders	not applicable
(8) Subsidiaries of the Registrant	1
(9) Published Report Regarding Matter Submitted to Vote of Security Holders	not applicable
(10) Consents of Experts and Independent Counsel	not applicable
(11) Power of Attorney	not applicable

**SIGNATURES**

Pursuant to the requirements of 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 April 14, 2015.

<u>Signature</u>	<u>Capacity</u>
 _____ <b>Sai Chong Cheng</b>	Chairman of the Board
 _____ <b>Dionisio E. Carpio, Jr.</b>	President
 _____ <b>Pauline C. Tan</b>	Treasurer

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

**SUBSCRIBED AND SWORN** to before me this **APR 14 2015**, affiants exhibiting to me their Passport/SSS Numbers as follow:

NAMES	SSS / PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
Sai Chong Cheng	752019881	July 9, 2008	United Kingdom of Great Britain and Northern Ireland
Dionisio E. Carpio, Jr	03-1710841-7		Manila
Pauline C. Tan	33-0293610-9		Manila

Doc. No. 446 ;  
Page No. 91 ;  
Book No. 22 ;  
Series of 2015

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2016  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. III-0014282  
Appointment No. M-199-(2015-2016)  
PTR No. 4748512 Jan. 5, 2015  
Makati City Roll No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**INDEX TO FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**  
**DECEMBER 31, 2014**

**Financial Statements**

Statement of Management's Responsibility for Financial Statements  
Independent Auditors' Report  
Consolidated Statements of Financial Position as at December 31, 2014 (with Comparative Figures as at December 31, 2013)  
Consolidated Statements of Comprehensive Income for the year ended December 31, 2014 (with Comparative Figures for the years ended December 31, 2013 and 2012)  
Consolidated Statements of Changes in Capital Deficiency for the year ended December 31, 2014 (with Comparative Figures for the years ended December 31, 2013 and 2012)  
Consolidated Statements of Cash Flows for the year ended December 31, 2014 (with Comparative Figures for the years ended December 31, 2013 and 2012)  
Notes to Consolidated Financial Statements

**Supplementary Schedules**

Report of Independent Auditors on Supplementary Schedules Filed Separately from the Basic Financial Statements

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

Reconciliation of Deficit

Map Showing the Relationship Between and Among Related Entities

List of Standards and Interpretations under Philippine Financial Reporting Standards Adopted by the Securities and Exchange Commission and the Financial Reporting Standards Council as of December 31, 2014



# Medco Holdings, Inc.

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of **Medco Holdings, Inc. and Subsidiaries** (the Group), is responsible for the preparation and fair presentation of the financial statements for the years ended December 31, 2014, 2013 and 2012 in accordance with Philippine Financial Reporting Standards (PFRS), including the following additional supplemental information attached therein:

- a. Supplementary Schedules Required under Annex 68-E of the Securities Regulation Code Rule 68;
- b. Reconciliation of Deficits Available for Dividend Declaration;
- c. Schedule of Philippine Financial Reporting Standards and Interpretations Adopted by the Securities and Exchange Commission and the Financial Reporting Standards Council as of December 31, 2014; and,
- d. Map Showing the Relationship Between and Among the Company and its Related Entities.

This responsibility on the financial statements includes designing and implementing internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

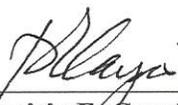
The Board of Directors reviews and approves the financial statements, and the additional supplementary information, and submits the same to the stockholders.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, has examined the financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the Board of Directors and stockholders, has expressed its opinion on the fairness of presentation upon completion of such examination.



---

**Sai Chong Cheng**  
Chairman of the Board  
TIN 911-812-692



---

**Dionisio E. Carpio, Jr.**  
President  
TIN 115-321-387



---

**Pauline C. Tan**  
Treasurer  
TIN 100-666-150

Signed this 27<sup>th</sup> day of March 2015



SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiant  
exhibiting to me their SSS /Passport Numbers as follow:

APR 14 2015  
CITY OF MAKATI

Sai Chong Cheng	752019881	July 9, 2008/United Kingdom of Great Britain and Northern Ireland
Dionisio E. Carpio, Jr.	03-1710841-7	Manila, Philippines
Pauline C. Tan	33-0293610-9	Manila, Philippines

Doc. No. 445  
Page No. 90  
Book No. XX  
Series of 2015

**ATTY. GERVACIO B. ORTIZ JR.**  
Notary Public City of Makati  
Until December 31, 2016  
IBP No. 656155-Lifetime Member  
MCLE Compliance No. III-0014282  
Appointment No. M-199-(2015-2016)  
PTR No. 4748512 Jan. 5, 2015  
Makati City Reg. No. 40091  
101 Urban Ave. Campos Rueda Bldg.  
Brgy. Pio Del Pilar, Makati City



**Punongbayan & Araullo**

An instinct for growth™

Financial Statements and  
Independent Auditors' Report

**Medco Holdings, Inc. and Subsidiaries**

December 31, 2014, 2013 and 2012

# Report of Independent Auditors

**The Board of Directors and Stockholders**  
**Medco Holdings, Inc. and Subsidiaries**  
31<sup>st</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue, Makati City

## Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Medco Holdings, Inc. and Subsidiaries (the Group), and the separate financial statements of Medco Holdings, Inc. (the Parent Company), both of which comprise the statements of financial position as at December 31, 2014 and 2013, and the statements of comprehensive income, statements of changes in capital deficiency and statements of cash flows for each of the three years in the period ended December 31, 2014, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Philippine Financial Reporting Standards, 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.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Philippine Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of Medco Holdings, Inc. and Subsidiaries and of Medco Holdings, Inc. as of December 31, 2014 and 2013, and their financial performance and their cash flows for each of the three years in the period ended December 31, 2014 in accordance with Philippine Financial Reporting Standards.

*Emphasis of a Matter*

As discussed in Note 1 to the financial statements, the Group incurred net losses of P10,332,891 in 2014, P17,712,779 in 2013 and P14,254,559 in 2012, while the Parent Company incurred net losses of P2,775,070 in 2014, P6,416,089 in 2013, and P6,256,135 in 2012, which are mainly due to impairment losses and operating expenses incurred during those years. Consequently, the Group reported capital deficiency of P166,513,251 and P157,012,242 as at December 31, 2014 and 2013, respectively, and the Parent Company reported capital deficiency of P86,467,463 and P84,644,536 as at December 31, 2014 and 2013, respectively. These conditions indicate the existence of a material uncertainty which casts significant doubt about the Group's ability to continue as a going concern. To address this material uncertainty, the Group's management, in coordination with its major stockholders, is finalizing the recapitalization of the Group as its initial step. In the meantime, to ensure that the Group will continue as a going concern, its major stockholders has committed to continue providing financial support to the Group until its financial condition and performance improves and it becomes self-sustaining again. We have performed audit procedures to evaluate management's plans as to the likelihood to improve the Group's financial situation and its feasibility under the circumstances. The accompanying financial statements have been prepared assuming that the Group will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities which may result from the outcome of this material uncertainty.

### **Report on Other Legal and Regulatory Requirements**

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information for the year ended December 31, 2014 required by the Bureau of Internal Revenue as disclosed in Note 22 to the financial statements is presented for purposes of additional analysis and is not a required part of the basic financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information is the responsibility of management. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

**PUNONGBAYAN & ARAULLO**

By:  **Jessie C. Carpio**  
Partner

CPA Reg. No. 0057831  
TIN 109-227-789  
PTR No. 4748306, January 5, 2015, Makati City  
SEC Group A Accreditation  
Partner - No. 0011-AR-3 (until Apr. 30, 2015)  
Firm - No. 0002-FR-3 (until Apr. 30, 2015)  
BIR AN 08-002511-6-2014 (until Aug. 5, 2017)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2015)

March 27, 2015

# Report of Independent Certified Public Accountants to Accompany Income Tax Return

## The Board of Directors and Stockholders Medco Holdings, Inc.

31<sup>st</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue, Makati City

We have audited the financial statements of Medco Holdings, Inc. for the year ended December 31, 2014, on which we have rendered the attached report dated March 27, 2015.

In compliance with Revenue Regulations V-20, we are stating that no partner of our Firm is related by consanguinity or affinity to the president, manager or principal stockholders of the Company.

## PUNONGBAYAN & ARAULLO

By:   
Jessie C. Carpio  
Partner

CPA Reg. No. 0057831  
TIN 109-227-789  
PTR No. 4748306, January 5, 2015, Makati City  
SEC Group A Accreditation  
Partner - No. 0011-AR-3 (until Apr. 30, 2015)  
Firm - No. 0002-FR-3 (until Apr. 30, 2015)  
BIR AN 08-002511-6-2014 (until Aug. 5, 2017)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2015)

March 27, 2015

# **Report of Independent Auditors on Supplementary Schedules Filed Separately from the Basic Financial Statements**

**The Board of Directors and Stockholders  
Medco Holdings, Inc. and Subsidiaries**  
31<sup>st</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue, Makati City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Medco Holdings, Inc. and Subsidiaries for the year ended December 31, 2014, on which we have rendered our report dated March 27, 2015. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) are presented for purposes of additional analysis in compliance with the requirements of the Securities Regulation Code Rule 68, and are not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information are the responsibility of the management. The supplementary information have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

## **PUNONGBAYAN & ARAULLO**

By:   
**Jessie C. Carpio**  
Partner

CPA Reg. No. 0057831  
TIN 109-227-789  
PTR No. 4748306, January 5, 2015, Makati City  
SEC Group A Accreditation  
Partner - No. 0011-AR-3 (until Apr. 30, 2015)  
Firm - No. 0002-FR-3 (until Apr. 30, 2015)  
BIR AN 08-002511-6-2011 (until Sept. 21, 2014)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2015)

March 27, 2015

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**  
**DECEMBER 31, 2014 AND 2013**  
*(Amounts in Philippine Pesos)*

		Consolidated		Parent Company	
	Notes	2014	2013	2014	2013
<b><u>A S S E T S</u></b>					
CASH AND CASH EQUIVALENTS	7	<b>P 5,221,902</b>	P 9,077,971	<b>P 5,072,184</b>	P 7,877,546
AVAILABLE-FOR-SALE FINANCIAL ASSETS - Net	8	<b>31,293,500</b>	31,293,500	<b>31,268,750</b>	31,268,750
RECEIVABLES - Net	9	<b>529,323</b>	433,458	<b>464,975</b>	365,413
DUE FROM RELATED PARTIES	14	<b>2,892,194</b>	2,831,759	<b>2,000</b>	2,000
OTHER ASSETS	11	<u><b>478,362</b></u>	<u>490,554</u>	<u><b>5,400</b></u>	<u>-</u>
<b>TOTAL ASSETS</b>		<b><u>P 40,415,281</u></b>	<b><u>P 44,127,242</u></b>	<b><u>P 36,813,309</u></b>	<b><u>P 39,513,709</u></b>
<b><u>LIABILITIES AND CAPITAL DEFICIENCY</u></b>					
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	12	<b>P 2,361,165</b>	P 2,134,577	<b>P 477,482</b>	P 302,812
DUE TO RELATED PARTIES	14	<b>201,701,845</b>	195,201,845	<b>120,750,527</b>	120,750,527
POST-EMPLOYMENT BENEFIT OBLIGATION	15	<u><b>2,865,522</b></u>	<u>3,803,062</u>	<u><b>2,052,763</b></u>	<u>3,104,906</u>
Total Liabilities		<u><b>206,928,532</b></u>	<u>201,139,484</u>	<u><b>123,280,772</b></u>	<u>124,158,245</u>
CAPITAL DEFICIENCY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT COMPANY	6	<b>( 138,220,964 )</b>	( 131,407,283 )	<b>( 86,467,463 )</b>	( 84,644,536 )
NON-CONTROLLING INTEREST		<u><b>( 28,292,287 )</b></u>	<u>( 25,604,959 )</u>	<u>-</u>	<u>-</u>
Total Capital Deficiency		<u><b>( 166,513,251 )</b></u>	<u>( 157,012,242 )</u>	<u><b>( 86,467,463 )</b></u>	<u>( 84,644,536 )</u>
<b>TOTAL LIABILITIES AND CAPITAL DEFICIENCY</b>		<b><u>P 40,415,281</u></b>	<b><u>P 44,127,242</u></b>	<b><u>P 36,813,309</u></b>	<b><u>P 39,513,709</u></b>

*See Notes to Financial Statements.*

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012**  
*(Amounts in Philippine Pesos)*

	Notes	Consolidated			Parent Company		
		2014	2013	2012	2014	2013	2012
<b>REVENUES</b>							
Dividends	8	P 3,000,000	P 1,500,000	P 750,000	P 3,000,000	P 1,500,000	P 750,000
Interest	7	64,570	139,039	307,765	60,836	137,025	237,784
Foreign exchange gain		203	-	71,100	203	-	-
Professional fees		-	-	367,059	-	-	-
Others		-	-	135,841	-	-	-
		<u>3,064,773</u>	<u>1,639,039</u>	<u>1,631,765</u>	<u>3,061,039</u>	<u>1,637,025</u>	<u>987,784</u>
<b>EXPENSES</b>							
Employee benefits	15	7,333,143	8,111,524	7,850,484	3,185,941	4,155,583	4,034,901
Occupancy	14	1,531,384	1,531,384	1,531,384	312,000	312,000	312,000
Professional and management fees		1,083,192	1,290,339	1,115,338	638,500	704,012	599,335
Representation		762,237	1,202,790	1,431,481	358,195	523,146	462,516
Membership fees and dues		644,354	621,839	624,031	263,050	255,050	293,763
Communication		304,940	327,532	265,269	76,169	80,595	-
Transportation		209,985	227,640	177,642	209,985	224,985	177,142
Finance cost	15	190,153	296,900	249,758	155,245	147,103	91,919
Impairment losses	11	133,506	4,117,907	-	133,507	1,012,996	-
Taxes and licenses	22	68,143	321,675	127,076	26,211	18,835	30,463
Foreign exchange losses		4,909	267,911	807,248	-	174,311	807,248
Others	13	1,119,441	1,008,391	1,655,291	465,147	418,915	397,786
		<u>13,385,387</u>	<u>19,325,832</u>	<u>15,835,002</u>	<u>5,823,950</u>	<u>8,027,531</u>	<u>7,207,073</u>
<b>LOSS BEFORE TAX</b>		<u>10,320,614</u>	<u>17,686,793</u>	<u>14,203,237</u>	<u>2,762,911</u>	<u>6,390,506</u>	<u>6,219,289</u>
<b>TAX EXPENSE</b>	16	<u>12,277</u>	<u>25,986</u>	<u>51,322</u>	<u>12,159</u>	<u>25,583</u>	<u>36,846</u>
<b>NET LOSS</b>		<u>10,332,891</u>	<u>17,712,779</u>	<u>14,254,559</u>	<u>2,775,070</u>	<u>6,416,089</u>	<u>6,256,135</u>
<b>OTHER COMPREHENSIVE LOSS (INCOME)</b>							
Items that will not be reclassified subsequently to profit or loss							
Remeasurements of post-employment defined benefit obligation	15	( 831,882 )	( 118,296 )	1,838,703	( 952,143 )	500,135	1,148,207
Items that will be reclassified subsequently to profit or loss							
Fair value losses (gains) on available-for-sale financial assets during the year		-	-	121	-	-	-
Reclassification to profit or loss		-	-	( 553,021 )	-	-	-
<b>Total Other Comprehensive Loss (Income)</b>		<u>( 831,882 )</u>	<u>( 118,296 )</u>	<u>1,285,803</u>	<u>( 952,143 )</u>	<u>500,135</u>	<u>1,148,207</u>
<b>TOTAL COMPREHENSIVE LOSS</b>		<u>P 9,501,009</u>	<u>P 17,594,483</u>	<u>P 15,540,362</u>	<u>P 1,822,927</u>	<u>P 6,916,224</u>	<u>P 7,404,342</u>
<b>Net Loss Attributable to:</b>							
Shareholders of the Parent Company		P 7,687,654	P 13,758,937	P 11,418,638			
Non-controlling interest		2,645,237	3,953,842	2,835,921			
		<u>P 10,332,891</u>	<u>P 17,712,779</u>	<u>P 14,254,559</u>			
<b>Total Comprehensive Loss Attributable to:</b>							
Shareholders of the Parent Company		P 6,813,681	P 13,857,092	P 12,658,803			
Non-controlling interest		2,687,328	3,737,391	2,881,559			
		<u>P 9,501,009</u>	<u>P 17,594,483</u>	<u>P 15,540,362</u>			
<b>Loss Per Share Attributable to the Shareholders of the Parent Company - Basic and Diluted</b>	17	<u>P 0.01</u>	<u>P 0.02</u>	<u>P 0.02</u>	<u>P 0.00</u>	<u>P 0.01</u>	<u>P 0.01</u>

See Notes to Financial Statements.

MEDCO HOLDINGS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY  
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012  
(Amounts in Philippine Pesos)

	Notes	Attributable to the Shareholders of the Parent Company					Total Attributable to Shareholders of the Parent Company	Non-controlling Interest	Capital Deficiency
		Capital Stock	Additional Paid-in Capital	Revaluation Reserves		Deficit			
				Net Unrealized Gains (Losses) on Available-for-sale Financial Assets	Accumulated Actuarial Losses				
Balance at January 1, 2014	8, 15	P 700,000,000	P 25,498,912	P 252	( P 2,542,551 )	( P 854,363,896 )	( P 131,407,283 )	( P 25,604,959 )	( P 157,012,242 )
Total comprehensive income (loss)		-	-	-	873,973	( 7,687,654 )	( 6,813,681 )	( 2,687,328 )	( 9,501,009 )
<b>Balance at December 31, 2014</b>	<b>6</b>	<b>P 700,000,000</b>	<b>P 25,498,912</b>	<b>P 252</b>	<b>( P 1,668,578 )</b>	<b>( P 862,051,550 )</b>	<b>( P 138,220,964 )</b>	<b>( P 28,292,287 )</b>	<b>( P 166,513,251 )</b>
Balance at January 1, 2013		P 700,000,000	P 25,498,912	P 252	( P 2,444,396 )	( P 840,604,959 )	( P 117,550,191 )	( P 21,867,568 )	( P 139,417,759 )
Total comprehensive income (loss)	8, 15	-	-	-	( 98,155 )	( 13,758,937 )	( 13,857,092 )	( 3,737,391 )	( 17,594,483 )
Balance at December 31, 2013	6	P 700,000,000	P 25,498,912	P 252	( P 2,542,551 )	( P 854,363,896 )	( P 131,407,283 )	( P 25,604,959 )	( P 157,012,242 )
Balance at January 1, 2012		P 700,000,000	P 25,498,912	( P 356,612 )	( P 847,367 )	( P 829,186,321 )	( P 104,891,388 )	( P 18,986,009 )	( P 123,877,397 )
Total comprehensive income (loss)	8, 15	-	-	356,864	( 1,597,029 )	( 11,418,638 )	( 12,658,803 )	( 2,881,559 )	( 15,540,362 )
Balance at December 31, 2012	6	P 700,000,000	P 25,498,912	P 252	( P 2,444,396 )	( P 840,604,959 )	( P 117,550,191 )	( P 21,867,568 )	( P 139,417,759 )

*See Notes to Financial Statements.*

MEDCO HOLDINGS, INC.  
 STATEMENTS OF CHANGES IN CAPITAL DEFICIENCY  
 FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012  
 (Amounts in Philippine Pesos)

Note	Capital Stock	Additional Paid-in Capital	Revaluation Reserves	Deficit	Capital Deficiency
Balance at January 1, 2014	P 700,000,000	P 25,498,912	( P 2,796,966 )	( P 807,346,482 )	( P 84,644,536 )
Total comprehensive loss	<u>-</u>	<u>-</u>	<u>952,143</u>	<u>( 2,775,070 )</u>	<u>( 1,822,927 )</u>
<b>Balance at December 31, 2014</b>	<b><u>P 700,000,000</u></b>	<b><u>P 25,498,912</u></b>	<b><u>( P 1,844,823 )</u></b>	<b><u>( P 810,121,552 )</u></b>	<b><u>( P 86,467,463 )</u></b>
Balance at January 1, 2013	P 700,000,000	P 25,498,912	( P 2,296,831 )	( P 800,930,393 )	( P 77,728,312 )
Total comprehensive loss	<u>-</u>	<u>-</u>	<u>( 500,135 )</u>	<u>( 6,416,089 )</u>	<u>( 6,916,224 )</u>
Balance at December 31, 2013	<u>P 700,000,000</u>	<u>P 25,498,912</u>	<u>( P 2,796,966 )</u>	<u>( P 807,346,482 )</u>	<u>( P 84,644,536 )</u>
Balance at January 1, 2012	P 700,000,000	P 25,498,912	( P 1,148,624 )	( P 794,674,258 )	( P 70,323,970 )
Total comprehensive loss	<u>-</u>	<u>-</u>	<u>( 1,148,207 )</u>	<u>( 6,256,135 )</u>	<u>( 7,404,342 )</u>
Balance at December 31, 2012	<u>P 700,000,000</u>	<u>P 25,498,912</u>	<u>( P 2,296,831 )</u>	<u>( P 800,930,393 )</u>	<u>( P 77,728,312 )</u>

*See Notes to Financial Statements.*

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012**  
*(Amounts in Philippine Pesos)*

Notes	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>						
Loss before tax	( P 10,320,614 )	( P 17,686,793 )	( P 14,203,237 )	( P 2,762,911 )	( P 6,390,506 )	( P 6,219,289 )
Adjustments for:						
Impairment losses	11 133,507	4,117,907	-	133,507	1,012,996	-
Dividend income	8 ( 3,000,000 )	( 1,500,000 )	( 750,000 )	( 3,000,000 )	( 1,500,000 )	( 750,000 )
Interest income	7 ( 64,570 )	( 139,039 )	( 307,765 )	( 60,836 )	( 137,025 )	( 237,784 )
Unrealized foreign exchange loss (gain)	4,706	267,911	( 71,100 )	( 203 )	174,311	807,248
Loss on sale on available-for-sale financial assets	-	-	574,165	-	-	-
<b>Operating loss before working capital changes</b>	<b>( 13,246,971 )</b>	<b>( 14,940,014 )</b>	<b>( 14,757,937 )</b>	<b>( 5,690,443 )</b>	<b>( 6,840,224 )</b>	<b>( 6,399,825 )</b>
Increase in receivables	( 95,865 )	( 158,755 )	( 21,530 )	( 99,562 )	( 115,145 )	( 207,711 )
Decrease (increase) in due from related parties	( 60,435 )	( 229,902 )	162,487	-	1,000,000	( 1,000,000 )
Increase in other assets	( 121,315 )	( 161,181 )	( 162,474 )	( 138,907 )	-	( 107,266 )
Increase (decrease) in accounts payable and accrued expenses	221,679	( 100,579 )	( 290,105 )	174,670	( 285,612 )	88,540
Increase (decrease) in retirement benefit obligation	( 105,658 )	( 1,102,331 )	( 587,419 )	( 100,000 )	115,719	( 47,668 )
Cash used in operations	( 13,408,565 )	( 16,692,762 )	( 15,656,978 )	( 5,854,242 )	( 6,125,262 )	( 7,673,930 )
Interest received	64,570	139,039	307,765	60,836	137,025	237,784
Cash paid for income taxes	( 12,277 )	( 25,986 )	( 51,322 )	( 12,159 )	( 25,583 )	( 36,846 )
Net Cash Used in Operating Activities	( 13,356,272 )	( 16,579,709 )	( 15,400,535 )	( 5,805,565 )	( 6,013,820 )	( 7,472,992 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>						
Dividends received	3,000,000	1,500,000	750,000	3,000,000	1,500,000	750,000
Proceeds from sale of available-for-sale financial assets	-	-	508,835	-	-	-
Net Cash From Investing Activities	3,000,000	1,500,000	1,258,835	3,000,000	1,500,000	750,000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>						
Proceeds from amounts to related parties	14 6,500,000	10,207,772	116,838,557	-	-	117,837,809
Repayments of amounts due to related parties	14 -	( 39,030 )	( 116,600,526 )	-	( 37,282 )	( 121,153,052 )
Net Cash From (Used in) Financing Activities	6,500,000	10,168,742	238,031	-	( 37,282 )	( 3,315,243 )
<b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>	<b>203</b>	<b>( 174,311 )</b>	<b>71,100</b>	<b>203</b>	<b>( 174,311 )</b>	<b>( 807,248 )</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>( 3,856,069 )</b>	<b>( 5,085,278 )</b>	<b>( 13,832,569 )</b>	<b>( 2,805,362 )</b>	<b>( 4,725,413 )</b>	<b>( 10,845,483 )</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>9,077,971</b>	<b>14,163,249</b>	<b>27,995,818</b>	<b>7,877,546</b>	<b>12,602,959</b>	<b>23,448,442</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>P 5,221,902</b>	<b>P 9,077,971</b>	<b>P 14,163,249</b>	<b>P 5,072,184</b>	<b>P 7,877,546</b>	<b>P 12,602,959</b>

*See Notes to Financial Statements.*

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014, 2013 AND 2012**  
*(Amounts in Philippine Pesos)*

**1. GENERAL INFORMATION**

**1.1 Corporate Information**

Medco Holdings, Inc. (MHI or the Parent Company), was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on April 11, 1995. The Parent Company currently conducts business as an investment holding company. Its shares of stock are publicly traded at the Philippine Stock Exchange (PSE). The Parent Company holds ownership interest in the following companies (MHI and subsidiaries are collectively referred to as the Group) as at December 31 2014 and 2013:

	Percentage of Ownership	Notes	Nature of Business
Subsidiaries:			
Medco Asia Investment Corporation (MAIC)	64.54%		Investment house
Safeharbor Holdings, Inc. (SHI)	64.54%	(a)	Investment holding company
Outperform Holdings, Inc. (OHI)	64.54%	(a)	Investment holding company
Associate –			
Export and Industry Bank, Inc. (EIB)	10.31%	(b)	Banking institution
Notes:			
(a)	Indirectly owned through MAIC; dormant company		
(b)	Includes direct ownership of 7.86% and indirect ownership through MAIC of 2.45%; under receivership.		

MHI is 46.04% owned by Citivest Asia Limited (CAL), an entity engaged in investment holding and registered in the British Virgin Islands. CAL considers MHI as one of its principal associates.

The registered office of the Parent Company and its subsidiaries, which is also their principal place of business, is at the 31<sup>st</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

**1.2 Status of Operations**

The Group incurred net losses of P10,332,891 in 2014, P17,712,779 in 2013 and P14,254,559 in 2012, while the Parent Company incurred net losses of P2,775,070 in 2014, P6,416,089 in 2013, and P6,256,135 in 2012, which are mainly due to impairment losses and operating expenses incurred during those years. Consequently, the Group reported capital deficiency of P166,513,251 and P157,012,242 as at December 31, 2014 and 2013, respectively, and the Parent Company reported capital deficiency of P86,467,463 and P84,644,536 as at December 31, 2014 and 2013, respectively.

As disclosed in Note 10.2, the Group recognized full allowance for impairment on the carrying amount of the investment in EIB in 2011 (the carrying amount of the Group's investment in EIB represents substantial portion of the Group's consolidated assets). EIB is currently under receivership.

The above conditions indicate the existence of a material uncertainty which casts significant doubt on the ability of the Group to continue as a going concern. To address this material uncertainty, the Parent Company's management is finalizing the recapitalization of the Group as its initial step. The proposed recapitalization plan was approved by the Parent Company's stockholders on June 28, 2013 and will be implemented in 2015 which includes the following:

- (a) decrease in the authorized capital stock from P700,000,000 to P7,000,000 through a reduction in the par value per share from P1.00 to P0.01;
- (b) increase in authorized capital stock from P7,000,000 to P470,000,000;
- (c) private placement transactions covering the issuance of new shares to its existing shareholders and/or third parties involving a total subscription amount of P117,600,526; and,
- (d) waiver of the requirement to conduct rights or public offering by a majority vote of the minority stockholders present or represented during the meeting.

In the meantime, to ensure that the Group can continue to operate as a going concern, CAL has committed to continue providing financial support to the Group until the Group's financial condition and performance improves and it becomes self-sustaining again.

The financial statements have been prepared assuming that the Group will continue as a going concern which contemplates the realization of assets and the settlement of liabilities in the normal course of business. Accordingly, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities which may result from the outcome of this material uncertainty.

### ***1.3 Approval of Financial Statements***

The financial statements of the Group and of the Parent Company as of and for the year ended December 31, 2014 (including the comparative financial statements for December 31, 2013 and 2012) were authorized for issue by the Parent Company's Board of Directors (BOD) on March 27, 2015.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

### 2.1 *Basis of Preparation of Financial Statements*

#### (a) *Statement of Compliance with Philippine Financial Reporting Standards*

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

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

#### (b) *Presentation of Financial Statements*

The financial statements are prepared in accordance with Philippine Accounting Standard (PAS) 1, *Presentation of Financial Statements*. The Group presents all items of income and expenses and other comprehensive income in a single statement of comprehensive income.

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

The Group presented an unclassified statements of financial position as at December 31, 2014 and 2013. The details of assets and liabilities classified as to current and non-current are presented in Note 21.

#### (c) *Functional and Presentation Currency*

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

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

## 2.2 Adoption of New and Amended PFRS

### (a) Effective in 2014 that are Relevant to the Group

In 2014, the Group adopted for the first time the following amendments and interpretation to PFRS that are relevant to the Group and effective for financial statements for the annual period beginning on or after January 1, 2014:

PAS 32 (Amendment)	:	Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities
PAS 36 (Amendment)	:	Impairment of Assets – Recoverable Amount Disclosures for Non-financial Assets
PAS 39 (Amendment)	:	Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting
PFRS 10, 12 and PAS 27 (Amendments)	:	Consolidated Financial Statements, Disclosure of Interests in Other Entities and Separate Financial Statements
Philippine Interpretation International Financial Reporting Interpretations Committee (IFRIC) 21	:	Levies

Discussed below and in the succeeding pages are the relevant information about these amended standards and interpretation.

- (i) PAS 32 (Amendment), *Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*. The amendment provides guidance to address inconsistencies in applying the criteria for offsetting financial assets and financial liabilities. It clarifies that an entity must currently have a right of set-off that is not contingent on a future event, and must be legally enforceable in the normal course of business; in the event of default; and, in the event of insolvency or bankruptcy of the entity and all of the counterparties. The amendment also clarifies that gross settlement mechanisms (such as through a clearing house) with features that both eliminate credit and liquidity risks and process receivables and payables in a single settlement process, will satisfy the criterion for net settlement. The amendment has been applied retrospectively in accordance with its transitional provisions. As the Group does not currently present any of its financial assets and financial liabilities on a net basis in accordance with the provisions of PAS 32, the amendment has no material effect on the Group's financial statements for any periods presented.

- (ii) PAS 36 (Amendment), *Impairment of Assets – Recoverable Amount Disclosures for Non-financial Assets*. The amendment clarifies that disclosure of information about the recoverable amount of individual asset (including goodwill) or a cash-generating unit is required only when an impairment loss has been recognized or reversed during the reporting period. If the recoverable amount is determined based on the asset's or cash-generating unit's fair value less cost of disposal, additional disclosures on fair value measurement required under PFRS 13, *Fair Value Measurement*, such as but not limited to the fair value hierarchy, valuation technique used and key assumptions applied should be provided in the financial statements. This amendment did not result in additional disclosures in the financial statements since the recoverable amounts of the Group's non-financial assets where impairment losses have been recognized were determined based on value in use which have been adequately disclosed in accordance with PAS 36 (see Notes 10 and 11).
- (iii) PAS 39 (Amendment), *Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting*. The amendment provides some relief from the requirements on hedge accounting by allowing entities to continue the use of hedge accounting when a derivative is novated to a clearing counterparty resulting in termination or expiration of the original hedging instrument as a consequence of laws and regulations, or the introduction thereof. As the Group neither enters into transactions involving derivative instruments nor does it applies hedge accounting, the amendment did not have any impact on the Group's financial statements.
- (iv) PFRS 10(Amendment), *Consolidated Financial Statements*, PFRS 12 (Amendment), *Disclosure of Interests in Other Entities* and PAS 27 (Amendment), *Separate Financial Statements*. The amendments define the term "investment entity" and provide to such an investment entity an exemption from consolidation of particular subsidiaries and instead require to measure investment in each eligible subsidiary at fair value through profit or loss in accordance with PAS 39, *Financial Instruments: Recognition and Measurement*, or PFRS 9, *Financial Instruments*, both in its consolidated financial statements or separate financial statements, as the case may be. The amendments also require additional disclosure about the details of the entity's unconsolidated subsidiaries and the nature of its relationship and certain transactions with those subsidiaries. These amendments did not have a significant impact on the Group's financial statements as there were no transactions entered by the Group involving an investment entity.
- (v) Philippine Interpretation IFRIC 21, *Levies*. This interpretation clarifies that the obligating event as one of the criteria under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, for the recognition of a liability for levy imposed by a government is the activity described in the relevant legislation that triggers the payment of the levy. Accordingly, the liability is recognized in the financial statements progressively if the obligating event occurs over a period of time and if an obligation is triggered on reaching a minimum threshold, the liability is recognized when that minimum threshold is reached. This amendment had no significant impact on the Group's financial statements.

(b) *Effective Subsequent to 2014 but not Adopted Early*

There are new PFRS, amendments and annual improvements to existing standards effective for annual periods subsequent to 2014 which are adopted by the FRSC, subject to the approval of the BOA. The Group will adopt the following relevant pronouncements in accordance with their transitional provisions, and, unless otherwise stated, none of these are expected to have significant impact on the Group's financial statements:

- (i) PAS 19 (Amendment), *Employee Benefits: Defined Benefit Plans – Employee Contributions* (effective from January 1, 2014). The amendment clarifies that if the amount of the contributions from employees or third parties is dependent on the number of years of service, an entity shall attribute the contributions to periods of service using the same attribution method (i.e., either using the plan's contribution formula or on a straight-line basis) for the gross benefit. Management has initially determined that this amendment will have no impact on the Group's financial statements.
- (ii) PAS 1 (Amendment), *Presentation of Financial Statements – Disclosure Initiative* (effective from January 1, 2016). The amendment encourages entities to apply professional judgment in presenting and disclosing information in the financial statements. Accordingly, it clarifies that materiality applies to the whole financial statements and an entity shall not reduce the understandability of the financial statements by obscuring material information with immaterial information or by aggregating material items that have different natures or functions. Moreover, the amendment clarifies that an entity's share of other comprehensive income of associates and joint ventures accounted for using equity method should be presented based on whether or not such other comprehensive income item will subsequently be reclassified to profit or loss. It further clarifies that in determining the order of presenting the notes and disclosures, an entity shall consider the understandability and comparability of the financial statements.
- (iii) PAS 27 (Amendment), *Separate Financial Statements – Equity Method in Separate Financial Statements* (effective from January 1, 2016). This amendment introduces a third option which permits an entity to account for its investments in subsidiaries, joint ventures and associates under the equity method in its separate financial statements in addition to the current options of accounting those investments at cost or in accordance with PAS 39 or PFRS 9, *Financial Instruments*. As of the end of the reporting period, the Group has no plan to change the accounting policy for its investments in its subsidiaries and an associate.
- (iv) PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Investment Entities – Applying the Consolidation Exception* (effective from January 1, 2016). This amendment addresses the concerns that have arisen in the context of applying the consolidation exception for investment entities. This amendment permits a non-investment entity investor, when applying the equity method of accounting for an associate or joint venture that is an investment entity, to retain the fair value measurement applied by that investment entity associate or joint venture to its interests in subsidiaries.

- (v) PFRS 10 (Amendment), *Consolidated Financial Statements*, and PAS 28 (Amendment), *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Venture* (effective from January 1, 2016). The amendment to PFRS 10 requires full recognition in the investor's financial statements of gains or losses arising on the sale or contribution of assets that constitute a business as defined in PFRS 3, *Business Combinations*, between an investor and its associate or joint venture. Accordingly, the partial recognition of gains or losses (i.e., to the extent of the unrelated investor's interests in an associate or joint venture) only applies to those sale of contribution of assets that do not constitute a business. Corresponding amendment has been made to PAS 28 to reflect these changes. In addition, PAS 28 has been amended to clarify that when determining whether assets that are sold or contributed constitute a business, an entity shall consider whether the sale or contribution of those assets is part of multiple arrangements that should be accounted for as a single transaction.
- (vi) PFRS 9 (2014), *Financial Instruments* (effective from January 1, 2018). This new standard on financial instruments will eventually replace PAS 39 and PFRS 9 (2009, 2010 and 2013 versions). This standard contains, among others, the following:
- three principal classification categories for financial assets based on the business model on how an entity is managing its financial instruments;
  - an expected loss model in determining impairment of all financial assets that are not measured at fair value through profit or loss (FVTPL), which generally depends on whether there has been a significant increase in credit risk since initial recognition of a financial asset; and,
  - a new model on hedge accounting that provides significant improvements principally by aligning hedge accounting more closely with the risk management activities undertaken by entities when hedging their financial and non-financial risk exposures.

In accordance with the financial asset classification principle of PFRS 9 (2014), a financial asset is classified and measured at amortized cost if the asset is held within a business model whose objective is to hold financial assets in order to collect the contractual cash flows that represent solely payments of principal and interest (SPPI) on the principal outstanding. Moreover, a financial asset is classified and subsequently measured at fair value through other comprehensive income if it meets the SPPI criterion and is held in a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets. All other financial assets are measured at FVTPL.

In addition, PFRS 9 (2014) allows entities to make an irrevocable election to present subsequent changes in the fair value of an equity instrument that is not held for trading in other comprehensive income.

The accounting for embedded derivatives in host contracts that are financial assets is simplified by removing the requirement to consider whether or not they are closely related, and, in most arrangements, does not require separation from the host contract.

For liabilities, the standard retains most of the PAS 39 requirements which include amortized cost accounting for most financial liabilities, with bifurcation of embedded derivatives. The amendment also requires changes in the fair value of an entity's own debt instruments caused by changes in its own credit quality to be recognized in other comprehensive income rather than in profit or loss.

The Group does not expect to implement and adopt PFRS 9 (2014) until its effective date. In addition, management is currently assessing the impact of PFRS 9 (2014) on the financial statements of the Group and it will conduct a comprehensive study of the potential impact of this standard prior to its mandatory adoption date to assess the impact of all changes.

- (vii) Annual Improvements to PFRS. Annual Improvements to PFRS (2010-2012 Cycle) and PFRS (2011-2013 Cycle) effective for annual periods beginning on or after July 1, 2014, and to PFRS (2012-2014 Cycle) effective for annual periods beginning on or after January 1, 2016, made minor amendments to a number of PFRS. Among those improvements, the following amendments are relevant to the Company but management does not expect those to have material impact on the Company's financial statements:

*Annual Improvements to PFRS (2010-2012 Cycle)*

- (a) PAS 24 (Amendment), *Related Party Disclosures*. The amendment clarifies that an entity providing key management services to a reporting entity is deemed to be a related party of the latter. It also requires and clarifies that the information required to be disclosed in the financial statements are the amounts incurred by the reporting entity for key management personnel services that are provided by a separate management entity and not the amounts of compensation paid or payable by the management entity to its employees or directors.
- (b) PFRS 3 (Amendment), *Business Combinations*. The amendment clarifies that an obligation to pay contingent consideration which meets the definition of a financial instrument is classified as a financial liability or as equity in accordance with PAS 32, *Financial Instruments – Presentation*. It also clarifies that all non-equity contingent consideration should be measured at fair value at the end of each reporting period, with changes in fair value recognized in profit or loss.

- (c) PFRS 8 (Amendment), *Operating Segments*. The amendment requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments. This includes a description of the segments which have been aggregated and the economic indicators which have been assessed in determining that the aggregated segments share similar economic characteristics. It further clarifies the requirement to disclose for the reconciliations of segment assets to the entity's assets if that amount is regularly provided to the chief operating decision maker.
- (d) PFRS 13 (Amendment), *Fair Value Measurement*. The amendment, through a revision only in the basis of conclusion of PFRS 13, clarifies that issuing PFRS 13 and amending certain provisions of PFRS 9 and PAS 39 related to discounting of financial instruments, did not remove the ability to measure short-term receivables and payables with no stated interest rate on an undiscounted basis, when the effect of not discounting is immaterial.

*Annual Improvements to PFRS (2011-2013 Cycle)*

- (a) PFRS 3 (Amendment), *Business Combinations*. The amendment clarifies that PFRS 3 does not apply to the accounting for the formation of any joint arrangement under PFRS 11, *Joint Arrangement*, in the financial statements of the joint arrangement itself.
- (b) PFRS 13 (Amendment), *Fair Value Measurement*. The amendment clarifies that the scope of the exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis (the portfolio exception) applies to all contracts within the scope of, and accounted for in accordance with PAS 39 or PFRS 9, regardless of whether they meet the definition of financial assets or financial liabilities as defined in PAS 32.

*Annual Improvements to PFRS (2012-2014 Cycle)*

- (a) PFRS 7 (Amendment), *Financial Instruments – Disclosures*. The amendment provides additional guidance to help entities identify the circumstances under which a contract to “service” financial assets is considered to be a continuing involvement in those assets for the purposes of applying the disclosure requirements of PFRS 7. Such circumstances commonly arise when, for example, the servicing is dependent on the amount or timing of cash flows collected from the transferred asset or when a fixed fee is not paid in full due to non-performance of that asset.
- (b) PAS 19 (Amendment), *Employee Benefits*. The amendment clarifies that the currency and term of the high quality corporate bonds which were used to determine the discount rate for post-employment benefit obligations shall be made consistent with the currency and estimated term of the post-employment benefit obligations.

### ***2.3 Basis of Consolidation and Investments in Subsidiaries and an Associate***

The Parent Company obtains and exercises control through voting rights. The Group's consolidated financial statements comprise the accounts of the Parent Company and its subsidiaries, as disclosed in Note 1.1, after the elimination of all intercompany transactions. All intercompany assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities under the Group are eliminated in full on consolidation. Unrealized profits and losses from intercompany transactions that are recognized in assets are also eliminated in full. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

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

The Parent Company accounts for its investment in subsidiaries and associate and non-controlling interest as follows:

#### *(a) Investments in Subsidiaries*

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

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

The acquisition method is applied to account for acquired subsidiaries. This requires recognizing and measuring the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Parent Company, if any.

The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred and subsequent change in the fair value of contingent consideration is recognized directly in profit or loss.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any existing equity interest in the acquiree over acquisition-date fair value of identifiable net assets acquired is recognized as goodwill. If consideration transferred is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly as gain in profit or loss (see Note 2.7).

(b) *Investment in an Associate*

An associate is an entity over which the Group is able to exert significant influence but which are neither subsidiaries nor interests in a joint venture. Investment in an associate is initially recognized at cost and subsequently accounted for using the equity method.

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

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

Impairment loss is provided when there is objective evidence that the investment in an associate will not be recovered (see Note 2.14).

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

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

(c) *Transactions with Non-controlling Interests*

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

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

Non-controlling interests represent the interests not held by the Parent Company in MAIC.

The Parent Company holds interest in various subsidiaries and in an associate as presented in Note 10.

**2.4 *Financial Assets***

Financial assets are recognized when the Group becomes a party to the contractual terms of the financial instruments. Financial assets other than those designated and effective as hedging instruments are classified into the following categories: financial assets at FVTPL, loans and receivables, held-to-maturity investments and available-for-sale (AFS) financial assets. Financial assets are assigned to the different categories by management on initial recognition, depending on the purpose for which the investments were acquired.

Regular purchases and sales of financial assets are recognized on their trade date. All financial assets that are not classified as at FVTPL are initially recognized at fair value plus any directly attributable transaction costs. Financial assets carried at fair value through profit or loss are initially recorded at fair value and transaction costs related to it are recognized in profit or loss.

Currently, the Group's financial assets are categorized as follows:

(a) *Loans and Receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money or services directly to a debtor with no intention of trading the receivables. They are included in current assets, except for those with maturities greater than 12 months after the end of each reporting period which are classified as non-current assets.

The Group's financial assets categorized as loans and receivables are presented as Cash and Cash Equivalents, Receivables, Due from Related Parties and Security deposits, included as part of Other Assets, in the statement of financial position. Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less impairment loss, if any. Impairment loss is provided when there is objective evidence that the Company will not be able to collect all amounts due to it in accordance with the original terms of the receivables. The amount of the impairment loss is determined as the difference between the assets' carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset's original effective interest rate or current effective interest rate determined under the contract if the loan has a variable interest rate.

The carrying amount of the asset shall be reduced either directly or through the use of an allowance account. The amount of the loss shall be recognized in profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the previously recognized impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognized in the profit or loss.

(b) *AFS Financial Assets*

This category includes non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. The Group's AFS financial assets mostly pertain to investments in equity securities.

All financial assets within this category are subsequently measured at fair value. Gains and losses from changes in fair value are recognized in other comprehensive income, net of any income tax effects, and are reported as part of the Revaluation Reserves from Net Unrealized Gains (Losses) on Available-for-sale Financial Assets account in equity.

When the financial asset is disposed of or is determined to be impaired, that is, when there is a significant or prolonged decline in the fair value of the security below its cost, the cumulative fair value gains or losses recognized in other comprehensive income is reclassified from equity to profit or loss and is presented as reclassification adjustment within other comprehensive income even though the financial asset has not been derecognized.

Reversal of impairment losses are recognized in other comprehensive income, except for financial assets that are debt securities which are recognized in profit or loss only if the reversal can be objectively related to an event occurring after the impairment loss was recognized.

All income and expenses, including impairment losses, relating to financial assets that are recognized in profit or loss are presented as part of Finance Income or Finance Cost account in the statement of comprehensive income.

For investments that are actively traded in organized financial markets, fair value is determined by reference to quoted market bid prices at the close of business at the end of the reporting period. For investments where there is no quoted market price, fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows of the underlying net asset base of the investment.

Non-compounding interest, dividend income and other cash flows resulting from holding financial assets are recognized in profit or loss when earned, regardless of how the related carrying amount of financial assets is measured.

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

## ***2.5 Other Assets***

Other assets pertain to other resources controlled by the Group as a result of past events. They are recognized in the financial statements when it is probable that the future economic benefits will flow to the Group and the asset has a cost or value that can be measured reliably.

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

## ***2.6 Financial Liabilities***

Financial liabilities, which include accounts payable and accrued expenses (except tax-related liabilities) and due to related parties, are recognized when the Group becomes a party to the contractual terms of the instrument. All interest-related charges incurred on a financial liability are recognized as an expense in profit or loss under the caption Finance Costs in the statement of comprehensive income.

Trade and other payables and due to related parties are recognized initially at their fair values and subsequently measured at amortized cost, using effective interest method for maturities beyond one year, less settlement payments.

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

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

## **2.7 Business Combinations**

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

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed (see Note 2.14).

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

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

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

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

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

## **2.8 Offsetting Financial Instruments**

Financial assets and financial liabilities are set-off and the resulting net amount, considered as a single financial asset or financial liability, is reported in the statement of financial position when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The right of set-off must be available at the end of the reporting period, that is, it is not contingent on a future event. It must also be enforceable in the normal course of business, in the event of default, and in the event of insolvency or bankruptcy; and must be legally enforceable for both entity and all counterparties to the financial instruments.

## **2.9 Provisions and Contingencies**

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

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

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

## **2.10 Revenue and Expense Recognition**

Revenue comprises revenue from rendering of services and is measured by reference to the fair value of consideration received or receivable by the Group for services rendered, excluding value-added tax (VAT) and discounts, if any.

Revenue is recognized to the extent the revenue can be reliably measured; it is probable that the economic benefits will flow to the Group; and the cost incurred or to be incurred can be measured reliably. In addition, the following specific recognition criteria must also be met before revenue is recognized:

- (a) *Dividends* – Revenue is recognized when the Group’s right to receive the payment is established.
- (b) *Professional fees* – Revenue from rendering of professional services is recognized once the service has been substantially rendered.
- (c) *Interest* – Revenue is recognized as the interest accrues taking into account the effective yield on the asset.

Costs and expenses are recognized in profit or loss upon utilization of the goods or services or at the date they are incurred.

### ***2.11 Leases - Group as Lessee***

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

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

### ***2.12 Foreign Currency Transactions and Translations***

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

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

### ***2.13 Segment Reporting***

Operating segments, which applies only to the Group's consolidated financial statements, are reported in a manner consistent with the internal reporting provided to the Group's strategic steering committee, its chief operating decision-maker (CODM). The strategic steering committee is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group's service lines as disclosed in Note 4, which represent the main services provided by the Group.

Each of these operating segments is managed separately as each of these service lines requires different technologies and other resources as well as marketing approaches. All intersegment transfers, if any, are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under PFRS 8 are the same as those used in its financial statements, except that the following are not included in arriving at the operating profit of the operating segments:

- post-employment benefit expenses; and
- expenses relating to share-based payments;

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

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

### **2.14 Impairment of Non-financial Assets**

The Group's investments in an associate and goodwill and the Parent Company's investments in a subsidiary and an associate and other non-financial assets are subject to impairment testing. Goodwill, which has indefinite useful life, are tested for impairment at least annually (see also Note 2.7). All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

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

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

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

### **2.15 Employee Benefits**

The Group provides post-employment benefits to employees through a defined benefit plan, defined contribution plan, and other employee benefits which are recognized as follows:

#### *(a) Post-employment Defined Benefit Plan*

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

The liability recognized in the statement of financial position for defined benefit post-employment plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of a zero coupon government bond, as published by Philippine Dealing and Exchange Corporation, that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability.

Remeasurements, comprising of actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions and the return on plan assets (excluding amount included in net interest) are reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they arise. Net interest is calculated by applying the discount rate at the beginning of the period, taking account of any changes in the net defined benefit liability or asset during the period as a result of contributions and benefit payments. Net interest is reported as part of Finance Costs or Finance Income account in the statement of comprehensive income.

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

(b) *Defined Benefit Contribution Plans*

A defined contribution plan is a post-employment plan under which the Group pays fixed contributions into an independent entity (such as the Social Security System). The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognized in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognized if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

(c) *Termination Benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of when it can no longer withdraw the offer of such benefits and when it recognizes costs for a restructuring that is within the scope of PAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

## ***2.16 Income Taxes***

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, provided such tax rates have been enacted or substantively enacted at the end of the reporting period.

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

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

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

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

### ***2.17 Related Party Transactions and Relationships***

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

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

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

### ***2.18 Equity***

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

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

Revaluation reserves comprise unrealized gains and losses on fair value changes of AFS financial assets and remeasurements of defined benefit post-employment plan.

Deficit represents all current and prior period results as reported in the profit or loss section of the statement of comprehensive income.

Non-controlling interest pertains to the initial investment and the equity share in the income and losses of the minority stockholders.

### ***2.19 Loss Per Share***

Basic loss per share is computed by dividing net loss attributable to shareholders of the Parent Company by the weighted average number of shares issued and outstanding, adjusted retroactively for any stock dividend, stock split or reverse stock split declared during the current year, if any.

Diluted loss per share is computed by adjusting the weighted average number of ordinary shares outstanding to assume conversion of dilutive potential shares. Currently, the Group does not have dilutive potential shares outstanding; hence, the diluted loss per share is equal to the basic loss per share.

### ***2.20 Events After the End of the Reporting Period***

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

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

#### *3.1 Critical Management Judgments in Applying Accounting Policies*

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the financial statements:

(a) *Impairment of AFS Financial Assets*

The determination when an investment is other-than-temporarily impaired requires significant judgment. In making this judgment, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

Based on the recent evaluation of information and circumstances affecting the Group's AFS financial assets, management concluded that the assets, except the portion that has already been provided with allowance for impairment, are not impaired as at December 31, 2014 and 2013. Future changes in those information and circumstance might significantly affect the carrying amount of the assets.

(b) *Distinction between Operating and Finance Leases*

The Group has entered in a lease agreement as lessee. Critical judgment was exercised by management to distinguish each lease agreement as either an operating or finance lease by looking at the transfer or retention of significant risk and rewards of ownership of the properties covered by the agreements. Failure to make the right judgment will result in either overstatement or understatement of assets and liabilities. As at December 31, 2014 and 2013, management determined that the current lease agreement is an operating lease.

(c) *Recognition of Provisions and Contingencies*

Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition and disclosure of provisions and contingencies are discussed in Note 2.9 and relevant disclosures are presented in Note 18.

### **3.2 Key Sources of Estimation Uncertainty**

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

(a) *Impairment of Receivables*

Adequate amount of allowance for impairment is provided for specific and groups of accounts, where objective evidence of impairment exists. The Group evaluates these amount of allowance for impairment based on available facts and circumstances affecting the collectability of the accounts, including, but not limited to, the length of the Group's relationship with the counterparties and their current credit status, average age of accounts, collection experience and historical loss experience. The methodology and assumptions used in estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

The carrying value of receivables and the analysis of allowance for impairment on such financial assets are shown in Note 9.

(b) *Fair Value Measurement of AFS Financial Assets*

Management apply valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the end of reporting period.

The carrying values of the Group's AFS financial assets and the amounts of fair value changes recognized in 2014 and 2013 on those assets are disclosed in Note 8.

(c) *Determining Realizable Amounts of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

No deferred tax assets were recognized since the Group's management believes that it will not be able to generate sufficient taxable profit in the coming years (see Note 16).

(d) *Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate (see Note 2.14). Though management believes that the assumptions used in the estimation of fair values reflected in the financial statements are appropriate and reasonable, significant changes in those assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

Impairment loss recognized on the Group's goodwill and other non-financial assets is disclosed in Note 11 while impairment losses recognized on the Investments in a Subsidiary and an Associate are discussed in Note 10.

(e) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions include, among others, discount rates and expected rate of salary increases. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of post-employment benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 15.2.

## 4. SEGMENT REPORTING

### 4.1 *Business Segments*

The Group is organized into two major business segments – investment banking and investment holding activities. In identifying its operating segments, management generally follows the Group's service lines. These are also the basis of the Group for management assessment of each unit and the basis of the Group in reporting to its strategic steering committee for its strategic decision-making activities.

(a) *Investment banking* – principally engaged in activities such as debt and equity underwriting, money market placements, structured financing and corporate financial advisory services.

(b) *Investment holding* – consists mainly of investment holding activities of the Parent Company, OHI and SHI.

## 4.2 Segment Assets and Liabilities

Segment assets are allocated based on their physical location and use or direct association with a specific segment and they include all operating assets used by a segment and consist principally of operating cash and receivables. Similar to segment assets, segment liabilities are also allocated based on their use or direct association with a specific segment. Segment liabilities include all operating liabilities and consist principally of accounts, wages, taxes currently payable and accrued liabilities. Segment assets and liabilities do not include deferred taxes.

## 4.3 Analysis of Segment Information

The details of the Group's segment information, including the reconciliation to the key financial information presented in its consolidated financial statements, are as follows:

	<u>Investment Banking</u>	<u>Investment Holding</u>	<u>Total</u>	<u>Elimination</u>	<u>Consolidated</u>
<b>2014</b>					
<b>SEGMENT RESULTS</b>					
Revenues	P 3,734	P 3,061,039	P 3,064,773	P -	P 3,064,773
Expenses	<u>7,543,337</u>	<u>5,842,050</u>	<u>13,385,387</u>	<u>-</u>	<u>13,385,387</u>
Loss before tax	7,539,603	2,781,011	10,320,614	-	10,320,614
Tax expense	<u>118</u>	<u>12,159</u>	<u>12,277</u>	<u>-</u>	<u>12,277</u>
Net loss	<u><b>P 7,539,721</b></u>	<u><b>P 2,793,170</b></u>	<u><b>P 10,332,891</b></u>	<u><b>P -</b></u>	<u><b>P 10,332,891</b></u>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Total assets	<u><b>P 3,662,808</b></u>	<u><b>P 38,412,715</b></u>	<u><b>P 42,075,523</b></u>	<u><b>(P 1,660,242)</b></u>	<u><b>P 40,415,281</b></u>
Total liabilities	<u><b>P 91,308,002</b></u>	<u><b>P 123,280,772</b></u>	<u><b>P 214,588,774</b></u>	<u><b>(P 7,660,242)</b></u>	<u><b>P 206,928,532</b></u>
<b>2013</b>					
<b>SEGMENT RESULTS</b>					
Revenues	P 2,014	P 1,637,025	P 1,639,039	P -	P 1,639,039
Expenses	<u>11,255,565</u>	<u>8,070,267</u>	<u>19,325,832</u>	<u>-</u>	<u>19,325,832</u>
Loss before tax	11,253,551	6,433,242	17,686,793	-	17,686,793
Tax expense	<u>403</u>	<u>25,583</u>	<u>25,986</u>	<u>-</u>	<u>25,986</u>
Net loss	<u><b>P 11,253,954</b></u>	<u><b>P 6,458,825</b></u>	<u><b>P 17,712,779</b></u>	<u><b>P -</b></u>	<u><b>P 17,712,779</b></u>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Total assets	<u><b>P 4,656,269</b></u>	<u><b>P 41,131,215</b></u>	<u><b>P 45,787,484</b></u>	<u><b>(P 1,660,242)</b></u>	<u><b>P 44,127,242</b></u>
Total liabilities	<u><b>P 84,641,480</b></u>	<u><b>P 124,158,246</b></u>	<u><b>P 208,799,726</b></u>	<u><b>(P 7,660,242)</b></u>	<u><b>P 201,139,484</b></u>

	<u>Investment Banking</u>	<u>Investment Holding</u>	<u>Total</u>	<u>Elimination</u>	<u>Consolidated</u>
<b>2012</b>					
<b>SEGMENT RESULTS</b>					
Revenues	P 643,981	P 987,784	P 1,631,765	P -	P 1,631,765
Expenses	<u>10,451,664</u>	<u>7,253,378</u>	<u>17,705,042</u>	<u>(1,870,040)</u>	<u>15,835,002</u>
Loss before tax	9,807,683	6,265,594	16,073,277	( 1,870,040)	14,203,237
Tax expense	<u>14,476</u>	<u>36,846</u>	<u>51,322</u>	<u>-</u>	<u>51,322</u>
Net loss	<u>P 9,822,159</u>	<u>P 6,302,440</u>	<u>P 16,124,599</u>	<u>(P 1,870,040)</u>	<u>P 14,254,559</u>
<b>SEGMENT ASSETS AND LIABILITIES</b>					
Total assets	<u>P 7,783,205</u>	<u>P 47,657,626</u>	<u>P 55,440,831</u>	<u>(P 2,660,242)</u>	<u>P 52,780,589</u>
Total liabilities	<u>P 77,132,893</u>	<u>P 123,725,697</u>	<u>P 200,858,590</u>	<u>(P 8,660,242)</u>	<u>P 192,198,348</u>

Currently, the Group's operation is concentrated in the Philippines; hence, it has no geographical segment.

## 5. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to a variety of financial risks in relation to financial instruments. The Group's financial assets and financial liabilities by category are summarized in Note 19. The Group's risk management is coordinated with the BOD, and focuses on actively securing the Group's short to medium-term cash flows by minimizing the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below and in the succeeding pages.

### 5.1 *Market Risk*

The Company is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risk which result from both its operating, investing and financing activities.

#### (a) *Foreign Currency Risk*

Most of the Group's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates mainly arise from the Group's cash and cash equivalents and advances to and from related parties, which are primarily denominated United States (U.S.) dollars and Hong Kong (HK) dollars.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

As at December 31, 2014, the short-term exposure on foreign currency denominated financial assets, translated into Philippine pesos at the closing rate, follows:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>U.S. Dollar</u>	<u>HK Dollar</u>	<u>U.S. Dollar</u>	<u>HK Dollar</u>
Financial assets	P 49,548	P -	P 49,548	P -
Financial liabilities	-	(1,294,435)	-	-
Short-term exposure	<b><u>P 49,548</u></b>	<b><u>(P 1,294,435)</u></b>	<b><u>P 49,548</u></b>	<b><u>P -</u></b>

As at December 31, 2013, the short-term exposure on foreign currency denominated financial assets, translated into Philippine pesos at the closing rate, follows:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>U.S. Dollar</u>	<u>HK Dollar</u>	<u>U.S. Dollar</u>	<u>HK Dollar</u>
Financial assets	P 54,244	P -	P 54,244	P -
Financial liabilities	-	(1,289,526)	-	-
Short-term exposure	<b><u>P 54,244</u></b>	<b><u>(P 1,289,526)</u></b>	<b><u>P 54,244</u></b>	<b><u>P -</u></b>

The following table illustrates the sensitivity of loss before tax with respect to reasonably possible change in foreign currency exchange rates of 27.88% in 2014 and 23.40% in 2013 for U.S. dollars against the Philippine pesos, and 27.08% in 2014 and 23.71% in 2013 for HK dollars against the Philippine pesos. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months at a 99% confidence level.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
PHP – U.S. dollars	<b>P 13,814</b>	P 12,693	<b>P 13,814</b>	P 12,693
PHP – HK dollars	<b>(350,534)</b>	(305,747)	-	-
	<b><u>(P 336,720)</u></b>	<b><u>P 293,054</u></b>	<b><u>P 13,814</u></b>	<b><u>P 12,693</u></b>

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's currency risk.

(b) *Interest Rate Risk*

The Group monitors interest rate movements and makes adjustments on its financial assets and financial liabilities as may be deemed necessary. At December 31, 2014 and 2013, the Group is exposed to changes in market interest rates through its cash and cash equivalents which are subject to variable interest rates (see Note 7). All other financial assets and financial liabilities are noninterest-bearing.

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 0.60% and +/- 1.24% for the year ended December 31, 2014 for savings deposits and short-term placements, respectively, and +/- 1.82% and +/- 1.05% for the year ended December 31, 2013 for savings deposits and short-term placements, respectively. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate, and the financial instruments held at the end of each reporting period that are sensitive to changes in interest rates. All other variables are held constant.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Loss before tax	P 63,305	P 124,981	P 62,455	P 103,279
Capital deficiency	59,737	99,985	52,935	82,623

## 5.2 Credit Risk

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments from granting receivables to customers including related parties and placing deposits with banks.

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

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

		<u>Consolidated</u>		<u>Parent Company</u>	
	<u>Notes</u>	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Cash and cash equivalents	7	P 5,221,902	P 9,077,971	P 5,072,184	P 7,877,546
Receivables - net	9	529,323	433,458	464,975	365,413
Due from related parties	14	2,892,194	2,831,759	2,000	2,000
Security deposits	11	185,456	181,456	-	-
		<u>P 8,828,875</u>	<u>P 12,524,644</u>	<u>P 5,539,159</u>	<u>P 8,244,959</u>

None of the Group's financial assets are secured by collateral or other credit enhancements.

### (a) Cash and Cash Equivalents

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings. Included in the cash and cash equivalents are cash in banks and short-term placements which are insured by the Philippine Deposit Insurance Corporation (PDIC) up to a maximum coverage of P500,000 for every depositor per banking institution.

(b) *Trade and Other Receivables*

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates, management consider the credit quality of trade receivables that are not past due or impaired to be good.

The Group's management considers that all the above financial assets that are not impaired for the end of each of the reporting periods are of good credit quality. Also, there are no unimpaired financial assets that are past due as at December 31, 2014 and 2013.

**5.3 Liquidity Risk**

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

As at December 31, the Group's financial liabilities have contractual maturities of within one year as presented below.

	Notes	<u>Consolidated</u>		<u>Parent Company</u>	
		<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Due to related parties	14	<b>P 201,701,845</b>	P195,201,845	<b>P120,750,527</b>	P120,750,527
Accounts payable and accrued expenses (excluding tax-related liabilities)	12	<u>2,162,807</u>	<u>2,027,601</u>	<u>357,738</u>	<u>268,501</u>
		<b><u>P 203,864,652</u></b>	<u>P 197,229,446</u>	<b><u>P 121,108,265</u></b>	<u>P 121,019,028</u>

Due to the Group's financial condition, related parties have not required immediate payment of the amounts due to them to enable the Group to conduct normal business operations.

**6. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES**

**6.1 Capital Management Objectives, Policies and Procedures**

The Group's capital management objectives are to ensure that the Group continue as a going concern. With the current financial condition of the Group, the management is working closely with the BOD for the recapitalization of the Group which it will then be able to use in its future investing activities (see Note 1.2).

Relevant information is shown below.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Total liabilities	<b>P 206,928,532</b>	P 201,139,484	<b>P 123,280,772</b>	P 124,158,245
Capital deficiency	<b>166,513,251</b>	157,012,242	<b>86,467,463</b>	84,644,536

As at December 31, 2014 and 2013, the Group is not subject to any externally imposed capital requirements.

## ***6.2 Track Record of Registration of Securities***

The Parent Company has a total authorized capital stock of P700,000,000 divided into 700,000,000 common shares with a P1 par value which are issued and outstanding as at December 31, 2014 and 2013.

On November 18, 1975, the SEC approved the listing at the PSE of the Parent Company's shares totalling 700,000,000. As at December 31, 2014, there are 682 holders of the listed shares equivalent to 100% of the Parent Company's total outstanding shares. Such listed shares closed at P0.42 per share as at December 31, 2014. The Parent Company has no other securities being offered for trading in any stock exchange. It did not list any other securities since its first listing of its securities.

## **7. CASH AND CASH EQUIVALENTS**

This account consists of:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Cash on hand	<b>P 8,000</b>	P 8,000	<b>P -</b>	P -
Cash in banks	<b>210,485</b>	3,473,051	<b>68,767</b>	2,280,626
Short-term placements	<b>5,003,417</b>	5,596,920	<b>5,003,417</b>	5,596,920
	<b><u>P 5,221,902</u></b>	<u>P 9,077,971</u>	<b><u>P 5,072,184</u></b>	<u>P 7,877,546</u>

Cash in banks generally earn interest based on daily bank deposit rates. Short-term placements are made for varying periods between 15 to 90 days and earn annual effective interest ranging from 1.02% to 1.12% in 2014, 1.12% in 2013, and ranging from 3.00% to 4.00% in 2012.

## 8. AVAILABLE-FOR-SALE FINANCIAL ASSETS

AFS financial assets consisting of shares of stock are summarized below.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Not quoted	<b>P 76,292,533</b>	P 76,292,533	<b>P 76,268,750</b>	P 76,268,750
Quoted	<u>967</u>	<u>967</u>	<u>-</u>	<u>-</u>
	<b>76,293,500</b>	76,293,500	<b>76,268,750</b>	76,268,750
Allowance for impairment	<u>( 45,000,000)</u>	<u>( 45,000,000)</u>	<u>( 45,000,000)</u>	<u>( 45,000,000)</u>
	<b><u>P 31,293,500</u></b>	<u>P 31,293,500</u>	<b><u>P 31,268,750</u></b>	<u>P 31,268,750</u>

The fair values of quoted AFS financial assets have been determined directly by reference to published prices in active markets, i.e., the PSE.

The investment in unquoted AFS financial assets of the Group as at December 31, 2014 and 2013 pertains to the Parent Company's investment in Manila Exposition Complex, Inc. (MEC) representing 18.18% ownership interests (P31,268,750) and investment in I-Mart Corporation representing 10% ownership interests (P45,000,000). The Group provided a 100% allowance for impairment losses on its investment in I-Mart Corporation as a result of the latter's cessation of business.

The Parent Company received cash dividends amounting to P3,000,000, P1,500,000 and P750,000 in 2014, 2013 and 2012, respectively, from its investment in MEC. Management believes that its investments in MEC is not impaired as of December 31, 2014 and 2013.

## 9. RECEIVABLES

This account consists of the following:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Accounts receivable	<b>P 40,313,000</b>	P 40,327,450	<b>P 40,313,000</b>	P 40,313,000
Advances to employees	<b>85,992</b>	98,782	<b>22,344</b>	45,187
Interest receivable	<b>3,077</b>	-	<b>3,077</b>	-
Other receivables	<u><b>440,254</b></u>	<u>320,226</u>	<u><b>439,554</b></u>	<u>320,226</u>
	<b>40,842,323</b>	40,746,458	<b>40,777,975</b>	40,678,413
Allowance for impairment	<u>( 40,313,000)</u>	<u>( 40,313,000)</u>	<u>( 40,313,000)</u>	<u>( 40,313,000)</u>
	<b><u>P 529,323</u></b>	<u>P 433,458</u>	<b><u>P 464,975</u></b>	<u>P 365,413</u>

All of the receivables have been reviewed for indications of impairment. Certain receivables were found to be impaired; hence, adequate amounts of allowance for impairment have been recognized.

## 10. INVESTMENTS IN A SUBSIDIARY AND AN ASSOCIATE

This account consists of the following:

	% Interest Held	<u>Consolidated</u>		<u>Parent Company</u>	
		<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Associate					
EIB	10.31%	<b>P 860,659,849</b>	P 860,659,849	<b>P -</b>	P -
	2.45%	-	-	<b>478,380,834</b>	478,380,834
Subsidiary					
MAIC	64.54%	-	-	<b>199,995,929</b>	199,995,929
		<b>860,659,849</b>	860,659,849	<b>678,376,763</b>	678,376,763
Allowance for impairment		<b>( 860,659,849)</b>	( 860,659,849)	<b>( 678,376,763)</b>	( 678,376,763)
		<b>P -</b>	P -	<b>P -</b>	P -

The place of incorporation which is similar with the place of operation of the Parent Company's subsidiary and associate are as follows:

- (a) EIB – 36<sup>th</sup> Floor, Export Bank Plaza, Don Chino Roces Avenue, corner Sen. Gil Puyat Avenue, Makati City
- (b) MAIC – 31<sup>st</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City

### **10.1 Investment in a Subsidiary**

As at December 31, 2011, MAIC reported deficit of P361,700,895 and capital deficiency of P59,389,933. Consequently, the Parent Company fully impaired the carrying value of the investment in MAIC.

### **10.2 Investment in an Associate**

EIB is considered an associate because the Parent Company has significant influence over EIB as certain members of the Parent Company's BOD are also members of the BOD of EIB.

On April 26, 2012, the Monetary Board of the Bangko Sentral ng Pilipinas (BSP) placed EIB under receivership pursuant to Section 30 of Republic Act 7653, otherwise known as the *The New Central Bank Act*. PDIC was designated as Receiver of EIB and took over EIB on April 27, 2012. Prior to the receivership order of the BSP, EIB had been incurring losses and was in negotiations to sell its assets (with assumption by the buyer of its liabilities). These negotiations did not push through and in 2011, the Group provided full allowance for impairment on the investment.

## 11. OTHER ASSETS

This account consists of the following:

	Notes	Consolidated		Parent Company	
		2014	2013	2014	2013
Goodwill		<b>P 4,814,856</b>	P 4,814,856	<b>P -</b>	P -
Creditable withholding tax		<b>3,104,911</b>	3,104,911	-	-
Input taxes – net	22.1(b)	<b>1,146,502</b>	1,012,996	<b>1,146,502</b>	1,012,996
Advance rentals	14.2, 18.1	<b>203,231</b>	203,231	-	-
Security deposits	14.2, 18.1	<b>185,456</b>	181,456	-	-
Prepaid expenses		<b>5,400</b>	-	<b>5,400</b>	-
Miscellaneous		<b>84,275</b>	105,867	-	-
		<b>9,544,631</b>	9,423,317	<b>1,151,902</b>	1,012,996
Allowance for impairment		<b>( 9,066,269)</b>	( 8,932,763)	<b>( 1,146,502)</b>	( 1,012,996)
		<b>P 478,362</b>	P 490,554	<b>P 5,400</b>	P -

Goodwill represents the excess of the cost of acquisition over the fair value of the net assets of MAIC at the date of acquisition. In relation to the management's decision to fully impair the Parent's Company investment in MAIC, the Group also recognized full valuation allowance on its goodwill [see also Notes 3.2(d) and 10].

The Group recognized impairment losses on its creditable withholding tax and input VAT since management believes that the Group will not be able to offset such against any future tax liabilities. The amounts of impairment losses amounting to P0.1 million and P4.1 million in 2014 and 2013, respectively, are presented as Impairment losses in the statements of comprehensive income.

## 12. ACCOUNTS PAYABLE AND ACCRUED EXPENSES

This account consists of the following:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Accounts payable	<b>P 1,580,900</b>	P 1,559,265	<b>P -</b>	P -
Accrued expenses	<b>581,907</b>	468,336	<b>357,738</b>	268,501
Withholding tax payable	<b>198,258</b>	106,976	<b>119,644</b>	34,311
Other payable	<b>100</b>	-	<b>100</b>	-
	<b>P 2,361,165</b>	P 2,134,577	<b>P 477,482</b>	P 302,812

Accounts payable include unpaid salaries of the Group's director as of the end of the reporting dates.

Accrued expenses include unpaid professional fees as of the end of the reporting dates.

### 13. OTHER EXPENSES

This account consists of:

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Utilities	P 437,443	P 373,845	P 375,489	P -	P -	P -
Directors' fee	229,000	270,000	225,000	229,000	270,000	225,000
Office supplies	115,760	110,645	145,880	19,777	3,300	32,499
Insurance	103,809	88,482	99,117	56,216	43,154	26,483
Repairs and maintenance	53,591	51,710	42,693	53,591	33,482	13,552
Training and Seminar	40,800	-	-	40,800	-	-
Machine rental	28,000	-	-	-	-	-
Bank charges	50	150	204	-	-	-
Donations and contributions	-	7,200	5,000	-	-	-
Depreciation	-	-	103,893	-	-	45,893
Loss on sale of AFS	-	-	574,166	-	-	-
Miscellaneous	110,988	106,359	83,849	65,763	68,979	54,359
	<b>P 1,119,441</b>	<b>P 1,008,391</b>	<b>P 1,655,291</b>	<b>P 465,147</b>	<b>P 418,915</b>	<b>P 397,786</b>

### 14. RELATED PARTY TRANSACTIONS

The Group's related parties include its ultimate parent company, stockholders, subsidiaries, associate, other entities through common ownership and/or with interlocking directors, its retirement fund and key management personnel as described below.

#### 14.1 Summary of Related Party Transactions

A summary of the Group's related party transactions as of December 31, 2014 and 2013 are as follows:

	Note	Amounts of Transactions			Outstanding Balances	
		2014	2013	2012	2014	2013
<b>Parent of major stockholder –</b>						
Cash advances obtained - net	14.4	P -	(P 1,000)	(P 1,000)	P 64,243,546	P 64,243,546
<b>Related parties under common ownership and with interlocking directors and officers:</b>						
Lease of office space	14.2	1,531,384	1,531,384	1,531,384	-	-
Cash advances granted - net	14.3	60,435	229,902	162,487	2,892,194	2,831,759
Cash advances obtained - net	14.4	6,500,000	10,169,742	239,031	137,458,299	130,958,299
<b>Key management personnel –</b>						
Salaries and other benefits	14.5	5,323,160	6,117,862	6,188,117	-	-

A summary of the Parent Company's related party transactions as of December 31, 2014 and 2013 are as follows:

	Note	Amounts of Transactions			Outstanding Balances	
		2014	2013	2012	2014	2013
<b>Parent of major stockholder –</b>						
Cash advances obtained - net	14.4	P -	P -	(P 117,600,527)	P -	P -
<b>Subsidiary –</b>						
Cash advances granted	14.3	-	( 1,000,000)	1,000,000	2,000	2,000
<b>Related parties under common ownership and with interlocking directors and officers:</b>						
Lease of office space	14.2	312,000	312,000	312,000	-	-
Cash advances obtained - net	14.4	-	( 37,282)	114,285,284	120,750,527	120,750,527
<b>Key management personnel –</b>						
Salaries and other benefits	14.5	2,385,000	3,620,000	3,620,000	-	-

### 14.2 Lease of Office Space

The Group leases its office space from Capital Place International Limited – Philippine Branch (CPIL), a related party under common ownership of Lippo Group in Hong Kong, for a period of one year, renewable upon mutual agreement of the parties. Total rent charged to operations amounted to P1,531,384 for the Group and P312,000 for the Parent Company in each of the years presented. These are presented as Occupancy in the statements of comprehensive income. The Group does not have any outstanding liabilities arising from these transactions as at December 31, 2014 and 2013. Security deposits and advance rentals, which shall be applied against the last two months of the lease term, totalling P384,687 as at December 31, 2014 and 2013 are included as part of Security deposits under Other Assets in the statements of financial position (see Note 11).

### 14.3 Due from Related Parties

The Group and the Parent Company grant advances to related parties for working capital requirements and other purposes. The advances are noninterest-bearing, unsecured and repayable in cash within 12 months from the end of the reporting period, and presented as Due from Related Parties in the statements of financial position.

This account consists of the following as of December 31:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Lead Bancfund Corp.	P 549,071	P 524,675	P -	P -
Apex Bancrights Corp.	547,920	523,525	-	-
Solid Payback Holdings, Inc. (SPHI)	505,835	497,474	-	-
Bountiful Bancresources Holdings, Inc. (BBHI)	482,884	474,524	-	-
Cardinal Bancresources, Inc.	361,754	353,394	-	-
Goldwin Bancshares, Inc.	361,572	353,212	-	-
CTC Entrepreneurs Corp.	82,158	66,087	1,000	1,000
Lippo Securities, Inc. (LSI)	-	37,868	-	-
Keytrend Technologies Phils., Inc. (KTPI)	1,000	1,000	1,000	1,000
	<u>P 2,892,194</u>	<u>P 2,831,759</u>	<u>P 2,000</u>	<u>P 2,000</u>

These entities are related parties of the Group by virtue of having interlocking directors and common executive officers. There was no impairment loss recognized with respect to amounts due from related parties based on management's assessment.

The movements in this account follow:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Balance at beginning of year	P 2,831,759	P 2,601,857	P 2,000	P 1,002,000
Additions	98,303	474,453	-	-
Repayments	( 37,868)	( 244,551)	-	( 1,000,000)
Balance at end of year	<u>P 2,892,194</u>	<u>P 2,831,759</u>	<u>P 2,000</u>	<u>P 2,000</u>

#### 14.4 Due to Related Parties

Due to related parties pertain to noninterest-bearing, unsecured cash advances from related parties for working capital requirements and other purposes. The advances are generally payable in cash upon demand.

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

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Lippo China Resources Ltd. (LCR)	<b>P 64,243,546</b>	P 64,243,546	<b>P -</b>	P -
CAL	<b>57,831,127</b>	57,831,127	<b>57,831,127</b>	57,831,127
Classic Tycoon Investment, Ltd. (CTIL)	<b>29,884,700</b>	29,884,700	<b>29,884,700</b>	29,884,700
Fair Navigator, Ltd. (FNL)	<b>29,884,700</b>	29,884,700	<b>29,884,700</b>	29,884,700
CPIL	<b>16,500,000</b>	10,000,000	-	-
LSI	<b>3,150,000</b>	3,150,000	<b>3,150,000</b>	3,150,000
KTPI	<b>207,772</b>	207,772	-	-
	<b><u>P 201,701,845</u></b>	<u>P 195,201,845</u>	<b><u>P 120,750,527</u></b>	<u>P 120,750,527</u>

In 2012, LCR assigned its receivable from the Parent Company totalling P117,600,526 to CTIL, FNL and CAL. CTIL and FNL are both related parties under common ownership; while CAL is the Parent Company's stockholder.

The movements in this account follow:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Balance at beginning of year	<b>P 195,201,845</b>	P 185,033,103	<b>P 120,750,527</b>	P 120,787,809
Additions	<b>6,500,000</b>	10,207,772	-	-
Repayments	-	(39,030)	-	(37,282)
Balance at end of year	<b><u>P 201,701,845</u></b>	<u>P 195,201,845</u>	<b><u>P 120,750,527</u></b>	<u>P 120,750,527</u>

#### 14.5 Key Management Personnel Compensation

The compensation and benefits provided to key management personnel, which generally consist of short-term employee benefits, amounted to P5,323,160 in 2014, P6,117,862 in 2013, and P6,188,117 in 2012 for the Group and P2,385,000 in 2014, and P3,620,000 in both 2013 and 2012 for the Parent Company. These are presented as part of Employee Benefits in the statements of comprehensive income. The Group does not have any outstanding liabilities arising from these transactions as at December 31, 2014 and 2013.

#### 14.6 Transactions with the Retirement Fund

The retirement fund for the defined benefit post-employment plan is administered and managed by a trustee bank. The fair value and the composition of the plan assets as of December 31, 2014 and 2013 are presented in Note 15.2.

The retirement fund neither provides any guarantee or surety for any obligation of the Parent Company nor its investments covered by any restrictions or liens.

The details of the contributions of the Parent Company and benefits paid out by the plan are presented in Note 15.2.

## 15. EMPLOYEE BENEFITS

### 15.1 Employee Benefits Expense

Details of salaries and employee benefits are presented below.

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Short-term employee benefits	P 6,914,795	P 7,753,190	P 7,548,171	P 2,877,027	P 3,890,759	P 3,878,280
Post-employment defined benefit	418,348	358,334	302,313	308,914	264,824	156,621
	<u>P 7,333,143</u>	<u>P 8,111,524</u>	<u>P 7,850,484</u>	<u>P 3,185,941</u>	<u>P 4,155,583</u>	<u>P 4,034,901</u>

### 15.2 Post-employment Defined Benefit

#### (a) Characteristics of the Defined Benefit Plan

The Group maintains a partially-funded, tax-qualified, non-contributory post-employment benefit plan that is being administered by a trustee bank that is legally separated from the Group. The trustee bank managed the fund in coordination with the Group's Management Committee who acts in the best interest of the plan assets and is responsible for setting the investment policies. The post-employment plan covers all regular full-time employees.

The normal retirement age is 60. The plan also provides for an early retirement at age 50 with a minimum of 10 years of credited service and voluntary separation with a minimum of 5 years of credited service, both subject to the approval of the Group's BOD. Normal retirement benefit is an amount equivalent to 100% of the final monthly salary for every year of credited service.

#### (b) Explanation of Amounts Presented in the Financial Statements

Actuarial valuations are made annually to update the retirement benefit costs and the amount of contributions. All amounts presented below are based on the actuarial valuation report obtained from an independent actuary in 2014 and 2013.

The amounts of post-employment benefit obligation recognized in the statements of financial position are determined as follows:

	Consolidated		Parent Company	
	2014	2013	2014	2013
Present value of obligation	P 4,095,419	P 5,940,309	P 2,403,631	P 4,293,379
Fair value of plan assets	( 1,229,897)	( 2,137,247)	( 350,868)	( 1,188,473)
	<u>P 2,865,522</u>	<u>P 3,803,062</u>	<u>P 2,052,763</u>	<u>P 3,104,906</u>

The movements in the present value of the post-employment benefit obligation recognized in the books follow:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Balance at beginning of year	<b>P 5,940,309</b>	P 7,307,282	<b>P 4,293,379</b>	P 3,326,719
Current service cost	<b>418,348</b>	358,334	<b>308,914</b>	264,824
Interest cost	<b>297,016</b>	431,860	<b>214,669</b>	196,609
Remeasurements:				
Actuarial losses (gains) arising from:				
Changes in financial assumptions	( <b>649,366</b> )	971,611	( <b>385,954</b> )	693,402
Experience adjustments	( <b>317,375</b> )	( 352,831)	( <b>649,864</b> )	( 140,983)
Changes in demographic assumptions	-	( 58,947)	-	( 47,192)
Benefits paid	( <b>1,593,513</b> )	( 2,717,000)	( <b>1,377,513</b> )	-
Balance at end of year	<b><u>P 4,095,419</u></b>	<u>P 5,940,309</u>	<b><u>P 2,403,631</u></b>	<u>P 4,293,379</u>

The movements in the fair value of plan assets are presented below.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Balance at beginning of year	<b>P 2,137,247</b>	P 2,283,593	<b>P 1,188,473</b>	P 837,667
Interest income	<b>106,863</b>	134,960	<b>59,424</b>	49,506
Return on plan assets (excluding amounts included in net interest)	( <b>134,859</b> )	678,129	( <b>83,675</b> )	5,092
Contributions to the plan	<b>714,159</b>	1,757,565	<b>564,159</b>	296,208
Benefits paid	( <b>1,593,513</b> )	( 2,717,000)	( <b>1,377,513</b> )	-
Balance at end of year	<b><u>P 1,229,897</u></b>	<u>P 2,137,247</u>	<b><u>P 350,868</u></b>	<u>P 1,188,473</u>

The composition of the fair value of plan assets at the end of the reporting period by category and risk characteristics is shown below.

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Cash and cash equivalents	<b>P 402,910</b>	P 841,900	<b>P 272,692</b>	P 701,594
Debt securities				
Philippine government bonds	<b>203,342</b>	494,283	<b>28,097</b>	285,966
Corporate bonds	<b>621,556</b>	800,000	<b>49,766</b>	200,000
Interest receivable	<b>3,487</b>	5,443	<b>679</b>	2,406
Accrued trust fees payable	( <b>1,398</b> )	( 4,379)	( <b>366</b> )	( 1,493)
Balance at end of year	<b><u>P 1,229,897</u></b>	<u>P 2,137,247</u>	<b><u>P 350,868</u></b>	<u>P 1,188,473</u>

The fair values of the above debt securities are determined based on quoted market prices in active markets (classified as Level 1 of the fair value hierarchy).

The Group's plan assets incurred a negative return of P27,996 in 2014 and earned a return of P813,089 in 2013. The Parent Company's plan assets incurred a negative return of P24,251 in 2014 and earned a return of P54,598 in 2013.

Plan assets do not comprise any of the Group's own financial instruments or any of its assets occupied and/or used in its operations.

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

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
<i>Reported in profit or loss:</i>						
Current service cost	P 418,348	P 358,334	P 302,313	P 308,914	P 264,824	P 156,621
Net interest expense	190,153	296,900	249,758	155,245	147,103	91,919
	<b>P 608,501</b>	<b>P 655,234</b>	<b>P 552,071</b>	<b>P 464,159</b>	<b>P 411,927</b>	<b>P 248,540</b>
<i>Reported in other comprehensive income:</i>						
Actuarial gains (losses) arising from changes in:						
Financial assumptions	P 649,366	(P 971,611)	(P 1,265,326)	P 385,954	(P 693,402)	(P 486,092)
Experience adjustments	317,375	352,831	36,996	649,864	140,983	(664,098)
Demographic assumptions	-	58,947	-	-	47,192	-
Return on plan assets (excluding amounts included in net interest expense)	(134,859)	678,129	(610,373)	(83,675)	5,092	1,983
	<b>P 831,882</b>	<b>P 118,296</b>	<b>(P 1,838,703)</b>	<b>P 952,143</b>	<b>(P 500,135)</b>	<b>(P 1,148,207)</b>

Current service cost is presented as part of Employee Benefits in the statements of comprehensive income.

Net interest expense is included in Finance Costs account in the statements of comprehensive income.

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

In determining the amounts of the defined benefit post-employment obligation, the following significant actuarial assumptions were used for the Group and the Parent Company's obligation:

	2014	2013	2012
Discount rates	4.87%	5.00%	5.91%
Expected rate of salary increases	4.00%	5.00%	5.00%

Assumptions regarding future mortality experience are based on published statistics and mortality tables. The average remaining working lives of an individual retiring at the age of 60 is 17 for both males and females.

These assumptions were developed by management with the assistance of an independent actuary. Discount factors are determined close to the end of each reporting period by reference to the interest rates of a zero coupon government bonds with terms to maturity approximating to the terms of the post-employment obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Plan*

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

(i) *Investment and Interest Risks*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of a reference government bonds will increase the plan obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has relatively balanced investment in cash and cash equivalents, government securities and debt securities. Due to the long-term nature of the plan obligation, a level of continuing equity investments is an appropriate element of the Group's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

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

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions, the Group's asset-liability matching strategy, and the timing and uncertainty of future cash flows related to the retirement plan are described below.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the defined benefit obligation as of December 31, 2014 and 2013:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
<b>2014</b>			
Discount rate	100 basis points (P	369,830) P	448,948
Salary increase rate	100 basis points	448,302 (	376,445)
<b>2013</b>			
Discount rate	100 basis points (P	883,574) P	883,574
Salary increase rate	100 basis points	874,286 (	874,286)

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

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Group ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in long-term fixed interest securities (i.e., government or other debt securities) with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

In view of this, investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets.

A large portion of the plan assets as of December 31, 2014 and 2013 consists of government and other debt securities, although the Group also invests in cash and cash equivalents.

There has been no change in the Group's strategies to manage its risks from previous periods.

(iii) *Funding Arrangements and Expected Contributions*

The plan is currently underfunded by P2,865,522 for the Group and P2,053,763 for the Parent Company based on the latest actuarial valuation. While there are no minimum funding requirement in the country, the size of the underfunding may pose a cash flow risk in about 20 years' time when a significant number of current employees is expected to retire.

The Group and the Parent Company does not expect to make any contribution to the plan for the next reporting period.

The maturity profile of undiscounted expected benefit payments from the plan for the next 20 years as of December 31, 2014 follows:

	<u>Consolidated</u>		<u>Parent Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
Within one year	<b>P 49,374</b>	P 282,557	<b>P 29,391</b>	P 257,135
More than one year but not more than five years	<b>302,769</b>	372,454	<b>166,395</b>	258,380
More than five years but not more than 10 years	<b>485,931</b>	746,808	<b>395,172</b>	638,545
More than 10 years but not more than 15 years	<b>304,289</b>	332,101	<b>178,750</b>	229,991
More than 15 years but not more than 20 years	<b><u>16,855,907</u></b>	<u>16,959,407</u>	<b><u>12,288,886</u></b>	<u>12,484,362</u>
	<b><u>P 17,998,270</u></b>	<u>P 18,693,327</u>	<b><u>P 13,058,594</u></b>	<u>P 13,868,413</u>

## 16. CURRENT AND DEFERRED TAXES

Tax expense reported in profit or loss of the Group amounted to P12,277, P25,986, and P51,322 for the years ended December 31, 2014, 2013 and 2012, respectively. On the other hand, the Parent Company's tax expense reported in profit or loss amounted to P12,159, P25,583, and P36,486 for the years ended December 31, 2014, 2013 and 2012, respectively. These amounts represent final taxes on interest income earned from cash and cash equivalents.

The reconciliation of tax on pretax loss for 2014, 2013 and 2012 computed at the applicable statutory tax rates to tax expense reported in the profit or loss section of the statements of comprehensive income is presented in the below.

	Consolidated			Parent Company		
	2014	2013	2012	2014	2013	2012
Tax on pretax loss at 30%	(P 3,090,754)	(P 5,306,038)	(P 4,260,971)	(P 828,873)	(P 1,917,152)	(P 1,865,787)
Adjustment for income subjected to lower tax rates	( 7,094)	( 15,726)	( 41,007)	( 6,092)	( 15,525)	( 34,489)
Tax effects of:						
Unrecognized deferred tax asset (DTA) on temporary differences	3,790,636	4,490,244	4,152,251	1,648,848	2,256,227	2,026,331
Nondeductible expenses	219,489	1,307,506	426,049	98,276	152,033	135,791
Nontaxable income	( 900,000)	( 450,000)	( 225,000)	( 900,000)	( 450,000)	( 225,000)
Tax expense	<u>P 12,277</u>	<u>P 25,986</u>	<u>P 51,322</u>	<u>P 12,159</u>	<u>P 25,583</u>	<u>P 36,846</u>

The Group did not recognize net deferred tax assets on net operating loss carry over (NOLCO), minimum corporate income tax (MCIT) and other temporary differences since management believes that the related benefits may not be fully utilized considering the current status of operations of the Group. Details of unrecognized net deferred tax assets are as follows:

	Consolidated			
	2014		2013	
	Amount	Tax Effect	Amount	Tax Effect
NOLCO	P 40,244,124	P 12,073,237	P 38,032,914	P 11,409,874
Unamortized past service cost	1,843,410	553,023	1,513,624	454,087
Retirement benefit obligation	2,865,522	859,657	3,803,062	1,140,919
Unrealized foreign currency				
Losses-net	4,706	1,412	267,911	80,373
MCIT	2,445	2,445	2,445	2,445
Unrealized gains on AFS financial assets	556	167	556	167
	<u>P 44,960,763</u>	<u>P 13,489,941</u>	<u>P 43,620,512</u>	<u>P 13,087,865</u>
	Parent Company			
	2014		2013	
	Amount	Tax Effect	Amount	Tax Effect
NOLCO	P 17,651,171	P 5,295,351	P 16,845,754	P 5,053,726
Retirement benefit obligation	2,052,763	615,829	3,104,906	931,472
Unamortized past service cost	434,997	130,499	236,117	70,835
Unrealized foreign currency				
losses (gains) - net	( 203)	( 61)	174,311	52,293
MCIT	30	30	30	30
	<u>P 20,138,758</u>	<u>P 6,041,648</u>	<u>P 20,361,118</u>	<u>P 6,108,356</u>

The breakdown of NOLCO as at December 31, 2014, which can be claimed as deductions from future taxable income within three years from the year the taxable loss was incurred, is shown below.

<b>Consolidated</b>					
<u>Year</u>		<u>Original Amount</u>	<u>Expired Balance</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2014	P	12,631,404	P -	P 12,631,404	2017
2013		14,089,173	-	14,089,173	2016
2012		13,523,547	-	13,523,547	2015
2011		<u>10,420,194</u>	<u>10,420,194</u>	<u>-</u>	2014
		<u>P 50,664,318</u>	<u>P 10,420,194</u>	<u>P 40,244,124</u>	

<b>Parent Company</b>					
<u>Year</u>		<u>Original Amount</u>	<u>Expired Balance</u>	<u>Remaining Balance</u>	<u>Valid Until</u>
2014	P	5,438,289	P -	P 5,438,289	2017
2013		6,217,185	-	6,217,185	2016
2012		5,995,697	-	5,995,697	2015
2011		<u>4,632,872</u>	<u>4,632,872</u>	<u>-</u>	2014
		<u>P 22,284,043</u>	<u>P 4,632,872</u>	<u>P 17,651,171</u>	

The Group is subject to MCIT which is computed at 2% of gross income, as defined under the tax regulations, or RCIT whichever is higher. No MCIT and RCIT was reported since the Group does not have taxable revenues and other income for the years ended December 31, 2014, 2013 and 2012.

As at December 31, 2014, MCIT which can be applied against future RCIT within three years from the year MCIT was incurred in 2011 amounts, to P2,445 and P30 for the Group and the Parent Company, respectively.

In 2014, 2013 and 2012, each entity in the Group opted to claim itemized deductions in computing for its income tax due.

## 17. BASIC AND DILUTED LOSS PER SHARE

Basic and diluted loss per share for the years ended December 31, 2014, 2013 and 2012 is computed as follows:

	<b>Consolidated</b>						<b>Parent Company</b>				
	<u>2014</u>		<u>2013</u>		<u>2012</u>		<u>2014</u>		<u>2013</u>	<u>2012</u>	
Net loss attributable to the shareholders of Parent Company	<b>P 7,687,654</b>	P	13,758,937	P	11,418,638	P	<b>2,775,070</b>	P	6,416,089	P	6,256,135
Divided by the weighted average number of outstanding shares	<u><b>700,000,000</b></u>		<u>700,000,000</u>		<u>700,000,000</u>		<u><b>700,000,000</b></u>		<u>700,000,000</u>		<u>700,000,000</u>
Basic and diluted loss per share	<u><b>P 0.01</b></u>	P	<u>0.02</u>	P	<u>0.02</u>	P	<u><b>0.00</b></u>	P	<u>0.01</u>	P	<u>0.01</u>

The Group has no dilutive potential common shares as at December 31, 2014, 2013 and 2012.

## 18. COMMITMENTS AND CONTINGENCIES

### 18.1 Operating Lease Commitments

The Group is a lessee under a non-cancellable lease agreement covering certain office space. The lease is for a period of two years which may be renewed for another two years. Future minimum lease payments of the Group and of the Parent Company as of December 31, 2014 amount to P1,984,376 and P442,000, respectively, and P638,077 and P130,000, respectively, as of December 31, 2013.

In addition, the lease provides for payment of advance rental equivalent to two months' rent, inclusive of VAT, of P203,231, and security deposit of P181,456. These are presented as part of Other Assets in the statements of financial position (see Note 11).

Total rent expense from this operating lease in 2014, 2013 and 2012 amounted to P1,531,384 and P312,000 for the Group and the Parent Company, respectively. This is shown as Occupancy in the statements of comprehensive income.

### 18.2 Others

There are other commitments and contingencies that arise in the normal course of the Group's operations which are not reflected in the financial statements. As at December 31, 2014, management is of the opinion that losses, if any, that may arise from these commitments and contingencies will not have a material effect on the Group's financial statements.

## 19. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

### 19.1 Carrying Amounts and Fair Values by Category

The carrying amounts and fair values of the categories of financial assets and financial liabilities presented in the statements of financial position are shown below.

	Notes	Consolidated			
		2014		2013	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial assets</b>					
Loans and receivables:					
Cash and cash equivalents	7	P 5,221,902	P 5,221,902	P 9,077,971	P 9,077,971
Receivables	9	529,323	529,323	433,458	433,458
Due from related parties	14	2,892,194	2,892,194	2,831,759	2,831,759
Security deposits	11	185,456	185,456	181,456	181,456
AFS financial assets	8	<u>31,293,500</u>	<u>31,293,500</u>	<u>31,293,500</u>	<u>31,293,500</u>
		<b>P 40,122,375</b>	<b>P 40,122,375</b>	<b>P 43,818,144</b>	<b>P 43,818,144</b>
<b>Financial liabilities at amortized cost</b>					
Accounts payable and accrued expenses (excluding tax-related liabilities)	12	P 2,162,907	P 2,162,907	P 2,100,876	P 2,100,876
Due to related parties	14	<u>201,701,845</u>	<u>201,701,845</u>	<u>195,201,845</u>	<u>195,201,845</u>
		<b>P 203,864,752</b>	<b>P 203,864,752</b>	<b>P 197,302,721</b>	<b>P 197,302,721</b>

		Parent Company				
		2014		2013		
Notes		Carrying Value	Fair Value	Carrying Value	Fair Value	
<b>Financial assets</b>						
Loans and receivables:						
	Cash and cash equivalents	7	P 5,072,184	P 5,072,184	P 7,877,546	P 7,877,546
	Receivables	9	464,975	464,975	365,413	365,413
	Due from related parties	14	2,000	2,000	2,000	2,000
	AFS financial assets	8	<u>31,268,750</u>	<u>31,268,750</u>	<u>31,268,750</u>	<u>31,268,750</u>
			<u>P 36,807,909</u>	<u>P 36,807,909</u>	<u>P 39,513,709</u>	<u>P 39,513,709</u>
<b>Financial liabilities at amortized cost</b>						
	Accounts payable and accrued expenses (excluding tax-related liabilities)	12	P 357,838	P 357,838	P 268,501	P 268,501
	Due to related parties	14	<u>120,750,527</u>	<u>120,750,527</u>	<u>120,750,527</u>	<u>120,750,527</u>
			<u>P 121,108,365</u>	<u>P 121,108,365</u>	<u>P 121,019,028</u>	<u>P 121,019,028</u>

## 19.2 Offsetting of Financial Assets and Financial Liabilities

The Group has not set-off financial instruments in 2014 and 2013 and does not have relevant offsetting arrangements. Currently, financial assets and financial liabilities are settled on a gross basis; however, each party to the financial instrument (particularly related parties) will have the option to settle all such amounts on a net basis in the event of default of the other party through approval by both parties' BODs and stockholders or upon instruction by its major stockholders. As such, the Group's outstanding receivables from related parties amounting to P2,892,194 and P2,831,759 can be offset with the amount of outstanding liabilities to related parties of P201,701,845 and P195,201,845 and as of December 31, 2014 and 2013, respectively. In the same manner, the Parent Company's outstanding receivables from related parties amounting to P2,000 can be offset with the amount of outstanding liabilities to related parties amounting to P120,750,527 as of December 31, 2014 and 2013 (see Note 14).

## 20. FAIR VALUE MEASUREMENT AND DISCLOSURES

### 20.1 Fair Value Hierarchy

In accordance with PFRS 13, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS, are categorized into three levels based on the significance of inputs used to measure the fair value. The fair value hierarchy has the following levels:

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

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

**20.2 Financial Instruments Measured at Fair Value**

As at the end of the reporting periods, financial assets carried at fair value pertain to AFS financial assets held by the Group representing investment in equity securities of publicly-listed companies in the PSE with quoted fair values of P967 as at December 31, 2014 and 2013, respectively, which are categorized as Level 1 (see Note 8). AFS financial assets held by the Parent Company amounting to P31,268,750 as at December 31, 2014 and 2013 are valued based on the expected cash flows of the underlying net asset because the fair value of these investments cannot be reliably determined either by reference to similar financial instruments or through valuation technique, thus, are categorized under Level 3.

The Parent Company has no financial liabilities measured at fair value as of December 31, 2014 and 2013.

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

The table in the succeeding page summarizes the fair value hierarchy of financial assets and financial liabilities which are not measured at fair value in the 2014 statement of financial position but for which fair value is disclosed.

	<b>Consolidated</b>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Financial assets:</b>				
Cash and cash equivalents	P 5,221,902	P -	P -	P 5,221,902
Receivables	-	-	529,323	529,323
Due from related parties	-	-	2,892,194	2,892,194
Security deposits	-	-	185,456	185,456
	<u><b>P 5,221,902</b></u>	<u><b>P -</b></u>	<u><b>P 3,606,973</b></u>	<u><b>P 8,828,875</b></u>
<b>Financial liabilities:</b>				
Accounts payable and accrued expenses (excluding tax-related liabilities)	P -	P -	P 2,162,907	P 2,162,907
Due to related parties	-	-	201,701,845	201,701,845
	<u><b>P -</b></u>	<u><b>P -</b></u>	<u><b>P203,864,752</b></u>	<u><b>P 203,864,752</b></u>

		Parent Company			
		Level 1	Level 2	Level 3	Total
<b><i>Financial assets:</i></b>					
Cash and cash equivalents	P	5,072,184	-	-	5,072,184
Receivables		-	-	464,975	464,975
Due from related parties		-	-	2,000	2,000
		<b><u>P 5,072,184</u></b>	<b><u>P -</u></b>	<b><u>P 466,975</u></b>	<b><u>P 5,539,159</u></b>
<b><i>Financial liabilities:</i></b>					
Accounts payable and accrued expenses (excluding tax-related liabilities)	P	-	-	268,501	268,501
Due to related parties		-	-	120,750,527	120,750,527
		<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 121,019,028</u></b>	<b><u>P 121,019,028</u></b>

The table below summarizes the fair value hierarchy of financial assets and financial liabilities which are not measured at fair value in the 2013 statement of financial position but for which fair value is disclosed.

		Consolidated			
		Level 1	Level 2	Level 3	Total
<b><i>Financial assets:</i></b>					
Cash and cash equivalents	P	9,077,971	-	-	9,077,971
Receivables		-	-	433,458	433,458
Due from related parties		-	-	2,831,759	2,831,759
Security deposits		-	-	181,456	181,456
		<b><u>P 9,077,971</u></b>	<b><u>P -</u></b>	<b><u>P 3,446,673</u></b>	<b><u>P 12,524,644</u></b>
<b><i>Financial liabilities:</i></b>					
Accounts payable and accrued expenses (excluding tax-related liabilities)	P	-	-	2,027,601	2,027,601
Due to related parties		-	-	195,201,845	195,201,845
		<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>P 197,229,446</u></b>	<b><u>P 197,229,446</u></b>

	Parent Company			
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash and cash equivalents	P 7,877,546	P -	P -	P 7,877,546
Receivables	-	-	365,413	365,413
Due from related parties	-	-	2,000	2,000
	<u>P 7,877,546</u>	<u>P -</u>	<u>P 367,413</u>	<u>P 8,244,959</u>
<i>Financial liabilities:</i>				
Accounts payable and accrued expenses (excluding tax-related liabilities)	P -	P -	P 268,501	P 268,501
Due to related parties	-	-	120,750,527	120,750,527
	<u>P -</u>	<u>P -</u>	<u>P 121,019,028</u>	<u>P 121,019,028</u>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of these financial instruments approximate their fair values due to their short-term duration.

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

## 21. CLASSIFIED STATEMENTS OF FINANCIAL POSITION

Details of assets and liabilities as to current and non-current are presented below:

Notes	Consolidated		Parent Company		
	2014	2013	2014	2013	
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	7	P 5,221,902	P 9,077,971	P 5,072,184	P 7,877,546
Receivables – net	9	529,323	433,458	464,975	365,413
Due from related parties	14	2,892,194	2,831,759	2,000	2,000
Total Current Assets		<u>8,643,419</u>	<u>12,343,188</u>	<u>5,539,159</u>	<u>8,244,959</u>
<b>NON-CURRENT ASSET</b>					
Available-for-sale financial assets	8	31,293,500	31,293,500	31,268,750	31,268,750
Other non-current assets – net	11	478,362	490,554	5,400	-
Total Non-Current Assets		<u>31,771,862</u>	<u>31,784,054</u>	<u>31,274,150</u>	<u>31,268,750</u>
<b>TOTAL ASSETS</b>		<u><b>P 40,415,281</b></u>	<u><b>P 44,127,242</b></u>	<u><b>P 36,813,309</b></u>	<u><b>P 39,513,709</b></u>

	Notes	Consolidated		Parent Company	
		2014	2013	2014	2013
<b>LIABILITIES</b>					
<b>CURRENT LIABILITIES</b>					
Accounts payable and other liabilities	12	P 2,361,165	P 2,134,577	P 477,482	P 302,812
Due to related parties	14	<u>201,701,845</u>	<u>195,201,845</u>	<u>120,750,527</u>	<u>120,750,527</u>
Total Current Liabilities		<b>204,063,010</b>	197,336,422	<b>121,228,009</b>	121,053,339
<b>NON-CURRENT LIABILITIES</b>					
Retirement benefit obligation	15	<u>2,865,522</u>	<u>3,803,062</u>	<u>2,052,763</u>	<u>3,104,906</u>
<b>TOTAL LIABILITIES</b>		<b><u>P 206,928,532</u></b>	<b><u>P 201,139,484</u></b>	<b><u>P 123,280,772</u></b>	<b><u>P 124,158,245</u></b>

**22. SUPPLEMENTARY INFORMATION REQUIRED BY THE BUREAU OF INTERNAL REVENUE (APPLICABLE TO THE PARENT COMPANY ONLY)**

Presented below and in the succeeding pages is the supplementary information which is required by the BIR under its existing revenue regulations to be disclosed as part of the notes to financial statements. This supplementary information by the Parent Company is not a required disclosure under PFRS.

**22.1 Requirements Under Revenue Regulations (RR) No. 15-2010**

The information on taxes, duties and license fees paid or accrued by the Parent Company during the taxable year required under RR No. 15-2010 are as follows:

*(a) Output VAT*

The Parent Company did not declare output VAT for the year ended December 31, 2014 as it did not have any transactions in 2014 which are subject to output VAT.

*(b) Input VAT*

The movements of input VAT in 2014 are summarized below.

Balance at beginning of year	P	1,012,996
Current year's domestic purchases of services lodged under administrative expenses		<u>133,506</u>
Balance at end of year	<b>P</b>	<b><u>1,146,502</u></b>

The balance of input VAT is presented under the Other Assets account in the 2014 statement of financial position (see Note 11).

*(c) Taxes on Importation*

The Parent Company did not import any asset or goods for use in business in 2014.

(d) *Excise Tax*

The Parent Company did not have excise tax in 2014 since it did not have any transactions which are subject to excise tax.

(e) *Documentary Stamp Tax*

The Parent Company did not incur any DST for the year ended December 31, 2014 as it did not execute any documents, instruments, loan agreements or papers evidencing the acceptance, assignment, sale or transfer of an obligation, and any right or property during the year.

(f) *Taxes and Licenses*

Details taxes and licenses of the Parent Company in 2014 are shown below.

Licenses and permit fees	P	15,426
Real Estate Tax		5,500
Barangay Clearance		2,700
Fire Safety Inspection Fee		1,190
Community tax		895
Registration		<u>500</u>
	<b>P</b>	<b><u>26,211</u></b>

(g) *Withholding Taxes*

The total withholding taxes of the Parent Company for the year ended December 31, 2014 are shown below.

Compensation and benefits	P	724,665
Expanded		84,475
Final		<u>11,250</u>
	<b>P</b>	<b><u>820,390</u></b>

(h) *Deficiency Tax Assessments and Tax Cases*

As at December 31, 2014, the Parent Company does not have any final deficiency tax assessments with the BIR or tax cases outstanding or pending in courts or bodies outside of the BIR in any of the open taxable years.

**22.2 Requirements Under RR No. 19-2011**

RR No. 19-2011 requires schedules of taxable revenues and other non-operating income, costs of sales and services, itemized deductions and other significant tax information to be disclosed in the notes to financial statements.

The amounts of taxable revenues and income, and deductible costs and expenses presented below are based on relevant tax regulations issued by the BIR, hence, may not be the same as the amounts reflected in the 2014 statement of comprehensive income.

(a) *Taxable Revenues*

For the year ended December 31, 2014, the Parent Company has no taxable revenues.

(b) *Deductible Costs of Sales and Services*

The Parent Company has no deductible costs of sales and services for the year ended December 31, 2014.

(c) *Taxable Non-operating and Other Income*

The Parent Company has no taxable non-operating and other income for the year ended December 31, 2014.

(d) *Itemized Deductions*

Details itemized deductions under regular tax rate regime for the year ended December 31, 2014 are as follows:

Salaries and employee benefits	P	3,087,061
Professional fees		638,500
Occupancy		312,000
Membership fees and dues		263,050
Transportation		209,985
Finance cost		155,245
Communication		76,169
Insurance		56,216
Repairs and maintenance		53,591
Representation		30,610
Taxes and licenses		26,211
Miscellaneous		<u>529,651</u>
	<b>P</b>	<b><u>5,438,289</u></b>



# Punongbayan & Araullo

An instinct for growth™  
**Report of Independent Auditors  
on Supplementary Schedules  
Filed Separately from the  
Basic Financial Statements**

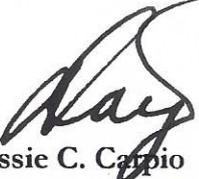
**The Board of Directors and Stockholders  
Medco Holdings, Inc. and Subsidiaries**  
31<sup>st</sup> Floor, Rufino Pacific Tower  
6784 Ayala Avenue, Makati City

19th and 20th Floors, Tower 1  
The Enterprise Center  
6766 Ayala Avenue  
1200 Makati City  
Philippines

T +63 2 988 2288  
F +63 2 886 5506  
www.punongbayan-araullo.com

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Medco Holdings, Inc. and Subsidiaries for the year ended December 31, 2014, on which we have rendered our report dated March 27, 2015. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) are presented for purposes of additional analysis in compliance with the requirements of the Securities Regulation Code Rule 68, and are not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards. Such supplementary information are the responsibility of the management. The supplementary information have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

## PUNONGBAYAN & ARAULLO

  
By: **Jessie C. Carpio**  
Partner

CPA Reg. No. 0057831  
TIN 109-227-789  
PTR No. 4748306, January 5, 2015, Makati City  
SEC Group A Accreditation  
Partner - No. 0011-AR-3 (until Apr. 30, 2015)  
Firm - No. 0002-FR-3 (until Apr. 30, 2015)  
BIR AN 08-002511-6-2011 (until Sept. 21, 2014)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Dec. 31, 2015)

March 27, 2015

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE A - FINANCIAL ASSETS**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

<i>Name of issuing entity and association of each issue (i)</i>	<i>Number of shares or principal amount of bonds or notes</i>	<i>Amount shown on the balance sheet</i>	<i>Valued based on the market quotation at end of reporting period</i>	<i>Income received and accrued</i>
Anglo Philippines Holdings Corp.	504	P 968	P 968	P -
Philippine Central Depository, Inc.	228	22,800	22,800	-
Reynolds, Inc.	847	982	982	-
Manila Exposition Complex, Inc.	300,000	<u>31,268,750</u>	<u>31,268,750</u>	<u>3,000,000</u>
<b>Total Available-for-sale Financial Assets</b>		<b><u>P 31,293,500</u></b>	<b><u>P 31,293,500</u></b>	<b><u>P 3,000,000</u></b>

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE A - FINANCIAL ASSETS**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

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

MEDCO HOLDINGS, INC. AND SUBSIDIARIES  
SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES  
AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)  
DECEMBER 31, 2014  
(Amounts in Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at end of period</i>
			<i>Amounts collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non-current</i>	
<i>Amounts Due from Related Parties:</i>	P 2,831,759	P 98,303	(P 37,868)	P -	P 2,892,194	P -	P 2,892,194
<i>Advances to Officers and Employees:</i> (recorded under the Receivables account)	<u>98,782</u>	<u>10,053</u>	<u>( 22,843 )</u>	<u>-</u>	<u>85,992</u>	<u>-</u>	<u>85,992</u>
<i>Grand Total</i>	<u>P 2,930,541</u>	<u>P 108,356</u>	<u>(P 60,711)</u>	<u>P -</u>	<u>P 2,978,186</u>	<u>P -</u>	<u>P 2,978,186</u>

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES**  
**AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at end of period</i>
			<i>Amounts collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Non-current</i>	

MEDCO HOLDINGS, INC. AND SUBSIDIARIES  
 SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED  
 DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS  
 DECEMBER 31, 2014  
 (Amounts in Philippine Pesos)

<i>Name and designation of debtor</i>	<i>Balance at beginning of period</i>	<i>Additions</i>	<i>Deductions</i>		<i>Ending Balance</i>		<i>Balance at end of period</i>
			<i>Amounts collected</i>	<i>Amounts written off</i>	<i>Current</i>	<i>Not current</i>	
- nothing to report -							

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE D - INTANGIBLE ASSETS - OTHER ASSETS**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

<i>Description</i>	<i>Beginning balance</i>	<i>Additions at cost</i>	<i>Charged to cost and expenses</i>	<i>Charged to other accounts</i>	<i>Other changes additions (deductions)</i>	<i>Ending balance</i>
Advance rentals	P 203,231	P -	P -	P -	P -	P 203,231
Security deposit	181,456	4,000	-	-	-	185,456
Miscellaneous	105,867	-	-	-	( 21,592 )	84,275
	<b><u>P 490,554</u></b>	<b><u>P 4,000</u></b>	<b><u>P -</u></b>	<b><u>P -</u></b>	<b><u>( P 21,592 )</u></b>	<b><u>P 472,962</u></b>

Note: The Group has no intangible assets as of December 31, 2014.

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE E - LONG-TERM DEBT**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

<i>Title of issue and type of obligation</i>	<i>Amount authorized by indenture</i>	<i>Amount shown under caption "Current portion of long-term debt" in related balance sheet</i>	<i>Amount shown under caption "Long-Term Debt" in related balance sheet</i>
--	---------------------------------------	--	---

- nothing to report -

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE F - INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

<i>Name of related party</i>	<i>Balance at beginning of period</i>	<i>Balance at end of period</i>
------------------------------	---------------------------------------	---------------------------------

- nothing to report -

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE G - GUARANTEE OF SECURITIES OF OTHER ISSUERS**  
**DECEMBER 31, 2014**  
*(Amounts in Philippine Pesos)*

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

- nothing to report -

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**SCHEDULE H - CAPITAL STOCK**  
**DECEMBER 31, 2014**

<i>Title of Issue</i>	<i>Number of Shares Authorized</i>	<i>Number of Shares Issued and Outstanding under Related Balance Sheet Caption</i>	<i>Number of Shares Reserved for Options, Warrants, Conversions and Other Rights</i>	<i>Number or Shares Held By</i>		
				<i>Related Parties (Parent, Affiliates)</i>	<i>Directors, Officers and Employees</i>	<i>Others</i>
Common Shares	700,000,000	700,000,000	Not Applicable	322,314,874	51,023	377,634,103

**MEDCO HOLDINGS, INC.**  
**31st Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City**

**Reconciliation of Deficit**  
**For the Year Ended December 31, 2014**

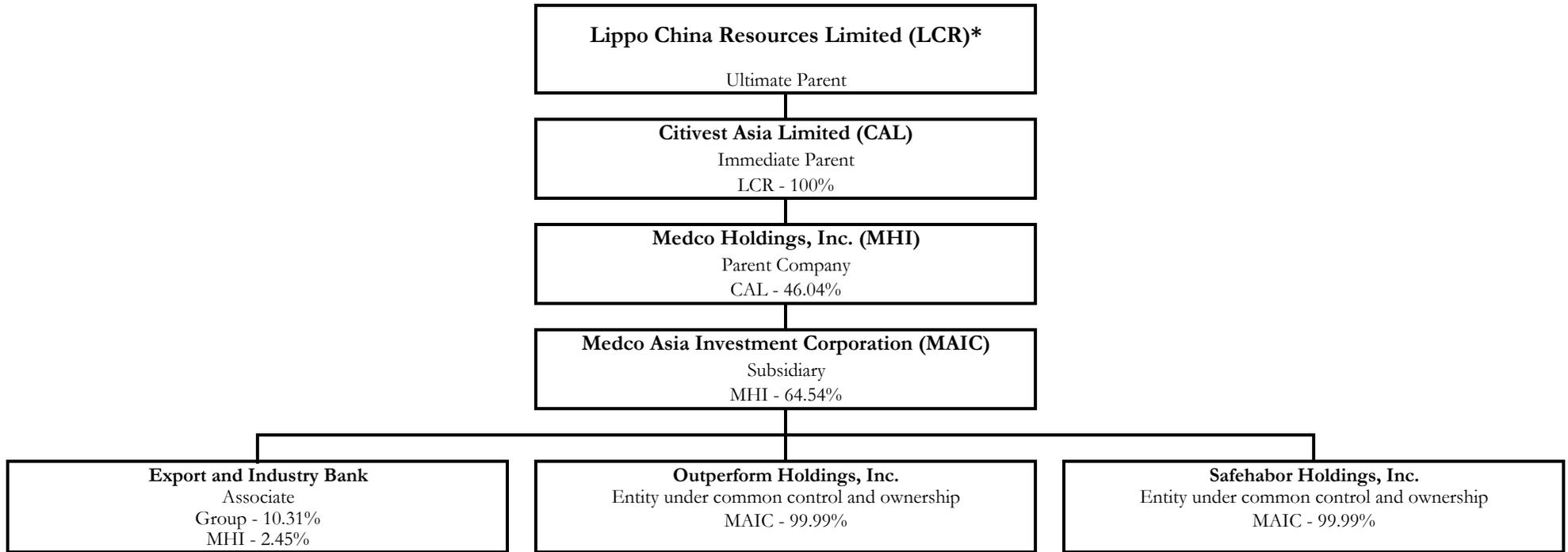
**DEFICIT AT BEGINNING OF YEAR**

As previously stated	( P 807,346,482 )
Effect of prior period adjustment	<u>-</u>
As restated	( 807,346,482 )

**Net Loss during the Year** ( 2,775,070 )

**DEFICIT AT END OF YEAR** ( 810,121,552 )

**MEDCO HOLDINGS, INC. AND SUBSIDIARIES**  
**Map Showing the Relationship Between and Among Related Entities**  
**December 31, 2014**



*\*LCR is a publicly-listed company via Hongkong Stock Exchange*

MEDCO HOLDINGS, INC.

Schedule of Philippine Financial Reporting Standards and Interpretations  
Adopted by the Securities and Exchange Commission and the  
Financial Reporting Standards Council as of December 31, 2014

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Framework for the Preparation and Presentation of Financial Statements		☒		
Conceptual Framework Phase A: Objectives and Qualitative Characteristics		☒		
Practice Statement Management Commentary			☒	
<i>Philippine Financial Reporting Standards (PFRS)</i>				
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards	☒		
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters	☒		
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters	☒		
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters	☒		
	Amendment to PFRS 1: Government Loans	☒		
PFRS 2	Share-based Payment			☒
	Amendments to PFRS 2: Vesting Conditions and Cancellations			☒
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			☒
PFRS 3 (Revised)	Business Combinations	☒		
PFRS 4	Insurance Contracts			☒
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			☒
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations**			☒
PFRS 6	Exploration for and Evaluation of Mineral Resources			☒
PFRS 7	Financial Instruments: Disclosures	☒		
	Amendments to PFRS 7: Transition	☒		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	☒		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	☒		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	☒		
	Amendments to PFRS 7: Disclosures – Transfers of Financial Assets	☒		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	☒		
	Amendment to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures (effective when PFRS 9 is first applied)			☒
PFRS 8	Operating Segments	☒		
PFRS 9	Financial Instruments* (effective January 1, 2018)			☒
PFRS 10	Consolidated Financial Statements	☒		
	Amendment to PFRS 10: Transition Guidance	☒		
	Amendment to PFRS 10: Investment Entities	☒		
	Amendment to PFRS 10: Investment Entities – Applying the Consolidation Exception * (effective January 1, 2016)			☒
PFRS 11	Joint Arrangements	☒		
	Amendment to PFRS 11: Transition Guidance	☒		
PFRS 12	Disclosure of Interests in Other Entities	☒		
	Amendment to PFRS 12: Transition Guidance	☒		
	Amendment to PFRS 12: Investment Entities	☒		
	Amendment to PFRS 10: Investment Entities – Applying the Consolidation Exception * (effective January 1, 2016)			☒
PFRS 13	Fair Value Measurement	☒		
PFRS 14	Regulatory Deferral Accounts* (effective January 1, 2018)			☒

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
<i>Philippine Accounting Standards (PAS)</i>				
<b>PAS 1 (Revised)</b>	Presentation of Financial Statements	☒		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	☒		
	Amendment to PAS 1: Presentation of Items of Other Comprehensive Income	☒		
	Amendment to PAS 1: Disclosure Initiative * (effective January 1, 2016)			☒
<b>PAS 2</b>	Inventories	☒		
<b>PAS 7</b>	Statement of Cash Flows	☒		
<b>PAS 8</b>	Accounting Policies, Changes in Accounting Estimates and Errors	☒		
<b>PAS 10</b>	Events after the Reporting Period	☒		
<b>PAS 11</b>	Construction Contracts			☒
<b>PAS 12</b>	Income Taxes	☒		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	☒		
<b>PAS 16</b>	Property, Plant and Equipment	☒		
<b>PAS 17</b>	Leases	☒		
<b>PAS 18</b>	Revenue	☒		
<b>PAS 19 (Revised)</b>	Employee Benefits	☒		
	Amendment to PAS 19: Defined Benefit Plans - Employee Contributions * (effective July 1, 2014)			☒
<b>PAS 20</b>	Accounting for Government Grants and Disclosure of Government Assistance			☒
<b>PAS 21</b>	The Effects of Changes in Foreign Exchange Rates	☒		
	Amendment: Net Investment in a Foreign Operation	☒		
<b>PAS 23 (Revised)</b>	Borrowing Costs			☒
<b>PAS 24 (Revised)</b>	Related Party Disclosures	☒		
<b>PAS 26</b>	Accounting and Reporting by Retirement Benefit Plans			☒
<b>PAS 27 (Revised)</b>	Separate Financial Statements	☒		
	Amendment to PAS 27: Investment Entities	☒		
<b>PAS 28 (Revised)</b>	Investments in Associates and Joint Ventures	☒		
	Amendment to PAS 28: Investment Entities - Applying the Consolidation Exception	☒		
<b>PAS 29</b>	Financial Reporting in Hyperinflationary Economies			☒
<b>PAS 32</b>	Financial Instruments: Presentation	☒		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation	☒		
	Amendment to PAS 32: Classification of Rights Issues	☒		
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	☒		
<b>PAS 33</b>	Earnings per Share	☒		
<b>PAS 34</b>	Interim Financial Reporting	☒		
<b>PAS 36</b>	Impairment of Assets	☒		
	Amendment to PAS 36: Recoverable Amount Disclosures for Non-financial Assets	☒		
<b>PAS 37</b>	Provisions, Contingent Liabilities and Contingent Assets	☒		
<b>PAS 38</b>	Intangible Assets			☒

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
PAS 39	Financial Instruments: Recognition and Measurement	☺		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	☺		
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions	☺		
	Amendments to PAS 39: The Fair Value Option	☺		
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts	☺		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	☺		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	☺		
	Amendments to Philippine Interpretation IFRIC 9 and PAS 39: Embedded Derivatives	☺		
	Amendment to PAS 39: Eligible Hedged Items	☺		
	Amendment to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting	☺		
PAS 40	Investment Property			☺
PAS 41	Agriculture			☺
<b>Philippine Interpretations - International Financial Reporting Interpretations Committee (IFRIC)</b>				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities**			☺
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			☺
IFRIC 4	Determining Whether an Arrangement Contains a Lease	☺		
IFRIC 5	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds**	☺		
IFRIC 6	Liabilities Arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			☺
IFRIC 7	Applying the Restatement Approach under PAS 29, Financial Reporting in Hyperinflationary Economies			☺
IFRIC 9	Reassessment of Embedded Derivatives**	☺		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives**	☺		
IFRIC 10	Interim Financial Reporting and Impairment	☺		
IFRIC 12	Service Concession Arrangements			☺
IFRIC 13	Customer Loyalty Programmes	☺		
IFRIC 14	PAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	☺		
	Amendments to Philippine Interpretations IFRIC - 14, Prepayments of a Minimum Funding Requirement and their Interaction**	☺		
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			☺
IFRIC 17	Distributions of Non-cash Assets to Owners**	☺		
IFRIC 18	Transfers of Assets from Customers**	☺		
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments**	☺		
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine**	☺		
IFRIC 21	Levies	☺		
<b>Philippine Interpretations - Standing Interpretations Committee (SIC)</b>				
SIC-7	Introduction of the Euro			☺
SIC-10	Government Assistance - No Specific Relation to Operating Activities			☺
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			☺
SIC-15	Operating Leases - Incentives	☺		
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders**	☺		
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	☺		
SIC-29	Service Concession Arrangements: Disclosures			☺
SIC-31	Revenue - Barter Transactions Involving Advertising Services**	☺		
SIC-32	Intangible Assets - Web Site Costs			☺

\* These standards will be effective for periods subsequent to 2014 and are not early adopted by the Company.

\*\* These standards have been adopted in the preparation of financial statements but the Company has no significant transactions covered in both years presented.

**Consolidated Changes in the Annual Corporate  
Governance Report (“ACGR”) for the year 2014**

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY, METRO MANILA ) S.S.

**SECRETARY'S CERTIFICATE**

I, PAULINE C. TAN, of legal age, Filipino and with office address at 31<sup>st</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Assistant Corporate Secretary of MEDCO HOLDINGS, INC. (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office at the 31<sup>st</sup> Floor, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, Metro Manila.

2. The attached updated Annual Corporate Governance Report ("ACGR") of the Corporation contains the Consolidated Changes in the ACGR for the year 2014. The changes to the following updated portions of the attached ACGR are underlined therein.

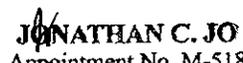
1. A.1(a) Composition of the Board
2. A.1(e) Shareholding in the Company
3. A.5 Changes in the Board of Directors
4. A.6 Orientation and Education Program
5. C.2 Board Meetings and Attendance
6. D.3 Aggregate Remuneration
7. D.5 Remuneration of Management
8. E.1(a) Audit Committee
9. E.1(b) Nomination Committee
10. E.1(c) Remuneration Committee
11. I.3 Auditor's Fee
12. I.6 Company Website
13. I.7 Disclosure of RPT
14. J.1(d) Stockholders' Participation
15. J.1(f) Stockholders' Attendance
16. K (2) Investors Relations Program

IN WITNESS WHEREOF, I have hereunto set my hand on this 09 JAN 2015 at Makati City.

  
PAULINE C. TAN  
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 09 JAN 2015 at Makati City, affiant exhibited to me her SSS ID no. 33-0293610-9.

Doc. No. 281 ;  
Page No. 58 ;  
Book No. H ;  
Series of 2015.

  
NATHAN C. JO  
Appointment No. M-518  
Notary Public for Makati City  
Until December 31, 2015  
Penthouse, Liberty Center  
104 H.V dela Costa Street, Makati City  
Roll of Attorneys No. 63797  
PTR No. 4393311 / Makati City / 05-28-2014  
IBP No. 968669 / Quezon City / 04-14-2014

**SECURITIES AND EXCHANGE COMMISSION**  
**SEC FORM - ACGR**  
**ANNUAL CORPORATE GOVERNANCE REPORT**

1. Report is Filed for the Year: **2014**
2. Exact Name of Registrant as Specified in its Charter: **Medco Holdings, Inc.**
3. **31/F Rufino Pacific Tower, Ayala Avenue, Makati City** **1226**  
Address of Principal Office Postal Code
4. SEC Identification Number: **39652**
5. [REDACTED] (SEC Use Only)  
Industry Classification Code
6. BIR Tax Identification Number: **004-844-938**
7. **(632)-811-0465 to 67**  
Issuer's Telephone number, including area code
8. **N/A**  
Former name or former address, if changed from the last report

## TABLE OF CONTENTS

<b>A.</b>	<b>BOARD MATTERS .....</b>	<b>4</b>
	1) BOARD OF DIRECTORS	
	(a) Composition of the Board.....	4
	(b) Directorship in Other Companies.....	4
	(c) Shareholding in the Company.....	4
	2) CHAIRMAN AND CEO.....	6
	3) OTHER EXECUTIVE, NON-EXECUTIVE AND INDEPENDENT DIRECTORS.....	4
	4) CHANGES IN THE BOARD OF DIRECTORS.....	10
	5) ORIENTATION AND EDUCATION PROGRAM .....	13
<b>B.</b>	<b>CODE OF BUSINESS CONDUCT &amp; ETHICS.....</b>	<b>13</b>
	1) POLICIES .....	13
	2) DISSEMINATION OF CODE.....	13
	3) COMPLIANCE WITH CODE .....	13
	4) RELATED PARTY TRANSACTIONS .....	14
	(a) Policies and Procedures.....	15
	(b) Conflict of Interest .....	15
	5) FAMILY, COMMERCIAL AND CONTRACTUAL RELATIONS.....	15
	6) ALTERNATIVE DISPUTE RESOLUTION.....	16
<b>C.</b>	<b>BOARD MEETINGS &amp; ATTENDANCE .....</b>	<b>16</b>
	1) SCHEDULE OF MEETINGS .....	16
	2) DETAILS OF ATTENDANCE OF DIRECTORS.....	16
	3) SEPARATE MEETING OF NON-EXECUTIVE DIRECTORS.....	16
	4) ACCESS TO INFORMATION .....	17
	5) EXTERNAL ADVICE .....	17
	6) CHANGES IN EXISTING POLICIES .....	17
<b>D.</b>	<b>REMUNERATION MATTERS.....</b>	<b>18</b>
	1) REMUNERATION PROCESS.....	18
	2) REMUNERATION POLICY AND STRUCTURE FOR DIRECTORS.....	18
	3) AGGREGATE REMUNERATION .....	19
	4) STOCK RIGHTS, OPTIONS AND WARRANTS.....	20
	5) REMUNERATION OF MANAGEMENT .....	20
<b>E.</b>	<b>BOARD COMMITTEES .....</b>	<b>21</b>
	1) NUMBER OF MEMBERS, FUNCTIONS AND RESPONSIBILITIES.....	21
	2) COMMITTEE MEMBERS.....	22
	3) CHANGES IN COMMITTEE MEMBERS .....	23
	4) WORK DONE AND ISSUES ADDRESSED .....	24
	5) COMMITTEE PROGRAM .....	24
<b>F.</b>	<b>RISK MANAGEMENT SYSTEM.....</b>	<b>25</b>
	1) STATEMENT ON EFFECTIVENESS OF RISK MANAGEMENT SYSTEM .....	25
	2) RISK POLICY .....	25
	3) CONTROL SYSTEM .....	25
<b>G.</b>	<b>INTERNAL AUDIT AND CONTROL.....</b>	<b>25</b>
	1) STATEMENT ON EFFECTIVENESS OF INTERNAL CONTROL SYSTEM.....	26

2) INTERNAL AUDIT	
(a) Role, Scope and Internal Audit Function .....	26
(b) Appointment/Removal of Internal Auditor .....	26
(c) Reporting Relationship with the Audit Committee.....	26
(d) Resignation, Re-assignment and Reasons.....	26
(e) Progress against Plans, Issues, Findings and Examination Trends	26
(f) Audit Control Policies and Procedures .....	27
(g) Mechanisms and Safeguards .....	28
<b>H. RIGHTS OF STOCKHOLDERS .....</b>	<b>31</b>
1) RIGHT TO PARTICIPATE EFFECTIVELY IN STOCKHOLDERS' MEETINGS....	31
2) TREATMENT OF MINORITY STOCKHOLDERS.....	36
<b>I. INVESTORS RELATIONS PROGRAM.....</b>	<b>36</b>
<b>J. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES .....</b>	<b>37</b>
<b>K. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL.....</b>	<b>37</b>
<b>L. INTERNAL BREACHES AND SANCTIONS.....</b>	<b>37</b>

**A. BOARD MATTERS**

## 1) Board of Directors

Number of Directors per Articles of Incorporation	7
---	---

Actual number of Directors for the year	7
---	---

## (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as director
Sai Chong Cheng	NED	Citivist Asia Limited	Dionisio E. Carpio, Jr.	2006	December 15, 2014	Annual	8
Dionisio E. Carpio, Jr.	ED	Citivist Asia Limited	Dionisio E. Carpio, Jr.	1998	December 15, 2014	Annual	16
Pauline C. Tan	ED	Citivist Asia Limited	Dionisio E. Carpio, Jr.	2009	December 15, 2014	Annual	5
Edna Reyes	NED	N/A	Dionisio E. Carpio, Jr.	2000	December 15, 2014	Annual	14
Pedro M. Cadavida, Jr.	NED	Citivist Asia Limited	Dionisio E. Carpio, Jr.	2003	December 15, 2014	Annual	N.A.
Solomon R. B. Castro	ID	N/A	Dionisio E. Carpio, Jr. (no relationship)	1998	December 15, 2014 (served 3 years as ID)	Annual	16
Caly D. Ang	ID	N/A	Dionisio E. Carpio, Jr. (no relationship)	1995	December 15, 2014 (served 3 years as ID)	Annual	19

- (b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasis the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The Board should be transparent and fair enough in the conduct of the annual and special stockholders' meetings of the Corporation. The stockholders should be encouraged to personally attend such meetings. It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights. The Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by

<sup>1</sup> Reckoned from the election immediately following January 2, 2012.

proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval. Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the Corporation.

- (c) How often does the Board review and approve the vision and mission?

No specific period.

- (d) Directorship in Other Companies

- (i) Directorship in the Company's Group<sup>2</sup>

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Dionisio E. Carpio, Jr.	Medco Asia Investment Corporation	ED
Edna D. Reyes	Medco Asia Investment Corporation	Chairperson and NED
Caly D. Ang	Medco Asia Investment Corporation	NED

- (ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
NONE		

- (iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
NONE		

<sup>2</sup> The Group is composed of the parent, subsidiary, and associates of the company.


- (iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? **No**. In particular, is the limit of five board seats in other publicly listed companies imposed and observed? **No**. If yes, briefly describe other guidelines: **Not Applicable (N/A)**

	Guidelines	Maximum Number of Directorships in other companies
<b>Executive Director</b>	N/A	N/A
<b>Non-Executive Director</b>	N/A	N/A
<b>CEO</b>	N/A	N/A

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through	% of Capital Stock
Dionisio E. Carpio, Jr.	1,008	None	Nil
Edna D. Reyes	50,000	None	Nil
Solomon R. B. Castro	11	None	Nil
Pauline C. Tan	1	None	Nil
Caly D. Ang	1	None	Nil
Sai Chong Cheng	1	None	Nil
Pedro M. Cadavida, Jr.	1	None	Nil
<b>TOTAL</b>	51,023		

2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes  No

Identify the Chair and CEO:

Chairman of the Board	Sai Chong Cheng
CEO/President	Dionisio E. Carpio, Jr.

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	CEO/President
Role	Ensure that the meetings of the Board are held in	a) To perform the duties of the Chairman of the Board

	<p>accordance with the by-laws or as the Chair may deem necessary</p>	<p>in the absence of the Chairman or because of the inability to act.</p> <p>b) To sign certificates of stock with the Corporate Secretary or other officer performing the latter's duties.</p> <p>c) To execute stockholders' consents, attend meetings, and act and vote in person or by proxy at any meeting of stockholders in which the Corporation may own stock, or designate his alternate or alternates from among the Board.</p> <p>d) To act as ex-officio member of any and all committee created by and in the Board.</p> <p>e) To prescribe duties for officers and employees that are not otherwise defined.</p> <p>f) To prescribe duties for officers and to countersign checks, drafts and orders for the payment of moneys.</p> <p>g) To exercise general superintendent and direction over all employees, agency managers, general agents, agents, and subordinate personnel of the Corporation, and shall see to it that their respective duties are property performed.</p> <p>h) To suspend any of his subordinate officers or employees should the exigency of the service so require, submitting a report thereon to the Board of Directors.</p>
--	---	---

		<p>i) To make recommendations to the Board of Directors in regard to transaction not provided for by the By-laws.</p> <p>j) To submit such reports, including annual reports, on the operation of the Corporation as the Board may require.</p>
Accountabilities	Supervise the preparation of the agenda of the meeting in coordination with Corporate Secretary	Please see above
Deliveries	Maintain qualitative and timely lines of communication and information between the Board and Management	Please see above

- 3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?

Top key management positions are filled up based on the requirements of the company and qualifications of the appointee.

- 4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? **Yes.** Please explain. **Directors are nominated and elected based on their experience and background.**

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? **Yes.** Please explain. **Directors are nominated and elected based on their experience and background.**

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	<b>Executive</b>	<b>Non-Executive</b>	<b>Independent Director</b>
Role	Please see footnote <sup>3</sup>	Same as Executive Directors	Same as Executive Directors
	<b>Executive</b>	<b>Non-Executive</b>	<b>Independent Director</b>
Accountabilities	Please see footnote <sup>3</sup>	Same as Executive Directors	Same as Executive Directors
Deliveries	Please see footnote <sup>3</sup>	Same as Executive Directors	Same as Executive Directors

<sup>3</sup> Unless otherwise provided by law, the corporate powers of the Corporation shall be exercised, all business conducted and all property of the Corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers as may be granted by law, the Board of Directors shall have the following express powers:

- a) From time to time, make and change rules and regulations not inconsistent with the Articles of Incorporation and these By-laws for the management of the Corporation's business and affairs;
- b) To purchase, receive, take, or otherwise acquire in any lawful manner, for and in the name of the Corporation, any and all properties, rights, interests or privileges, including securities and bonds of other Corporations, as the transaction of the business of the Corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest the funds of the Corporation in another Corporation or business or for any purposes other than those for which the Corporation was organized, whenever in the judgment of the Board of Directors the interests of the Corporation would thereby be promoted, subject to such stockholders approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose, to make and issue evidence of such indebtedness including, without limitation, notes, deeds of trust, instruments, bonds, debentures, or securities, subject to such stockholder approval as may be required by law, and/or pledged, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee, where it is in the best interests of the Corporation, for and in behalf of the Corporation obligations of other Corporations or entities in which it has lawful interests;
- f) To make provisions of the discharge of the obligations of the Corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the Corporation lawfully issued for the purpose;
- g) To sell, lease, exchange, assign, transfer or otherwise dispose of any property, real or personal, belonging to the Corporation whenever in the Board's judgment, the Corporation's interest would thereby be promoted; provided that no agreement, contract, or obligation involving the payment of money or of the credit or liability of the Corporation shall be made without the approval of the Board of Directors, except by an officer or agent who is authorized generally or specifically, if the nature of the agreement requires specific authority, by the Board of Directors;
- h) To establish pension, retirement, bonus, profit-sharing or other types of incentives or compensation plans for the employees, including officers and directors of the Corporation and to determine the persons to participate in any such plans and the amount of their respective participation;
- i) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the Corporation or its officers are either plaintiffs or defendants in connection with the business of the Corporation, and likewise, to grant installments for the payment or settlement of whatsoever debts are payment to the Corporation;
- j) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the Corporation to any standing or special meeting or to any officer or agent and to appoint any persons to be agents of the Corporation with such powers (including the power to sub-delegate), and upon such terms, as may be deemed fit;
- k) To implement these by-laws and to act on any matter not covered by these by-laws, provided such matter does not require the approval or consent of the stockholders under any existing law, rules or regulation.

Provide the company's definition of "independence" and describe the company's compliance to the definition.

Independent of management and free from any business or other relationship which could materially interfere, or could reasonably be perceived to materially interfere, with the exercise of independent judgement in carrying out one's responsibilities. The company complies strictly with this definition.

Does the company have a term limit of five consecutive years for independent directors? **Yes, pursuant to SEC Memorandum Circular No. 9 Series of 2011 which stipulates that an independent director can serve for five (5) consecutive years from January 2, 2012.** If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? **No.** Please explain. **Under the aforementioned SEC Memorandum Circular No. 9, after a "cooling off" period of 2 years, a former independent director of a Company is eligible for re-election as such in the same Company and can serve for another five (5) consecutive years.**

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Say Hing Wong	Director	August 18, 2014	He has retired from the banking industry and currently resides in HongKong.

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
<b>a. Selection/Appointment</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>

<sup>4</sup> The Nomination Committee pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the following qualifications and disqualifications:

Qualifications:

- Holder of at least one (1) share of stock of the Corporation;
- He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education;
- He shall be at least twenty one (21) years old;
- He shall have proven to possess integrity and probity; and
- He shall be assiduous.

Disqualifications:

- Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions;
- Any person finally found by the SEC or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the SRC, the Corporation Code, or any other law administered by the SEC or Bangko Sentral ng Pilipinas ("BSP"), or any rule, regulation or order of the SEC or BSP;
- Any person judicially declared to be insolvent;

<b>Procedure</b>	<b>Process Adopted</b>	<b>Criteria</b>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors
<b>b. Re-appointment</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors
<b>c. Permanent Disqualification</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors
<b>d. Temporary Disqualification</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors

- 
- Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
  - Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.
  - b. Any of the following shall be a ground for the temporary disqualification of a director:
    - Refusal to fully disclose the extent of his business interest as required under the SRC and the implementing Rules and Regulations thereof. This qualification shall be in effect as long as his refusal persists;
    - Absence or non-participation for whatever reason/s for more than 50% of all meetings, both regular and special, of the Board of Directors during the incumbency, or any twelve (12)-month period during said incumbency. In view of the modern technology, however, attendance at Board meetings through teleconference or videoconference will be allowed. This disqualification applies for purposes of the succeeding election;
    - Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;
    - Being under preventive suspension by the Corporation;
    - If the independent director becomes an officer or employee of the same corporation he shall be automatically disqualified from being an independent director; or
    - Conviction that has not yet become final referred to in the grounds for disqualification of directors.
  - c. The Nomination Committee shall consider the following guidelines in the determination of the number of directorships for the Board:
    - The nature of the business of the corporations which he is a director;
    - Age of the director;
    - Number of directorships/active memberships and officerships in other corporations or organizations; and
    - Possible conflict of interest.

Procedure	Process Adopted	Criteria
<b>e. Removal</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors
<b>f. Re-instatement</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors
<b>g. Suspension</b>		
(i) Executive Directors	Please see footnote <sup>4</sup>	Please see footnote <sup>4</sup>
(ii) Non-Executive Directors	Same as Executive Directors	Same as Executive Directors
(iii) Independent Directors	Same as Executive Directors	Same as Executive Directors

#### Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Sai Chong Cheng	<u>498,837,032</u>
Dionisio E. Carpio, Jr.	<u>498,837,032</u>
Edna D. Reyes	<u>498,837,032</u>
Solomon R. B. Castro	<u>498,837,032</u>
Pauline C. Tan	<u>498,837,032</u>
Caly D. Ang	<u>498,837,032</u>
Pedro M. Cadavida, Jr	<u>498,837,032</u>

#### 6) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any. ***Each new director is required to attend a formal corporate governance course for directors at an SEC-accredited training institution.***
- (b) State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years: ***Each new director is required to attend a formal corporate governance course for directors at an SEC-accredited training institution.***
- (c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Sai Chong Cheng	Dec. 16, 2014	Seminar on Corporate Governance	Philippine Securities Consultancy Corporation

Dionisio E. Carpio, Jr.	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.
Edna D. Reyes	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.
Solomon R. B. Castro	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.
Pauline C. Tan	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.
Caly D. Ang	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.
Pedro M. Cadavida, Jr	Dec. 5, 2014	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management, Inc.

## B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	If an actual or potential conflict of interest may arise on the part of a director, senior management, or employee, they should fully and immediately disclose it and should not participate in the decision-making process.	Please see previous column	Please see previous column
(b) Conduct of Business and Fair Dealings	A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness.	Management must actively manage and operate the Corporation in a sound, fair and prudent manner.	Employees must conduct the business of the Corporation in a sound, fair and prudent manner
(c) Receipt of gifts from third parties	Same as above	Same as above	Same as above

(d) Compliance with Laws & Regulations	Have a working knowledge of the statutory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws and the rules and regulations of the Commission.	Have a working knowledge of the statutory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws and the rules and regulations of the Commission	Have a working knowledge of the statutory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws and the rules and regulations of the Commission
(e) Respect for Trade Secrets/Use of Nonpublic Information	A director should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness.	Management must actively manage and operate the Corporation in a sound, fair and prudent manner	Employees must conduct the business of the Corporation in a sound, fair and prudent manner
(f) Use of Company Funds, Assets and Information	Same as above	Same as above	Same as above
(g) Employment & Labor Laws & Policies	Same as above	Same as above	Same as above
(h) Disciplinary action	Same as above	Same as above	Same as above
(i) Whistle Blower	Same as above	Same as above	Same as above
(j) Conflict Resolution	Same as above	Same as above	Same as above

2) Has the code of ethics or conduct been disseminated to all directors, senior management<sup>5</sup> and employees? **Yes**

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct. ***The company, through its Board of Directors and management, strictly implements and monitors compliance with the code of ethics and conduct.***

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

<b>Related Party Transactions</b>	<b>Policies and Procedures</b>
-----------------------------------	--------------------------------

<sup>5</sup> Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

(1) Parent Company	Transactions must be fair and at arm's length. Related party transactions are reviewed by the Board of Directors.
(2) Joint Ventures	Same as above
(3) Subsidiaries	Same as above
(4) Entities Under Common Control	Same as above
(5) Substantial Stockholders	Same as above
(6) Officers including spouse/children/siblings/parents	Same as above
(7) Directors including spouse/children/siblings/parents	Same as above
(8) Interlocking director relationship of Board of Directors	Same as above

## (b) Conflict of Interest

## (i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	<b>Details of Conflict of interest (Actual or Probable)</b>
Name of Director/s	NONE
Name of Officer/s	NONE
Name of Significant Shareholders	NONE

## (ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	<b>Directors/Officers/Significant Shareholders</b>
Company	The company, through its Board of Directors and management, monitors and resolves all possible conflict of interest situations.
Group	Same as above.

## 5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,<sup>6</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

<b>Names of Related Significant Shareholders</b>	<b>Type of Relationship</b>	<b>Brief Description of the Relationship</b>
NONE		

<sup>6</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

<b>Names of Related Significant Shareholders</b>	<b>Type of Relationship</b>	<b>Brief Description</b>
NONE		

- (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

<b>Name of Shareholders</b>	<b>% of Capital Stock affected (Parties)</b>	<b>Brief Description of the Transaction</b>
NONE		

#### 6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities. ***Such conflicts and differences are resolved through rational discourse.***

	<b>Alternative Dispute Resolution System</b>
Corporation & Stockholders	NONE
Name of Officer/s	NONE
Name of Significant Shareholders	NONE

#### C. BOARD MEETINGS & ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year? ***No. They are scheduled as required.***
- 2) Attendance of Directors

<b><u>Board</u></b>	<b><u>Name</u></b>	<b><u>Date of Election</u></b>	<b><u>No. of Meetings Held during the year</u></b>	<b><u>No of Meetings Attended</u></b>	<b><u>%</u></b>
<u>Chairman</u>	<u>Sai Chong Cheng</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>
<u>Member</u>	<u>Dionisio E. Carpio, Jr.</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>

<u>Member</u>	<u>Pauline C. Tan</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>
<u>Member</u>	<u>Edna D. Reyes</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>
<u>Member</u>	<u>Say Hing Wong (until August 18, 2014)</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9 (4 were</u> <u>held prior to</u> <u>8/18/14)</u>	<u>4</u>	<u>100%</u>
<u>Member</u>	<u>Pedro M. Cadavida, Jr. (beginning December 15, 2014)</u>	<u>First</u> <u>elected on</u> <u>12/15/2014</u>	<u>9 (8 were</u> <u>held prior to</u> <u>12/15/2014)</u>	<u>1</u>	<u>100%</u>
<u>Independent</u>	<u>Solomon R. B. Castro</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>
<u>Independent</u>	<u>Caly D. Ang</u>	<u>06/28/2013</u> <u>and re-</u> <u>elected on</u> <u>12/15/2014</u>	<u>9</u>	<u>9</u>	<u>100%</u>

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? **No.** If yes, how many times?
- 4) Is the minimum quorum requirement for Board decision set at two-thirds of board members? Please explain. **No. The Corporation Code and By-laws of the Company only require a majority of the board for quorum in board meetings.**
- 5) Access to Information
- (a) How many days in advance are board papers<sup>7</sup> for board of directors meetings provided to the board? **Three days.**
- (b) Do board members have independent access to Management and the Corporate Secretary? **Yes.**
- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc? **Yes, as follows: (1) Inform the members of the Board, in accordance with the by-laws, of agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval. (2) Have appropriate administrative and interpersonal skills. (3) Be responsible for safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the Corporation (4) if he is not at the same time the Corporation's legal counsel, be aware of the laws, rules and**

<sup>7</sup> Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

**regulations necessary in the performance of his duties and responsibilities.**

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative. **Yes.**

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes  No

Committee	Details of the procedures
Executive	N/A
Audit	Such information is made available by the committee chairman.
Nomination	Such information is made available by the committee chairman.
Remuneration	Such information is made available by the committee chairman.
Others (specify)	N/A

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
NONE	

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
NONE		

## D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO *and* the four (4) most highly compensated management officers:

Process	CEO/President	Top 4 Highest Paid Management Officers

(1) Fixed remuneration	NONE	The remuneration of such officer is determined by considering both her duties and responsibilities and her annual performance evaluation.
(2) Variable remuneration	NONE	NONE
(3) Per diem allowance	Determined by the Board and the stockholders.	NONE
(4) Bonus	NONE	NONE
(5) Stock Options and other financial	NONE	NONE
(6) Others (specify)	NONE	NONE

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	<b>Remuneration Policy</b>	<b>Structure of Compensation Packages</b>	<b>How Compensation is Calculated</b>
Executive Directors	Given a per diem allowance only.	N/A	N/A
Non-Executive Directors	Same as above.	N/A	N/A

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

<b>Remuneration Scheme</b>	<b>Date of Stockholders' Approval</b>
NONE	

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

<b>Remuneration Item</b>	<b>Executive Directors</b>	<b>Non-Executive Directors (other than</b>	<b>Independent Directors</b>
(a) Fixed Remuneration	P2,340,000	NONE	NONE
(b) Variable Remuneration	NONE	NONE	NONE
(c) Per diem Allowance	P45,000	<u>P137,000</u>	P90,000

(d) Bonuses	NONE	NONE	NONE
(e) Stock Options and/or other financial	NONE	NONE	NONE
(f) Others (Specify)	NONE	NONE	NONE
<b>Total</b>	P2,385,000	<u>P137,000</u>	P 90,000

<b>Other Benefits</b>	<b>Executive Directors</b>	<b>Non-Executive Director (other than independent directors)</b>	<b>Independent Directors</b>
(a) Advances	NONE	NONE	NONE
(b) Credit granted	NONE	NONE	NONE
(c) Pension Plan/s Contributions	With retirement fund	NONE	NONE
(d) Pension Plans, Obligations	NONE	NONE	NONE
(e) Life Insurance Premium	NONE	NONE	NONE
(f) Hospitalization Plan		NONE	NONE
(g) Car Plan	NONE	NONE	NONE
(h) Others (Specify)	NONE	NONE	NONE
<b>Total</b>			

#### 4) Stock Rights, Options and Warrants

##### (a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

<b>Director's Name</b>	<b>Number of Direct Option/Rights/Warrants</b>	<b>Number of Indirect Option/Rights/Warrants</b>	<b>Number of Equivalent Shares</b>	<b>Total % from Capital Stock</b>
NONE	N/A	N/A	N/A	N/A

##### (b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
NONE		

#### 5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
<u>None</u>	

### E. BOARD COMMITTEES

#### 1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Audit	1	1	1	[There is an existing Board-approved Committee Charter.	Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations	Please see previous column	Please see previous column

Nomination	0	2	1	None	to review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval, and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors	Please see previous column	Please see previous column
Remuneration	1	1	1	None	to establish a formal and transparent procedure for developing a policy on remuneration of directors and officers to ensure that their compensation is consistent with the corporation's culture, strategy and the business environment in which it operates.	Please see previous column	Please see previous column
Others(specify)	none	none	none				

## (a) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service In the Committee
Chairman (ID)	Caly D. Ang	July 23, 2009	<u>6</u>	<u>6</u>	<u>100%</u>	<u>6</u>
Member (ED)	Dionisio E. Carpio, Jr.	July 23, 2009	<u>6</u>	<u>6</u>	<u>100%</u>	<u>6</u>
Member (NED)	Edna D. Reyes	July 23, 2009	<u>6</u>	<u>6</u>	<u>100%</u>	<u>6</u>

Disclose the profile or qualifications of the Audit Committee members. The Audit Committee shall consist of at least three (3) directors, who shall preferably have an accounting and finance

backgrounds, one of whom shall be an independent director and another with audit experience. The chairperson of the Audit Committee should be an independent director

Caly D. Ang, Filipino, age 67, has been a director of the Corporation and of MAIC since 1995. She has been an independent director of the Corporation and of MAIC since 2006. She is the president and general manager of Multi-World Philippines International, Inc. from 1989 up to the present and a director and president of Concord World Properties, Inc. from 1991 to the present. She graduated from Adamson University, Manila obtaining a Bachelor of Science degree in Commerce in 1969 and a MBA from the same institution in 1971.

Dionisio E. Carpio, Jr. Filipino, age 68, has been a director of the Corporation since 1998 and its President from September 2006 up to present. He was the treasurer of the Corporation from 1998 to 2006. He is the senior vice president, treasurer and director of MAIC since September 1, 1997 up to present. He is currently also a director of Manila Exposition Complex, Inc.. Before joining MAIC in 1995, he was connected with Far East Bank and Trust Company. Mr. Carpio holds a Bachelor of Science degree in Mechanical Engineering from the De La Salle University and a Masters degree in Business Management from the Asian Institute of Management. He has more than thirty-six (36) years experience in commercial, investment and trust banking, as well as line management.

Edna D. Reyes, Filipino, age 67, has been a director of the Corporation since 2000 and was its Treasurer between 2006 and 2007. She is also director of MAIC. She has more than thirty (30) years experience in banking, particularly in international and correspondent banking as well as foreign operations. She has a Bachelor of Science degree in Commerce from the University of Santo Tomas.

Describe the Audit Committee's responsibility relative to the external auditor.

- Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure the proper coverage and minimize duplication of efforts.
- Review the reports submitted by the external auditors.

(b) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service In the Committee
Chairman (ID)	Solomon R. B. Castro	July 23, 2009	<u>6</u>	<u>6</u>	100%	<u>6</u>
Member (NED)	Sai Chong Cheng	July 23, 2009	<u>6</u>	<u>6</u>	100%	<u>6</u>
Member (NED)	Edna D. Reyes	July 23, 2009	<u>6</u>	<u>6</u>	100%	<u>6</u>

(c) Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service In the Committee
Chairman (ID)	Caly D. Ang	July 23, 2009	6	6	100%	6
Member (ED)	Dionisio E. Carpio, Jr.	July 23, 2009	6	6	100%	6
Member(NED)	Sai Chong Cheng	July 23, 2009	6	6	100%	6

## (d) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors: **NONE**.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service In the Committee
Chairman						
Member (ED)						
Member						
Member (ID)						
Member						

## 3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes: **NONE**.

Name of Committee	Name	Reason
Executive		
Audit		
Nomination		
Remuneration		
Others (specify)		

## 4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	N/A	N/A
Audit	Review of financial statements	None

Nomination	Reviewed nomination of Directors and Officers	None
Remuneration	None	None
Others (specify)	N/A	N/A

#### 5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	None	None
Audit	None	None
Nomination	None	None
Remuneration	None	None
Others (specify)	None	None

## F. RISK MANAGEMENT SYSTEM

The Corporation is exposed to certain risks which result from both its operating and investing activities. The Corporation's risk management is coordinated with the Board of Directors (BOD), and focuses on actively securing the Corporation's short to medium-term cash flows by minimizing the exposure to financial markets. The BOD reviews the effectiveness of the system annually.

The Corporation does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant risks to which the Group is exposed to are described below.

### *Foreign Currency Risk*

Most of the Corporation's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates mainly arise from United States (U.S.) dollar-denominated bank deposits and short-term investments.

To mitigate the Group's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.

### *Interest Rate Risk*

The Corporation monitors interest rate movements and makes adjustments on its financial assets and financial liabilities as may be deemed necessary. The Company is exposed to changes in market interest rates of its bank placements which are subject to variable interest rates.

### *Liquidity Risk*

The Corporation sets limit on the minimum proportion of maturing funds available to meet such calls and on the minimum level of borrowing facilities that should be in place to cover unexpected liabilities falling due.

Credit risk is the risk that counterparty may fail to discharge an obligation to the Corporation. The Corporation is exposed to this risk for various financial instruments from granting receivables to customers including related parties and placing deposits with banks.

The Corporation continuously monitors defaults of customers and other counterparty, and incorporates this information into its credit risk controls. The Corporation's policy is to deal only with creditworthy counterparties.

## G. INTERNAL AUDIT AND CONTROL

### 1) Internal Control System

Being a holding company, the Corporation's transactions are mainly on recording equity investments in its subsidiary and also transactions involving disbursements of operating expenses. Thus, the Corporation's internal control system are focused on its cash receipts and cash disbursements, valuation of its equity investments, and related party transactions.

### 2) Internal Audit

#### (a) Role, Scope and Internal Audit Function

In view of the non-complex nature of the Corporation's business, the small volume and size of the transactions, the low degree of risk in terms of number of employees, as well for the purpose of avoiding unnecessary expenses, the Corporation does not see the need for creating the position of internal auditor.

Give a general description of the role, scope of internal audit work and other details of the internal audit function. N/A

<b>Role</b>	<b>Scope</b>	<b>Indicate whether in-house or Outsource Internal Audit Function</b>	<b>Name of Chief Internal Auditor/Auditing Firm</b>	<b>Reporting Process</b>
N/A				

(b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee? N/A

(c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel? N/A

#### (d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them. N/A

<b>Name of Audit Staff</b>	<b>Reason</b>

#### (e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends. N/A

<b>Progress Against Plans</b>	
<b>Issues<sup>8</sup></b>	
<b>Findings<sup>9</sup></b>	
<b>Examination Trends</b>	

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

<b>Policies &amp; Procedures</b>	<b>Implementation</b>
<b>CONTROL PROCEDURES ON CASH RECEIPTS &amp; DISBURSEMENTS</b>	
<ul style="list-style-type: none"> <li>• Payments/Checks should be prepared on the basis of the billings/statements of account/invoices from suppliers. For reimbursements, checks should be prepared once request for reimbursement is approved by the President or the Treasurer of the Company.</li> <li>• .Approved Check requisitions are given to the Accounting Assistant, for preparation of vouchers and checks.</li> <li>• Checks and vouchers are checked by the Chief Accountant and approved by the Treasurer.</li> <li>• Checks should be signed by any two of the following signatories: DN, PCT, SCC and JL. If only one signatory is available , the check is regularized once the other signatories are present.</li> <li>• Checks are released only when the supplier gives an official receipt or provisional receipt. All provisional receipts are replaced by official receipts not later than one week after the payment date. On the original copy of the voucher, the supplier or his assigned representative should sign the "received by" portion. This serves as a proof of payment to the customer.</li> <li>• All paid billings/delivery receipts/statements of account and any document presented for payment are STAMPED PAID, as proof of payment.</li> </ul>	Fully implemented

<sup>8</sup> "Issues" are compliance matters that arise from adopting different interpretations.

<sup>9</sup> "Findings" are those with concrete basis under the company's policies and rules.

<ul style="list-style-type: none"> <li>• All original vouchers are filed in sequence and any missing voucher is immediately attended to, in order to maintain accurate records.</li> <li>• Canceled checks are adjusted thru a Journal Voucher, reversing the original entry.</li> <li>• All cash and check collections are deposited in the company's bank account.</li> <li>• The accounting staff shall always see to it that all deposit slips are intact and complete and filed on a daily basis to avoid being misplaced or lost.</li> <li>• Payments collected before bank clearing are deposited within the day and those after clearing are to be deposited early on the following day.</li> </ul>	
<b>CONTROL PROCEDURES ON PETTY CASH FUND</b>	
<ul style="list-style-type: none"> <li>• Expenses amounting to P1,000 and below shall be paid out of the petty cash fund.</li> <li>• A request form for cash advances shall be filled out and approved before any cash can be granted. Cash advance shall be approved by either the Chief Accountant or the Treasurer.</li> <li>• No additional advances to a staff shall be granted if there are still unliquidated advances under his/her name.</li> <li>• Every reimbursement for expenses incurred and liquidation of advances shall be properly documented and supported. Petty cash vouchers shall be completely filled out and signed. Official Receipts shall be attached to the vouchers. In cases there are no ORs, a list of expenses should be attached and signed by the staff asking for reimbursement/or preparing the liquidation.</li> <li>• All payments from the petty cash fund shall be approved by either the Chief Accountant or the Treasurer. No cash shall be released unless the voucher has been properly filled out, checked and approved.</li> <li>• A spot audit shall be conducted. This audit shall check on the validity of expenses incurred and completeness and authenticity of documentation and attachments. At any point in time the sum of expenses incurred (PCVs), cash advances and cash on hand shall equal the amount of petty cash fund.</li> <li>• All paid receipts and bills are stamped "paid" by the petty cash custodian as soon as replenished and liquidated, to avoid double payment.</li> </ul>	Fully implemented
<b>CONTROL PROCEDURES ON EQUITY INVESTMENTS</b>	
<p>This represents the carrying value/cost of investments in shares of stock including any unpaid subscriptions, of domestic corporations as allowed under the existing laws, rules and regulations.</p> <ul style="list-style-type: none"> <li>• Assess if the investment at any point in time still qualifies under the equity method of investment.</li> <li>• Obtain financial statements of subsidiary and affiliate and compute the company's share of the subsidiary/affiliate's net income (loss).</li> <li>• Assess all investments for any permanent decline in value. Indication of permanent decline may include continuous lossess, illiquidity, presence of lawsuit that threaten the ability of the Company to continue as going concern, foreclosure of assets, among others.</li> </ul>	Fully implemented
<b>CONTROL PROCEDURES ON DUE TO/ FROM) AFFILIATES ACCOUNT</b>	
<p>In the ordinary course of business, the Company has transactions with its subsidiary and affiliates consisting of advances.</p> <ul style="list-style-type: none"> <li>• All advances should be supported by documents</li> <li>• A reconciliation should be done every end of the month to ensure that the balances agree with the books of each subsidiary and affiliates.</li> </ul>	Fully implemented

<ul style="list-style-type: none"> <li>Advances should be paid or should be maintained at a minimum balance of One Million Hongkong Dollars (HKD1m)</li> <li>Significant intercompany transactions and outstanding balances of the Group should be eliminated in the consolidation.</li> </ul>	
--	--

## (g) Mechanism and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
NONE	NONE	NONE	NONE

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance. ***The Chairman and the CEO/President.***

**H. ROLE OF STAKEHOLDERS**

1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	NONE	NONE
Supplier/contractor selection practice	NONE	NONE
Environmentally friendly value-chain	NONE	NONE
Community interaction	NONE	NONE
Anti-corruption programmes and procedures?	NONE	NONE
Safeguarding creditors' rights	NONE	NONE

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section? ***NONE.***

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare? ***The Corporation strictly complies with the requirements of the Labor Code.***

(b) Show data relating to health, safety and welfare of its employees. ***Employee safety has never***

**been a problem as the company maintains a safe working place. As for its employees' health, any potential problems are immediately addressed inasmuch as the company provides medical insurance to all its employees.**

- (c) State the company's training and development programmes for its employees. **None.** Show the data.
- (d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures **There is an existing performance appraisal system.**
- 4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior? **The Corporation complies with the requirements of the Labor Code.** Explain how employees are protected from retaliation. **Such protection is readily provided by the management and the Board.**

## I. DISCLOSURE AND TRANSPARENCY

### 1) Ownership Structure

- (a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Citivist Asia Limited	322,314,901	46.04%	Citivist Asia Limited

Name of Senior Management	Number of Direct shares	Number of Indirect shares /Through (name of record owner)	% of Capital Stock
Dionisio E. Carpio, Jr.	1,008	None	nil
Pauline C. Tan	1	None	nil
<b>TOTAL</b>	1,009		nil

- 2) Does the Annual Report disclose the following:

Key risks	yes
Corporate objectives	yes
Financial performance indicators	yes
Non-financial performance indicators	yes
Dividend policy	yes
Details of whistle-blowing policy	None, SEC Form 17-A does not require it.
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of	yes
Training and/or continuing education programme attended by each director/commissioner	yes

Number of board of directors/commissioners meetings held during the year	yes
Attendance details of each director/commissioner in respect of meetings held	yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	yes

Should the Annual Report not disclose any of the above, please indicate the reason for the nondisclosure. **Not required by SEC Form 17-A.**

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
Punongbayan & Araullo	P605,000 in year 2014	None

4) Medium of Communication

- a) Through its website: <http://www.medco.com.ph>
- b) Publication in the newspaper
- c) Disclosure to PSE which is posted at the PSE website

5) Date of release of audited financial report: **April 15, 2014**

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	yes
Financial statements/reports (current and prior years)	yes
Materials provided in briefings to analysts and media	yes
Shareholding structure	yes
Group corporate structure	yes
Downloadable annual report	yes
Notice of AGM and/or EGM	yes
Company's constitution (company's by-laws, memorandum and articles of association)	yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT (as of December 31, 2013- audited figures)

RPT	Relationship	Nature	Value
<u>Citivist Asia Limited</u>	<u>shareholder</u>	<u>Advances for working capital requirement</u>	<u>P57,831,127</u>

## J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set

forth in its By-laws.

<b>Quorum Required</b>	Holder(s) of a majority of the subscribed capital
------------------------	---

(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

<b>System Used</b>	voting
<b>Description</b>	Majority of stockholders forming a quorum can approve corporate acts.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code. **None.**

Stockholders' Right under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
N/A	N/A

Dividends

Declaration Date	Record Date	Payment Date
None		

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
Microphones are provided	Open forum

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:

- a. Amendments to the company's constitution

This matter is required to be taken up in stockholder meetings and approved by stockholders

- b. Authorization of additional shares

Increases in authorized capital is required to be taken up in stockholder meetings and approved by stockholders

- c. Transfer of all or substantially all assets, which in effect results in the sale of the company

This matter is required to be taken up in stockholder meetings and approved by stockholders

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? **No. The SRC only requires 15 business days.**
- a. **Date of sending out notices: November 24, 2014**
- b. **Date of the Annual/Special Stockholders' Meeting: December 15, 2014**
4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting. Various
5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<u>1. Approval of the minutes of the previous annual meeting of stockholders</u>	<u>Unanimous</u>		
<u>Approval of the annual report and the audited financial statements as December 31, 2013</u>	<u>Unanimous</u>		
<u>Approval and ratification of acts, contracts, investments and resolutions of the board and management of the Corporation since the last annual meeting</u>	<u>Unanimous</u>		
<u>Election of the members of the board of the directors for 2014</u>	<u>Unanimous</u>		
<u>Re-appointment of Punongbayan &amp; Araullo as external auditors of the Corporation for 2014</u>	<u>Unanimous</u>		
<u>Amendment of the Third Article of the Articles of Incorporation of the Corporation to indicate the place of the principal office of the Corporation</u>	<u>Unanimous</u>		
<u>Amendment of Article I, Section 1 of the By-laws of the Corporation to indicate the principal office of the Corporation</u>	<u>Unanimous</u>		
<u>Amendment of Article VI, Section 1 of the By-laws of the Corporation to indicate the correct number of directors of the Corporation which is Seven (7) as per its Articles of Incorporation</u>	<u>Unanimous</u>		

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

December 15, 2014.

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reasons for Modification
None	

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by Poll, show of hands, etc.)	% of SH Attending In Person	% of SH in Proxy attendance	Total % of SH attendance
Annual	Sai Chong Cheng, Dionisio E. Carpio, Jr., Edna D. Reyes, Pauline C. Tan	December 15, 2014	Show of hands	0.00%	71.26%	71.26%

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs? **No.**

(iii) Do the company's common shares carry one vote for one share? **Yes.** If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	Proxies which are compliant with the Corporation Code and by-laws of the Corporation are accepted by the Corporation
Notary	Not required

Submission of Proxy	Proxies which are compliant with the Corporation Code and by-laws of the Corporation are accepted by the Corporation
Several Proxies	Proxies which are compliant with the Corporation Code and by-laws of the Corporation are accepted by the Corporation
Validity of Proxy	Proxies which are compliant with the Corporation Code and by-laws of the Corporation are accepted by the Corporation
Proxies executed abroad	Proxies which are compliant with the Corporation Code and by-laws of the Corporation are accepted by the Corporation
Invalidated Proxy	These are not recognized by the Corporation
Validation of Proxy	SEC rules are followed
Violation of Proxy	SEC rules are followed

## (h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedures
Notices must be received by stockholders as of record date prior to any meeting	Notices are personally delivered and/ or are mailed to the stockholders as of record date

## (i) Definitive Information Statements and Management Report

<b>Number of Stockholders entitled to receive Definitive information Statements and Management Report and Other Materials</b>	<u>680</u>
<b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners</b>	<u>November 24, 2014.</u>
<b>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders</b>	<u>November 24, 2014.</u>
<b>State whether CD format or hard Copies were distributed</b>	<u>CD</u>
<b>If yes, indicate whether requesting stockholders were provided hard copies</b>	Yes

## (j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	Yes
--	-----

Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	Yes
The auditors to be appointed or re-appointed.	Yes
An explanation of the dividend policy, if any dividend is to be declared.	Yes
The amount payable for final dividends.	None declared.
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

## 2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
Minority Shareholders have the same voting rights, power of inspection, right to information, right to dividends, and appraisal right as other shareholders.	Minority shareholders are given notices of meetings.

(b) Do minority stockholders have a right to nominate candidates for board of directors? **Yes.**

## K. INVESTORS RELATIONS PROGRAM

1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

It is the company's external communications policy to strictly comply with the pertinent SRC disclosure rules as well as the disclosure regulations of the PSE and to keep informed about any revisions and updates to such rules. Major company announcements are reviewed and approved by the Board.

As for its internal communications policy, the Board regularly disseminates relevant information on its plans, actions, decisions and directives to those concerned within the organization through company management.

2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	Full disclosure of material information
(2) Principles	In accordance with SRC and PSE rules and guidelines
(3) Modes of Communication	Uploading to PSE website and posting at company website

(4) Investors Relations Officer	<u>Dionisio E. Carpio, Jr.</u> <u>Corporate Information Officer</u> <u>Tel Nos. 811-0465 to 66</u> <u>Fax No. 840-35-49</u> <u>Email: denniscarpio@medco.com.ph</u>
---------------------------------	---

- 3) What are the company's rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets? **NONE.**

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price. **NONE.**

#### L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
NONE	

#### M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
<b>Board of Directors</b>	Conducted by the Board Chairman	Attainment of corporate objectives
<b>Board Committees</b>	Conducted by the Board Chairman	Performance of committee functions
<b>Individual Directors</b>	Conducted by the Board Chairman	Quality of participation in Board meetings
<b>CEO/President</b>	Conducted by the Board Chairman	Attainment of annual budget & management goals

**N. INTERNAL BREACHES AND SANCTIONS**

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

<b>Violations</b>	<b>Sanctions</b>
Violations of the Corporate Governance Manual	Report the matter to the Board and recommend the imposition of appropriate disciplinary action on the responsible parties and the adoption of measures to prevent a repetition of the violation